

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

OVERVIEW

The history of our Company can be traced back to July 2010 when our Company was established as a limited liability company in Shanghai, the PRC by three individuals, who are currently Independent Third Parties of the Company. With approximately 15 years of development, we have become an e-commerce service solutions provider in China, providing comprehensive digital solutions from strategic planning to the implementation of digital business operations for brand owners across various industries. According to CIC, in terms of GMV in 2025, we were the fifth largest digital retail solutions provider and the largest O2O digital retail solutions provider in China.

Since our establishment, our Company went through a series of changes to its capital structure and also brought in new Shareholders and [REDACTED] Investors. See “— Corporate Development of Our Company” in this section for further details.

MILESTONES

The following is a summary of our Group’s key corporate and business development milestones:

Year	Events
2010	Our Company was established in July in Shanghai, the PRC.
2014	Our overseas subsidiaries, Keying (HK) and KNC E-Commerce were incorporated in Hong Kong and the U.S., respectively to commence cross-border e-commerce business.
2015	Our Company was converted into a joint stock liability company in September.
2016	On 3 May 2016, all issued Shares of our Company were quoted for trading on the NEEQ (the then stock code: 837160) and were subsequently voluntarily withdrawn from quotation on the NEEQ on 16 May 2019. Our Company commenced its collaboration with a global leading dining brand by providing O2O digital retail solutions.
2018	We were first awarded the highest level of “Tmall Six-Star Service Provider (天貓六星級服務商)” and have received this award consecutively in subsequent years.
2020	Keying Japan was incorporated to expand cross-border over-the-counter business for drugs and medical devices with required qualifications.
2021	Our Company was awarded as the “Outstanding E-commerce Operation Enterprise in Shanghai (上海市電商運營優秀企業)” by Shanghai E-commerce Association (上海市電子商務協會) in April. We established Beijing Kaijing to accelerate our business growth with JD.com.
2022	We have been recognised as an “Outstanding Unit in the Safe Consumption Creation Activities of Shanghai for the year 2020-2021 (2020-2021年上海市放心消費創建活動優秀單位)”. Our Company was first awarded the “Alimama 2022 Global Six-Star Partnership Certification (阿里媽媽2022全域六星合作夥伴認證)”. We joined the “Taobao Tmall DIGITAL Ecosystem Lab (淘寶天貓DIGITAL生態實驗室)”, becoming a partner in the Tmall Digital Ecosystem Acceleration Programme (天貓數字化生態加速計劃). We have received certification as a “brand service provider for Douyin e-commerce (抖音電商品牌服務商資格認證)”, marking the commencement of our business operations on the Douyin platform.
2023	Our Company has been selected as a “Demonstration Enterprise in E-commerce for the year 2023-2024 in Shanghai (2023-2024年度上海市電子商務示範企業)”.

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Year	Events
	Our Company has become the first digital retail solutions provider in the PRC to receive the DCMM certification for data management capability (數據管理能力成熟度DCMM認證), which represents our position in data governance and service capability.
	Our Company has been awarded the highest quality honour in Jinshan District “the 9th Jinshan District Mayor’s Quality Award (第九屆金山區區長質量獎)”.
	Our Company was first recognised as a “Purple Star Service Provider (紫星服務商)” by Tmall Global.
2024	According to CIC, in terms of GMV in 2024, we were the fifth largest digital retail solutions and the largest O2O digital retail solutions provider in China.
2025	Our Company was included in the 2025 Tmall Ecosystem Certification List (2025年天貓生態認證名單), receiving the Super V-Partner certifications in four categories, namely FMCG Industry Super V-Partner (快消行業超級V-Partner), Sports & Outdoor Industry Super V-Partner (運動戶外行業超級V-Partner), Digital Intelligence Capability Super V-Partner (數智能力超級V-Partner) and Service Experience Super V-Partner (服務體驗超級V-Partner).
	Our Company was selected as a cooperative service provider at the inaugural “JINGYING Alliance” (首屆「京YING聯盟」) of JD Health (京東健康) in Beijing in June, becoming a certified JINGYING Alliance Service Provider (京YING聯盟服務商).

OUR MAJOR SUBSIDIARIES

The principal business activities and dates of establishment of our major subsidiaries are set out below:

Name of the subsidiary	Equity interest attributable to our Group	Principal business activities	Date and jurisdiction of establishment/ incorporation
Jiangsu Kaijie	100%	Comprehensive brand e-commerce services and end-to-end digital value-added services	18 July 2019, PRC
Shanghai Kaihan	100%	Comprehensive brand e-commerce services and end-to-end digital value-added services	26 January 2021, PRC
Shanghai Kaichong	100%	Comprehensive brand e-commerce services and end-to-end digital value-added services, mainly in the area of pet product industry	28 April 2017, PRC
Shanghai Monster	100%	Comprehensive brand e-commerce services and end-to-end digital value-added services	29 May 2018, PRC
Shanghai Jiakai	73%	Comprehensive brand e-commerce services and end-to-end digital value-added services	27 January 2021, PRC
Keying (HK)	100%	Comprehensive brand cross-border e-commerce services	4 April 2014, Hong Kong
KNC E-Commerce	95%	Comprehensive brand cross-border e-commerce services for U.S. brands	5 May 2014, the State of Nevada (the U.S.)

In addition to Keying (HK) and KNC E-Commerce as set out in the table above, we also have four other overseas subsidiaries, namely Keying Japan, Keysing Singapore, JOJO (HK) and Keyvida. Keying Japan focuses on cross-border e-commerce services for local Japanese brands, providing operational support to newly onboarded Japanese brands and facilitating the distribution of cross-border products. JOJO (HK) is primarily engaged in cross-border e-commerce services for overseas healthcare brands, currently focusing on a European e-commerce company that specialises in supplements. Keysing Singapore and Keyvida have not yet commenced operations and we intend to offer cross-border e-commerce services for more brands through these two subsidiaries.

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Our Company held majority equity interests in the above subsidiaries throughout the Track Record Period. See “Statutory and General Information — A. Further Information about Our Company and Our Subsidiaries” set out in Appendix VI to this document for more details on share capital changes of our subsidiaries.

CORPORATE DEVELOPMENT OF OUR COMPANY

Establishment of Our Company

Our Company was established in Shanghai, the PRC as a limited liability company on 19 July 2010 with an initial registered capital of RMB10.00 million. Upon establishment, our Company was owned as to 56.00% by Ms. Lin Lin (林琳), 30.00% by Ms. Wang Li (王莉) and 14.00% by Mr. Tang Yuanxin (唐元新).

Major Capital Changes and Equity Transfers after Establishment and Prior to Quotation on NEEQ

The major capital changes and equity transfers after establishment and prior to our Company’s quotation on NEEQ are set out below:

Equity transfer in September 2011

On 14 September 2011, the then Shareholders Ms. Lin Lin, Ms. Wang Li and Mr. Tang Yuanxin entered into equity transfer agreements with Mr. Han, Mr. Xu Zhiwen (徐智文) and Mr. Xu Lei (徐磊), pursuant to which, the then Shareholders agreed to transfer the registered capital they subscribed in our Company to Mr. Han, Mr. Xu Zhiwen and Mr. Xu Lei at the consideration of RMB200,000, RMB1,008,000 and RMB540,000 which was determined with reference to the then paid-in capital of our Company. Upon completion of such equity transfer, our Company was owned as to 10.00% by Mr. Han, 50.40% by Mr. Xu Zhiwen, 27.00% by Mr. Xu Lei and 12.60% by Mr. Tang Yuanxin. Our Company completed the registration with the local Administration for Market Regulation (formerly known as the local Administration for Industry and Commerce (工商行政管理總局)) (“Local AMR”) on 29 September 2011.

Equity transfer in July 2013

On 8 July 2013, Mr. Xu Zhiwen entered into an equity transfer agreement with Mr. Xu, pursuant to which, Mr. Xu Zhiwen agreed to transfer 30.40% equity interest in the Company to Mr. Xu at the consideration of RMB3.04 million, which was determined with reference to his paid-in capital to our Company. Upon completion of such equity transfer, our Company was owned as to 30.40% by Mr. Xu, 20.00% by Mr. Xu Zhiwen, 27.00% by Mr. Xu Lei, 10.00% by Mr. Han and 12.60% by Mr. Tang Yuanxin. Our Company completed the registration in respect of the equity transfer with the Local AMR on 15 July 2013.

Equity transfers in January 2014

On 31 December 2013, all the then Shareholders, namely Mr. Xu, Mr. Han, Mr. Xu Zhiwei, Mr. Xu Lei and Mr. Tang Yuanxin as the sellers entered into equity transfer agreements with Ms. Wang Xia (王霞) and Shanghai Kaixian as purchasers in relation to the transfer of 30.65% equity interest in our Company at the consideration equal to respective paid-in capital. Upon completion of the equity transfers, our Company was owned as to 28.88% by Mr. Xu, 25.65% by Mr. Wang Xia, 19% by Mr. Xu Zhiwen, 11.97% by Mr. Tang Yuanxin, 9.5% by Mr. Han and 5% by Shanghai Kaixian. Shanghai Kaixian is a limited partnership established under the laws of the PRC on 26 December 2013 with Mr. Han, our executive Director and general manager, being its general partner. Our Company completed the registration in respect of the equity transfers with the Local AMR on 10 January 2014.

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Capital increases and equity transfer in 2014 (Introducing Star Culture and BlueFocus as our [REDACTED] Investors)

1. Capital increase in February 2014

On 28 January 2014, all the then Shareholders of our Company entered into a capital increase agreement with Star Culture, pursuant to which Star Culture agreed to subscribe for the increased registered capital of approximately RMB526,300 at the consideration of RMB5,000,000, the amount of RMB4,473,700 exceeding the increased registered capital was included in our Company’s capital reserve. The consideration in respect of the aforementioned capital increase was determined after arm’s length negotiation among the parties. For details on Star Culture, see “— [REDACTED] Investments” in this section. The fund for the aforesaid capital increase from Star Culture was received by our Company on 13 February 2014. Our Company completed the registration with the Local AMR in respect of the capital increase on 28 February 2014. Upon completion, the registered capital of our Company increased from RMB10,000,000 to RMB10,526,300.

2. Capital increase and equity transfer in November 2014

On 1 September 2014, all of the then Shareholders entered into an equity transfer and capital increase agreement with BlueFocus, pursuant to which, (i) Mr. Xu, Mr. Tang Yuanxin, Ms. Wang Xia and Mr. Xu Zhiwen transferred part of their equity interests in our Company to BlueFocus; and (ii) BlueFocus agreed to subscribe for the increased registered capital of approximately RMB1,103,900 at the consideration of RMB12,000,000, the amount of RMB10,896,100 exceeding the increased registered capital was included in our Company’s capital reserve. The consideration in respect of the aforementioned capital increase was determined after arm’s length negotiation among the parties. For details on BlueFocus, See “— [REDACTED] Investments” in this section. The fund for the aforesaid capital increase from BlueFocus was fully received by our Company on 14 November 2014. Our Company completed the registration with the Local AMR in respect of the capital increase on 13 November 2014. Upon completion, the registered capital of our Company increased from RMB10,526,300 to RMB11,630,200.

Capital increase and shareholding changes in 2015

1. Capital increase in April 2015

On 1 April 2015, our Shareholders’ meeting passed a resolution to approve the increase of our registered capital from RMB11,630,200 to RMB11,817,800 where the increased registered capital of RMB187,600 be subscribed by Mr. Xu at the consideration of RMB2,000,000, the amount of RMB1,812,400 exceeding the increased registered capital was included in our Company’s capital reserve. The consideration in respect of the aforementioned capital increase was determined after arm’s length negotiation among the parties with reference to the then registered capital of our Company. The fund for the aforesaid capital increase from Mr. Xu was received by our Company on 21 April 2015. Our Company completed the registration with the Local AMR in respect of the capital increase on 9 April 2015.

2. Equity transfers in July 2015

In July 2015, BlueFocus entered into an equity transfer agreement with Mr. Xu and Shanghai Keytier, pursuant to which, BlueFocus agreed to transfer registered capital of RMB590,890 and RMB1,723,510 to Mr. Xu and Shanghai Keytier, respectively. Upon completion of such equity transfer, BlueFocus ceased to be a Shareholder of our Company. Registration in respect of the equity transfer was completed on 20 July 2015.

Shanghai Keytier was established as a limited partnership under the laws of the PRC on 15 June 2015, with its general partner being Shanghai Chuyuan. As of the Latest Practicable Date, Shanghai Chuyuan is owned as to 80% by Mr. Xu and 20% by Mr. Xu Zhiwen. According to a Shareholders’ resolution dated 20 July 2015, Mr. Xu and Mr. Tang Yuanxin entered into an equity transfer agreement, pursuant to which Mr. Xu agreed to transfer 1.5% equity interest (representing registered capital of RMB177,267) in our Company to Mr. Tang Yuanxin, which was registered with the Local AMR on 21 July 2015.

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The shareholding structure of our Company upon completion of the above capital increase and equity transfers and prior to the conversion into a joint stock limited company is set out below.

Name of Shareholders	Registered capital held in our Company	Approximate equity interests percentage in our Company
	(RMB)	(%) <i>(Note)</i>
Mr. Xu	3,210,223	27.16
Shanghai Keytier	1,723,510	14.58
Ms. Wang Xia	2,142,900	18.13
Mr. Xu Zhiwen	1,587,400	13.43
Mr. Tang Yuanxin	1,177,467	9.96
Mr. Han	950,000	8.04
Star Culture	526,300	4.45
Shanghai Kaixian	500,000	4.23
Total	11,817,800	100.00

Note: The percentage figures have been subject to rounding adjustments. Any discrepancies between totals and sums of amounts listed herein are due to rounding adjustments.

Conversion to a joint stock limited company

Pursuant to the Shareholders’ resolution dated 22 August 2015 and the promoters’ agreement dated 7 September 2015, the then existing Shareholders agreed and approved the conversion of our Company into a joint stock limited company. The net assets value of RMB37,524,373.48 of our Company as of 31 July 2015, of which (i) RMB11,817,800 was converted into 11,817,800 Shares with a nominal value of RMB1.00 each which were subscribed by all the then Shareholders in proportion to their respective equity interests in our Company before the conversion; and (ii) the remaining RMB25,706,573.48 was converted in our capital reserve. The conversion was completed on 10 September 2015.

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Capital increase in September 2015 (Introducing Orient Investment and Beijing Voyage as our [REDACTED] Investors)

In 2015, our Company, Mr. Xu, Mr. Han, Shanghai Keytier, and Shanghai Kaixian entered into a capital increase agreement with Orient Investment and Beijing Voyage, pursuant to which, Orient Investment and Beijing Voyage agreed to subscribe for 638,800 and 319,400 Shares in our Company at the consideration of RMB10,000,000 and RMB5,000,000, respectively, with a premium of RMB14,041,800 in total included in the capital reserve of our Company. The consideration was determined after arm’s length negotiations with reference to the previous round of valuation of our Company. The funds for capital increase were received by our Company by 25 September 2015. The shareholding structure of our Company upon completion of the above capital increase and equity transfers is set out below.

Name of Shareholders	Number of Shares	Approximate Shareholding Percentage in our Company (%) <i>(Note)</i>
Mr. Xu	3,210,223	25.13
Ms. Wang Xia	2,142,900	16.77
Shanghai Keytier	1,723,510	13.49
Mr. Xu Zhiwen	1,587,400	12.42
Mr. Tang Yuanxin	1,177,467	9.22
Mr. Han	950,000	7.44
Orient Investment	638,800	5.00
Star Culture	526,300	4.12
Shanghai Kaixian	500,000	3.91
Beijing Voyage	319,400	2.50
Total	12,776,000	100.00

Note: The percentage figures have been subject to rounding adjustments.

Quotation on NEEQ in May 2016 and subsequent capital increases

With the approval of the National Equities Exchange and Quotations Corporation Limited (全國中小企業股份轉讓系統有限責任公司), on 3 May 2016, all issued Shares of our Company were quoted for trading on the NEEQ (then stock code: 837160). During the period of NEEQ quotation, the following material changes to our shareholdings occurred.

1. Private placement in November 2016 (introducing Orient Securities, Everbright Securities and Haitong Securities as our [REDACTED] Investors)

On 27 May 2016, our Company and each of Mr. Xu, Orient Securities, Haitong Securities and Everbright Securities entered into share subscription and capital increase agreements, pursuant to which each of Mr. Xu, Orient Securities, Haitong Securities and Everbright Securities agreed to subscribe for our Company agreed to issue 137,500, 532,481, 200,000 and 100,000 Shares to each of Mr. Xu, Orient Securities, Haitong Securities and Everbright Securities by way of private placement for the consideration of RMB2,582,250.00, RMB9,999,993.18, RMB3,756,000.00 and RMB1,878,000.00, respectively. RMB969,981 out of the aggregate consideration was counted into the registered share capital and the remaining RMB17,246,262.18 was credited to the capital reserve of our Company. The final issue price was RMB18.78 per Share, which was determined on arm’s length negotiations between the Company and the [REDACTED] Investors with reference to the public information of the Company as well as industry factors and growth potential. The registered capital of our Company correspondingly increased to RMB13,745,981 and its total number of Shares increased to 13,745,981 Shares. For details on Orient Securities, Haitong Securities and Everbright Securities, see “— [REDACTED] Investments” in this section.

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2. *Capitalisation issue in December 2016*

On 18 October 2016, our Company convened an extraordinary general meeting to approve issuance of 10 new Shares of the Company for every 10 existing Shares to all Shareholders of the Company by way of capitalisation of capital reserve, representing a total increase of 13,745,981 Shares, based on the then total issued Shares of the Company of 13,745,981. Upon completion of the capitalisation issue, the total issued Shares increased from 13,745,981 Shares to 27,491,962 Shares. On 27 December 2016, our Company completed registration with the Local AMR in terms of the increased registered capital of RMB27,491,962.

3. *Private placement in December 2017 (introducing Shengang Securities, Zhongzhi Orient Assets, Shanghai Hanli and Hangzhou Hanli as our [REDACTED] Investors)*

By a Shareholders’ resolution on 25 August 2017, our Company issued an aggregate of 3,149,770 Shares to Shengang Securities, Zhongzhi Orient Assets, Shanghai Hanli and Hangzhou Hanli by way of private placement for a total consideration of RMB34,363,990.70 with RMB3,149,770.00 involved in the registered share capital and the remaining RMB31,214,220.70 credited to the capital reserve of our Company. The final issue price was RMB10.91 per Share, which was determined based on arm’s length negotiations among the Company and such [REDACTED] Investors with reference to the previous private placement issue price, industry factors, the public information and potential growth of the Company. For details on Shengang Securities, Zhongzhi Orient Assets, Shanghai Hanli and Hangzhou Hanli, see “— [REDACTED] Investments” in this section.

The registered capital of our Company correspondingly increased to RMB30,641,732 and our total number of issued Shares increased to 30,641,732 Shares. Our Company completed with registration in respect of the private placement on 17 December 2017.

Withdrawal from the NEEQ in July 2019

In order to optimise the Company’s capital financing strategy and reduce disclosure cost, on 16 May 2019, then Shareholders resolved to voluntarily withdraw from quotation on the NEEQ (“**NEEQ Withdrawal**”) based on the following reasons: (i) at the time of withdrawal of the Company from NEEQ, the NEEQ market was experiencing a downturn, with generally low valuations and poor liquidity, which meant that the Company’s Shares were significantly undervalued, despite strong and stable profitability; (ii) presence of a low secondary market price on the NEEQ created a direct conflict when seeking external investment at higher valuations; and (iii) when the Company was quoted on the NEEQ, due to its unique position as a leading e-commerce company on the NEEQ, the Company was subject to particularly stringent disclosure requirements, along with associated maintenance costs. Therefore, the Company applied for the termination of its listing on the NEEQ which was approved by NEEQ with effect from 3 July 2019.

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Immediately following the NEEQ Withdrawal, the then shareholding structure of our Company was as follows:

Name of Shareholders	Number of Shares	Approximate Shareholding Percentage in our Company (%) ⁽⁴⁾
Mr. Xu	6,877,446	22.44
Shanghai Keytier	3,447,020	11.25
Mr. You Minyong ⁽¹⁾	3,066,000	10.01
Shanghai Kaipeng	2,415,600	7.88
Mr. Xu Zhiwen	2,381,800	7.77
Mr. Han	2,289,800	7.47
Mr. Tang Yuanxin	1,963,934	6.41
Shanghai Kaixian	1,000,000	3.26
Shanghai Lanhao ⁽²⁾	414,000	1.35
Mr. Xu Xin (許新) ⁽³⁾	300,000	0.98
[REDACTED] Investors ⁽⁴⁾	5,105,132	16.66
Other Shareholders ⁽⁵⁾	1,381,000	4.51
Total	30,641,732	100.00

Notes:

- (1) Mr. You Minyong purchased Shares of our Company through the NEEQ system.
- (2) Shanghai Lanhao is a limited partnership established under the laws of the PRC on 20 November 2018 with Mr. Han being its general partner.
- (3) Mr. Xu Xin is a cousin of Mr. Xu.
- (4) Immediately prior to the NEEQ Withdrawal, there were a total of six then existing [REDACTED] Investors, including Hangzhou Hanli, Orient Investment, Zhongzhi Orient Assets, Orient Securities, Shanghai Hanli and Haitong Securities, which held approximately 4.49%, 4.17%, 2.99%, 2.79%, 1.50% and 0.73% of the equity interest in our Company, respectively.
- (5) To the best of knowledge of our Directors after making all due enquiries, other Shareholders represent 39 individual Shareholders and two corporate Shareholders who traded the Shares through NEEQ system and they were Independent Third Parties as of the date of NEEQ Withdrawal.
- (6) The percentage of equity interests in our Company are subject to rounding. Any discrepancies between totals and sums of amounts listed herein are due to rounding adjustments.

Compliance during the period of listing on the NEEQ

The Directors confirm, to the best of their knowledge and belief, that (a) during the period of listing of the Shares on the NEEQ (i.e. from 3 May 2016 to 3 July 2019): (i) our Company is in compliance in all material respects with all applicable laws and industrial regulations including the “Market Rules of the National Equities Exchange and Quotations of the PRC (Trial) (全國中小企業股份轉讓系統業務規則 (試行))” and (ii) our Company has not been subject to any disciplinary action by any relevant law enforcement agency or regulatory body; and (b) there are no other matters that need to be brought to the attention of the Hong Kong Stock Exchange or the Shareholders in relation to the previous listing of our Company’s Shares on the NEEQ (the “Confirmation”).

The Sole Sponsor, having considered (a) the Confirmation from our Company and each of our Directors who were Directors of our Company during its listing on the NEEQ and (b) the view of our PRC Legal Advisers that during the listing on the NEEQ, our Company and our then Directors had not been subject to disciplinary action or administrative penalty by the NEEQ, the CSRC or its local agency for any violation of laws and regulations, concurs with the Confirmation.

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Equity transfer and capital increase in July, September and October 2019 (introducing Ningbo Quanshi, Shanghai Kuanyuan and Ningbo Zhixin as our [REDACTED] Investors)

Upon completion of a share transfer among the existing Shareholders in July 2019, Haitong Securities ceased to be a Shareholder of our Company. Subsequently in September 2019, apart from several equity transfers, on 12 September 2019, our Company, Mr. Xu, Mr. Han, Mr. Xu Zhiwen, Mr. Tang Yuanxin and Mr. You Minyong entered into an investment agreement with Ningbo Quanshi, pursuant to which, Ningbo Quanshi agreed to subscribe for 565,000 Shares of our Company at the consideration of RMB14,407,500. The consideration was determined after arm’s length negotiations with reference to the overall valuation of the Company, industry conditions as well as the Company’s operational performance. See “— [REDACTED] Investments” in this section for further details on Ningbo Quanshi. On 1 September 2019, Mr. Tang Yuanxin and Ms. Tang Qian (唐倩) entered into a share transfer agreement, pursuant to which, Mr. Tang Yuanxin transfer all his Shares in our Company to Ms. Tang Qian, his former spouse, at the consideration of RMB4,000,000, which was determined with arm’s length negotiations as an internal family arrangement.

On 8 October 2019, our Company, Mr. Xu, Mr. Han, Mr. Xu Zhiwen, Ms. Tang Qian and Mr. You Minyong entered into an investment agreement with Shanghai Kuanyuan and Ningbo Zhixin, pursuant to which, Shanghai Kuanyuan and Ningbo Zhixin agreed to subscribe for 283,000 and 394,000 Shares in our Company with the consideration of RMB7,216,500 and RMB10,047,000, respectively. The consideration was determined after arm’s length negotiations with reference to the overall valuation of the Company, industry conditions as well as the Company’s operational performance. Shanghai Kuanyuan and Ningbo Zhixin are [REDACTED] Investors of our Company. For details, see “— [REDACTED] Investments” in this section. On 25 October 2019, our Company completed with the Local AMR in relation to the above equity changes.

Equity transfer and capital increase in April 2020 (introducing Shanghai Yijing, Zhuhai Taihong and Fuzhou Taihong as our [REDACTED] Investors)

On 10 April 2020, Zhongzhi Orient Assets and Shanghai Jiente Life Technology Co., Ltd. (上海健特生命科技有限公司) (“**Shanghai Jiente**”), entered into a share transfer agreement, pursuant to which Zhongzhi Orient Assets transferred all its 916,590 Shares in our Company to Shanghai Jiente at the consideration of RMB33,455,535, which was determined after arm’s length negotiations with reference to the previous consideration paid by Zhongzhi Orient Assets for subscription of such equity interest in our Company. Shanghai Jiente is a direct non wholly-owned subsidiary of Giant Ventures, a [REDACTED] Investor of our Company.

On 7 April 2020, our Company entered into an investment agreement with Ningbo Zhixin, Shanghai Yijing, Zhuhai Taihong and Fuzhou Taihong, respectively, pursuant to which each of Ningbo Zhixin, Shanghai Yijing, Zhuhai Taihong and Fuzhou Taihong agreed to subscribe for 410,000, 550,000, 220,000 and 330,000 Shares in our Company at the consideration of RMB14,965,000, RMB20,075,000, RMB8,030,000 and RMB12,045,000, respectively, which was determined after arm’s length negotiations with reference to the overall valuation of the Company and industry prospects. Ningbo Zhixin, Shanghai Yijing, Zhuhai Taihong and Fuzhou Taihong are [REDACTED] Investors of our Company. For details, see “— [REDACTED] Investments” in this section. The funds for such capital increases were fully received by our Company on 15 April 2020. Upon completion of such capital increases, the registered capital of our Company correspondingly increased to RMB33,393,732.

Capitalisation issue in June 2020

On 12 June 2020, our Company convened an annual general meeting to approve, among other things, issuance of 20 new Shares of the Company for every 10 existing Shares to all Shareholders of the Company by way of capitalisation of capital reserve, representing a total increase of 66,787,464 Shares, based on the total share capital of the Company of 33,393,732 Shares as of the same date. Upon completion of the capitalisation issue, the total issued Shares increased from 33,393,732 Shares to 100,181,196 Shares. On 29 June 2020, our Company completed registration with the Local AMR in terms of the increased registered capital.

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Equity transfer in June 2020 (introducing Giant Ventures as our [REDACTED] Investor)

On 28 June 2020, Shanghai Jiantie entered into a share transfer agreement with Giant Ventures, pursuant to which Shanghai Jiantie transfer all its 2,749,770 Shares in our Company to Giant Ventures at the consideration of RMB33,455,535, which was determined after arm’s length negotiations with reference to the previous consideration paid by Shanghai Jiantie for acquiring such equity interest in our Company. Upon completion of such share transfer, Shanghai Jiantie ceased to be a Shareholder of our Company.

The capital reductions and share transfers in 2022 and 2024

The Company convened an extraordinary general meeting on 23 October 2023 and 29 July 2024 respectively to approve the reductions of share capital. Upon completion of the capital reductions, the registered capital of our Company correspondingly decreased to RMB94,248,310. Our Company completed the registration of the capital reductions with the Local AMR on 13 December 2023 and 23 September 2024 respectively.

Meanwhile, from January 2022 to June 2024, our Company went through a series of share transfers among the existing Shareholders of the Company.

Divestment of Shanghai Kuanyuan in 2025

In December 2024, Ningbo Zhixin and Shanghai Kuanyuan entered into equity transfer agreements with each of Mr. Xu, Mr. Han, Mr. You Minyong and Mr. Xu Zhiwen, pursuant to which Ningbo Zhixin and Shanghai Kuanyuan agreed to transfer certain amount of Shares they held in our Company to each of Mr. Xu, Mr. Han, Mr. You Minyong and Mr. Xu. In March 2025, each of Mr. Xu, Mr. Han, Mr. You Minyong and Mr. Xu Zhiwen entered into equity transfer agreements with Shanghai Kuanyuan, pursuant to which Shanghai Kuanyuan transferred its remaining 720,900 Shares to Mr. Xu, Mr. Han, Mr. You Minyong and Mr. Xu Zhiwen, which were completed between 14 March and 19 March 2025 respectively. Upon completion of the share transfer, Shanghai Kuanyuan ceased to be a Shareholder of our Company.

The shareholding structure of our Company immediately upon completion of such equity transfers and as of the Latest Practicable Date is set out in the table below:

Name of Shareholders	Number of Shares held	Approximate equity interests percentage in our Company
		(%) ⁽⁴⁾
Mr. Xu	21,185,038	22.48
Shanghai Keytier	10,491,060	11.13
Mr. You Minyong	8,165,400	8.66
Mr. Han Songyu	7,567,500	8.03
Shanghai Kaipeng	7,246,800	7.69
Mr. Xu Zhiwen	6,229,600	6.61
Shanghai Kaixian	3,000,000	3.18
Shanghai Lanhao	1,908,000	2.02
Shanghai Kaiao ⁽¹⁾	1,065,000	1.13
Mr. Xu Xin	960,000	1.02
[REDACTED] Investors ⁽²⁾	16,948,110	17.98
Other Shareholders ⁽³⁾	9,481,802	10.06
Total	94,248,310	100.00

Notes:

- (1) Shanghai Kaiao is a limited partnership established under the laws of the PRC on 14 October 2019 with Mr. Han being its general partner.

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- (2) Upon completion of equity transfer in March 2025 and as of the Latest Practicable Date, there were a total of then existing eight [REDACTED] Investors, including Hangzhou Hanli, Orient Investment, Giant Ventures, Ningbo Zhixin, Shanghai Yijing, Shanghai Hanli, Fuzhou Taihong and Zhuhai Taihong, which held approximately 4.38%, 4.07%, 2.92%, 1.66%, 1.75%, 1.46%, 1.05% and 0.70% of the equity interest in our Company, respectively.
- (3) To the best of knowledge of our Directors after making all due enquiries, the other 48 Shareholders are Independent Third Parties as of the Latest Practicable Date.
- (4) The percentage of equity interests in our Company are subject to rounding.

The Existing AIC Agreement

On 29 August 2022, Mr. Xu, Mr. Han, Mr. Xu Zhiwen and Mr. You Minyong entered into an acting in concert agreement (the “**AIC Agreement**”), pursuant to which (i) each of Mr. Xu, Mr. Han, Mr. Xu Zhiwen and Mr. You Minyong undertook to act in concert to ensure that the decisions regarding our Company’s production and operations as well as other significant matters are consistent during the period they remain as Shareholders of our Company and (ii) that in the event of any disagreement, Mr. Xu’s opinion shall prevail.

Previous A Share Listing Attempts

Following the continued growth of our Company and with a view to tapping into capital markets with a broader investor base, our Company submitted an application to the Shenzhen Stock Exchange for the proposed A share listing on the ChiNext on 30 June 2021. On 22 July 2021, Shenzhen Stock Exchange issued the first round of comments to the Company, focusing on the shareholding and control, compliance, business, and finance. On 23 December 2021, due to changes in our Company’s capital market operation plans and to adjust its listing segment from ChiNext (a board focusing on small up-starters, in particular those in high-tech and emerging industries) to main board, we proposed to change the [REDACTED] venue and voluntarily withdrew the application on the ChiNext without making any reply to the first round of comments made by Shenzhen Stock Exchange. Further our Company entered into a tutoring agreement (輔導協議) with GF Securities Co., Ltd. (廣發證券股份有限公司) in preparation for the listing application on the Shanghai Stock Exchange, and made a preliminary filing (上市輔導備案) with the Shanghai Supervision Bureau of the CSRC (中國證券監督管理委員會上海監管局) on 15 July 2022, the tutoring service of which was terminated on 28 November 2023 (collectively the “**A Share Listing Attempts**”). As advised by our PRC Legal Advisers, the preliminary filing (上市輔導備案) did not constitute a formal listing application and save as disclosed, no formal listing application had been made to any stock exchange in the PRC. Our Directors confirm that, which our PRC Legal Advisers and Sole Sponsor concur, the CSRC did not raise any comments in respect of the preliminary filing. The main reason for switching from the Shenzhen Stock Exchange to the Shanghai Stock Exchange was not simply about changing exchanges, but rather about choosing the most suitable board for the Company’s A-share listing, which is determined based on the following: (i) the focus of ChiNext board on high-tech companies and companies in strategic emerging industries that aligns with the national strategies, which made the Company’s business, mismatched for the listing segment; and (ii) the greater practicality and convenience for the Company provided by the Shanghai Stock Exchange for the Company as a company based in Shanghai due to its geographical proximity. To the knowledge of our Directors, none of the professional parties of the A Share Listing Attempts were aware of any material adverse findings and any unresolved material adverse comments or enquiries raised by the regulators in respect of the A Share Listing Attempts. There were also no disagreements between our Group and any of the professional parties of the A Share Listing Attempts.

Having taken into account our long-term business development plan and financing needs for our further expansion, and considering that the Stock Exchange, being an internationally recognised and reputable stock exchange, to be a more appropriate [REDACTED] venue, we decided to pursue a [REDACTED] in Hong Kong. Our Directors confirmed that there is no other material matter in relation to the A Share Listing Attempts or the NEEQ quotation and NEEQ Withdrawal that needs to be brought to the attention of the Stock Exchange.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Based on the due diligence work conducted by the Sole Sponsor including, among others, (i) conducting interviews with Mr. Xu, the executive Director, chairman of the Board; (ii) conducting interviews with the professional parties engaged in connected with the A Share Listing Attempts; (iii) reviewing relevant reports and enquiries in relation to the Previous A Share Listing Attempts, including but not limited to the enquiries raised by Shenzhen Stock Exchange and the reports filed to Shanghai Stock Exchange on IPO tutoring filing and the report on IPO tutoring termination; and (iv) discussing with the PRC legal advisers as to the Sole Sponsor to understand the applicable PRC rules and regulations and application procedures in relation to the A Share Listing Attempts, the Sole Sponsor has the following findings: (i) the Company’s A Share Listing Attempts are conducted with proper commercial rationale and the switching of listing platforms is reasonable in the context as disclosed; (ii) it is not aware of any dispute or disagreement between the Company and the professional parties involved in the A Share Listing Attempts; (iii) it is not aware of any material issues relating to the NEEQ Withdraw which may materially and adversely affect the Company’s suitability for the Listing as the NEEQ Withdrawal was voluntarily resolved by the then Shareholders in 2019 and the withdrawal was conducted with NEEQ’s formal approval; and (iv) nothing in relation to the A Share Listing Attempts or the NEEQ Withdraw should be brought to the attention of the Stock Exchange and potential investors.

Reasons for Seeking the [REDACTED] on the Stock Exchange

Our Directors believe that the [REDACTED] will be in the interests of our Group’s business development strategies, and would be beneficial to us and our Shareholders as a whole for the following reasons:

- (a) the NEEQ is a trading platform in the PRC for off market transfer of non-listed public shares by qualified investors only and it adopts a market maker, negotiated transfer or price competing transfer trading mechanism, which might limit price discovery and order execution. The relatively low liquidity of the shares quoted on the NEEQ would generally make it difficult for the companies to publicly raise funds, in equity or debt, to continuously support our business growth;
- (b) in contrast, the Stock Exchange, as a leading player of the international financial markets, serves as the ideal [REDACTED] venue for us by virtue of its strong business ties with Chinese investors and business partners. Seeking a [REDACTED] on the Stock Exchange aligns with our Company’s long-term strategy for cross-border expansion and internationalisation. The Stock Exchange could offer us a direct access to the international capital markets, enhance fund-raising capabilities and channels and broaden our Shareholders base; and
- (c) as an e-commerce service solution provider, [REDACTED] on the Stock Exchange will further raise our business profile and thus, enhance our recognition in overseas markets and our ability to attract new customers, business partners and strategic investors as well as to recruit, motivate and retain key management personnel for our Group’s business.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

[REDACTED] INVESTMENTS

1. Overview

[REDACTED] Investors	Date of capital increase/equity transfer agreement	Subscription amount of registered capital/ Number of Shares subscribed or transferred	Consideration paid	Date of completion of payment of consideration	Number of Shares as of the Latest Practicable Date	Average cost per Share as immediately of the Latest Practicable Date	Interest held in our Company before completion of the [REDACTED]	Interest held in our Company upon completion of the [REDACTED] (assuming that the [REDACTED] is not exercised)	Discount to the [REDACTED] ⁽¹⁾⁽²⁾ ([REDACTED])
1. Star Culture	28 February 2014	526,300	RMB5.0 million	13 February 2014	—	—	—	—	—
2. BlueFocus	1 September 2014	1,103,900	RMB12.0 million	17 November 2014	—	—	—	—	—
3. Orient Investment	10 September 2015	638,800	RMB10.0 million	25 September 2015	3,832,800	RMB2.61	4.07%	[REDACTED]%	[REDACTED]%
4. Beijing Voyage	10 September 2015	319,400	RMB5.0 million	25 September 2015	—	—	—	—	—
5. Orient Securities	27 May 2016	532,481	RMB9,999,993.18	24 June 2016	—	—	—	—	—
6. Everbright Securities	27 May 2016	100,000	RMB18.8 million	24 June 2016	—	—	—	—	—
7. Haitong Securities	27 May 2016	200,000	RMB37.6 million	24 June 2016	—	—	—	—	—
8. Shengang Securities	8 August 2017	400,000	RMB43.6 million	1 September 2017	—	—	—	—	—
9. Zhongzhi Orient Assets	8 August 2017	916,590	RMB9,999,996.90	1 September 2017	—	—	—	—	—
10. Shanghai Hanli	8 August 2017	458,295	RMB4,999,998.45	1 September 2017	1,374,885	RMB3.64	1.46%	[REDACTED]%	[REDACTED]%
11. Hangzhou Hanli	8 August 2017	1,374,885	RMB14,999,995.35	4 September 2017	4,124,655	RMB3.64	4.38%	[REDACTED]%	[REDACTED]%
12. Ningbo Quanshi	12 September 2019	565,000	RMB14.4 million	19 September 2019	—	—	—	—	—
13. Shanghai Kuanyuan	8 October 2019	283,000	RMB7.2 million	14 October 2019	—	—	—	—	—
14. Ningbo Zhixin	8 October 2019; 7 April 2020	394,000; 410,000	RMB10,047,000; RMB14,965,000	14 October 2019; 15 April 2020	1,566,000	RMB8.50	1.66%	[REDACTED]%	[REDACTED]%
15. Shanghai Yijing	7 April 2020	550,000	RMB20,075,000	13 April 2020	1,650,000	RMB12.17	1.75%	[REDACTED]%	[REDACTED]%

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[REDACTED] Investors	Date of capital increase/equity transfer agreement	Subscription amount of registered capital/ Number of Shares subscribed or transferred	Consideration paid	Date of completion of payment of consideration	Number of Shares as of the Latest Practicable Date	Average cost per Share as immediately before the Latest Practicable Date	Interest held in our Company upon completion of the [REDACTED] (assuming that the [REDACTED] is not [REDACTED] ⁽¹⁾⁽²⁾ exercised)	Discount to the [REDACTED] ⁽¹⁾⁽²⁾ ([REDACTED])
16. Fuzhou Taihong	7 April 2020	330,000	RMB12,045,000	10 April 2020	990,000	RMB12.17	1.05%	[REDACTED]% [REDACTED]%
17. Zhuhai Taihong	7 April 2020	220,000	RMB8,030,000	10 April 2020	660,000	RMB12.17	0.70%	[REDACTED]% [REDACTED]%
18. Giant Ventures	28 June 2020	2,749,770	RMB33,455,535	29 June 2020	2,749,770	RMB12.17	2.92%	[REDACTED]% [REDACTED]%

Notes:

- (1) The [REDACTED] is based on the exchange rate of HK\$1 to RMB0.87306, the median rate set by PBOC for foreign exchange transactions prevailing on the Latest Practicable Date, and assuming the [REDACTED] is fixed at HK\$[REDACTED], being the [REDACTED] of the indicative [REDACTED].
- (2) The considerations of the [REDACTED] investments were determined after arm's length negotiation among the parties with reference to the net asset value of our Company of the relevant times. The discount to the [REDACTED] is calculated based on the assumption that the [REDACTED] is HK\$[REDACTED] per Share (being the [REDACTED] of the indicative [REDACTED] range of HK\$[REDACTED] to HK\$[REDACTED]). The foreign price range has taken various factors including the recent market condition, liquidity premium after the [REDACTED], valuation level of the listed comparable peers, the current business scale of our Group and future profitability of our Group, into account

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2. The principal terms of the [REDACTED] Investments and the rights of the [REDACTED] Investors

Use of [REDACTED] from the [REDACTED] Investments	All [REDACTED] from the [REDACTED] Investments are used for the business of our Company, including but not limited to the growth and expansion of our Company’s business and general working capital purposes. As of the Latest Practicable Date, the [REDACTED] from the [REDACTED] Investments had been fully utilised.
Strategic benefits of the [REDACTED] Investments to our Company	At the time of the [REDACTED] Investments, the Directors believe that our Company will benefit from the additional capital provided by the [REDACTED] Investors’ investment and their knowledge and experience.
Basis for determination of consideration paid	See “— Corporate Development of our Company” in this section.
Lock-up period	Pursuant to the applicable PRC law, all existing Shareholders (including the [REDACTED] Investors) could not dispose of any of the Shares held by them within 12 months following the [REDACTED].

3. Special Rights granted to the [REDACTED] Investors

Pursuant to the relevant capital increase agreements, certain of our [REDACTED] Investors had been previously granted special rights by our Controlling Shareholders, including, among others, divestment rights, information rights, pre-emptive right, right of co-sale and anti-dilution right. There was (i) no guarantees by the Company in respect of the redemption right previously granted by the Controlling Shareholder to the [REDACTED] Investors; (ii) no other side agreements between the Controlling Shareholders and the [REDACTED] Investors; and (iii) the Company was not a party to the redemption right previously granted by the Controlling Shareholders; and no liability regarding such right was recorded during the Track Record Period. See note 30 “share capital of the Company” in Appendix I to this document for details. On 27 April 2021, the Shareholders entitled to such special rights have entered into a termination agreement in relation to the special rights with our Controlling Shareholders and specifically agreed to terminate all the above-mentioned special rights.

As of the Latest Practicable Date, none of the [REDACTED] Investors had any special rights.

4. Compliance with Guide for New Listing Applicants

On the basis that (i) the [REDACTED], being the first day of trading of our H Shares on the Stock Exchange will take place more than 120 clear days after the completion of the [REDACTED] Investments; (ii) none of the [REDACTED] Investors had any special rights, the Sole Sponsor confirms that the [REDACTED] Investments as described above are in compliance with the guidance in Chapter 4.2 of the Guide for New Listing Applicants published by the Stock Exchange effective from 1 January 2024.

5. Information on our [REDACTED] Investors

The following sets out the background of our [REDACTED] Investors:

1. Star Culture

Star Culture is a limited partnership established under the laws of the PRC and is principally engaged in venture capital investment, management and consulting. Star Culture (Shanghai) Investment Management Company Limited (星之文華(上海)投資管理有限公司) (“**Star Culture Shanghai**”) is a limited liability company established under the laws of the PRC and is the general partner of Star Culture, holding approximately 17.5% of interests. Star Culture Shanghai is owned as to 56.0% by Shanghai Chuangyuan Investment Consulting Company Limited (上海創苑投資諮詢有限公司) (“**Shanghai Chuangyuan**”) and 44.0% by Shanghai Puwei Investment Management Company

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Limited (上海普維投資管理有限公司) (“**Shanghai Puwei**”). Shanghai Chuangyuan is owned as to 55.0% by Shanghai Jinshan Capital Management Group Company Limited (上海金山資本管理集團有限公司) (formerly known as Shanghai Jinshan Capital Management Company Limited (上海金山資本管理有限公司)) (“**Shanghai Jinshan Capital**”) and 45% by Shanghai Puwei. Shanghai Jinshan Capital is directly wholly-owned by Shanghai Jinshan State-owned Assets Supervision and Administration Commission (Shanghai Jinshan Collective Assets Supervision and Administration Commission)* (上海市金山區國有資產監督管理委員會(上海市金山區集體資產監督管理委員會)). Shanghai Puwei is owned by Shenzhen Puwei Enterprise Management Company Limited (深圳普維企業管理有限公司) and Zhao Limei, each holding 80.0% and 20.0% of interests, respectively. Shenzhen Puwei Enterprise Management Company Limited is wholly controlled by PV Capital Management (HK) Limited which is wholly owned by Daytime Ventures Limited.

As of the Latest Practicable Date, Star Culture had divested as a [REDACTED] Investor. To the best knowledge of our Directors, Star Culture and its ultimate beneficial owners were Independent Third Parties of the Company.

2. BlueFocus

BlueFocus is a joint stock limited company established under the laws of the PRC whose shares are listed on the Shenzhen Stock Exchange (stock code: SZ.300058). As of the Latest Practicable Date, BlueFocus had divested as a [REDACTED] Investor. To the best knowledge of our Directors, BlueFocus and its ultimate beneficial owners were Independent Third Parties of the Company.

3. Orient Investment and Orient Securities

Orient Investment is a limited liability company established under the laws of the PRC, which is wholly and directly owned by Orient Securities, whose shares are listed on the Shanghai Stock Exchange (stock code: SH. 600958). As of the Latest Practicable Date, Orient Securities had divested as a [REDACTED] Investor and Orient Investment held approximately 4.07% of our issued Shares. To the best knowledge of our Directors, each of Orient Investment and Orient Securities and their ultimate beneficial owners are Independent Third Parties of the Company.

4. Beijing Voyage

Beijing Voyage is a limited liability company established under the laws of the PRC, which is wholly and directly owned by Beijing Voyage Media Co., Ltd. (北京沃捷文化傳媒股份有限公司) (formerly known as Beijing Voyage Advertisement Company Limited (北京沃捷廣告有限公司)) (“**Beijing Voyage**”), whose shares are quoted on the NEEQ (stock code: NQ.430174). As of the Latest Practicable Date, Beijing Voyage had divested as a [REDACTED] Investor. To the best knowledge of our Directors, Beijing Voyage and its ultimate beneficial owners were Independent Third Parties of the Company.

5. Everbright Securities

Everbright Securities is a joint stock limited company established under the laws of the PRC and is a listed company on the Shanghai Stock Exchange (stock code: SH.601788) and the Stock Exchange (stock code: 06178). As of the Latest Practicable Date, Everbright Securities had divested as a [REDACTED] Investor. To the best knowledge of our Directors, Everbright Securities and its ultimate beneficial owners were Independent Third Parties of the Company.

6. Haitong Securities

Haitong Securities is a joint stock limited company established under the laws of the PRC whose shares were previously listed on the Shanghai Stock Exchange (stock code: SH.600837) and the Stock Exchange (stock code: 6837). As of the Latest Practicable Date, Haitong Securities had divested as a [REDACTED] Investor. To the best knowledge of our Directors, Haitong Securities and its ultimate beneficial owners were Independent Third Parties of the Company.

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7. Shengang Securities

Shengang Securities is a joint stock limited company established under the laws of the PRC. Before divestment, the largest shareholders of Shengang Securities are Mason Group Holdings Limited and Arta Global Markets Limited, each holding 13.6% of interest in Shengang Securities. As of the Latest Practicable Date, Shengang Securities had divested as a [REDACTED] Investor. To the best knowledge of our Directors, Shengang Securities and its then ultimate beneficial owners were Independent Third Parties of the Company.

8. Zhongzhi Orient Assets

Zhongzhi Orient Assets is a limited liability company established under the laws of the PRC and is wholly and directly owned by Shanghai Yanyangtian Investment Management Company Limited (上海艷陽天投資管理有限公司) (formerly known as Shanghai Yuguo Investment Management Company Limited (上海禦國投資管理有限公司)) (“**Shanghai Yanyangtian**”). Shanghai Yanyangtian is owned as to 50.0% by Jiang Feng and 50.0% by Tang Jianguo. As of the Latest Practicable Date, Zhongzhi Orient Assets had divested as a [REDACTED] Investor. To the best knowledge of our Directors, Zhongzhi Orient Assets and its ultimate beneficial owners were Independent Third Parties of the Company.

9. Shanghai Hanli and Hangzhou Hanli

Shanghai Hanli is a limited partnership established under the laws of the PRC and is principally engaged in venture capital investment. Shanghai New Access Capital Management Co., Ltd. (上海漢理前景投資管理有限公司) (“**Shanghai New Access**”) is a limited liability company established under the laws of the PRC and is the general partner of Shanghai Hanli. Shanghai New Access is the directly wholly-owned subsidiary of Shanghai Hanli Equity Investment Management Co., Ltd. (上海漢理股權投資管理股份有限公司) (formerly known as Shanghai Hantao Equity Investment Management Company Limited (上海漢韜股權投資管理有限公司)) which is owned as to 65.1%, 14.3%, 9.0%, 4.5%, 2.0%, 1.6%, 1.0%, 0.5%, 0.5%, 0.5%, 0.5%, 0.5% by Qian Xuefeng, Shanghai Hantao Investment Management Company Limited (上海漢韜投資管理有限公司), Shanghai Fenghuo Investment Partnership (Limited Partnership) (上海豐獲投資合夥企業(有限合夥)), Song Ying, Sun Jian, Qiao Wenjun, Zhang Baoquan, Chen Jiahao, Wang Wei, Zhu Yinmin, Wangzhuo Investment Management (Shanghai) Company Limited (網卓投資管理(上海)有限公司) and Wang Rong.

Hangzhou Hanli is a limited partnership established under the laws of the PRC and is principally engaged in venture capital investment. Shanghai Hanli Equity Investment Management Co., Ltd. is the general partner of Hangzhou Hanli.

As of the Latest Practicable Date, Shanghai Hanli and Hangzhou Hanli held approximately 1.46% and 4.38% of our issued Shares respectively and 5.84% of our issued Shares in aggregate. To the best knowledge of our Directors, Shanghai Hanli, Hangzhou Hanli and their ultimate beneficial owners and limited partners are Independent Third Parties of the Company.

10. Ningbo Quanshi

Ningbo Quanshi is a limited partnership established under the laws of the PRC and is principally engaged in equity investment. Ningbo Meishan Bonded Port Area Jiayun Investment Management Company Limited* (寧波梅山保稅港區佳贇投資管理有限責任公司) (“**Jiayun Investment**”) is a limited liability company established under the laws of the PRC and is the general partner of Ningbo Quanshi. Jiayun Investment is owned as to 58.0% by Zuo Caibai, 39.0% by Zhang Jing and 3% by Qiao Xinyu. Ningbo Quanshi was deregistered on 21 October 2024 and had divested as a [REDACTED] Investor before its deregistration. To the best knowledge of our Directors, Ningbo Quanshi and its ultimate beneficial owners and limited partners were Independent Third Parties of the Company before its deregistration.

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11. Shanghai Kuanyuan

Shanghai Kuanyuan is a limited liability company established under the laws of the PRC and is owned as to 75.0% by Xu Jingde, 20.0% by Zhen Xinzhong and 5.0% by Cai Zhen. As of the Latest Practicable Date, Shanghai Kuanyuan had divested as a [REDACTED] Investor. To the best knowledge of our Directors, Shanghai Kuanyuan and its ultimate beneficial owners were Independent Third Parties of the Company.

12. Ningbo Zhixin

Ningbo Zhixin is a limited partnership established under the laws of the PRC and is principally engaged in venture capital investment, management and consulting. Ningbo Zhixin Investment Management Partnership (Limited Partnership) (寧波致信投資管理合夥企業(有限合夥)) (“**Ningbo Zhixin Investment**”) is a limited partnership established under the laws of the PRC and is the general partner of Ningbo Zhixin. Shanghai Kuanyan Management Consulting Company Limited (上海寬衍管理諮詢有限公司) (“**Shanghai Kuanyan**”) is the general partner of Ningbo Zhixin Investment which has three limited partners, being Xu Jingde, Wang Linmao and Liang Li, each holding 58.0%, 31.0% and 10.0% of interests, respectively. Shanghai Kuanyan is owned as to 51% by Xu Jingde and 49.0% by Zhen Xinzhong.

As of the Latest Practicable Date, Ningbo Zhixin held approximately 1.66% of our issued Shares. To the best knowledge of our Directors, Ningbo Zhixin and its its ultimate beneficial owners and limited partners were Independent Third Parties of the Company.

13. Shanghai Yijing

Shanghai Yijing is a limited liability company established under the laws of the PRC and is owned as to 80.0% by Zhang Jianqun and 20.0% by Li Xinyan. As of the Latest Practicable Date, Shanghai Yijing held approximately 1.75% of our issued Shares. To the best knowledge of our Directors, Shanghai Yijing and its ultimate beneficial owners were Independent Third Parties of the Company.

14. Fuzhou Taihong and Zhuhai Taihong

Fuzhou Taihong is a limited partnership established under the laws of the PRC and is principally engaged in equity investment and related consulting services. Ganzhou Chaohui Investment Management Partnership (Limited Partnership) (贛州朝暉投資管理合夥企業(有限合夥)) (“**Ganzhou Chaohui**”) is a limited partnership established under the laws of the PRC and is the general partner of Fuzhou Taihong. Ganzhou Chaohui is owned as to 68.99% by Wang Hui, 12.0% by Wu Jin, 12.0% by He Xing, 4.0% by Hu Li, 3.0% by Yan Jingran and 0.01% by Shanghai Hehong Jinghui Equity Investment Management Company Limited (上海合弘景暉股權投資管理有限公司) (“**Hehong Jinghui**”), among which Hehong Jinghui is the general partner. Hehong Jinghui is a limited liability company established under the laws of the PRC and is owned as to 72.0% by Wang Hui, 12.0% by Wu Jin, 12.0% by He Xing, 2.5% by Hu Li and 1.5% by Wang Jing.

Zhuhai Taihong a limited partnership established under the laws of the PRC and is principally engaged in equity investment, investment management and asset management. Ganzhou Yuhui Investment Management Partnership (Limited Partnership) (贛州禦暉投資管理合夥企業(有限合夥)) (“**Ganzhou Yuhui**”) is a limited partnership established under the laws of the PRC and is the general partner of Zhuhai Taihong. Ganzhou Yuhui is owned as to approximately 68.99% by Wang Hui, 12.0% by He Xing, 12.0% by Wu Jin, 4.0% by Hu Li, 3.0% by Yan Jingran and 0.01% by Hehong Jinghui, among which Hehong Jinghui is the general partner of Ganzhou Yuhui.

As of the Latest Practicable Date, Fuzhou Taihong and Zhuhai Taihong held approximately 1.05% and 0.70% of our issued Shares respectively and 1.75% of our issued Shares in aggregate. To the best knowledge of our Directors, Fuzhou Taihong, Zhuhai Taihong and its ultimate beneficial owners and limited partners are Independent Third Parties of the Company.

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15. Giant Ventures

Giant Ventures is a limited liability company established under the laws of the PRC and principally engaged in investment. As of the Latest Practicable Date, Giant Ventures is owned as to approximately 97.86% by Mr. Shi Yuzhu (史玉柱) and 2.14% by Ms. Niu Jinhua (牛金華).

As of the Latest Practicable Date, Giant Ventures held approximately 2.92% of our issued Shares. To the best knowledge of our Directors, Giant Ventures and its ultimate beneficial owners are Independent Third Parties of the Company.

MAJOR ACQUISITIONS, MERGERS AND DISPOSALS

Throughout the Track Record Period and as of the Latest Practicable Date, we did not conduct any major acquisitions, mergers or disposals.

COMPLIANCE WITH LAWS AND REGULATIONS

As of the Latest Practicable Date, as advised by our PRC Legal Advisers, the establishment of the Company and transfers of equity interests and changes in registered capital (where applicable) have been properly and legally completed in compliance with the applicable laws and regulations. As advised by our PRC Legal Advisers, the Company has obtained relevant approvals or confirmation and has registered or filed with the relevant competent authorities (where applicable) in accordance with the relevant laws and regulations in respect of its establishment and subsequent transfers of equity interests, including the [REDACTED] Investments as referred to above, and changes in registered capital (where applicable), and the establishment of the Company and subsequent transfers of equity interests and changes in registered capital (where applicable) are effective and legally binding.

FULL CIRCULATION

The Company has applied for H-share full circulation to convert certain of the Domestic Shares into H Shares as per the instructions of the relevant Shareholders. The conversion of Domestic Shares into H Shares will involve an aggregate of [[REDACTED]] Domestic Shares held by existing Shareholders, representing approximately [REDACTED]% of total issued Share capital of the Company upon the completion of the conversion of Domestic Shares into H Shares and the [REDACTED] (assuming the [REDACTED] is not exercised).

Save as disclosed in this document and to the best knowledge of our Directors, we are not aware of the intention of any existing Shareholders to convert their Domestic Shares. See “Share Capital” for further details.

PUBLIC FLOAT AND FREE FLOAT

Following the conversion of the Domestic Shares into H Shares and upon completion of the [REDACTED] (assuming the [REDACTED] is not exercised):

- (i) Mr. Xu, Mr. Han, Mr. You Minyong, Mr. Xu Zhiwen, Shanghai Keytier, Shanghai Kaipeng, Shanghai Kaixian, Shanghai Lanhao and Shanghai Kaiao are our Controlling Shareholders. In addition, Mr. Xu Xin is a cousin of Mr. Xu. Therefore the [REDACTED] Shares held by them will not be counted towards the public float.
- (ii) The [REDACTED] Domestic Shares held by one [REDACTED] Investor, namely Orient Investment and three other public Shareholders, will not be counted as part of the public float.

Based on the above, it is expected that immediately following completion of the [REDACTED] and conversion of Domestic Shares into H Shares and assuming the [REDACTED] is not exercised, the total number of [REDACTED] H Shares of the Company held by the public represents approximately [REDACTED]% of the total number of issued Shares of the Company which is in compliance with the requirement under Rule 19A.13A(1) of the Listing Rules.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Rule 19A.13C of the Listing Rules provides that, where a new applicant is a PRC issuer with no 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 10% 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.

To the best knowledge of our Directors, the [REDACTED] H Shares to be issued pursuant to the [REDACTED] (assuming the [REDACTED] is not exercised) are expected to be held by the public and will not be subject to any disposal restrictions (whether under contract, the Listing Rules, applicable laws or otherwise). Based on the low-end of the indicative [REDACTED] at HK\$[REDACTED] per Share, our Company will satisfy the free float requirements under Rule 19A.13C of the Listing Rules.

CAPITALISATION

Our Company [has] applied for H-share full circulation to convert certain Domestic Shares into H Shares after the [REDACTED]. The conversion of Domestic Shares into H Shares will involve an aggregate of [REDACTED] Domestic Shares, representing approximately [REDACTED]% of total issued share capital of the Company as of the Latest Practicable Date. The table below is a summary of the capitalisation of our Company upon completion of the [REDACTED] (assuming the [REDACTED] is not exercised) and the conversion of Domestic Shares into H Shares:

Name of the Shareholder	As of the Latest Practicable Date		Immediately upon completion of the [REDACTED]			
	Number of Domestic Shares	Shareholdings in the Company	Number of Domestic Shares held	Number of H Shares held	Number of Shares held in total	Shareholding in the Company (%) ⁽¹⁾
Mr. Xu	21,185,038	22.48%	—	[REDACTED]	[REDACTED]	[REDACTED]
Shanghai Keytier	10,491,060	11.13%	—	[REDACTED]	[REDACTED]	[REDACTED]
Mr. You Minyong	8,165,400	8.66%	—	[REDACTED]	[REDACTED]	[REDACTED]
Mr. Han	7,567,500	8.03%	—	[REDACTED]	[REDACTED]	[REDACTED]
Shanghai Kaipeng	7,246,800	7.69%	—	[REDACTED]	[REDACTED]	[REDACTED]
Mr. Xu Zhiwen	6,229,600	6.61%	—	[REDACTED]	[REDACTED]	[REDACTED]
Shanghai Kaixian	3,000,000	3.18%	—	[REDACTED]	[REDACTED]	[REDACTED]
Shanghai Lanhao	1,908,000	2.02%	—	[REDACTED]	[REDACTED]	[REDACTED]
Shanghai Kaiao	1,065,000	1.13%	—	[REDACTED]	[REDACTED]	[REDACTED]
Mr. Xu Xin	960,000	1.02%	—	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED] Investors	16,948,110	17.98%	3,832,800	[REDACTED] ⁽²⁾	[REDACTED]	[REDACTED]
Other Public shareholders	9,481,802	10.06%	1,197,000	[REDACTED] ⁽²⁾	[REDACTED]	[REDACTED]
Total	94,248,310	100.00	5,029,800	[REDACTED]	[REDACTED]	100.00

Notes:

(1) The percentage figures have been subject to rounding adjustments. Any discrepancies between totals and sums of amounts listed herein are due to rounding adjustments.

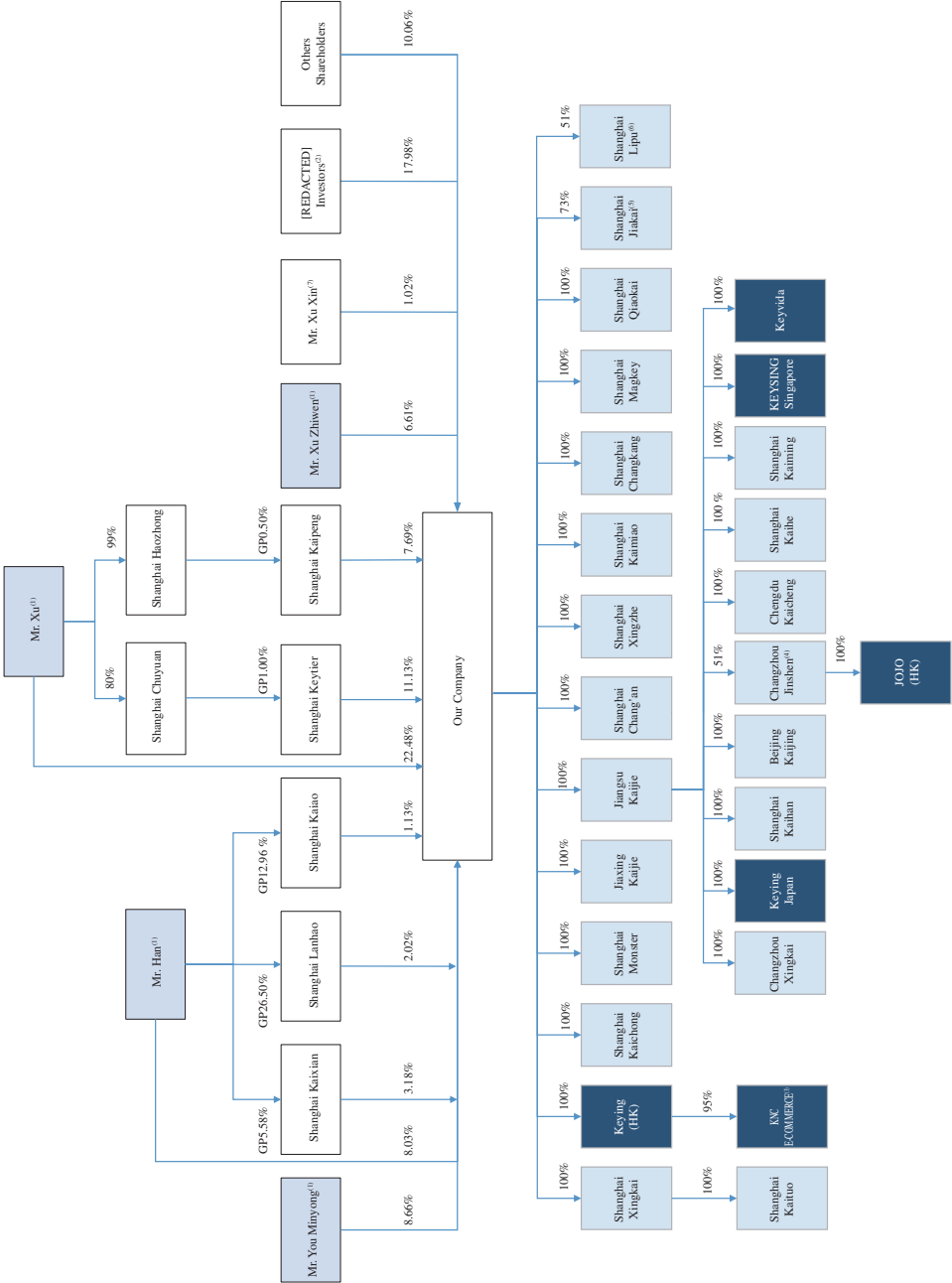
(2) The H Shares held by the [REDACTED] Investors and other public Shareholders will be counted towards the public float.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

OUR SHAREHOLDING AND CORPORATE STRUCTURE

Corporate Structure Immediately Before Completion of the [REDACTED]

The chart below sets out the shareholding structure of our Company immediately before completion of the [REDACTED]:



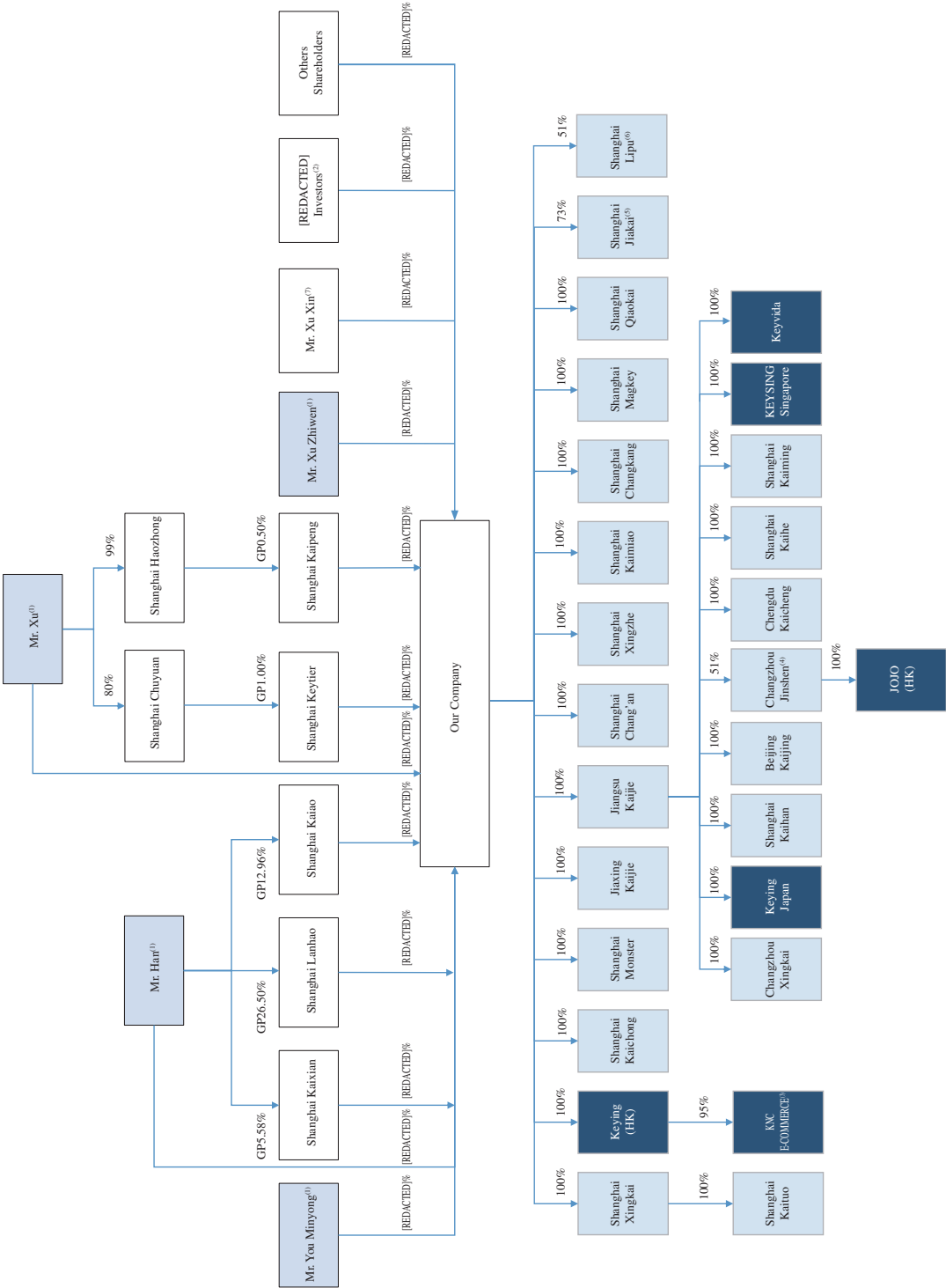
HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Notes:

- (1) Mr. Xu, Mr. Han, Mr. Xu Zhiwen and Mr. You Minyong entered into the AIC Agreement on 29 August 2022, pursuant to which, (i) each of Mr. Xu, Mr. Han, Mr. Xu Zhiwen and Mr. You Minyong undertook to act in concert to ensure that the decisions regarding the Company’s production and operations as well as other significant matters are consistent during the period they remain as shareholders of our Company and that (ii) in the event of any disagreement, Mr. Xu’s opinion shall prevail.
- (2) See “— [REDACTED] Investments” in this section for further details of the [REDACTED] Investors.
- (3) The remaining 5% of equity interest in KNC E-Commerce is held by Mr. Cao Yichen, who is the director of KNC E-Commerce and therefore a connected person of the Company.
- (4) The remaining 49% of equity interest in Changzhou Jinshen is held as to 30% by Shanghai Linuo E-commerce Co., Ltd. (上海利諾電子商務有限公司) and 19% by Mr. Shi Chonghua (石崇華). Shanghai Linuo E-commerce Co., Ltd. is held as to 35%, 30%, 22.75% and 12.25% by Ms. Xu Rong (徐蓉), Mr. Gao Kepan (高科攀), Mr. Chen Chen (陳晨) and Shanghai Kaite Biotechnology Co., Ltd. (上海開特生物科技有限公司). Shanghai Kaite Biotechnology Co., Ltd. is owned as to 90% and 10% by Mr. Chen Chen and Ms. Huang Yingfei (黃穎斐).
- (5) The remaining 27% of equity interest in Shanghai Jiakai is held as to 19% by Ms. Wang Hua (王華), 5% by Mr. Chang Wei (常委) and 3% by Mr. Sheng Zhi (盛志). Mr. Sheng Zhi is a director of Shanghai Jiakai and therefore a connected person of the Company. Each of Ms. Wang Hua and Mr. Chang Wei are Independent Third Parties.
- (6) The remaining 49% of equity interest in Shanghai Lipu is held as to 24.5% by Ms. Zhang Qingsu (張情蘇), 14.5% by Ms. Liu Danni (劉丹妮) and 10% by Mr. Shen Kai (沈凱), who are Independent Third Parties.
- (7) Mr. Xu Xin is a cousin of Mr. Xu and therefore a connected person of our Company.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

The following chart sets out our shareholding structure immediately after the completion of the [REDACTED] (assuming the [REDACTED] is not exercised):



HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Notes:

- (1) Mr. Xu, Mr. Han, Mr. Xu Zhiwen and Mr. You Minyong entered into the AIC Agreement on 29 August 2022, pursuant to which, (i) each of Mr. Xu, Mr. Han, Mr. Xu Zhiwen and Mr. You Minyong undertook to act in concert to ensure that the decisions regarding the Company’s production and operations as well as other significant matters are consistent during the period they remain as shareholders of our Company and that (ii) in the event of a disagreement, Mr. Xu’s opinion shall prevail.
- (2) See “— [REDACTED] Investments” in this section for further details of the [REDACTED] Investors.
- (3) The remaining 5% of equity interest in KNC E-Commerce is held by Mr. Cao Yichen, the director of KNC E-Commerce and therefore a connected person of the Company.
- (4) The remaining 49% of equity interest in Changzhou Jinshen is held as to 30% by Shanghai Linuo E-commerce Co., Ltd. (上海利諾電子商務有限公司) and 19% by Mr. Shi Chonghua (石崇華). Shanghai Linuo E-commerce Co., Ltd. is held as to 35%, 30%, 22.75% and 12.25% by Ms. Xu Rong (徐蓉), Mr. Gao Kepan (高科攀), Mr. Chen Chen (陳晨) and Shanghai Kaite Biotechnology Co., Ltd. (上海開特生物科技有限公司). Shanghai Kaite Biotechnology Co., Ltd. is owned as to 90% and 10% by Mr. Chen Chen and Ms. Huang Yingfei (黃穎斐).
- (5) The remaining 27% of equity interest in Shanghai Jiakai is held as to 19% by Ms. Wang Hua (王華), 5% by Mr. Chang Wei (常委) and 3% by Mr. Sheng Zhi (盛志). Mr. Sheng Zhi is a director of Shanghai Jiakai and therefore a connected person of the Company. Each of Ms. Wang Hua and Mr. Chang Wei are Independent Third Parties.
- (6) The remaining 49% of equity interest in Shanghai Lipu is held as to 24.5% by Ms. Zhang Qingsu (張情蘇), 14.5% by Ms. Liu Danni (劉丹妮) and 10% by Mr. Shen Kai (沈凱), who are Independent Third Parties.
- (7) Mr. Xu Xin is a cousin of Mr. Xu and therefore a connected person of our Company.