THE SINGLE LARGEST GROUP OF SHAREHOLDERS

As of the Latest Practicable Date, Prof. Yu is (i) directly interested in 11.7% of the total issued share capital of our Company; (ii) indirectly interested in 7.18% of our total issued share capital through Ningbo Tage by virtue of his role of the sole general partner of Ningbo Tage; (iii) controlling 0.71% of the voting rights in our Company held directly by Mr. Zhou, by virtue of the 2026 AIC Agreement with Mr. Zhou; and (iv) controlling 1.46% of the voting rights in our Company held directly by BUE Foundation, by virtue of the BUE AIC Agreement.

According to the 2026 AIC Agreement and BUE AIC Agreement, (i) when exercising all the Shareholders' rights relating to the Company's management, including but not limited to voting, proposing motions, nominating directors and convening shareholders' meetings, Mr. Zhou and BUE Foundation shall act in concert by aligning their votes with Prof. Yu; and (ii) in the event of any disagreement among them, Prof. Yu's final opinion shall prevail. In addition, Dalian Tage holds 59.77% interest in Ningbo Tage as its limited partner, and Mr. Zhou is the general partner of Dalian Tage. As such, Prof. Yu, Mr. Zhou, Ningbo Tage, Dalian Tage and BUE Foundation are the Single Largest Group of Shareholders of the Company, which directly and indirectly control 21.04% of the voting rights in our Company as of the Latest Practicable Date.

Immediately following the completion of the conversion of Domestic **[REDACTED]** Shares into H Shares and the **[REDACTED]** (assuming the **[REDACTED]** is not exercised), the Single Largest Group of Shareholders will, directly and indirectly, control **[REDACTED]**% of the voting rights in aggregate in our Company. Therefore, they will remain as the Single Largest Group of Shareholders upon **[REDACTED]**.

INDEPENDENCE FROM THE SINGLE LARGEST GROUP OF SHAREHOLDERS

Our Directors consider that we are capable of carrying on our business independently from the Single Largest Group of Shareholders and their respective close associates after the **[REDACTED]**, taking into consideration the factors below.

Management Independence

Our business is managed and operated by our Board and senior management. Our Board consists of nine Directors, namely four executive Directors, two non-executive Directors and three independent non-executive Directors. Among the members of our Single Largest Group of Shareholders, Prof. Yu is our executive Director, chairman and co-chief executive officer, and Mr. Zhou is our executive Director and chief executive officer.

Our Directors consider that we are able to carry on our business independently from the Single Largest Group of Shareholders and their respective close associates from a management perspective for the following reasons:

(a) Prof. Yu and Mr. Zhou currently respectively serve as the general partner of Ningbo Tage and Dalian Tage, our share incentive platforms and members of our Single Largest Group of Shareholders. Other than above, our executive Directors and senior management members do not hold any management position and/or directorship in our Single Largest Group of Shareholders as of the Latest Practicable Date;

(b) our daily management and operations are carried out by a senior management team, all of whom have substantial experience in the industry in which our Company is engaged, and will therefore be able to make business decisions that are in the best interests of our Group. For details of the industry experience of our senior management team, see "Directors and Senior Management";

(c) each Director is aware of his/her fiduciary duties as a director which require, among other things, that he/she acts for the benefit and in the interest of our Company and does not allow any conflict between his/her duties as our Director and his/her personal interests. In the event that there is a potential conflict of interest arising out of any transaction to be entered into between our Group and a Director and/or his/her associate, he/she shall abstain from voting and shall not be counted towards the quorum for the voting;

(d) we have three independent non-executive Directors with extensive experience in their respective areas of expertise to ensure that the decisions of our Board are made after due consideration of independent and impartial opinions and in the best interests of our Company and our Shareholders as a whole. Certain matters of our Company must always be referred to the independent non-executive Directors for review and approval; and

(e) we have adopted a series of corporate governance measures to manage conflicts of interest, if any, between our Group and the Single Largest Group of Shareholders which would support our independent management. See "— Corporate Governance."

Based on the above, our Directors believe that our Board as a whole and together with our senior management are able to perform the managerial role in our Group independently from the Single Largest Group of Shareholders and their respective close associates after the **[REDACTED]**.

Operational Independence

We do not rely on the Single Largest Group of Shareholders and their respective close associates for our business development, staffing, logistics, administration, finance, internal audit, information technology, sales and marketing, or company secretarial functions. We have our own departments specializing in these respective areas which have been in operation and are expected to continue to operate separately and independently from the Single Largest Group of Shareholders and their respective close associates. In addition, we have our own headcount of employees for our operations and management for human resources.

We have independent access to suppliers and customers and an independent management team to handle our day-to-day operations. We are also in possession of all relevant licenses, certificates, facilities and intellectual property rights necessary to carry on and operate our principal businesses and we have sufficient operational capacity in terms of capital and employees to operate independently.

Based on the above, our Directors believe that we are able to operate independently of the Single Largest Group of Shareholders and their respective close associates.

Financial Independence

We have an independent financial system and make financial decisions according to our Group's own business needs. We have internal control and accounting systems and an independent finance department in charge of our treasury function. As such, our Company's financial functions, such as cash and accounting management, invoices and bills, operate independently from each member of our Single Largest Group of Shareholders and their close associates.

Save as disclosed in Appendix I to this document, we do not have any loans or guarantees provided by, or granted to, our Single Largest Group of Shareholders or their respective close associates. All the outstanding guarantees provided by our Single Largest Group of Shareholders and/or their respective close associates to our Company will be terminated before the **[REDACTED]**. We do not expect to rely on the Single Largest Group of Shareholders and their respective close associates for financing after the **[REDACTED]** as we expect that our working capital will be funded by the cash, cash equivalent on hand as well as the **[REDACTED]** from the **[REDACTED]**.

During the Track Record Period and as of the Latest Practicable Date, we had received a series of Pre-**[REDACTED]** Investments from third party investors independently. For details of the Pre-**[REDACTED]** Investments, see "History, Development and Corporate Structure."

Based on the above, our Directors believe that we are capable of carrying on our business independently of, and do not place undue reliance on the Single Largest Group of Shareholders and their respective close associates after the **[REDACTED]**.

NO COMPETITION

Save and except for the interest of our Single Largest Group of Shareholders in our Company, each of our Single Largest Group of Shareholders confirmed that as of the Latest Practicable Date, they did not have any interest in other business, apart from the business of our Group, which competes or is likely to compete, directly or indirectly, with our business, which would require disclosure under Rule 8.10 of the Listing Rules.

CORPORATE GOVERNANCE

Our Company will comply with the provisions of the Corporate Governance Code, which sets out principles of good corporate governance.

Our Directors recognize the importance of good corporate governance in protection of our Shareholders' interests. We would adopt the following measures to safeguard good corporate governance standards and to avoid potential conflict of interests between our Group and the Single Largest Group of Shareholders:

(a) where a Board meeting is held for the matters in which any Director (including our Single Largest Group of Shareholders) has a material interest, such Director(s) shall abstain from voting on the relevant resolutions and shall not be counted in the quorum for the voting;

(b) where a Shareholders' meeting is to be held for considering proposed transactions in which the Single Largest Group of Shareholders or any of their respective close associates has a material interest, the Single Largest Group of Shareholders will not vote on the resolutions and shall not be counted in the quorum in the voting;

(c) as part of our preparation for the **[REDACTED]**, we have amended our Articles of Association to comply with the Listing Rules which will become effective upon **[REDACTED]**. In particular, our Articles of Association provides that, a Director shall be abstained from voting on any resolution approving any contract, transaction or arrangement in which such Director or any of his/her close associates has a material interest nor shall such Director be counted in the quorum present at the Board meeting;

(d) our Company has established internal control mechanisms to identify connected transactions. Upon **[REDACTED]**, if our Company enters into connected transactions with the Single Largest Group of Shareholders or any of its associates, our Company will comply with the applicable Listing Rules;

(e) we are committed that our Board shall include a balanced composition of executive Directors and non-executive Directors (including independent non-executive Directors). We have appointed three independent non-executive Directors, and we believe our independent non-executive Directors (i) possess sufficient experiences, (ii) are free of any business or other relationship which could interfere in any material manner with the exercise of their independent judgment, and (iii) will be able to provide an impartial and external opinion to protect the interests of our Shareholders as a whole. For details of the independent non-executive Directors, see "Directors and Senior Management";

(f) where our Directors reasonably request the advice of independent professionals, such as financial advisors, the appointment of such independent professionals will be made at our Company's expenses;

(g) our independent non-executive Directors, individually and collectively, possess the requisite knowledge and experience. They are committed to providing impartial and professional advice to protect the interests of our minority Shareholders; and

(h) we have appointed Maxa Capital Limited as our Compliance Advisor to provide advice and guidance to us in respect of compliance with the Listing Rules, including various requirements relating to corporate governance.

Based on the above, our Directors are satisfied that sufficient corporate governance measures have been put in place to manage conflicts of interest between our Group and the Single Largest Group of Shareholders, and to protect minority Shareholders' interests after the **[REDACTED]**.