OVERVIEW

Our business origin can be traced back to 2004, when Taotao Group, our primary promoter, began operating business segments focused on ATVs and off-road vehicles. Our Company was established on September 24, 2015, and subsequently, acquired the relevant inventory and machinery equipment from Taotao Group in 2016. Mr. Cao, our founder, the chairman of the Board, executive Director and general manager, has led us in providing outdoor leisure and electrified mobility solutions. For details of the background of Mr. Cao, see "Directors and Senior Management — Directors".

In March 2023, our A Shares were listed on the ChiNext Board of the Shenzhen Stock Exchange (stock code: 301345). For details, see "— Major Shareholding Changes of the Company — Listing on the ChiNext Board of the Shenzhen Stock Exchange".

KEY MILESTONES IN THE COMPANY AND BUSINESS DEVELOPMENT

The following table shows the key milestones in business development we have achieved since our establishment.

Year	Events
2015	We established in Jinyun County, Lishui City, Zhejiang Province, mainly engaged in the production and sale of ATVs and motorcycles;
2017	We started to produce a series of electric two-wheelers, including electric scooters and electric balance bikes;
	We created our own brand, GOTRAX;
2022	We started to produce LSEVs and ATVs;
	We created our own brand, DENAGO;
	We established presence in chain supermarkets such as Walmart, Target, Academy, and Best Buy;
2023	We were successfully listed on the ChiNext Board of the Shenzhen Stock Exchange;
2024	Our factory in Quang Ninh Province, Vietnam, has achieved core process manufacturing capacity coverage, with production capacity for LSEV, ATVs, etc.;
	We completed the construction of our own production base in Texas, USA;
2025	We launched a new brand, TEKO, to further improve its marketing network for LSEV in North America.

MAJOR SUBSIDIARIES

The place of registration, date of registration and commencement of business, and principal business activities of each of our major subsidiaries are as follows:

Company name	The equity attributable to the Group	Principal business activities	Date of establishment and jurisdiction
Yongkang Taotao Technology Co., Ltd.* (永康市濤濤科技有限公司)	100%	Manufacturing and sales of motors and batteries	December 2, 2020, China
Shenzhen Baike New Energy Co., Ltd.* (深圳百客新能源有限公司)	100%	Sales of ATVs, electric scooters, electric balance bikes, motorcycle helmets and related accessories	November 19, 2019, China
Baike Vehicle Vietnam Company Limited	100%	Manufacturing and sales of powersports, LSEVs, and accessories	January 16, 2024, Vietnam
Tao Holding LLC	100%	Investment holding	April 6, 2022, USA
Golabs, Inc.	100%	Sales of intelligent electric vehicles and related products, non-powered cycling products, and associated accessories	May 1, 2017, USA
Denago EV Corporation.	100%	Manufacturing and sales of LSEV products and accessories	June 20, 2023, USA
Denago Ebikes Corporation	100%	Sales of electric bicycle products and accessories in the U.S. market	June 20, 2023, USA
Tao Motor Inc.	100%	Sales of ATVs, motorcycles and related accessories	January 6, 2016, USA
Baike, Inc.	100%	Sales of ATVs, electric scooters, electric balance bikes, motorcycle helmets and related accessories	December 9, 2019, USA
Veloz Powersports Inc.	100%	Sales of off-road vehicles, ATVs, motorcycles and other products and related accessories	May 11, 2015, USA
ThunderTrek Inc	100%	Undertaking the wholesale business of Champion gasoline-powered vehicles and electric golf carts.	February 18, 2025, USA
Teko Inc	100%	Engaging in the wholesale sales of Teko brand golf carts.	October 7, 2024, USA

Company name	The equity attributable to the Group	Principal business activities	Date of establishment and jurisdiction
No Speed Limited Inc. . . .	100%	Import of electric golf carts	February 25, 2025, USA
Trailblazer Motors Inc. . . .	100%	Investment holding	August 11, 2025, USA
Champion Motorsports Group, LLC.	100%	Distributing entry-level power sports equipment through major retail chains	January 11, 2023, USA

For further details on changes in share capital of our major subsidiaries, see "Appendix IV — Statutory and General Information — 3. Changes in the Share Capital of Our Subsidiaries".

MAJOR SHAREHOLDING CHANGES OF THE COMPANY

Early Development of the Company

On September 24, 2015, our Company was established as a joint stock limited company under the laws of the PRC. The initial registered capital of our Company was RMB30.00 million, which was fully contributed by Mr. Cao and his family.

Upon completing multiple rounds of share transfers and capital injections between June 2017 to November 2019, the registered capital of our Company reached RMB82.00 million. The shareholding structure of our Company was as follows:

Name of Shareholders	Number of Shares Held	Shareholding Percentage (%)
Zhongtao Investment.	45,000,000	54.88
Mr. Cao	28,500,000	34.75
Zhongjiu Investment	3,850,000	4.70
Ms. Cao.	1,500,000	1.83
Zhongbang Investment	750,000	0.91
Mr. Sun Yong ("**Mr. Sun**")(1)	400,000	0.49
Other Shareholders(2)	2,000,000	2.44
Total	**82,000,000**	**100.00**

Notes:

(1) Mr. Sun is our executive Director, chief financial officer, secretary of the Board and joint company secretary.

(2) Other Shareholders, including two institutional investors and four individual Shareholders, who are Independent Third Parties, represent Shareholders holding no more than 1% of our issued share capital upon the completion of such share transfers and capital injections between June 2017 to November 2019. As at the Latest Practicable Date, save for two institutional Shareholders, no other Shareholders holds any A Shares of the Company.

Establishment of Employee Shareholding Platforms

In order to further improve the Company's long-term incentive mechanism, attract and retain outstanding talent, and enhance employees' initiative, since 2018, our Company established Zhongjiu Investment and Zhongbang Investment as our employee shareholding platforms, with a view to providing equity incentives for the eligible employees to align their interests with our Group.

Zhongjiu Investment

Zhongjiu Investment was incorporated as a limited partnership under the laws of the PRC on October 16, 2018. As of the Latest Practicable Date, Ms. Cao held approximately 90.89% partnership interests and serves as the sole general partner. The remaining interests of Zhongjiu Investment are held by Mr. Yao Guangqing, our executive Director and deputy general manager (as to approximately 0.78%), Mr. Lou Guidong, our deputy general manager (as to approximately 0.78%), Mr. Chai Aiwu, our deputy general manager (as to approximately 0.62%), Ms. Zhu Hongxia, our deputy general manager (as to approximately 0.52%) and 14 other employees of our Group when the stock incentive arrangements were implemented, who are not Directors or senior management members (as to approximately 6.47% in aggregate).

Zhongbang Investment

Zhongbang Investment was incorporated as a limited partnership under the laws of the PRC on October 16, 2018. As of the Latest Practicable Date, Ms. Cao is the sole general partner and holds approximately 58.00% partnership interests in Zhongbang Investment, with the remaining interests held by 28 other employees of our Group when the stock incentive arrangements were implemented, who are not Directors, or senior management members (as to approximately 42.00% in aggregate).

Upon the establishment of Zhongjiu Investment and Zhongbang Investment, the shareholding structure of our Company was as follows:

Shareholder Name	Number of Shares Held	Shareholding Percentage (%)
Zhongtao Investment.	45,000,000	56.25
Mr. Cao	28,500,000	35.62
Ms. Cao	1,500,000	1.88
Zhongjiu Investment	3,850,000	4.81
Zhongbang Investment	750,000	0.94
Mr. Sun	400,000	0.50
Total	**80,000,000**	**100.00**

Listing on the ChiNext Board of the Shenzhen Stock Exchange

On March 21, 2023, we completed the listing of our A Shares on the ChiNext Board of the Shenzhen Stock Exchange (stock code: 301345). For the purpose of the A Shares listing, we issued an aggregate of 27,333,600 A Shares, accounting for 25% of our Company's then share capital immediately upon completion of the A Shares Listing. As part of the A Shares Listing, we conducted a strategic placing through which, among others, 7.45% of the total offered A Shares (representing 1.86% of our total share capital upon completion of the A Shares Listing) were allocated to a collective asset management scheme managed and controlled by an asset manager ("**Collective Asset Management Scheme**"), which subscribed for such A Shares for the economic benefits of our certain senior management members and core employees. The asset manager of the Collective Asset Management

Scheme is Donghai Securities Co., Ltd. (東海證券股份有限公司), a professional asset manager and an Independent Third Party. Pursuant to the asset management agreement, the asset manager is entitled to, among others, manage and operate the underlying assets and make investment decisions independently as well as exercise relevant shareholder's rights in its own name, thus is the actual controller of the Collective Asset Management Scheme. The shareholding structure of our Company immediately following the completion of our A Share listing and the strategic placing was as follows:

Name of Shareholders	Number of Shares Held	Shareholding Percentage (%)
Zhongtao Investment	45,000,000	41.16
Mr. Cao	28,500,000	26.07
Zhongjiu Investment	3,850,000	3.52
Ms. Cao	1,500,000	1.37
Zhongbang Investment	750,000	0.69
Mr. Sun	400,000	0.37
Collective Asset Management Plan	2,037,440	1.86
Other Shareholders[1]	27,296,160	24.97
Total	**109,333,600**	**100.00**

Notes:

(1) Other Shareholders include (i) other public A Shareholders and (ii) two institutional investors and four individual investors, who are Independent Third Parties and ceased to be the Shareholders of our Company as of the Latest Practicable Date, represent Shareholders holding no more than 1% of our issued share capital upon the completion of A Shares Listing and the strategic placing.

As at the Latest Practicable Date, the shareholding structure of our Company was as follows:

Name of Shareholders	Number of Shares Held	Shareholding Percentage (%)
Zhongtao Investment	45,000,000	41.27
Mr. Cao	28,500,000	26.14
Zhongjiu Investment	3,850,000	3.53
Ms. Cao	1,500,000	1.38
Zhongbang Investment	750,000	0.69
Collective Asset Management Scheme	82,016	0.08
Other A Shareholders	29,367,055	26.93
Total	**109,049,071**	**100.00**

2023 Restricted Share Incentive Plan

The Company adopted the 2023 Restricted Share Incentive Plan on August 2, 2023. The purpose of the 2023 Restricted Share Incentive Plan is to improve the incentive mechanism of the Group, attract and retain talents to achieve the Group's sustainable and stable development, thereby achieving the Group's long-term objectives. For details, see "Appendix IV — Statutory and General Information — 6. Employee Incentive Scheme — 2023 Restricted Share Incentive Plan".

PUBLIC FLOAT

Rule 8.08(1) (as amended and replaced by Rule 19A.13A) of the Listing Rules provides that, where a new applicant is a PRC issuer with other listed shares at the time of listing, this will normally mean that the portion of H shares for which listing is sought that are held by the public, at the time of listing, must (a) represent at least 10% of the issuer's total number of issued shares in the class to which H shares belong (excluding treasury shares); or (b) have an expected market value of not less than HK$3,000,000,000.

Our A Shares are listed on the ChiNext Board. The total number of the H Shares to be **[REDACTED]** pursuant to the **[REDACTED]** represents approximately **[REDACTED]** of the total issued share capital of the Company (before any exercise of the **[REDACTED]**). Immediately following the completion of the **[REDACTED]** (before any exercise of the **[REDACTED]**), the total number of the H Shares expected to be held by the public represents approximately **[REDACTED]** of the total issued share capital of the Company, which meets the prescribed percentage of H Shares required to be held in public hands of 10% under Rule 19A.13A(2)(a) of the Listing Rules, thereby satisfying Rule 19A.13A(2) of the Listing Rules at the time of the **[REDACTED]**.

FREE FLOAT

Rule 8.08A (as amended and replaced by Rule 19A.13C) of the Listing Rules provides that, where a new applicant is a PRC issuer with other listed shares at the time of listing, this will normally mean that the portion of H shares for which listing is sought that are held by the public and not subject to any disposal restrictions (whether under contract, the Listing Rules, applicable laws or otherwise), at the time of listing, must: (a) represent at least 5% of the total number of issued shares in the class to which H shares belong at the time of listing (excluding treasury shares), with an expected market value at the time of listing of not less than HK$50,000,000; or (b) have an expected market value at the time of listing of not less than HK$600,000,000.

Based on an **[REDACTED]** of **[REDACTED]** per H Share, being the low-end of an indicative **[REDACTED]**, the Company's market value of Shares is expected to be **[REDACTED]** at the time of **[REDACTED]**, which will satisfy the free float requirement under Rule 8.08A (as amended and replaced by Rule 19A.13C) of the Listing Rules.

MATERIAL ACQUISITIONS, DISPOSALS AND MERGERS

Acquisition of Champion Holdings

On December 16, 2025, Trailblazer Motors Inc., an indirect wholly-owned subsidiary of our Company, entered into a share transfer agreement with Champion Motorsports Group Investor, LLC. ("**Champion Investor**"), pursuant to which Trailblazer Motors Inc., agreed to acquire, and Champion Investor agreed to sell, the entire issued share capital of Champion Motorsports Group Holdings, LLC. ("**Champion Holdings**"), at a total consideration of US$15 million, which was determined following arm's length negotiations between the parties with reference to a valuation report (the "**Acquisition**"). Following the completion of the Acquisition, Champion Holdings has become an indirect wholly-owned subsidiary of our Company and its financial results have been consolidated with our Group in December 2025.

Champion Holdings was incorporated on September 14, 2022 in Delaware, the United States as a limited liability company, and is primarily engaged in the sales of ATVs, off-road motorcycles and LSEVs through its wholly owned subsidiary, Champion Motorsports Group, LLC., our top five customer for the years ended December 31, 2023, 2024 and 2025. Prior to the Acquisition, Champion Holdings was wholly-owned by Champion Investor, an Independent Third Party. Our rationale for the transaction was to gain access to the sales network, customer resources, and brands of Champion Holdings, including its owned brand "Racka" and the licensed brands "COLEMAN" and "MADDOG GEAR", thereby expanding our sales scale and enriching the portfolio of our own brands. This integration enables our Company to gain direct access to established customer relationships and after-sales service infrastructure across key U.S. retail channels, including specialty retailers and mass merchandisers. This eliminates the intermediary procurement and distribution layer, reducing costs and streamlining the Group's end-to-end supply chain.

The Acquisition was completed by the end of 2025, upon which Champion Holdings became an indirect wholly-owned subsidiary of our Company. The Acquisition has been properly and legally completed and settled, and no approvals from the relevant authorities are required for the Acquisition.

As none of percentage ratios exceeded 25%, no additional disclosure of pre-acquisition financial information will be necessary pursuant to Rule 4.05A of the Listing Rules.

Save as disclosed in "Material Acquisitions, Disposals and Mergers" in this section, we did not conduct any other acquisitions, disposals or mergers that we consider to be material to us during the Track Record Period and up to the date of the document.

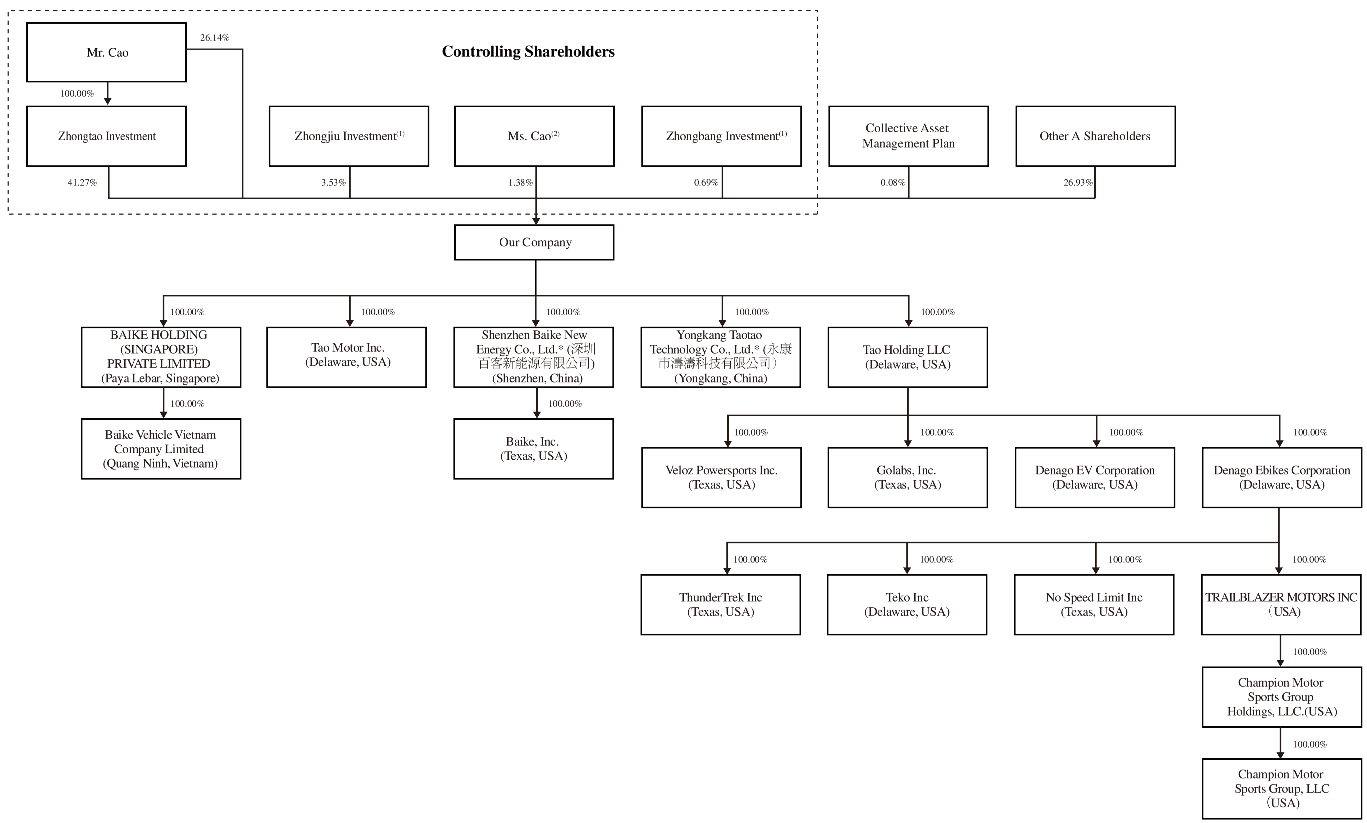
OUR LISTING ON THE CHINEXT BOARD OF THE SHENZHEN STOCK EXCHANGE AND THE REASONS FOR OUR [REDACTED] ON THE STOCK EXCHANGE

Since March 2023, the A Shares of our Company have been listed on ChiNext Board of the Shenzhen Stock Exchange. As of the Latest Practicable Date, our Directors confirmed that we had no instances of non compliance with the rules of ChiNext Board of the Shenzhen Stock Exchange and other applicable securities laws and regulations of the PRC in any material respects, and, to the best knowledge of our Directors having made all reasonable enquiries, there was no material matter that should be brought to the **[REDACTED]** attention in relation to our compliance record on ChiNext Board of the Shenzhen Stock Exchange. Our Directors confirmed and our PRC Legal Advisors advised us that during the Track Record Period and up to the Latest Practicable Date, we have not been subject to any material administrative penalties or regulatory measures imposed by PRC securities regulatory authorities and we have complied with the relevant laws and regulations on A Share listings applicable to us in all material respects. Based on the independent due diligence conducted by the Sole Sponsor, nothing has come to the Sole Sponsor's attention that would cause them to cast doubt on our Directors' confirmation with regard to the compliance records of our Company on ChiNext Board of the Shenzhen Stock Exchange.

The Company seeks to **[REDACTED]** on the Hong Kong Stock Exchange to provide more funds for our business development and expansion, to provide an additional financing platform for the Company when necessary, to further strengthen our corporate image and market position in the industry and to better attract overseas **[REDACTED]** and talents. For details, see "Business — Growth Strategies" and "Future Plans and Use of **[REDACTED]**".

SHAREHOLDING STRUCTURE IMMEDIATELY BEFORE THE [REDACTED]

The following chart sets forth our simplified shareholding structure and major subsidiaries immediately before the **[REDACTED]**:



Notes:

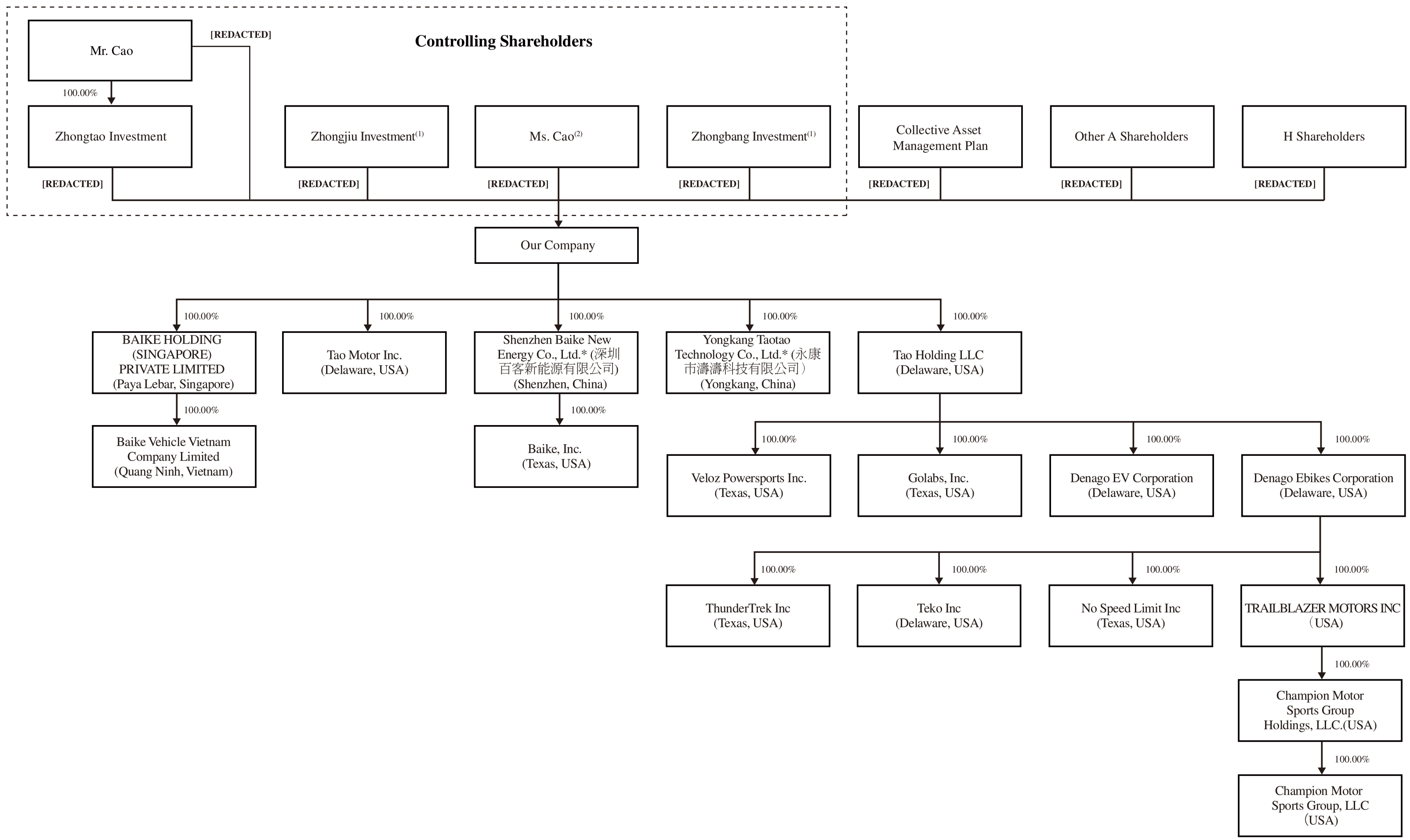
(1) See "— Major Shareholding Changes of the Company — Establishment of Employee shareholding platforms".

(2) Ms. Cao, the sister of Mr. Cao, as the sole general partner of each of Zhongjiu Investment and Zhongbang Investment, is responsible for management and exercising the voting rights attaching to the Shares held by each of Zhongjiu Investment and Zhongbang Investment, in accordance with the partnership agreement entered into among the general and limited partners of each of Zhongjiu Investment and Zhongbang Investment, respectively. Therefore, Ms. Cao, Zhongjiu Investment and Zhongbang Investment, together with Mr. Cao and Zhongtao Investment are considered as a Controlling Shareholder Group as defined under the Hong Kong Listing Rules. For further details, see "Relationship with Controlling Shareholders".

(3) The Company also indirectly and wholly owns 26 subsidiaries established in various jurisdictions.

SHAREHOLDING STRUCTURE IMMEDIATELY FOLLOWING THE COMPLETION OF THE [REDACTED]

The following chart sets forth our simplified shareholding structure and major subsidiaries immediately following the completion of the the **[REDACTED]** (assuming the **[REDACTED]** is not exercised):



Notes (1) to (3): Please refer to the details contained in the preceding pages.