SUMMARY

***This summary aims to give you an overview of the information contained in this document. As this is a summary, it does not contain all the information that may be important to you. You should read this document in its entirety before you decide to* [REDACTED] *in the* [REDACTED].**

***There are risks associated with any* [REDACTED]. *Some of the particular risks in* [REDACTED] *in the* [REDACTED] *are set out in the section headed "Risk Factors" in this document. You should read that section carefully before you decide to* [REDACTED] *in the* [REDACTED].**

OVERVIEW

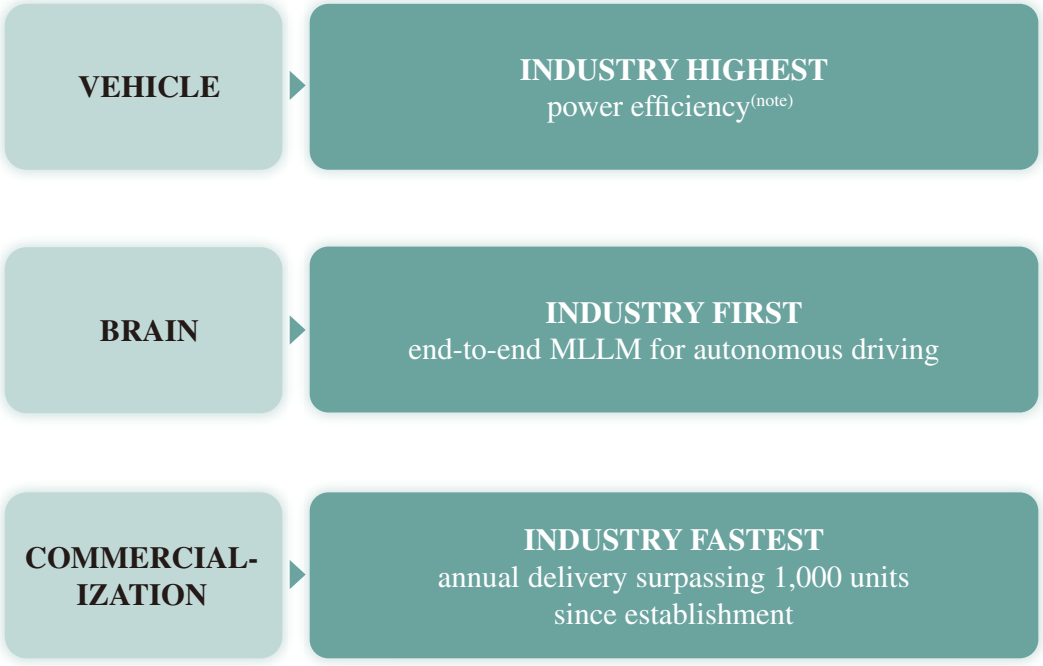
Our Vision and Mission

Shaping the next generation of global road freight robotics.

Who We Are

We are a global leading provider of new energy intelligent heavy-duty trucks, pioneering in autonomous heavy-duty trucking technology. According to Frost & Sullivan, we were the first company globally to possess both forward-engineering vehicle development capabilities and an end-to-end multimodal large language model (MLLM) for heavy-duty truck autonomous driving.

Set forth below are selected achievements demonstrating our technological leadership and strong commercialization momentum in the new energy heavy-duty truck industry:



Source: *Frost & Sullivan.*

Note: Under rated load conditions, our vehicles demonstrate the highest power efficiency among mass-produced new energy heavy-duty trucks.

Drawing on our founders' deep expertise in autonomous driving and heavy-duty truck engineering, we believe that achieving large-scale commercialization of autonomous heavy-duty trucking requires overcoming three fundamental challenges:

- **Outdated vehicle structure for the autonomous era:** Conventional heavy-duty truck platforms are not designed for autonomous road freight operations. Large-scale deployment requires forward-engineered vehicles with native autonomous integration, high redundancy, low fault rates and competitive operating economics.

- **Scattered, modular-based autonomous driving systems:** Traditional modular autonomous driving architectures are difficult to generalize across complex real-world freight scenarios. Autonomous trucking requires a more integrated, AI-native approach to handle diverse conditions with greater robustness.

- **Lack of high-quality data for iteration:** Autonomous trucking depends on large volumes of high-quality data to train models, validate performance and support continuous iteration of both software and vehicles. Such data remains scarce, particularly for heavy-duty freight applications.

Recognizing these challenges, we have built a distinctive and deeply integrated model spanning vehicle, algorithm and data capabilities, with each reinforcing the others. We believe this places us among the players best positioned to lead and capture the opportunities of the autonomous trucking era:

- **Vehicle definition**: We forward-engineered new energy intelligent heavy-duty trucks that are purpose-built for autonomous road freight operations, with strong stability and efficiency under complex and diverse operating conditions;

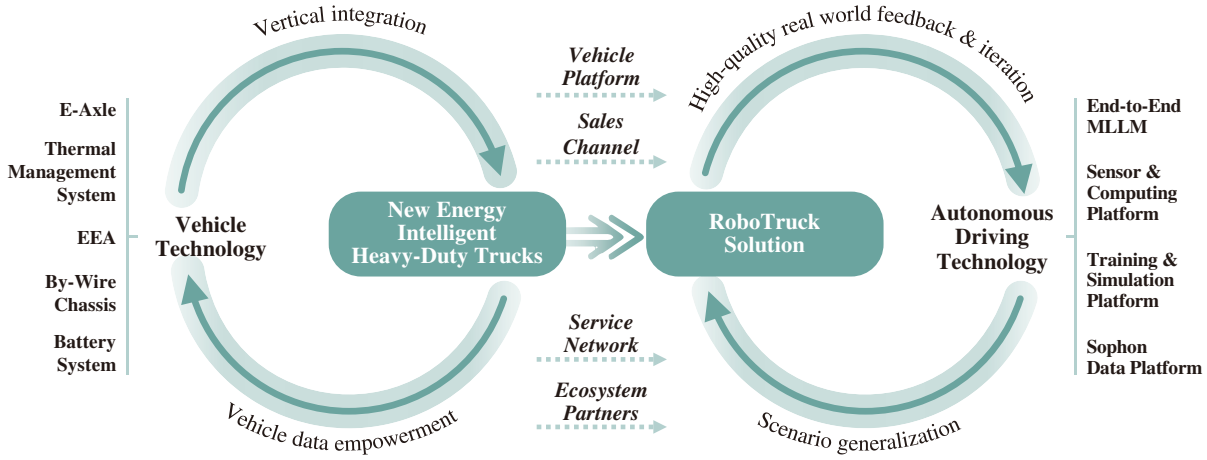
- **Model development**: We designed our end-to-end MLLM for heavy-duty truck autonomous driving, with streamlined system architecture and strong scenario generalization capabilities; and

- **Data-driven empowerment**: Our scaled commercialization enables a data-driven, closed-loop iteration process that continuously refines our vehicle design and strengthens our core technologies.

These three pillars enable us to develop high-quality data capabilities through commercialization and convert it into a powerful engine for continuous R&D advancement.

Our Business Model

The diagram below illustrates our business model, including the data-driven iteration flywheel of our vehicle and RoboTruck solution businesses, the synergies and interactions between these two segments, and our commercialization efforts that further reinforce our pioneering position:



Pioneering the large scale commercialization of RoboTruck

Developing autonomous-driving-native trucks is both critical and challenging, as it requires re-engineering vehicle architectures and components historically designed around human drivers. Accordingly, we have re-architected our heavy-duty trucks with purpose-built systems and proprietary components. According to Frost & Sullivan, our e-axles have achieved the industry's highest level of transmission efficiency among mass-produced e-axles, combining lightweight design with high efficiency; we are the first and only company in the industry to mass-produce multi-source heat-pump-based vehicle thermal management system, delivering the highest power efficiency among mass-produced thermal management systems; and we have developed a proprietary vehicle electronic control system to enhance ride smoothness, energy efficiency and operational safety. Our vehicles and technologies have been validated by the market. We are the world's fastest-growing emerging new energy heavy-duty truck company in terms of year-on-year sales volume growth in 2025, and the fastest to surpass 1,000 units in annual sales.

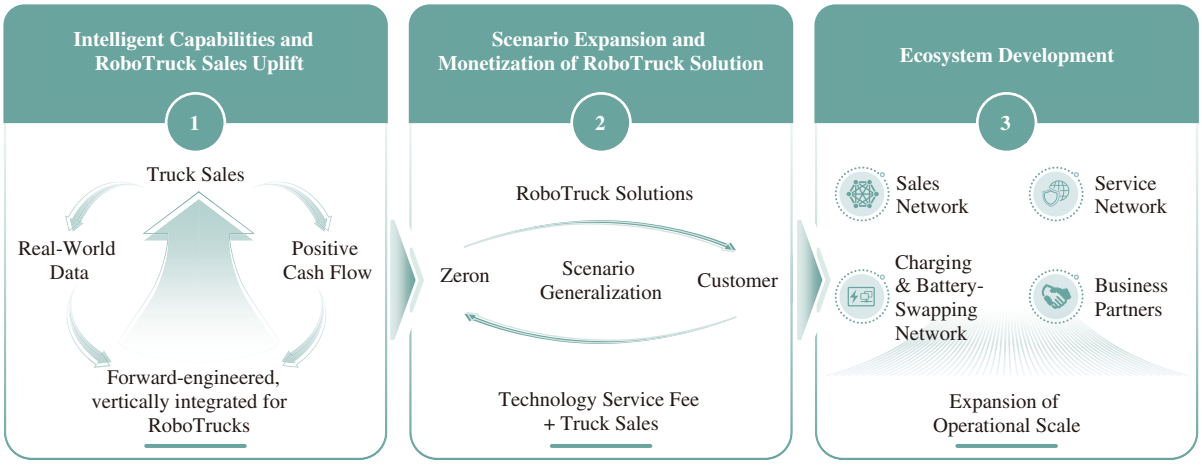
We have developed industry-leading autonomous heavy-duty truck technology, underpinned by our end-to-end MLLM and integrated with our full-vehicle engineering capabilities. Our proprietary ZERON Self-Driving ("**ZSD**") system is the industry's first end-to-end MLLM for heavy-duty truck autonomous driving. It automates the entire process from sensor inputs to driving trajectory generation, with solid algorithm performance and strong scenario generalization capabilities. We participated in the End-to-End Driving at Scale Challenge at CVPR 2024, one of the world's largest and most competitive events of its kind, where our model ranked first among camera-only solutions, demonstrating our technological advancement. Our self-developed by-wire chassis is designed for driverless deployment, featuring multi-layer redundancy and high responsiveness, providing consistent vehicle performance and system reliability. We are in the process of commercializing our RoboTruck solution and intend to use our vehicles as the entry point to expand the deployment of autonomous driving from closed environments to open-road scenarios, supporting scaled commercialization of autonomous trucking.

Through the scaled delivery and operation of our new energy intelligent heavy-duty trucks, our approach has created a flywheel. Our new energy intelligent heavy-duty trucks, operating in real-world conditions, continuously accumulate vehicle data. We access and monitor over 4,000 vehicle signals over the vehicle's lifecycle leveraging our Sophon Data Platform, which enables us to accelerate the iteration of vehicle systems, reduce failure rates, and improve overall vehicle performance. Our vehicles are designed to be able to collect extensive real-world scenario data, which would help us enhance our algorithm capabilities, develop more efficient training and simulation strategies, and support the continuous iteration of our autonomous driving system. Together, the data-driven feedback loop strengthens scenario generalization and improves operational reliability, ultimately supporting the large-scale commercialization of intelligent and autonomous heavy-duty trucks and the development of the broader ecosystem.

We continue to develop a comprehensive commercialization ecosystem for new energy intelligent heavy-duty trucks and RoboTruck solution. We have established commercial-ready delivery capabilities for our vehicles, supported by an extensive sales and distribution network that positions us for scaled deployment. Such network also enables us to engage a broad base of long-tail customers, and capture scenario-specific requirements and demands across diverse operating conditions. Furthermore, working with our ecosystem partners, we are building an integrated sales, service and maintenance network, while expanding the charging and battery-swapping infrastructure. We are also identifying scenario-specific market opportunities to better support customers across the use cases we serve.

Our Commercialization Roadmap

We are committed to realizing large-scale commercialization of autonomous trucking through a three-step strategy: (i) expanding sales of forward-engineered new energy intelligent heavy-duty trucks, (ii) advancing the deployment of our RoboTruck solution, and (iii) developing the ecosystem for full-scale commercial operations.



We plan to continue developing our industry-leading new energy intelligent heavy-duty trucks and broaden their commercial adoption. As deliveries scale, we expect to capture a growing volume of real-world vehicle data, which will help us refine our vehicles to meet the practical requirements of a wide range of heavy-duty trucking scenarios. At the same time, we expect higher sales volumes to enhance operating cash flow, supporting the ongoing validation and iterative improvement of our vehicle development capabilities and our autonomous driving technologies.

Furthermore, we are advancing the commercialization of generalized autonomous heavy-duty trucks by expanding both applicable operating scenarios and monetization models. We provide customers with a comprehensive RoboTruck solution spanning vehicles, our ZSD system, and a cloud-based digital platform for operation management. We have been delivering vehicles as part of our RoboTruck solution since 2025, and intend to charge technology service fees. Building on these initial deployments, we plan to expand our RoboTruck solution to more scenarios over time.

Ultimately, we are committed to developing a comprehensive commercialization ecosystem and further scaling our operations. As enabling infrastructure continues to mature, we plan to advance the commercialization of road freight robotics across a broader range of use cases on a global scale. We plan to further strengthen the commercialization ecosystem for new energy intelligent heavy-duty trucks and RoboTruck solution. In particular, we intend to expand our sales, service and maintenance network and work with ecosystem partners to build out charging and battery-swapping networks. Over time, we also expect to further deepen collaboration with ecosystem partners in areas such as asset management, fleet operations and dispatch. Through these initiatives, we aim to build a comprehensive industry ecosystem and reinforce our position as a long-term industry leader.

Our Vehicles and Solutions

We have launched two new energy intelligent heavy-duty truck models, Awaken (驚蟄) and Ripen (小滿). We forward-engineer our new energy intelligent heavy-duty trucks to address the primary customer requirements of operating efficiency and performance, while meeting the demands of intelligent operations. We develop the key vehicle systems for new energy applications in-house, including our Matrix four-in-one e-axle, multi-source thermal management system and intelligent vehicle control system, integrating them into a unified vehicle platform.

Building on the foregoing technologies, we offer a comprehensive RoboTruck solution, including vehicles equipped with by-wire chassis designed for autonomous driving, supported by our proprietary ZSD system, and a cloud-based digital platform that can be integrated with each customer's specific operating scenario. Our RoboTruck solution is underpinned by our industry-leading end-to-end MLLM for heavy-duty freight applications with strong scenario generalization capabilities. It is designed for businesses with heavy-duty road freight demands and seek safer, more efficient and less labor-dependent freight operations.

Our Market Opportunities

Driven by the growing demand for cost reduction and efficiency improvement as well as technology advancement, the global market size of new energy heavy-duty trucks increased from 12.2 thousand units in 2021 to 267.6 thousand units in 2025 by sales volume, representing a CAGR of 116.4% from 2021 to 2025, according to Frost & Sullivan. The global market size of new energy heavy-duty trucks is expected to grow from 360.0 thousand units in 2026 to approximately 1.2 million units in 2030 by sales volume, representing a CAGR of 34.1% from 2026 to 2030. New energy intelligent heavy-duty trucks are expected to experience rapid growth and accelerate the replacement of retrofit electrified heavy-duty trucks, which primarily serve as transitional solutions. By 2030, the penetration rate of new energy intelligent heavy-duty trucks within the overall new energy heavy-duty truck market is expected to increase from 6.3% in 2025 to 33.9% in 2030, representing a CAGR of 86.8% from 2026 to 2030.

Autonomous heavy-duty truck is poised to become the endgame for technological iteration and autonomous trucking solutions for road freight. According to Frost & Sullivan, the global market size of autonomous heavy-duty truck solution exceeded RMB1.5 billion by revenue in 2025. Driven by further technological maturity and regulatory opening, the application of autonomous heavy-duty truck solution in freight scenarios is expected to scale up substantially. The global market size of autonomous heavy-duty truck solution is projected to maintain rapid growth, reaching RMB192.4 billion by revenue in 2030, at a CAGR of 209.8% from 2026 to 2030. By 2035, the global market size of autonomous heavy-duty trucking solution are expected to reach over RMB1 trillion.

Our Operating Results

In 2024, we officially launched and commenced deliveries of two new energy intelligent heavy-duty truck models, Awaken and Ripen, achieving an industry record for the fastest batch delivery of a forward-engineered new energy intelligent heavy-duty truck, according to Frost & Sullivan. During the Track Record Period, we generated revenue primarily from sales of new energy intelligent heavy-duty trucks. In 2023, 2024 and 2025, we delivered 2, 272 and 1,176 new energy intelligent heavy-duty trucks, respectively. In the four months ended April 30, 2026, we delivered 778 new energy intelligent heavy-duty trucks, representing a year-on-year increase of 334.6%. In 2023, 2024 and 2025, we recorded revenue of RMB1.2 million, RMB124.1 million and RMB522.2 million, respectively, representing multi-fold growth over the Track Record Period.

We are committed to advancing the commercialization of our RoboTruck solutions. As of December 31, 2025, we had delivered 15 vehicles under the RoboTruck solution and further delivered 41 vehicles in the four months ended April 30, 2026. We plan to charge technology service fees for this solution and expand to additional application scenarios.

COMPETITIVE STRENGTHS

We believe the following competitive strengths have contributed to our success and differentiated us from our competitors: (i) global leading new energy intelligent heavy-duty truck technology company; (ii) vertically integrated and forward-engineering full-stack development capabilities across core vehicle systems; (iii) deep integration of vehicle platforms and autonomous driving systems to enhance scenario generalization and scalability; (iv) dual-engine growth through vehicle delivery and RoboTruck solution, underpinned by industry-leading commercialization and ecosystem development; and (v) experienced founding team with proven expertise in autonomous driving and commercial vehicles, supported by strategic shareholders.

GROWTH STRATEGIES

We plan to implement the following strategies to achieve our vision and mission: (i) accelerate forward development of vehicle technologies to enhance product competitiveness; (ii) continuously iterate autonomous driving algorithms to strengthen technology leadership; (iii) advance commercialization and build a scalable ecosystem for our new energy intelligent heavy-duty trucks and RoboTruck solution; (iv) enhance domestic and overseas sales networks and increase global brand awareness.

SALES AND MARKETING

We adopt a balanced sales model combining distributor-based sales and direct sales to achieve broad and efficient market coverage across diverse regions and customer segments. As a relatively young market participant, we have earned the trust of a broad distributor network, whose established customer reach, local market knowledge and service capabilities help us expand market coverage efficiently. We maintain a direct sales channel across all of our business lines, which enables us to deepen customer engagement over time.

As of December 31, 2025, we had maintained an extensive service station network of over 250 service stations across the Chinese Mainland, strategically designed to support the operating characteristics of our new energy intelligent heavy-duty trucks that typically run on short- to mid-distance routes. We follow an "expand where we sell" regional deployment strategy to ensure timely, nearby support, and we provide a one-stop, whole-vehicle service model to improve repair efficiency and customer experience through our service stations.

SUPPLY CHAIN MANAGEMENT

We operate under a vertically integrated philosophy grounded in our in-house vehicle design and engineering capabilities. We maintain control over each critical stage of the supply chain, including vehicle model design and development, procurement of raw materials and components, and collaboration with our contract assembly partners. We believe this reflects our accumulation across the heavy-duty truck value chain and enables us to ensure that the vehicles ultimately produced are consistent with our intended design, performance and quality standards. This approach differentiates us from peers and provides the foundation for delivering competitive vehicles and solution. During the Track Record Period and in line with industry practice, we collaborated with contract assembly partners, C&C Trucks, Hubei Tri-Ring and Shenhe Automobile, to assemble our new energy intelligent heavy-duty trucks. Our contract assembly partners are established vehicle manufacturers with extensive experience in the production of heavy-duty trucks with solid industry credentials. Under such collaboration arrangements, our contract assembly partners provide contract assembly services based on the vehicle design, engineering specifications and technical standards developed and provided by us, using our supply of parts and components used in vehicle assembly to ensure consistency and quality of our vehicles. We retain full ownership of all pre-existing and independently developed intellectual properties related to our vehicles, and neither party may infringe the other party's intellectual property rights.

CUSTOMERS AND SUPPLIERS

During the Track Record Period, our suppliers mainly include contract assembly partners, suppliers of batteries and vehicle components. For the years ended December 31, 2023, 2024 and 2025, our purchases from our five largest suppliers in each year during the Track Record Period in aggregate amounted to RMB18.2 million, RMB135.6 million and RMB422.6 million, respectively, representing 33.3%, 48.6% and 49.6% of our total purchases in the corresponding years. Our purchases from our largest supplier in each year during the Track Record Period amounted to RMB4.9 million, RMB67.4 million and RMB98.1 million, respectively, representing 8.9%, 24.2% and 11.5% of our total purchases in the corresponding years.

During the Track Record Period, our customers primarily consisted of our distributors and logistics companies and we did not experience any material disputes with our customers. For the years ended December 31, 2023, 2024 and 2025, our revenue generated from sales to our five largest customers in each year during the Track Record Period in aggregate amounted to RMB1.2 million, RMB75.4 million and RMB186.7 million, respectively, representing 98.9%, 60.8% and 35.8% of our total revenue in the corresponding years. Our revenue generated from sales to our largest customer in each year during the Track Record Period amounted to RMB1.2 million, RMB29.0 million and RMB65.4 million, respectively, representing 98.9%, 23.4% and 12.5% of our total revenue in the corresponding years.

During the Track Record Period, certain of our major suppliers also acted as our customer and vice versa, resulting in an overlap between our customer and supplier relationships in certain cases. For details, see "Business — Customers — Overlapping of Customers and Suppliers."

COMPETITION

The road freight industry's technological evolution has followed a clear trajectory, from traditional fuel-powered heavy-duty trucks to electrified, digitalized new energy intelligent heavy-duty trucks, and ultimately to autonomous heavy-duty trucks with end-to-end operations. Currently, we mainly compete with traditional heavy-duty truck manufacturers, construction machinery manufacturers and emerging new energy heavy-duty truck companies ("**New Force**"). Competitors differentiate themselves across vehicle platform design, electrified architecture, autonomous driving capability, vehicle performance and reliability, cost efficiency, delivery scale, sales and service network, supply chain resources, ecosystem partnerships and customer experience.

We believe our forward-engineered vehicle platform, proprietary core technologies, ZSD system, scalable delivery capabilities and growing commercialization ecosystem position us to compete effectively as the new energy intelligent heavy-duty truck and autonomous trucking markets continue to develop.

SUMMARY OF HISTORICAL FINANCIAL INFORMATION

The tables below sets forth our summary financial data derived from our consolidated statements of profit or loss and consolidated cash flow statements during the Track Record Period and our consolidated statements of financial position as of December 31, 2023, 2024 and 2025 included in the Accountants' Report in Appendix I to this document. The following data and discussion should be read in conjunction with our consolidated financial statements and related notes and the section headed "Financial Information."

Summary of Consolidated Statements of Profit or Loss

The following table sets forth a summary of our selected consolidated statements of profit or loss for the years indicated:

	For the year ended December 31,					
	2023		2024		2025	
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*
Revenue	**1,163**	**100.0**	**124,091**	**100.0**	**522,170**	**100.0**
Cost of sales	(4,503)	(387.2)	(167,184)	(134.7)	(535,432)	(102.5)
Gross loss	**(3,340)**	**(287.2)**	**(43,093)**	**(34.7)**	**(13,262)**	**(2.5)**
Other net gain	1,652	142.0	7,905	6.4	5,991	1.1
Selling expenses	(3,754)	(322.8)	(24,799)	(20.0)	(47,473)	(9.1)
Administrative expenses	(24,799)	(2,132.3)	(41,283)	(33.3)	(53,778)	(10.3)
Research and development costs	(71,423)	(6,141.3)	(116,166)	(93.6)	(126,038)	(24.1)
Impairment loss on trade and other receivables and financial guarantee issued	(8)	(0.7)	(1,566)	(1.3)	(1,044)	(0.2)
Loss from operations	**(101,672)**	**(8,742.2)**	**(219,002)**	**(176.5)**	**(235,604)**	**(45.1)**
Changes in the carrying amount of ordinary shares with redemption rights	(12,100)	(1,040.4)	(20,515)	(16.5)	(41,824)	(8.0)
Other finance costs	(539)	(46.3)	(1,330)	(1.1)	(3,308)	(0.6)
Finance costs	(12,639)	(1,086.8)	(21,845)	(17.6)	(45,132)	(8.6)
Loss before taxation	**(114,311)**	**(9,829.0)**	**(240,847)**	**(194.1)**	**(280,736)**	**(53.8)**
Income tax	—	—	—	—	—	—
Loss for the year	**(114,311)**	**(9,829.0)**	**(240,847)**	**(194.1)**	**(280,736)**	**(53.8)**

NON-IFRS MEASURE

To supplement our financial information, which is presented in accordance with IFRS Accounting Standards, we also provide adjusted net loss as a non-IFRS measure, which is not required by, or presented in accordance with, the IFRS Accounting Standards. Our adjusted net loss (Non-IFRS measure) as a percentage of revenue narrowed during the Track Record Period.

We define adjusted net loss (non-IFRS measure) as loss for the year adjusted by adding back (i) equity-settled share-based payment expenses, which are non-cash in nature, and (ii) changes in the carrying amount of ordinary shares with redemption rights, which are non-cash in nature. Such redemption liabilities will be reclassified to equity upon the **[REDACTED]**. We believe that non-IFRS measure facilitates comparisons of operating performance from period to period, aiming to provide useful information to **[REDACTED]** in understanding and evaluating our results of operations in the same manner as it helped our management. However, our presentation of adjusted net loss (non-IFRS measure) may not be comparable to similarly titled measures presented by other companies. The application of the non-IFRS measure has limitations as an analytical tool, and you should not consider it in isolation from, or as substitute for analysis of, our results of operations or financial condition as reported under IFRS Accounting Standards.

The following table reconciles our adjusted net loss (non-IFRS measure) for the periods indicated:

	As of December 31,		
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000*
Loss for the year	**(114,311)**	**(240,847)**	**(280,736)**
Add:			
Equity-settled share-based payment	3,652	3,924	8,097
Changes in the carrying amount of ordinary shares with redemption rights	12,100	20,515	41,824
Adjusted net loss (non-IFRS measure)	**(98,559)**	**(216,408)**	**(230,815)**

Revenue

The following table sets forth a breakdown of our revenue, both in absolute amounts and as a percentage of our total revenue for the years indicated:

	For the year ended December 31,					
	2023		2024		2025	
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*
New energy intelligent heavy-duty trucks	**1,150**	**98.9**	**120,756**	**97.3**	**507,382**	**97.2**
Ripen	—	—	16,190	13.0	306,274	58.7
Awaken	1,150	98.9	104,566	84.3	201,108	38.5
RoboTruck solution	**—**	**—**	**—**	**—**	**8,102**	**1.5**
Others[(1)]	**13**	**1.1**	**3,335**	**2.7**	**6,686**	**1.3**
Total	**1,163**	**100.0**	**124,091**	**100.0**	**522,170**	**100.0**

Note:

(1) Others mainly represent revenue from (a) sales of spare parts and accessories, and (b) provision of technical services including R&D, maintenance and trial-drive services.

We recorded significant revenue growth during the Track Record Period, from RMB1.2 million in 2023 to RMB124.1 million in 2024 and further to RMB522.2 million in 2025. We primarily generated revenue from sales of our new energy intelligent heavy-duty trucks, including Ripen and Awaken models.

Our RoboTruck solution provides customers with RoboTruck vehicles, end-to-end MLLM, and a cloud-based digital platform that could be integrated with customer-specific operating scenarios. As of December 31, 2025, we delivered 15 vehicles under the RoboTruck solution. We plan to progressively commence charging customers technology service fees and expand our RoboTruck solution to additional application scenarios.

In addition, revenue from others complements the vehicle sales business, with the sale of parts reflecting rising after-sales demand alongside a growing installed base. We also generated revenue from provision of technical services including R&D, maintenance, and trial-drive services.

Cost of Sales

Our cost of sales primarily consist of raw material costs, manufacturing costs and provision of inventories. The following table sets forth a breakdown of our cost of sales in absolute amounts and as a percentage of our total cost of sales for the years indicated:

	For the year ended December 31,					
	2023		2024		2025	
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*
Raw material costs	1,694	37.6	149,006	89.1	513,501	95.9
Manufacturing costs	42	0.9	5,772	3.5	16,004	3.0
Provision of inventories	2,739	60.8	11,810	7.1	(9,836)	(1.8)
Others[(1)]	28	0.7	596	0.3	15,763	2.9
Total	**4,503**	**100.0**	**167,184**	**100.0**	**535,432**	**100.0**

Note:

(1) Others mainly represent costs for depreciation and logistics.

Our cost of sales increased from RMB4.5 million in 2023 to RMB167.2 million in 2024 and further to RMB535.4 million in 2025, in line with our business expansion. Our raw material costs primarily include batteries, e-axles and other vehicle components. During the Track Record Period, raw material costs constituted the largest component of our cost of sales, accounting for 37.6%, 89.1%, and 95.9% of our total cost of sales in 2023, 2024, and 2025, respectively. We recorded provision of inventories of RMB2.7 million, RMB11.8 million in 2023 and 2024, respectively, primarily because our mass-produced vehicles had not yet achieved economies of scale during the early stage of commercialization, resulting in relatively high raw material costs.

Gross Profit/(Loss) and Gross Profit/(Loss) Margin

Our gross profit/(loss) represents our revenue less our cost of sales, and our gross margin represents gross profit/(loss) divided by our revenue, expressed as a percentage. The following table sets forth a breakdown of our gross profit/(loss) and gross profit/(loss) margin by product and service category in absolute amounts and as a percentage of our total revenue for the years indicated:

	For the year ended December 31,					
	2023		2024		2025	
	Gross Profit/(Loss)	Gross Margin	Gross Profit/(Loss)	Gross Margin	Gross Profit/(Loss)	Gross Margin
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*
New energy intelligent heavy-duty trucks	**(3,340)**	**(290.4)**	**(42,280)**	**(35.0)**	**(14,800)**	**(2.9)**
Ripen	—	—	(5,751)	(35.5)	(1,206)	(0.4)
Awaken	(3,340)	(290.4)	(36,529)	(34.9)	(13,594)	(6.8)
RoboTruck solution	**—**	**—**	**—**	**—**	**352**	**4.3**
Others	**—**	**—**	**(813)**	**(24.4)**	**1,186**	**17.7**
Total	**(3,340)**	**(287.2)**	**(43,093)**	**(34.7)**	**(13,262)**	**(2.5)**

Our sales of new energy intelligent heavy-duty trucks were at an early stage of commercialization during the Track Record Period. We recorded gross loss of RMB3.3 million, RMB43.1 million and RMB13.3 million in 2023, 2024 and 2025, respectively. Changes in our gross loss were primarily in relation to (i) revenue growth since the commercialization of our new energy intelligent heavy-duty trucks in 2024; and (ii) our continuing efforts in cost control and supply chain management.

Our gross loss margin narrowed significantly from 287.2% in 2023 to 34.7% in 2024 and further to 2.5% in 2025. We believe that our gross loss margin in 2023 was not indicative of our ongoing operations as it reflected our pilot sales stage with only two units delivered. The subsequent improvement was primarily driven by (i) substantial revenue growth as delivery volumes increased from 272 units in 2024 to 1,176 units in 2025, (ii) increasing economies of scale in procurement and manufacturing which strengthened our supply chain management and allowed us to source more competitive suppliers for key components, and (iii) continued technological iteration in vehicle design and core hardware systems which lowered per-unit material consumption. Furthermore, our RoboTruck solution achieved a positive gross margin of 4.3% in 2025, primarily because our vehicles equipped with by-wire chassis embody higher technology content and command higher selling prices. We expect our gross margin to continue improving as we scale up sales of our new energy intelligent heavy-duty trucks and RoboTruck solutions through continued technological iteration, and further strengthen cost management and operational efficiency.

Summary of Consolidated Statements of Financial Position

The following table sets forth selected information from our consolidated statements of financial position as of the dates indicated:

	As of December 31,		
	2023	**2024**	**2025**
	RMB'000	*RMB'000*	*RMB'000*
Total non-current assets	40,834	48,668	76,690
Total current assets	98,629	118,908	607,525
Total current liabilities	248,163	514,953	1,297,748
Net current liabilities	**(149,534)**	**(396,045)**	**(690,223)**
Total assets less current liabilities	**(108,700)**	**(347,377)**	**(613,533)**
Total non-current liabilities	14,443	12,689	15,352
Net liabilities	**(123,143)**	**(360,066)**	**(628,885)**

We recorded net current liabilities of RMB149.5 million, RMB396.0 million and RMB690.2 million as of December 31, 2023, 2024 and 2025, respectively. Our net current liabilities increased during the Track Record Period primarily attributable to the increase in our ordinary shares with redemption rights, which increased from RMB215.1 million as of December 31, 2023 to RMB356.1 million as of December 31, 2024, and further to RMB723.9 million as of December 31, 2025, driven by successive pre-**[REDACTED]** financing rounds and the accretion of interest on the outstanding redemption liabilities.

We also recorded net liabilities of RMB123.1 million, RMB360.1 million and RMB628.9 million as of December 31, 2023, 2024 and 2025, respectively. Our net liabilities were primarily attributable to ordinary shares with redemption rights of RMB215.1 million, RMB356.1 million and RMB723.9 million as of December 31, 2023, 2024 and 2025, respectively, which were classified as current liabilities as the Company did not have an unconditional right to avoid redeeming its share capital for

cash. The increases in net liabilities during the Track Record Period were also attributable to accumulated losses arising from our net losses of RMB114.3 million, RMB240.8 million and RMB280.7 million in 2023, 2024 and 2025, respectively, as we continued to invest in R&D, expand our product portfolio, and scale up our sales and distribution network during the early stages of commercialization.

All ordinary shares with redemption rights will be reclassified from financial liabilities to equity upon the **[REDACTED]**, as all special rights granted to the pre-**[REDACTED]** investors will be automatically terminated before or upon the Company's **[REDACTED]** and the ordinary shares with redemption rights will be re-designated from liabilities to equity. We expect to achieve a net assets position upon the **[REDACTED]** as a result of such reclassification, together with the **[REDACTED]** from the **[REDACTED]**.

Summary of Consolidated Statements of Cash Flows

The following table sets forth a summary of our cash flows for the years indicated:

	Year ended 31 December		
	2023	**2024**	**2025**
	RMB'000	*RMB'000*	*RMB'000*
Net cash used in operating activities	(84,244)	(212,708)	(232,616)
Net cash (used in)/generated from investing activities	(31,109)	34,315	(25,537)
Net cash generated from financing activities	140,806	159,274	399,820
Net increase/(decrease) in cash and cash equivalents	**25,453**	**(19,119)**	**141,667**
Cash and cash equivalents at beginning of the year	6,636	32,089	12,970
Cash and cash equivalents at end of the year	**32,089**	**12,970**	**154,637**

We had net cash used in operating activities of RMB84.2 million, RMB212.7 million, and RMB232.6 million in 2023, 2024, and 2025, respectively, primarily attributable to our losses before taxation, together with changes in working capital arising from increased procurement of raw materials and business expansion during the Track Record Period.

Key Financial Ratios

The following table sets forth our key financial ratios as of and for the years indicated:

	As of / For the Year ended December 31,		
	2023	**2024**	**2025**
Revenue growth rate (%)[(1)]	N/A	10,569.9	320.8
Gross loss margin (%)[(2)]	287.2	34.7	2.5
Adjusted net loss margin (non-IFRS measure) (%)[(3)]	8,474.5	174.4	44.2
Current ratio [(4)]	0.4	0.2	0.5
Quick ratio [(5)]	0.4	0.2	0.4

Note:

(1) Revenue growth rate is calculated as the year-on-year growth rate of revenue.

(2) Gross profit/(gross loss) margin is calculated as gross profit/gross loss divided by revenue, expressed as a percentage

(3) Adjusted net loss margin (non-IFRS measure) is calculated as adjusted net loss margin calculated as adjusted net loss (non-IFRS measure) divided by revenue, expressed as a percentage

(4) Current ratio represents current assets divided by current liabilities as of the relevant year end.

(5) Quick ratio represents current assets excluding inventories divided by current liabilities as of the relevant year end.

PATH TO PROFITABILITY

In the early stages of our operations, we focused on executing our development strategy, building up our full-stack vehicle platform and autonomous driving technology capabilities, and scaling up our offerings, rather than pursuing short-term financial returns or profitability. As a result, we invested significant resources in strengthening R&D capabilities, expanding our vehicle portfolio including the launch of our Awaken and Ripen models, growing our sales and distribution network, and enhancing our brand image, laying a solid foundation for long-term development and growth. This also led to certain losses during our Track Record Period. In 2023, 2024 and 2025, we incurred net losses of RMB114.3 million, RMB240.8 million, and RMB280.7 million, respectively.

Going forward, we expect to sustain our revenue growth and achieve profitability through a combination of revenue scale-up, improvement of margin profile, operating leverage and the enhancement of working capital efficiency. For details, see "Business — Path to Profitability."

RISK FACTORS

Our business and the **[REDACTED]** involve certain risks as set out in "Risk Factors" in this document. You should read that section in its entirety carefully before you decide to **[REDACTED]** in our H Shares. We believe the most significant risks we face include but are not limited to (i) the market for new energy intelligent heavy-duty trucks is evolving and highly competitive; (ii) we have a limited operating history, which makes it difficult to evaluate our business and future prospects; (iii) our future growth depends on market acceptance for our new energy intelligent heavy-duty trucks and RoboTruck solution, and demand for our vehicles may be volatile; (iv) our research and development efforts may not yield expected results; (v) our business and prospects depend on our ability to build our brands and reputation; (vi) we rely on third-party suppliers for key components and the assembly of our vehicles, and any supply disruption, delay or quality issue could adversely affect our business and operations; (vii) our business and results of operations may be adversely affected if our collaboration with our contract assembly partners is disrupted, terminated or no longer mutually beneficial; and (vii) our business may be affected by the performance, compliance and reputation of our distributors.

DIVIDENDS

We did not declare or pay dividends on our Shares during the Track Record Period. We currently expect to retain all future earnings for use in operation and expansion of our business, and do not anticipate paying cash dividends in the foreseeable future. The declaration and payment of any dividends in the future will be determined by our Board of Directors and subject to our Articles of Association and the PRC Company law. Currently, we do not have a dividend policy or pre-determined dividend payout ratio in place. As confirmed by our PRC Legal Advisor, any future net profit that we

make will have to be applied to make up for our historically accumulated losses in accordance with the PRC laws, after which we will be obliged to allocate 10% of our profit to our statutory common reserve fund until such fund has reached more than 50% of our registered capital. We will therefore only be able to declare dividends after (i) all our historically accumulated losses have been made up for; and (ii) we have allocated sufficient profit to our statutory common reserve fund as described above.

USE OF [REDACTED]

We estimate that the **[REDACTED]** of the **[REDACTED]**, after deducting the estimated **[REDACTED]** commissions and other fees and expenses paid and payable by us in connection with the **[REDACTED]**, will be approximately HK$**[REDACTED]**, assuming an **[REDACTED]** of HK$**[REDACTED]** per H Share (being the **[REDACTED]** of the indicative range of the **[REDACTED]** of HK$**[REDACTED]** to HK$**[REDACTED]** per H Share), and that the **[REDACTED]** is not exercised. We currently intend to use the **[REDACTED]** from the **[REDACTED]** for following purposes:

- approximately **[REDACTED]**% of the **[REDACTED]**, or HK$**[REDACTED]** for research and development, and we intend to continuously invest in the research, development, and commercialization of core technologies to further strengthen our leading position in the new energy intelligent heavy-duty truck sector;

- approximately **[REDACTED]**% of the **[REDACTED]**, or HK$**[REDACTED]** for expanding our sales and after-sales service network to build a full-lifecycle, comprehensive, and highly responsive after-sales service ecosystem for new energy intelligent heavy-duty truck customers;

- approximately **[REDACTED]**% of the **[REDACTED]**, or HK$**[REDACTED]** for selectively pursuing strategic initiatives to strengthen the supply chain of our new energy intelligent heavy-duty trucks; and

- approximately **[REDACTED]**% of the **[REDACTED]**, or HK$**[REDACTED]**, will be used for working capital and other general corporate purposes to support our daily operations and overall business growth.

[REDACTED]

[REDACTED] EXPENSES

[REDACTED] expenses to be borne by us are estimated to be approximately HK$**[REDACTED]** (assuming an **[REDACTED]** of HK$**[REDACTED]** per Share, being the **[REDACTED]** of the indicative **[REDACTED]** range of HK$**[REDACTED]** to HK$**[REDACTED]** per Share), representing approximately **[REDACTED]**% of the estimate gross **[REDACTED]** from the **[REDACTED]** assuming no Shares are issued pursuant to the **[REDACTED]**. The **[REDACTED]** consist of (i) **[REDACTED]**-related expenses, including **[REDACTED]** commission, of approximately HK$**[REDACTED]**, and (ii) non-**[REDACTED]**-related expenses of approximately HK$**[REDACTED]**, comprising (a) fees and expenses of our legal advisors and reporting accountants of approximately HK$**[REDACTED]**, and (b) other fees and expenses of approximately HK$**[REDACTED]**. During the Track Record Period, no **[REDACTED]** expenses were charged to our consolidated statements of profit or loss and other comprehensive income, and no issue costs were prepaid. Approximately HK$**[REDACTED]** is expected to be charged to our consolidated statements of profit or loss and other comprehensive income, and approximately HK$**[REDACTED]** is expected to be accounted for as a deduction from equity upon the **[REDACTED]**. We do not believe any of the above fees or expenses are material or are unusually high to us. The **[REDACTED]** expenses above are the latest practicable estimate for reference only, and the actual amount may differ from this estimate.

OUR SINGLE LARGEST GROUP OF SHAREHOLDERS

Shanghai Dongyao is controlled by Mr. Huang and serves as the general partner of each of Yangzhou Bannarui, Yangzhou Erjinzhi, Yangzhou Dongyao, Yangzhou Shengyao, Suzhou Lingdong I, Suzhou Lingdong II, Suzhou Bannarui, Suzhou Jushi and Suzhou Dongyi. As of the date of this document, Mr. Huang, together with his controlled entities, Yangzhou Bannarui, Yangzhou Erjinzhi, Yangzhou Dongyao, Yangzhou Shengyao, Shanghai Dongyao, Suzhou Lingdong I, Suzhou Lingdong II, Suzhou Bannarui, Suzhou Jushi and Suzhou Dongyi, constituted a group of controlling shareholders (as defined in the Listing Rules) of the Company which was entitled to exercise the voting rights attached to approximately 30.05% of the total issued share capital of our Company.

Immediately following the completion of the **[REDACTED]**, Mr. Huang, together with his controlled entities (Yangzhou Bannarui, Yangzhou Erjinzhi, Yangzhou Dongyao, Yangzhou Shengyao, Shanghai Dongyao, Suzhou Lingdong I, Suzhou Lingdong II, Suzhou Bannarui, Suzhou Jushi and Suzhou Dongyi) will constitute our Single Largest Group of Shareholders and will be entitled to exercise the voting rights attached to approximately **[REDACTED]**% of our total issued share capital.

EMPLOYEE INCENTIVE SCHEME

We adopted the Employee Incentive Scheme on May 20, 2026. Yangzhou Bannarui, Suzhou Bannarui, Suzhou Dongyi, Suzhou Lingdong I, Suzhou Lingdong II and Suzhou Jushi were established as the Employee Incentive Platforms of our Employee Incentive Scheme, collectively holding 5,314,287 underlying Shares of the Company (equivalent to 53,142,870 underlying Shares of the Company upon completion of the Share Subdivision). As of the date of this document, all underlying Shares of the Employee Incentive Scheme had been granted. For details, see "Appendix VI — Statutory and General Information — 4. Employee Incentive Scheme".

PRE-[REDACTED] INVESTMENTS

Since the establishment of our Group, we have attracted a broad and diversified base of Pre-**[REDACTED]** Investors through equity financings and share transfers, such as CATL, Temasek and Momenta. For details of background of the Pre-**[REDACTED]** Investors and the principal terms of the Pre-**[REDACTED]** Investments, see "History, Development and Corporate Structure — Pre-**[REDACTED]** Investments."

APPLICATION FOR [REDACTED] ON THE STOCK EXCHANGE

We are applying for **[REDACTED]** under Rule 8.05(3) of the Listing Rules and satisfy the market capitalization/revenue test with reference to (i) our revenue for the year ended December 31, 2025, which is over HK$500 million as required by Rule 8.05(3); and (ii) our expected **[REDACTED]** at the time of **[REDACTED]**, which, based on the **[REDACTED]**, significantly exceeds HK$4 billion as required by Rule 8.05(3).

RECENT DEVELOPMENTS AND NO MATERIAL ADVERSE CHANGE

Recent Developments

Since the beginning of 2026, we have continued to advance the iteration and enhancement of our vehicles and solutions. During this period, our business has maintained solid growth, with the sales of our new energy intelligent heavy-duty trucks amounted to 778 units for the four months ended April 30, 2026, representing a year-on-year increase of 334.6% over the same period in 2025. In addition, for the four months ended April 30, 2026, we delivered 41 vehicles under the RoboTruck solution.

No Material Adverse Change

After performing sufficient due diligence work which our Directors consider appropriate and after due and careful consideration, our Directors confirm that, up to the date of this document, there has been no material adverse change in our financial or trading position or prospects since December 31, 2025, which is the end date of the periods reported on in the Accountants' Report in Appendix I to this document, and there is no event since December 31, 2025 that would materially affect the information as set out in the Accountants' Report in Appendix I to this document.