OVERVIEW

We are a leading DRAM chip design company in China. Our history can be traced back to 2020 when Mr. Ying, our Controlling Shareholder, recognized the potential of DRAM and acquired a majority interest in Zentel Japan. Our "Zentel" brand was inherited from Zentel Japan, which boasts over 20 years of history. Zentel Japan has developed a series of DRAM products, including 110nm products, 90nm, 70nm, 63nm, 38nm and 25nm products, which were manufactured by PSMC, one of the world's leading wafer foundries. Through the continuous innovation and upgrade of its products and technology, Zentel Japan has built strong brand recognition and accumulated extensive industry experience, and cultivated a team of experts, all of which were valued by Mr. Ying when he made the decision to acquire Zentel Japan.

In early 2020, Mr. Ying acquired a 20% interest in Zentel Japan, and he further acquired a majority interest in Zentel Japan in late 2020. It was decided that our Company would become the holding company of our Group to tap into the huge market in the PRC, leverage the favorable policies in the PRC and to combine Zentel Japan's resources, technology and experience with local talent and resources for our growth and development. Building on the experience accumulated from Zentel Japan, we have become one of the few domestic DRAM design company which possesses the complete iterations of DRAM products from SDR to DDR4.

After the acquisition of the majority interest in Zentel Japan by Mr. Ying in late 2020, we took over the brand, business, intellectual property rights and personnel of Zentel Japan, which provided the foundation of our further development. Our Company has expanded its business and customer base in particular in China through its own development and conducted substantial business operations in its own name after the acquisition of Zentel Japan. In 2021, we implemented a global operation and development of domestic market strategy, pursuant to which we secured and maintained the overseas customers of Zentel Japan on the one hand and built and expanded the domestic market by our Company on the other hand. In 2022, we commenced our DRAM modules business to better meet the demand of customers in the domestic market and developed "1 Logic Wafer + 1 DRAM Wafer" solution. Since 2023, we have continued to intensify our market expansion efforts and iterated and updated our products. Our DRAM modules business grew rapidly since its commencement in 2022. Through years of development, we have built a supply chain and customer network centered around our Company and our Company operates as the primary entity for procuring core raw materials including memory wafers in our Group. Zentel Japan is currently our overseas sales center and R&D center.

On April 25, 2025, our Company was converted into a joint stock company. As of the Latest Practicable Date, our Company had an issued share capital of RMB270,000,000.

KEY MILESTONES

The following table sets out the key milestones of our corporate and business development:

Year	Event
2020	Mr. Ying acquired a majority interest in Zentel Japan and decided to develop our business in the PRC.
2022	We were recognized as a High-tech Enterprise.
2023	We scaled up our IT application innovation business.
2024	We were recognized as National-Level Specialized and Sophisticated "Little Giant" Enterprise (國家級專精特新"小巨人"企業) and a provincial-level enterprise research institute (省級企業研究院).

Year	Event
2025	Our Company was converted into a joint stock company with limited liability.
	We partnered with PSMC in respect of the development of DRAM products based on 19nm and below nodes.
	We achieved commercialization of our silicon interposer solutions.
	We licensed out certain technologies in relation to our HSM1 products.
	We were designated as a National-Level Specialized and Sophisticated Key "Little Giant" Enterprise (國家級專精特新重點「小巨人」企業).

OUR MAJOR SUBSIDIARY

We set forth below information about the major subsidiary of our Group that made a material contribution to our operating results during the Track Record Period:

Name	Date of incorporation/ establishment and commencement of business	Place of incorporation/ establishment	Ownership as of the Latest Practicable Date	Principal business activities
Zentel Japan	September 26, 2003	Japan	100%	Design, development and sales of semiconductors

MAJOR CORPORATE DEVELOPMENT

We set out below the major shareholding changes of our Company and changes in equity and shareholding of our major subsidiary.

Our Company

Our Company was established in the PRC as a limited liability company with a registered capital of RMB10,000,000 on March 23, 2020. Our Company was established in Jinhua, Zhejiang as we planned to take advantage of favorable local policies for the DRAM industry. Our Company did not commence any operation and none of the registered capital was paid up until the end of 2020. At the relevant time, Loongson Technology was controlled by Mr. Hu Weiwu ("**Mr. Hu**"), Mr. Ying's brother. Upon establishment, the shareholding structure of our Company was as follows:

Shareholder	Registered capital subscribed for	Percentage of shareholding
	(RMB)	*(%)*
Tianjin Haoxin[(1)]	9,500,000	95
Loongson Technology	500,000	5
	10,000,000	**100**

Note:

(1) At the relevant time, Tianjin Haoxin was controlled by Mr. Yao Guishi, an Independent Third Party, through its general partner, Linzhi Dingfu Venture Capital Management Co., Ltd.* (林芝鼎孚創業投資管理有限公司, "**Linzhi Dingfu**"). The only limited partner of Tianjin Haoxin holding approximately 99.97% of its partnership interests was Ms. Zhang Xiaoling, an Independent Third Party.

Since its establishment, our Company had undertaken a series of shareholding changes as detailed below:

(i) Equity transfer in October 2020

To focus on the development of its core business, Loongson Technology transferred its 5% equity interest in our Company to Tiantong Xin'an at nil consideration on October 28, 2020. At the relevant time, Tiantong Xin'an was controlled by Mr. Hu.

(ii) Equity transfers in November 2020

Mr. Ying was a business partner of each of Mr. Yao Guishi, Mr. Chen Xudong and PIHC. Mr. Ying communicated from time to time with them on business management experience and potential investment opportunities. When Mr. Ying became the majority shareholder of Zentel Japan and decided to develop our business in the PRC, upon discussions on this business venture, Mr. Ying brought together Mr. Yao Guishi, Mr. Chen Xudong and PIHC to invest in our Company. Therefore, on November 20, 2020, Tianjin Haoxin transferred its 55.80%, 12.69% and 7.73% equity interest in our Company to Hangzhou Dingyuan, Hangzhou Chuyuan and Hangzhou Chuyu, respectively, at nil consideration. On the same day, Tiantong Xin'an transferred its 3.34% equity interest in our Company to Hangzhou Chuyuan at nil consideration. The nil consideration was determined taking into account that our Company had yet to commence operation and the registered capital had yet to be paid up in November 2020. The above transfers were registered on December 2, 2020. After the transfers, Hangzhou Dingyuan became the majority shareholder of our Company.

Hangzhou Dingyuan's general partner

Hangzhou Dingyuan's general partner at the time was Ningbo Yingxi Electronic Technology Co., Ltd.* (寧波鷹溪電子科技有限公司, "**Ningbo Yingxi**"). Ningbo Yingxi was held as to 51% and 49% by Mr. Dong Guoping and Anji Fudao Enterprise Management Consulting Partnership (Limited Partnership)* (安吉孚道企業管理諮詢合夥企業(有限合夥), "**Anji Fudao**"), respectively. Anji Fudao's general partner was Ms. Tie Na holding 50% of its partnership interests and its limited partner was Ms. Sheng Mingrui holding 50% of its partnership interests. Anji Fudao was controlled by Mr. Ying through Mr. Ying's nominee agreements with Ms. Tie Na and Ms. Sheng Mingrui.

Hangzhou Dingyuan's limited partners

Hangzhou Dingyuan's limited partners at the time were Mr. Dong Guoping, Anji Fudao, Ms. Zhou Zhiying, Ningbo Xincheng Enterprise Management Partnership (Limited Partnership)* (寧波鑫程企業管理合夥企業(有限合夥), "**Ningbo Xincheng**") and Mr. Chen Pengzhong, each an Independent Third Party, holding approximately 42.79%, 29.73%, 14.86%, 9.46% and 3.15% of its partnership interests, respectively. Ningbo Xincheng's general partner was Mr. Gan Xinbo holding 83.33% of its partnership interests and its limited partner was Ms. Gan Hongbo holding 16.67% of its partnership interests.

Control of Hangzhou Dingyuan

On February 7, 2021, Mr. Ying, Mr. Dong Guoping, Ms. Zhou Zhiying, Mr. Gan Xinbo and Ms. Gan Hongbo entered into an acting-in-concert agreement, pursuant to which Mr. Dong Guoping, Ms. Zhou Zhiying, Mr. Gan Xinbo and Ms. Gan Hongbo ("**Dingyuan AIC Parties**") confirmed and agreed that the Dingyuan AIC Parties had acted and would continue to act in concert with Mr. Ying in the management of our Company. As a result, Mr. Ying, through nominee agreements relating to Anji Fudao and the acting-in-concert agreement with Dingyuan AIC Parties, controlled Hangzhou Dingyuan's general partner and a total of approximately 96.85% of partnership interests of Hangzhou Dingyuan at the time. Therefore, Mr. Ying controlled Hangzhou Dingyuan, our then majority Shareholder. Mr. Ying also became the legal representative of our Company on December 2, 2020.

On December 28, 2021, Mr. Ying and Dingyuan AIC Parties entered into a termination agreement to terminate the acting-in-concert agreement as Ningbo Hunting Investment Management Co., Ltd.* (寧波遊獵投資管理有限公司) ("**Ningbo Hunting**"), a company which was ultimately wholly owned by Mr. Ying, became the sole shareholder of Ningbo Yingxi on December 28, 2021. Ningbo Yingxi is the general partner of Hangzhou Dingyuan. On February 15, 2022, Anji Fudao transferred all its partnership interests of Hangzhou Dingyuan to Tianyuan Liji, which was ultimately wholly owned by Mr. Ying, effectively terminating the nominee arrangement. There has been no nominee arrangement or acting-in-concert agreement in relation to Hangzhou Dingyuan's equity interest or any shareholding interest in our Company since February 15, 2022 and up to the Latest Practicable Date.

The registered capital subscribed by Hangzhou Dingyuan, Tianjin Haoxin, Hangzhou Chuyu and Tiantong Xin'an was paid up by December 31, 2020. Hangzhou Chuyuan paid up its registered capital on December 23, 2021.

Upon the completion of the equity transfers, the shareholding structure of our Company was as follows:

Shareholder	**Registered capital subscribed for**	**Approximate percentage of shareholding**
	(RMB)	*(%)*
Hangzhou Dingyuan[(1)]	5,579,638	55.80
Tianjin Haoxin	1,878,707	18.79
Hangzhou Chuyuan[(2)]	1,602,658	16.03
Hangzhou Chuyu[(3)]	772,884	7.73
Tiantong Xin'an	166,113	1.66
	10,000,000	**100.00**

Notes:

(1) Hangzhou Dingyuan's general partner at the time was Ningbo Yingxi. Hangzhou Dingyuan's limited partners at the time were Mr. Dong Guoping, Anji Fudao, Ms. Zhou Zhiying, Ningbo Xincheng and Mr. Chen Pengzhong. Mr. Ying, through nominee agreements relating to Anji Fudao and the acting-in-concert agreement with Dingyuan AIC Parties, controlled Hangzhou Dingyuan's general partner and a total of approximately 96.85% of partnership interests of Hangzhou Dingyuan at the time.

(2) Hangzhou Chuyuan was initially and at the time a shell entity established for investment purpose. Hangzhou Chuyuan's general partner at the time was Hangzhou Dingchu Asset Management Co., Ltd.* (杭州鼎矗資產管理有限公司), which was owned as to approximately 81.15% by Shanghai Chuhong Enterprise Management Partnership (Limited Partnership)* (上海矗宏企業管理合夥企業(有限合夥), "**Shanghai Chuhong**"). Shanghai Chuhong's general partner at the time was Mr. Mao Shaozhao, an Independent Third Party. Shanghai Chuhong's limited partners at the time included Mr. Feng Shaowen and Mr. Chen Yuqing, each an Independent Third Party, holding approximately 42.73% and 38.46% of its partnership interests, respectively. Hangzhou Chuyuan's limited partner at the time holding approximately 99.97% of its partnership interests was Ms. Wang Qi, an Independent Third Party. In December 2021, PIHC completed its internal and foreign direct investment procedures for investment in our Company and became the sole limited partner of Hangzhou Chuyuan, holding approximately 99.97% of its partnership interests. Hangzhou Jiyuan Technology Co., Ltd.* (杭州基元科技有限公司), which was wholly owned by Mr. Chen Yanbo, became the general partner of Hangzhou Chuyuan. Hangzhou Jiyuan Technology Co., Ltd. is a business partner of PIHC.

(3) Hangzhou Chuyu's general partner at the time holding approximately 77.23% of its partnership interests was Mr. Chen Xudong, an Independent Third Party. None of the two limited partners at the time held more than 20% partnership interests of Hangzhou Chuyu.

(iii) Capital increase and financing in 2020 and 2021

On December 18, 2020, Longxin Liji entered into a capital increase agreement with our Company to subscribe for registered capital of RMB666,667 in our Company at a consideration of RMB50 million, which was settled on January 12, 2021. See "[**REDACTED**] Investments" in this section for further details of Longxin Liji's investment in our Company.

On December 21, 2020, Longxin Chuangxin entered into a convertible loan investment agreement (supplemented by an agreement dated June 20, 2021) with our Company, pursuant to which Longxin Chuangxin agreed to convert its loan of RMB15 million to our Company, which was paid on December 24, 2020, into equity investment in our Company of registered capital of RMB200,000 on the date Tianyuan Zhicheng completed its first tranche investment in our Company. See "[**REDACTED**] Investments" in this section for further details of Longxin Chuangxin's investment in our Company.

On June 28, 2021, Tianyuan Zhicheng entered into an investment agreement with our Company to subscribe for registered capital of RMB2,666,667 in our Company at a total consideration of RMB200 million payable in three tranches subject to the fulfilment of conditions precedent for each tranche: (i) registered capital of RMB666,667 at a consideration of RMB50 million for the first tranche; (ii) registered capital of RMB666,667 at a consideration of RMB50 million for the second tranche; and (iii) registered capital of RMB1,333,333 at a consideration of RMB100 million for the third tranche. The consideration for the first and the second tranches was settled on July 7, 2021 and April 15, 2022, respectively. Pursuant to an agreement dated July 28, 2022, the relevant parties agreed that the obligations of our Company and Tianyuan Zhicheng with respect to the third tranche investment had ceased and the third tranche investment was not completed. The consideration for the above subscriptions was determined after arm's length negotiations taking into account the valuation of our Company, the timing of the investments, the operating results and prospects of our business.

(iv) Capital increase and equity transfer in December 2021 and January 2022

On December 10, 2021, as approved by the shareholders' resolution of our Company, an employee incentive platform of our Group, later established as Yingxi No. 1, subscribed for registered capital of RMB116,498 in our Company in accordance with the scheme rules of our employee incentive scheme.

On January 26, 2022, Tianjin Haoxin transferred 4.69% equity interest in our Company to Tianyuan Liji, which is ultimately wholly owned by Mr. Ying, at a consideration of RMB541,330. The consideration for the equity transfer was equivalent to the amount of paid-up capital transferred since the 4.69% equity interest represented Mr. Ying's effective interest in our Company indirectly held through Tianjin Haoxin, which he indirectly subscribed for in December 2020.

(v) Capital increase and financing in 2022

On May 23, 2022 and July 28, 2022, our Company entered into capital increase agreements with Longxin Juneng, Yingfu Taike and Hongfan Qiguan, pursuant to which (i) each of Longxin Juneng and Yingfu Taike agreed to subscribe for registered capital of RMB366,000 in our Company at a consideration of RMB75 million; and (ii) Hongfan Qiguan agreed to subscribe for registered capital of RMB244,000 in our Company at a consideration of RMB50 million. The consideration for the above subscriptions was determined after arm's length negotiations taking into account the valuation of our Company, the timing of the investments, the operating results and prospects of our business. The consideration was settled between June and August 2022. See "[**REDACTED**] Investments" in this section for further details of the investments of Longxin Juneng and Yingfu Taike in our Company.

On August 29, 2022, as approved by the shareholders' resolution of our Company, Yingxi No. 3, an employee incentive platform of our Group, subscribed for registered capital of RMB576,976 in our Company in accordance with the scheme rules of our employee incentive scheme.

(vi) Capital increase and repurchase in December 2023

On December 25, 2023, our Company entered into an investment agreement with Tianyuan Liji, Yingxi No. 4 and Yingxi No. 5, pursuant to which (i) Tianyuan Liji, wholly owned by Mr. Ying, agreed to subscribe for registered capital of RMB2,575,886.29 in our Company at a consideration of RMB40.71 million; (ii) Yingxi No. 4 agreed to subscribe for registered capital of RMB731,447.94 in our Company at a consideration of RMB11.56 million; and (iii) Yingxi No. 5 agreed to subscribe for registered capital of RMB172,738.14 in our Company at a consideration of RMB2.73 million. Yingxi No. 4 and Yingxi No. 5 are held by a group of employees of our Group. The consideration for the above subscriptions was determined after arm's length negotiations taking into account the contributions of Mr. Ying and employees to our Group. The consideration was settled between December 2023 and January 2025. See "[**REDACTED**] Investments" in this section for further details of the investments of Tianyuan Liji, Yingxi No. 4 and Yingxi No. 5 in our Company.

Pursuant to the same investment agreement, our Company agreed to repurchase registered capital of RMB244,000 in our Company held by Hongfan Qiguan at a consideration of RMB53,245,205.48 which was settled on December 29, 2023. The registered capital of our Company was reduced by RMB244,000 to reflect the repurchase as approved by the shareholders' resolution of our Company.

Pursuant to the same investment agreement, to maintain the shareholding of certain Shareholders following the subscriptions by Tianyuan Liji, Yingxi No. 4 and Yingxi No. 5, the registered capital of our Company was increased by RMB4,470,901.31 through capitalization of the capital reserve as approved by the shareholders' resolution of our Company. The increase in registered capital was made in the amount of RMB890,563.13, RMB743,152.09, RMB740,905.48, RMB429,475.28, RMB370,452.74, RMB320,613.35, RMB300,805.62, RMB203,378.45, RMB203,378.45, RMB111,135.77, RMB92,305.48 and RMB64,735.47, respectively, with reference to the respective percentage of shareholding in our Company of Hangzhou Chuyuan, Tianjin Haoxin, Tianyuan Zhicheng, Hangzhou Chuyu, Longxin Liji, Yingxi No. 3, Tianyuan Liji, Longxin Juneng, Yingfu Taike, Longxin Chuangxin, Tiantong Xin'an and Yingxi No. 1 before the capital increase in 2023.

(vii) Capital increase and financing in 2023

On December 27, 2023, Longxin Chuangqi entered into a capital increase agreement with our Company to subscribe for registered capital of RMB379,585.63 in our Company at a consideration of RMB50 million, which was settled on December 27, 2023. The consideration for the subscription was determined after arm's length negotiations taking into account the valuation of our Company, the timing of the investments, the operating results and prospects of our business. See "[**REDACTED**] Investments" in this section for further details of the investment of Longxin Chuangqi in our Company.

(viii) Equity transfers in March 2025

On March 11, 2025, Tianyuan Zhicheng transferred equity interest of 3.77%, 2.43%, 2.43% and 0.81% in our Company to Tianjin Dingying, Shanghai Hemu, Hangzhou Fuxin and Mr. Fang Peiying, respectively, at a consideration of RMB46,548,611.11, RMB30 million, RMB30 million and RMB10 million, respectively. The consideration for the equity transfers was determined after arm's length negotiations taking into account the timing of the transfer and the fact that no special rights were granted to the transferees. The consideration was settled on March 14, 2025. See

"[**REDACTED**] Investments" in this section for further details of the equity transfers to Tianjin Dingying, Shanghai Hemu, Hangzhou Fuxin and Mr. Fang Peiying. Tianyuan Zhicheng ceased to hold any interest in our Company after the equity transfers.

(ix) Conversion into a joint stock limited company

On April 25, 2025, our Company was converted from a limited liability company into a joint stock limited company. Upon completion of such conversion, the registered capital of our Company became RMB21,956,034 divided into 21,956,034 Shares with a nominal value of RMB1 each, which were subscribed by all the then Shareholders.

(x) Share transfer, capital increase and financing and capitalization issue in 2025

On April 26, 2025, Yingxi No. 3, an employee incentive platform of our Group, transferred its 4.09% shareholding in our Company to Eaglestream Partners to facilitate the holding of the Shares by non-PRC employees and consultants.

On April 27, 2025, our Company entered into an investment agreement with Longxin Chuangxi, Longxin Huiyu, Tianjin Dinghui, Shenzhen Changzhen, Tianjin Dingying and Mr. Fang Peiying, pursuant to which (i) Longxin Chuangxi agreed to subscribe for registered capital of RMB308,757 in our Company at a consideration of RMB45 million; (ii) Longxin Huiyu agreed to subscribe for registered capital of RMB126,933 in our Company at a consideration of RMB18.5 million; (iii) Tianjin Dinghui agreed to subscribe for registered capital of RMB205,838 in our Company at a consideration of RMB30 million; (iv) Shenzhen Changzhen agreed to subscribe for registered capital of RMB205,838 in our Company at a consideration of RMB30 million; (v) Tianjin Dingying agreed to subscribe for registered capital of RMB171,531 in our Company at a consideration of RMB25 million; and (vi) Mr. Fang Peiying agreed to subscribe for registered capital of RMB68,613 in our Company at a consideration of RMB10 million. The consideration for the subscriptions was determined after arm's length negotiations taking into account the valuation of our Company, the timing of the investments, the operating results and prospects of our business. The consideration was settled between April and May 2025. See "[**REDACTED**] Investments" in this section for further details of the investment of Longxin Chuangxi, Longxin Huiyu, Tianjin Dinghui, Shenzhen Changzhen, Tianjin Dingying and Mr. Fang Peiying in our Company.

From April 28, 2025 to May 16, 2025, our Company entered into investment agreements with Tianjin Dinghui, Shenzhen Kechuang Dinghui, Sonder Crescent, Mr. Xu Yongzhan, Zheshang Jiafu and Hangzhou Heda (the "**May 2025** [**REDACTED**] **Investors**"), pursuant to which (i) Tianjin Dinghui agreed to subscribe for registered capital of RMB20,584 in our Company at a consideration of RMB3 million; (ii) Shenzhen Kechuang Dinghui agreed to subscribe for registered capital of RMB343,063 in our Company at a consideration of RMB50 million; (iii) Sonder Crescent agreed to subscribe for registered capital of RMB248,721 in our Company at a consideration of USD5 million; (iv) Mr. Xu Yongzhan agreed to subscribe for registered capital of RMB102,919 in our Company at a consideration of RMB15 million; (v) Zheshang Jiafu agreed to subscribe for registered capital of RMB171,532 in our Company at a consideration of RMB25 million; and (vi) Hangzhou Heda agreed to subscribe for registered capital of RMB686,126 in our Company at a consideration of RMB100 million. The consideration for the subscriptions was determined after arm's length negotiations taking into account the valuation of our Company, the timing of the investments, the operating results and prospects of our business. The consideration was settled in May 2025. See "[**REDACTED**] Investments" in this section for further details of the investment of Tianjin Dinghui, Shenzhen Kechuang Dinghui, Sonder Crescent, Mr. Xu Yongzhan, Zheshang Jiafu and Hangzhou Heda in our Company.

On May 22, 2025, our Shareholders resolved to capitalize the capital reserve of our Company ("**Capitalization Issue**") by issuing 9.9682579 new Shares for each existing Share to all our then Shareholders. The Shareholders' respective shareholding percentages remain unchanged immediately before and after the Capitalization Issue. Upon completion of the Capitalization Issue, the registered share capital of our Company increased from RMB24,616,489 to RMB270,000,000 and was divided into 270,000,000 Shares with a nominal value of RMB1 per Share.

Upon the completion of the share transfer, capital increase and the Capitalization Issue, the shareholding structure of our Company was as follows:

Shareholder	Registered capital subscribed for	Approximate percentage of shareholding
	(RMB)	*(%)*
Hangzhou Dingyuan	61,198,909	22.67
Tianyuan Liji	37,489,747	13.89
Hangzhou Chuyuan	27,346,291	10.13
Tianjin Haoxin	22,819,779	8.45
Hangzhou Chuyu	13,187,784	4.88
Longxin Liji	11,375,400	4.21
Eaglestream Partners	9,844,988	3.65
Yingxi No. 4	8,022,710	2.97
Longxin Juneng	6,245,085	2.31
Yingfu Taike	6,245,085	2.31
Longxin Chuangqi	4,163,397	1.54
Longxin Chuangxin	3,412,620	1.26
Tiantong Xin'an	2,834,406	1.05
Yingxi No. 1	1,987,821	0.74
Yingxi No. 5	1,894,635	0.70
Tianjin Dingying	10,967,885	4.06
Shanghai Hemu	5,856,128	2.17
Hangzhou Fuxin	5,856,128	2.17
Mr. Fang Peiying	2,704,608	1.00
Longxin Chuangxi	3,386,526	1.25
Longxin Huiyu	1,392,234	0.52
Tianjin Dinghui	2,483,455	0.92
Shenzhen Changzhen	2,257,684	0.84
Shenzhen Kechuang Dinghui	3,762,803	1.39
Sonder Crescent	2,728,036	1.01
Mr. Xu Yongzhan	1,128,842	0.42
Zheshang Jiafu	1,881,407	0.70
Hangzhou Heda	7,525,607	2.79
	270,000,000	**100.00**

Zentel Japan

Zentel Japan was incorporated in Japan as a duly incorporated stock company on September 26, 2003. Zentel Japan's initial shareholders at incorporation were Zentel Electronics Corp.* (力積電子股份有限公司) and Mr. Huang Qihong (黃啟宏), each an Independent Third Party, holding 99.8% and 0.2% of its shares, respectively. To the best knowledge, information and belief of our Company, Zentel Electronics Corp. was ultimately controlled by PIHC at the time. The single largest shareholder of PIHC at the time was Mr. Frank Huang (黃崇仁), an Independent Third Party. Zentel Electronics Corp. was engaged in the design, manufacturing and sales of integrated circuit products. In December 2010, Mr. Huang Qihong transferred all the shares held by him in Zentel Japan to Zentel Electronics Corp. and Zentel Electronics Corp. became the sole shareholder of

Zentel Japan. In 2016, AP Memory acquired majority shareholding of Zentel Electronics Corp. and became the parent company of Zentel Electronics Corp. In 2017, AP Memory acquired all the shares of Zentel Electronics Corp. The ultimate controller of AP Memory at the time was Ms. Li Juan (李娟), an Independent Third Party.

Mr. Ying invested in Loongson Technology, which was engaged in the design and sales of processors and chips, in 2019 and started to take interest and explore opportunities in the DRAM industry. Mr. Ying conducted feasibility studies on Zentel Japan and approached AP Memory, Zentel Japan's ultimate controller at the time, through a friend for the acquisition of Zentel Japan. Through AP Memory, Mr. Ying also became acquainted with PIHC. PIHC agreed with Mr. Ying's outlook of the DRAM industry in the PRC and therefore agreed to participate in the acquisition of Zentel Japan in January 2020 and November 2020 and to become one of the first shareholders of the Company via Hangzhou Chuyuan based on the understanding Mr. Ying would eventually acquire 100% share capital of Zentel Japan to develop our Company's DRAM business in the PRC.

In 2008, one of PIHC's factories was spun off as Maxchip Electronics Corp.* (鉅晶電子股份公司), which was renamed as PSMC in 2018. As of December 31, 2025, PIHC held (i) approximately 99.97% partnership interests of Hangzhou Chuyuan, one of our Shareholders (which is expected to hold approximately [**REDACTED**]% shareholding of our Company upon the [**REDACTED**]), and (ii) approximately 19.82% of PSMC, one of our top five suppliers throughout the Track Record Period. Therefore, PIHC will be an Independent Third Party upon the [**REDACTED**]. To the best knowledge, information and belief of the Company, there is no other past or present relationship between PIHC (including its controller) with the Company and its core connected person(s).

Eaglestream HK, which at the time was ultimately wholly owned by Mr. Ying, acquired 20% share capital of Zentel Japan from Zentel Electronics Corp. in January 2020 pursuant to a share purchase agreement between AP Memory, Eaglestream HK, Zentel Electronics Corp. and PIHC dated December 16, 2019 (the "**Share Purchase Agreement**") at a consideration of USD5 million with a valuation of USD25 million of Zentel Japan. The USD25 million valuation was determined after arm's length negotiations taking into account (i) the original acquisition cost of Zentel Electronics Corp. by AP Memory (which was TWD14.5 per share of Zentel Electronics Corp. for 67,953,344 shares, i.e., TWD985,323,488, equivalent to approximately USD30.4 million based on the exchange rate of TWD32.4 to USD1.00 on December 30, 2016), (ii) the market outlook for the overseas DRAM industry, and (iii) circumstances at the relevant time including AP Memory's strategic adjustment of its own market position. The remaining 80% share capital of Zentel Japan was held as to 76% by Zentel Electronics Corp. and 4% by PIHC. At the time of acquisition by Mr. Ying, Zentel Japan's principal place of business was Tokyo, Japan and its geographical sales coverage included China, Hong Kong, Japan, Singapore and other countries and regions. Zentel Japan was engaged in the design, development and sales of semiconductors. The revenue and after-tax profit of Zentel Japan for 2019 was TWD329.5 million and TWD13.9 million, respectively. The revenue and after-tax profit of Zentel Japan for 2020 was TWD1,514.9 million and TWD38.6 million, respectively.

According to the Share Purchase Agreement, Eaglestream HK was granted the option to acquire part or all of the shares of Zentel Japan from all the then shareholders of Zentel Japan within 15 months from the completion of the 20% share transfer at a valuation of USD30 million of Zentel Japan. Eaglestream HK acquired a further 56% share capital of Zentel Japan from Zentel Electronics Corp. in November 2020 at a consideration of USD16.8 million with a valuation of USD30 million of Zentel Japan. After the share transfers in November 2020, Zentel Japan was held as to 76% and 24% by Eaglestream HK and PIHC, respectively. Mr. Ying, AP Memory (the then holding company of Zentel Electronics Corp.) and PIHC had an understanding that Mr. Ying would eventually acquire 100% share capital of Zentel Japan when Mr. Ying acquired the first 20% share capital of Zentel Japan in January 2020 as Eaglestream HK was granted an option to acquire further shares of Zentel Japan pursuant to the Share Purchase Agreement. The USD30 million valuation for the second batch of shares was based on the USD25 million valuation for the first batch taking into account time value of money as the option to acquire part or all of the shares of Zentel Japan by Eaglestream HK was valid for a period of 15 months from the completion of the transfer of the first batch of shares.

On April 26, 2024, Eaglestream HK and PIHC entered into a share transfer agreement, pursuant to which PIHC transferred its 24% share capital of Zentel Japan to Eaglestream HK at a consideration of USD7.2 million, determined by the parties after arm's length negotiation at the same valuation as the prior transfer in November 2020. The considerations were fully settled by April 29, 2024. After the share transfer, Zentel Japan became wholly owned by Eaglestream HK. Mr. Ying contemplated acquiring the remaining 24% share capital but did not do so due to funding and resources considerations when he exercised the option to acquire a further 56% share capital of Zentel Japan in November 2020. PIHC disposed of its 24% shares of Zentel Japan to Eaglestream HK in April 2024 to carry on with the plan that Mr. Ying would eventually acquire 100% share capital of Zentel Japan. The disposal was also in line with the overall objectives of the parties with respect to Zentel Japan and the Group as PIHC had agreed to act in concert with Eaglestream HK since the date of the Share Purchase Agreement up to its disposal of shares of Zentel Japan to Eaglestream HK and Eaglestream HK already controlled Zentel Japan from November 2020. The USD30 million valuation for the third batch of shares was determined after arm's length negotiations taking into account (i) the USD30 million valuation of Zentel Japan when Mr. Ying became the majority shareholder of Zentel Japan in November 2020, (ii) the market conditions in 2024 and (iii) the financial performance of Zentel Japan from 2020 to 2024.

Zentel Japan's financial performance significantly improved between 2020 and 2022 primarily driven by (i) the development in our business and R&D capabilities including the launch of more types of DRAM chips and the launch of DRAM KGD wafers in 2021 which allowed us to attract more customers such as major electronics companies, and the development of "1 Logic Wafer + 1 DRAM Wafer" solution based on our self-developed Wafer-on-Wafer 3D heterogeneous integration technology in 2022; (ii) our business strategies to build up and expand our customer base including acquisition of the majority stake in Zentel Japan and taking over its brand, business, intellectual property rights and personnel in November 2020 which provided the foundation of our further development, the implementation of the global operation and development of domestic market strategy in 2021, pursuant to which we secured and maintained the overseas customers of Zentel Japan on one hand and built and expanded the domestic market on the other hand; (iii) the launch of new products and business including the launch of DRAM KGD wafers in 2021 and the commencement of DRAM modules business in 2022; and (iv) the rapid growth in the niche DRAM market. Zentel Japan was able to grab the opportunities brought by market growth by leveraging its technology capabilities and long-term business relationship with PSMC, one of the world's leading wafer foundries.

In 2022, we transitioned key operational and supply chain management functions including wafer procurement, inventory management, and arrangement of DRAM chips testing and packaging, from Zentel Japan to our Company. There was a transitional period as it takes around four to five months from placement of wafer orders to the completion of production. During the transitional period, generally for work-in-progress and wafers that had been procured by Zentel Japan, Zentel Japan (i) sold the wafers to our Company, which further arranged testing and packaging of the DRAM chips and sold the DRAM chips to the overseas and domestic new customers; or (ii) arranged testing and packaging of the DRAM chips and sold the DRAM chips to its existing overseas customers. For new orders during and after the transition, generally our Company procures wafers from PSMC and arranges testing and packaging of the DRAM chips, after which our Company (i) directly sells DRAM chips to both overseas and domestic new customers; or (ii) sells DRAM chips to Zentel Japan, for its further resale to its existing overseas customers. Since 2023, sales from Zentel Japan to our Company has significantly decreased as our Company has become the primary entity for procuring core raw materials including wafers in our Group and wafers held as inventory by Zentel Japan has been gradually consumed.

Our Company acquired all the share capital in Eaglestream HK from Eaglestream Technology Holdings Limited, which was in turn wholly owned by Mr. Ying, on November 27, 2023. During the Track Record Period and up to the Latest Practicable Date, Zentel Japan had been accounted for as a subsidiary of our Group in accordance with the accounting guideline "merger accounting for common control combination".

MAJOR ACQUISITIONS, DISPOSALS AND MERGERS

We had not conducted any acquisitions, disposals or mergers that we considered to be material to us during the Track Record Period and up to the Latest Practicable Date. The acquisition of the remaining 24% share capital of Zentel Japan does not constitute an acquisition of material subsidiary or business by us during the Track Record Period under Rule 4.05A of the Listing Rules as none of the applicable percentage ratios as defined under the Listing Rules in respect of the acquisition of 24% share capital of Zentel Japan exceed 25%.

EMPLOYEE INCENTIVE SCHEME

We have adopted an employee incentive scheme on December 10, 2021 (the "**Employee Incentive Scheme**"), as amended, to attract and retain talent for our Group, and foster shared interests between Shareholders, our Group and our employees. In connection with the Employee Incentive Scheme, Yingxi No. 1 and Yingxi No. 3 were established in the PRC as our employee incentive platforms. The general partner of each of Yingxi No. 1 and Yingxi No. 3 is Ningbo Yingxi, which is ultimately wholly owned by Mr. Ying. On April 26, 2025, all the Shares held by Yingxi No. 3 were transferred to Eaglestream Partners to facilitate the holding of the Shares by non-PRC employees and consultants.

As of the Latest Practicable Date, Yingxi No. 1 had 22 limited partners, including Mr. Yu Xiao (8.58%), our executive Director and general manager, Mr. Lin Dongmao (12.86%), our deputy general manager, Mr. Liu Yandi (10.40%), our joint company secretary, Mr. Lyu Dong (0.66%), our chief financial officer and deputy general manager, 17 other existing employees of our Group, and a consultant of our Group, all of whom are Independent Third Parties. None of the limited partners of Yingxi No. 1 holds 15% or more of its partnership interests.

As of the Latest Practicable Date, Eaglestream Partners had 18 shareholders, including Mr. Ying (54.61%), Chairman of our Board and non-executive Director, Mr. Lin Kuo Hsiung (12.26%), Vice Chairman of our Board and executive Director, 10 other existing or former employees of our Group, and six consultants of our Group, all of whom are Independent Third Parties. Each of the consultants possesses decades of experience in the semiconductor industry, specifically, (i) one of our consultants has over 20 years of experience in management in the semiconductor industry, currently offering us advice on operation and supply chain optimization; (ii) one of our consultants has over 20 years of experience in business development in the semiconductor industry, currently offering us advice on strategic investment and merger and acquisition; (iii) one of our consultants has almost 20 years of experience in project management in the semiconductor industry, currently offering us advice on development strategies and product development; (iv) one of our consultants has over 20 years of experience in technical oversight and project management in the semiconductor industry, currently offering us advice on market analysis and development, overseas client management and brand management; (v) one of our consultants has almost 30 years of experience in process engineering, marketing, sales and management in the semiconductor industry, currently offering us advice on product planning and marketing; and (vi) one of our consultants has almost 40 years of experience in quality management spanning from R&D to mass production in the semiconductor industry, currently offering us advice on quality management of products. The consultants became shareholders of Eaglestream Partners as we would like to leverage their extensive experience in the semiconductor industry to promote our long-term development. The consultants mainly provide consulting services in relation to market development and development strategies of our Group, among others. None of the shareholders of Eaglestream Partners other than Mr. Ying and Mr. Lin Kuo Hsiung holds 10% or more of its shares.

As of the Latest Practicable Date, all Shares subject to the Employee Incentive Scheme had been granted, and no further Shares will be granted under such scheme before the [**REDACTED**].

[REDACTED] INVESTMENTS

A summary of the [**REDACTED**] Investments by way of subscription since our inception as described above is set out below.

Name of [REDACTED] Investor	Date of Agreement	Date of Settlement of Consideration in Full	Amount of Registered Capital Subscribed for(1)	Consideration	Cost Per Share(2)	Discount to the [REDACTED](3)	Shareholding in our Company upon [REDACTED] (assuming the [REDACTED] is not exercised)
			(RMB)	*(RMB)*	*(RMB)*	*(%)*	*(%)*
Longxin Liji	December 18, 2020	January 12, 2021	11,375,400	50,000,000	4.40(5)	[REDACTED]	[REDACTED]
Longxin Chuangxin	December 21, 2020 and June 20, 2021(4)	December 24, 2020	3,412,620	15,000,000	4.40(5)	[REDACTED]	[REDACTED]
Longxin Juneng	May 23, 2022	August 3, 2022	6,245,085	75,000,000	12.01(6)	[REDACTED]	[REDACTED]
Yingfu Taike	May 23, 2022	June 1, 2022	6,245,085	75,000,000	12.01(6)	[REDACTED]	[REDACTED]
Tianyuan Liji	December 25, 2023	February 2, 2024	28,252,986	40,710,000	1.44(7)	[REDACTED]	[REDACTED]
Yingxi No. 4	December 25, 2023	January 28, 2025	8,022,710	11,560,000	1.44(7)	[REDACTED]	[REDACTED]
Yingxi No. 5	December 25, 2023	January 26, 2025	1,894,635	2,730,000	1.44(7)	[REDACTED]	[REDACTED]
Longxin Chuangqi	December 27, 2023	December 27, 2023	4,163,397	50,000,000	12.01(6)	[REDACTED]	[REDACTED]
Longxin Chuangxi	April 27, 2025	April 29, 2025	3,386,526	45,000,000	13.29(8)	[REDACTED]	[REDACTED]
Longxin Huiyu	April 27, 2025	April 28, 2025	1,392,234	18,500,000	13.29(8)	[REDACTED]	[REDACTED]
Tianjin Dinghui	April 27, 2025 and May 6, 2025	May 6, 2025 and May 12, 2025	2,483,455	33,000,000	13.29(8)	[REDACTED]	[REDACTED]
Shenzhen Changzhen	April 27, 2025	May 6, 2025	2,257,684	30,000,000	13.29(8)	[REDACTED]	[REDACTED]
Tianjin Dingying	April 27, 2025	April 28, 2025	1,881,396	25,000,000	13.29(8)	[REDACTED]	[REDACTED]
Mr. Fang Peiying	April 27, 2025	May 6, 2025	752,565	10,000,000	13.29(8)	[REDACTED]	[REDACTED]
Shenzhen Kechuang Dinghui	May 6, 2025	May 15, 2025	3,762,803	50,000,000	13.29(8)	[REDACTED]	[REDACTED]
Sonder Crescent	May 6, 2025	May 21, 2025	2,728,036	36,250,000	13.29(8)	[REDACTED]	[REDACTED]
Mr. Xu Yongzhan	April 28, 2025	May 7, 2025	1,128,842	15,000,000	13.29(8)	[REDACTED]	[REDACTED]
Zheshang Jiafu	May 7, 2025	May 12, 2025	1,881,407	25,000,000	13.29(8)	[REDACTED]	[REDACTED]
Hangzhou Heda	May 16, 2025	May 21, 2025	7,525,607	100,000,000	13.29(8)	[REDACTED]	[REDACTED]

Notes:

(1) Adjusted based on the capitalization of capital reserve into registered capital of our Company in December 2023 and the Capitalization Issue.

(2) Calculated based on the consideration paid and the number of Shares as adjusted after the capitalization of capital reserve into registered capital of our Company in December 2023, the joint stock conversion in April 2025 and the Capitalization Issue.

(3) 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**]).

(4) Longxin Chuangxin entered into a convertible loan investment agreement on December 21, 2020 (supplemented by an agreement dated June 20, 2021) with our Company, pursuant to which Longxin Chuangxin agreed to convert its loan of RMB15 million to our Company into equity investment in our Company on the date Tianyuan Zhicheng completed its first tranche investment in our Company.

(5) The consideration for these [**REDACTED**] Investments was determined based on arm's length negotiation amongst the relevant [**REDACTED**] Investors and our Group after taking into account the valuation of our Company, the timing of the investments, the operating results and prospects of our business.

(6) The consideration for these [**REDACTED**] Investments was determined based on arm's length negotiation amongst the relevant [**REDACTED**] Investors and our Group after taking into account the valuation of our Company, the timing of the investments, the operating results and prospects of our business, in particular as we began to be recognised by the market and authorities such as the High-tech Enterprise recognition and our business growth.

(7) The consideration for the [**REDACTED**] Investments by Tianyuan Liji, Yingxi No. 4 and Yingxi No. 5 was determined after arm's length negotiations after taking into account the contributions of Mr. Ying and employees to our Group.

(8) The consideration for these [**REDACTED**] Investments was determined based on arm's length negotiation amongst the relevant [**REDACTED**] Investors and our Group after taking into account the valuation of our Company, the timing of the investments, the operating results and prospects of our business, in particular our progress in our preparation for the [**REDACTED**].

(9) The consideration for the [**REDACTED**] Investment by Sonder Crescent is USD5 million, converted to RMB36,250,000 at the exchange rate of RMB7.25:USD1 for illustrative purpose.

A summary of the [**REDACTED**] Investments by way of acquiring equity interest from the then existing Shareholders since our inception as described above is set out below.

Name of [REDACTED] Investor	**Date of Agreement**	**Date of Settlement of Consideration in Full**	**Amount of Registered Capital Acquired[(1)]**	**Consideration**	**Cost Per Share[(2)]**	**Discount to the [REDACTED][(3)]**	**Shareholding in our Company upon [REDACTED] (assuming the [REDACTED] is not exercised)**
			(RMB)	*(RMB)*	*(RMB)*	*(%)*	*(%)*
Tianjin Dingying . . .	March 11, 2025	March 14, 2025	9,086,489	46,548,611.11	5.12[(4)]	[REDACTED]	[REDACTED]
Shanghai Hemu . . .	March 11, 2025	March 14, 2025	5,856,128	30,000,000	5.12[(4)]	[REDACTED]	[REDACTED]
Hangzhou Fuxin . . .	March 11, 2025	March 14, 2025	5,856,128	30,000,000	5.12[(4)]	[REDACTED]	[REDACTED]
Mr. Fang Peiying . .	March 11, 2025	March 14, 2025	1,952,043	10,000,000	5.12[(4)]	[REDACTED]	[REDACTED]

Notes:

(1) Adjusted based on the capitalization of capital reserve into registered capital of our Company in December 2023 and the Capitalization Issue.

(2) Calculated based on the consideration paid and the number of Shares as adjusted after the capitalization of capital reserve into registered capital of our Company in December 2023, the joint stock conversion in April 2025 and the Capitalization Issue.

(3) 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**]).

(4) The consideration for the [**REDACTED**] Investments by Tianjin Dingying, Shanghai Hemu, Hangzhou Fuxin and Mr. Fang Peiying was determined after arm's length negotiations after taking into account the timing of the transfers and the fact that no special rights were granted to the transferees.

Further Details of the [REDACTED] Investments

[REDACTED] period	Pursuant to the applicable PRC laws, all existing Shareholders (including the [**REDACTED**] Investors) will be subject to the relevant PRC statutory transfer restriction for a period of one year from the [**REDACTED**].
Use of [REDACTED]	As of the Latest Practicable Date, we had utilized all of the [**REDACTED**] we received from the [**REDACTED**] Investments prior to the Latest Practicable Date as our general working capital in our principal business activities. We expect to use the remaining [**REDACTED**] as our general working capital in our principal business activities.
Strategic benefits	At the time of the respective [**REDACTED**] Investments, our Directors were of the view that our Group could benefit from the additional capital that would be provided by the [**REDACTED**] Investors' investments in our Group and/or their business connection network, knowledge and experience.

Special Rights of the [REDACTED] Investors

The [**REDACTED**] Investors were granted customary special rights, including but not limited to director nomination rights, right of first refusal, right of co-sale, anti-dilution rights and information rights. Such customary special rights do not include put options, redemption or repurchase rights. Pursuant to the shareholders' agreement entered into by our Company with all of our then existing Shareholders dated April 27, 2025, which was further joined by the May 2025 [**REDACTED**] Investors, all the special rights that have been granted have been terminated upon the submission of the first [**REDACTED**] application to the Stock Exchange.

Save for the above, no other [**REDACTED**] Investors were granted any other special rights as of the Latest Practicable Date.

Background of the [REDACTED] Investors

Longxin Liji, Longxin Chuangxin, Longxin Juneng, Longxin Chuangqi, Longxin Chuangxi and Longxin Huiyu ("Longxin Investors")

Each of Longxin Liji, Longxin Chuangxin, Longxin Juneng, Longxin Chuangqi, Longxin Chuangxi and Longxin Huiyu is a limited partnership established in the PRC which is principally engaged in equity investment and venture capital investment.

General partner of Longxin Liji, Longxin Chuangxin, Longxin Juneng, Longxin Chuangqi, Longxin Chuangxi and Longxin Huiyu

The general partner of each of Longxin Liji, Longxin Chuangxin, Longxin Juneng, Longxin Chuangqi, Longxin Chuangxi and Longxin Huiyu is Longxin (Shenzhen) Private Equity Venture Capital Fund Management Co., Ltd.* (龍芯(深圳)私募創業投資基金管理有限公司, "**Longxin Shenzhen**"). Longxin Shenzhen's single largest shareholder is Gongqingcheng Yuanli Zexin Investment Partnership Enterprise (Limited Partnership)* (共青城源利澤信投資合夥企業(有限合夥), "**Yuanli Zexin**"), holding 69.7% of its equity interest. Yuanli Zexin's general partner is Mr. Wang Jin, an Independent Third Party, holding 99% of its partnership interests and its limited partner is Ms. Mei Wei, our non-executive Director, holding 1% of its partnership interests.

Limited partners of Longxin Liji, Longxin Chuangxin, Longxin Juneng, Longxin Chuangqi, Longxin Chuangxi and Longxin Huiyu

Longxin Liji's largest limited partner is Zhoushan Yusheng Enterprise Management Partnership (Limited Partnership)* (舟山裕盛企業管理合夥企業(有限合夥), "**Zhoushan Yusheng**") holding approximately 56.59% of its partnership interests. None of the remaining four limited partners holds more than 20% partnership interests of Longxin Liji. Zhoushan Yusheng's general partner is Mr. Zhang Wei, an Independent Third Party. Mr. Xu Yongzhan, one of our [**REDACTED**] Investors, is a limited partner of Longxin Liji holding approximately 5.66% of its partnership interests.

Longxin Chuangxin's largest limited partner is Ningbo Meishan Bonded Port Zone Zandao Investment Partnership Enterprise (Limited Partnership)* (寧波梅山保稅港區贊道投資合夥企業(有限合夥)) holding 25% of its partnership interests. Ms. Mei Wei, our non-executive Director, is one of the limited partners and holds 0.5% of Longxin Chuangxin's partnership interests. None of the remaining 13 limited partners holds more than 20% partnership interests of Longxin Chuangxin.

Longxin Juneng's largest limited partner is Mr. Sheng Zhifeng, an Independent Third Party, holding approximately 15.56% of its partnership interests. None of the remaining 17 limited partners holds more than 15% partnership interests of Longxin Juneng.

Longxin Chuangqi's largest limited partner is Ms. Li Guilian, an Independent Third Party, holding approximately 18.18% of its partnership interests. None of the remaining 16 limited partners holds more than 10% partnership interests of Longxin Chuangqi.

Longxin Chuangxi's largest limited partner is Inner Mongolia Hongrui Energy Group Co., Ltd.* (內蒙古弘瑞能源集團有限公司) holding approximately 20.92% of its partnership interests. Inner Mongolia Hongrui Energy Group Co., Ltd. is owned as to 80% by Mr. Li Yongsheng, an Independent Third Party. None of the remaining 18 limited partners holds more than 15% partnership interests of Longxin Chuangxi.

Longxin Huiyu's limited partners are Mr. Gao Jisong and Ms. Yang Jingli, each an Independent Third Party, holding approximately 69.99% and 30.00% of its partnership interests, respectively.

The Longxin Investors became acquainted with our Group through Tiantong Xin'an, one of our Shareholders.

Yingfu Taike

Yingfu Taike is a limited partnership established in the PRC which is principally engaged in equity investment, investment management and asset management. The general partner of Yingfu Taike is Yaoxin (Shenzhen) Business Information Consulting Co., Ltd.* (堯芯(深圳)商務信息諮詢有限公司) ("**Yaoxin Shenzhen**"). Yaoxin Shenzhen is owned as to 48.3%, 31.0% and 20.7% by Shanghai Yaoxin Business Information Consulting Co., Ltd.* (上海堯芯商務信息諮詢有限公司), Shenzhen Kunpeng Equity Investment Management Co., Ltd.* (深圳市鯤鵬股權投資管理有限公司) and Infotech Ventures Co., Ltd. (盈富泰克創業投資有限公司), respectively. Shanghai Yaoxin Business Information Consulting Co., Ltd. is ultimately owned as to 50% by Fang Roger Li, an Independent Third Party, and 50% by Infotech Ventures Co., Ltd. Shenzhen Kunpeng Equity Investment Management Co., Ltd. is owned as to approximately 99.56% by Shenzhen SASAC. Infotech Ventures Co., Ltd. is owned as to approximately 24.15% by Shenzhen Xinhaitai Investment Consulting Co., Ltd.* (深圳市鑫海泰投資諮詢有限公司), which is in turn owned as to approximately 11.73% by Mr. Liu Tingru, an Independent Third Party. None of the remaining nine shareholders of Infotech Ventures Co., Ltd., each an Independent Third Party, holds more than 10% of its equity interest. None of the remaining 33 shareholders of Shenzhen Xinhaitai Investment Consulting Co., Ltd., each an Independent Third Party, holds more than 10% of its equity interest.

Yingfu Taike's limited partners include National Integrated Circuit Industry Investment Fund Co., Ltd.* (國家集成電路產業投資基金股份有限公司) and Shenzhen Kunpeng Equity Investment Management Co., Ltd.* (深圳市鯤鵬股權投資管理有限公司), holding approximately 49.50% and 30.94% of its partnership interests, respectively. National Integrated Circuit Industry Investment Fund Co., Ltd. is owned as to approximately 36.47% by Ministry of Finance of the PRC and the none of the remaining 15 shareholders holds more than 25% of its equity interest. Yingfu Taike became acquainted with our Group through Mr. Ying.

Tianyuan Liji

Tianyuan Liji is a limited partnership established in the PRC which is principally engaged in technology services and technology consulting. The general partner of Tianyuan Liji holding approximately 0.02% of its partnership interests is Ningbo Yingxi, which is in turn wholly owned by Ningbo Hunting. Ningbo Hunting is ultimately wholly owned by Mr. Ying. Tianyuan Liji's sole limited partner is Ningbo Hunting holding approximately 99.98% of its partnership interests.

Yingxi No. 4 and Yingxi No. 5

Each of Yingxi No. 4 and Yingxi No. 5 is a limited partnership established in the PRC. The general partner of each of Yingxi No. 4 and Yingxi No. 5 is Hangzhou Yingxi, which is wholly owned by Ningbo Yingxi. Ningbo Yingxi is ultimately wholly owned by Mr. Ying.

The limited partners of each of Yingxi No. 4 and Yingxi No. 5 are a group of employees. Yingxi No. 4's limited partners are Mr. Yu Xiao (29.83%), Mr. Lyu Dong (24.37%), Ms. Luo Xia (12.19%), Mr. Kubo Takashi (8.12%), Mr. Kim Joonho (8.12%), Mr. Lin Dongmao (5.18%) and two other employees of our Group. Yingxi No. 5's limited partners are Ms. Zhang Wenjing (49.09%), Mr. Lin Dongmao (7.27%) and three other employees of our Group.

Tianjin Dingying

Tianjin Dingying is a limited partnership established in the PRC which is principally engaged in corporate management and corporate management consulting. The general partner of Tianjin Dingying holding approximately 72.53% of its partnership interests is Shenzhen Jiufu Investment Management Co., Ltd.* (深圳九孚投資管理有限公司), which is owned as to 90% and 10% by Ms. He Dongli and Ms. Zhang Xiaoling, each an Independent Third Party, respectively. The only limited partner of Tianjin Dingying holding approximately 27.47% of its partnership interests is Linzhi Dingfu, which is owned as to approximately 96.76% by Mr. Yao Guishi, an Independent Third Party. Linzhi Dingfu and Mr. Yao Guishi controls Tianjin Haoxin as Tianjin Haoxin's general partner holding approximately 51.27% of its partnership interests is Hangzhou Chuneng Enterprise Management Partnership (Limited Partnership)* (杭州矗能企業管理合夥企業(有限合夥)), "**Hangzhou Chuneng**"), whose general partner holding 90% of its partnership interests is Linzhi Dingfu and only limited partner holding 10% of its partnership interests is Mr. Yao Guishi.

Shanghai Hemu

Shanghai Hemu is a limited liability company established in the PRC which is principally engaged in technology services and technology consulting. Shanghai Hemu is wholly owned by Ms. Yan Shezhen, an Independent Third Party. Shanghai Hemu became acquainted with our Group through Mr. Ying.

Hangzhou Fuxin

Hangzhou Fuxin is a limited partnership established in the PRC which is principally engaged in information technology and corporate management services. The general partner of Hangzhou Fuxin is Hangzhou Panxin Chengrui Information Consulting Co., Ltd.* (杭州磐鑫誠睿信息諮詢有限責任公司), which is wholly owned by Faith Sage Limited. Faith Sage Limited is wholly owned by Ms. Li Dan, an Independent Third Party. The only limited partner of Hangzhou Fuxin holding approximately 90.91% of its partnership interests is Yunnan International Trust Co., Ltd.* (雲南國際信託有限公司) on behalf of Yunnan Trust – Panxin No. 777 Family Trust* (磐鑫777號家族信託). Ms. Li Dan is the settlor and 99% beneficiary of Yunnan Trust – Panxin No. 777 Family Trust. Hangzhou Fuxin holds approximately 4.93% partnership interests of Tianjin Haoxin. Faith Sage Limited is a limited partner of Willow Griffin, L.P., one of the shareholders of Sonder Crescent, one of our [**REDACTED**] Investors. Hangzhou Fuxin became acquainted with our Group through Mr. Ying.

Mr. Fang Peiying

Mr. Fang Peiying is a Chinese individual investor. Mr. Fang is an Independent Third Party and general manager of Guangzhou Lieqi Huyu Network Co., Ltd.* (廣州獵奇互娛網絡有限公司). Mr. Fang became acquainted with our Group through Longxin Shenzhen.

Tianjin Dinghui, Shenzhen Kechuang Dinghui and Sonder Crescent ("CDH Investors")

Tianjin Dinghui

Tianjin Dinghui is a limited partnership established in the PRC which is principally engaged in equity investment, investment management and asset management. The general partner of Tianjin Dinghui is Shanghai Dinghui Baifu Investment Management Co., Ltd.* (上海鼎暉百孚投資管理有限公司, "**Shanghai CDH**"). Shanghai CDH is owned as to 75% by Shenzhen Baiheng Huixin Enterprise Consulting Co., Ltd.* (深圳市百恒匯鑫企業顧問有限公司), which is ultimately controlled by Mr. Wu Shangzhi, an Independent Third Party. Shanghai CDH is owned as to 25% by Beijing Guangtai Huixin Investment Consulting Co., Ltd.* (北京廣泰匯鑫投資顧問有限公司, "**Beijing Guangtai**"), which is ultimately wholly owned by Mr. Ying. The largest limited partner of Tianjin Dinghui holding approximately 73.51% of its partnership interests is Tianjin Dinghui Yihui Equity Investment Partnership (Limited Partnership)* (天津鼎暉意惠股權投資合夥企業(有限合夥), "**Dinghui Yihui**"). Dinghui Yihui's general partner is Shanghai CDH and Dinghui Yihui's largest limited partner holding approximately 31.05% of its partnership interests is Ningbo Dinghui Fuhui Equity Investment Partnership Enterprise (Limited Partnership)* (寧波鼎暉孚匯股權投資合夥企業(有限合夥), "**Dinghui Fuhui**")). Dinghui Fuhui's general partner is Jiaxing Dinghui Baifu Enterprise Management Co., Ltd.* (嘉興鼎暉百孚企業管理有限公司). None of the shareholders of Jiaxing Dinghui Baifu Enterprise Management Co., Ltd. holds more than 30% of its equity interest. Beijing Guangtai, which is ultimately wholly owned by Mr. Ying, is a limited partner of Dinghui Yihui holding approximately 15.52% of its partnership interests. None of the remaining eight limited partners of Dinghui Yihui holds more than 20% of its partnership interests.

Shenzhen Kechuang Dinghui

Shenzhen Kechuang Dinghui is a limited partnership established in the PRC which is principally engaged in equity investment, investment management and asset management. The general partner of Shenzhen Kechuang Dinghui is Shenzhen Dinghui Baifu Private Equity Investment Fund Management Co., Ltd.* (深圳鼎暉百孚私募股權投資基金管理有限公司, "**Shenzhen CDH**"). Shenzhen CDH is owned as to 75% by Tianjin Taiding Investment Co., Ltd.* (天津泰鼎投資有限公司), which is ultimately controlled by Mr. Wu Shangzhi, an Independent Third Party. Shenzhen CDH is owned as to 25% by Beijing Guangtai, which is ultimately wholly owned by Mr. Ying. The only limited partner of Shenzhen Kechuang Dinghui holding approximately 99.60% of its partnership interests is Qianhai Technology Innovation Group Co., Ltd.* (前海科技創新集團有限公司), which is in turn wholly owned by Authority of Qianhai Shenzhen-Hong Kong Modern Service Industry Cooperation Zone of Shenzhen* (深圳市前海深港現代服務業合作區管理局(深圳市前海綜合保稅區管理局)).

Sonder Crescent

Sonder Crescent is a limited liability company incorporated in the BVI. Sonder Crescent is owned as to 60% and 40% by Willow Griffin, L.P. and Sandal Novena, L.P., respectively. The general partner of each of Willow Griffin, L.P. and Sandal Novena, L.P. is CDH China HF Holdings Company Limited ("**CDH China HF**"), which is ultimately controlled by Mr. Wu Shangzhi. CDH China HF is owned as to 25% by Advance Faith Investing Limited, which is wholly owned by Mr. Ying. Willow Griffin, L.P.'s only limited partner holding approximately 99.99% of its partnership interests is Faith Sage Limited, which is wholly owned by Ms. Li Dan. Sandal Novena, L.P.'s only limited partner holding approximately 99.99% of its partnership interests is Mr. Shan Guangxian, an Independent Third Party.

Each of the CDH Investors is an investment holding platform and is an affiliate controlled by the CDH Investments group ("**CDH**"). The assets under management by Shanghai CDH, Tianjin Dinghui's general partner, amounted to over RMB10 billion as of late December 2024. CDH primarily focuses on long-term investments in next-generation information technology, high-end equipment, consumer goods, biotechnology, among others. CDH has invested in a number of companies listed on the Stock Exchange or other stock exchanges, including Loongson Technology (listed on the Shanghai Stock Exchange Science and Technology Innovation Board, stock code: 688047), UBTECH ROBOTICS CORP LTD (listed on the Hong Kong Stock Exchange, stock code: 9880), Giant Biogene Holding Co., Ltd (listed on the Hong Kong Stock Exchange, stock code: 2367) and Grab Holdings Limited (listed on NASDAQ, stock code: GRAB), among others.

Shenzhen Changzhen

Shenzhen Changzhen is a limited partnership established in the PRC which is principally engaged in equity investment, investment management and asset management. The general partner of Shenzhen Changzhen is Shanghai Changzhen Dingrun Private Equity Fund Management Co., Ltd.* (上海長臻鼎潤私募基金管理有限公司), which is wholly owned by Mr. Liang Xianhong, an Independent Third Party. The limited partners of Shenzhen Changzhen are Shanghai Yizhi Technology Co., Ltd.* (上海義知科技有限公司), Beijing Xindiwei Technology Center (Limited Partnership)* (北京信迪威科技中心(有限合夥)) and Ms. Peng Li, each an Independent Third Party holding 33% of its partnership interests. Shanghai Yizhi Technology Co., Ltd. is wholly owned by Ms. Xia Xiaoxu, an Independent Third Party. Beijing Xindiwei Technology Center (Limited Partnership)'s general partner is Mr. Liu Wei, an Independent Third Party, and its only limited partner is Ms. Liu Hong, an Independent Third Party, holding approximately 94.06% of its partnership interests. Shenzhen Changzhen became acquainted with our Group through Shanghai CDH.

Mr. Xu Yongzhan

Mr. Xu Yongzhan is a Chinese individual investor. Mr. Xu is an Independent Third Party and executive director and general manager of Zhejiang Xinhao Intelligent Technology Co., Ltd.* (浙江鑫昊智能科技有限公司), primarily engaged in the intelligent sorting, R&D and manufacturing of logistics equipment. Mr. Xu became acquainted with our Group through Mr. Lyu Dong, our chief financial officer and deputy general manager.

Zheshang Jiafu

Zheshang Jiafu is a limited partnership established in the PRC which is principally engaged in equity investment. Zheshang Jiafu's general partner holding 20% of its partnership interests is Zhejiang Zheshang Capital Management Co., Ltd.* (浙江浙商資本管理有限公司), which is in turn wholly owned by Zheshang Securities Co., Ltd.* (浙商證券股份有限公司, Shanghai Stock Exchange, stock code: 601878), an Independent Third Party. None of Zheshang Jiafu's limited partners holds more than 25% of its partnership interests. Zheshang Jiafu became acquainted with our Group through Mr. Ying.

Hangzhou Heda

Hangzhou Heda is a limited partnership established in the PRC which is principally engaged in venture capital and equity investment. Hangzhou Heda's general partner is Hangzhou Heda Investment Co., Ltd.* (杭州和達投資管理有限公司). Hangzhou Heda Investment Co., Ltd. is owned as to 90% by Hangzhou Heda Financial Services Group Co., Ltd.* (杭州和達金融服務集團有限公司), which is ultimately owned as to 90% by Hangzhou Qiantang New District Management Committee (Hangzhou Linjiang High-tech Industrial Development Zone Management Committee, Hangzhou Comprehensive Bonded Zone Management Committee)* (杭州錢塘新區管理委員會(杭州臨江高新技術產業開發區管理委員會、杭州綜合保稅區管理委員會)) ("**Qiantang New District Management Committee**"). Hangzhou Heda's only limited partner holding 99.9% of its partnership interests is Hangzhou Heda Industry Fund Investment Co., Ltd.* (杭州和達產業基金投資有限公司), which is ultimately owned as to 90% by Qiantang New District Management Committee. Hangzhou Heda became acquainted with our Group through Mr. Ying.

Confirmation of the Sole Sponsor

On the basis that (i) the [**REDACTED**], being the first day of [**REDACTED**] of the Shares on the Stock Exchange, will take place no earlier than 120 clear days after the completion of the [**REDACTED**] Investments; and (ii) all the special rights will be terminated upon the submission of the first [**REDACTED**] application to the Stock Exchange, the Sole Sponsor is of the view that the [**REDACTED**] Investments as described above are in compliance with the guidance in chapter 4.2 of the Guide for New Listing Applicants issued by the Hong Kong Stock Exchange.

[REDACTED] AND FREE [REDACTED]

Following the conversion of Unlisted Shares into H Shares and upon completion of the [**REDACTED**] (assuming that the [**REDACTED**] is not exercised), our Company will have [**REDACTED**] H Shares. An aggregate of [**REDACTED**] H Shares to be converted from Unlisted Shares pursuant to the Full Circulation Application of the Company and [**REDACTED**] on the Stock Exchange (representing approximately [**REDACTED**]% of our total issued Shares upon [**REDACTED**]) held by (i) Hangzhou Dingyuan and Tianyuan Liji, controlled by Ningbo Yingxi as general partner which is ultimately wholly owned by Mr. Ying, Chairman of our Board and non-executive Director; (ii) Yingxi No. 1, employee incentive platform of our Group, controlled by Ningbo Yingxi as general partner which is ultimately wholly owned by Mr. Ying; (iii) Eaglestream Partners, employee incentive platform of our Group, controlled by Mr. Ying as its single largest shareholder; and (iv) Yingxi No. 4 and Yingxi No. 5, controlled by Hangzhou Yingxi as general partner which is ultimately wholly owned by Mr. Ying, will not be counted towards the [**REDACTED**] for the purpose of Rule 8.08 of the Listing Rules.

Save as disclosed in this section, none of the remaining existing Shareholders is a core connected person of our Company and all the Shares held by the remaining existing Shareholders will count towards the [**REDACTED**]. Immediately following completion of the [**REDACTED**], assuming that (i) [**REDACTED**] H Shares are allotted and issued in the [**REDACTED**]; (ii) [**REDACTED**] Unlisted Shares are converted into H Shares; and (iii) [**REDACTED**] Shares are issued and outstanding in the share capital of our Company upon completion of the [**REDACTED**], [**REDACTED**] Shares, representing approximately [**REDACTED**]% of the total number of issued Shares of our Company will be counted towards the [**REDACTED**]. Therefore, our Company will be able to meet the minimum [**REDACTED**] requirement under Rules 8.08 of the Listing Rules.

With respect to the indicative [**REDACTED**] range of HK$[**REDACTED**], HK$[**REDACTED**] and HK$[**REDACTED**] per [**REDACTED**] (being the [**REDACTED**], [**REDACTED**] and the [**REDACTED**] of the [**REDACTED**] range, respectively), the expected [**REDACTED**] of the Company's H Shares would be over HK$6 billion but would not exceed HK$30 billion. Pursuant to Rule 19A.13A(1) of the Listing Rules, where the expected market value at the time of [**REDACTED**] of our Company's H Shares is over HK$6 billion but does not exceed HK$30 billion, the minimum [**REDACTED**] requirement is the higher of (i) 15% of the total issued

H Shares and (ii) such percentage of the total issued H Shares as would result in the expected market value of the H Shares held by the public being at least HK$1.5 billion upon [**REDACTED**]. It is expected that immediately following completion of the [**REDACTED**] (assuming that the [**REDACTED**] is not exercised), the total number of [**REDACTED**] H Shares held by the public represents approximately [**REDACTED**]% of our total issued Shares upon [**REDACTED**] and the market value of such H Shares held by the public would also meet the HK$1.5 billion requirement (e.g., approximately HK$[**REDACTED**] billion, HK$[**REDACTED**] billion and HK$[**REDACTED**] billion at the [**REDACTED**], [**REDACTED**] and the [**REDACTED**] of the [**REDACTED**] range, respectively). Therefore, our Company will be able to meet the minimum [**REDACTED**] requirement under Rule 19A.13A.

Rule 19A.13C of the Listing Rules provides that, where a new applicant is a PRC issuer with no other [**REDACTED**] shares at the time of [**REDACTED**], this will normally mean that the portion of H shares for which [**REDACTED**] 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 [**REDACTED**], 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 [**REDACTED**] (excluding treasury shares), with an expected market value at the time of [**REDACTED**] of not less than HK$50,000,000; or (b) have an expected market value at the time of [**REDACTED**] of not less than HK$600,000,000. Immediately following the completion of the [**REDACTED**] (assuming the [**REDACTED**] is not exercised), based on the [**REDACTED**] of the [**REDACTED**] of HK$[**REDACTED**] per Share, the Shares held by the [**REDACTED**] and not subject to any disposal restrictions are expected to have an expected market value at the time of [**REDACTED**] of not less than HK$600,000,000. Therefore, our Company believes that there will be a free and open market for its Shares immediately upon the completion of the [**REDACTED**] in compliance with the free [**REDACTED**] requirements under Rule 19A.13C of the Listing Rules.

CONFIRMATION BY THE PRC LEGAL ADVISOR

Our PRC Legal Advisor has confirmed that the above-mentioned equity transfers, capital increases and conversion from a limited company to a joint stock company with limited liability of our Company have been legally completed in all material respects and have been duly registered with competent PRC regulatory authorities in accordance with the applicable PRC laws and regulations in all material respects.

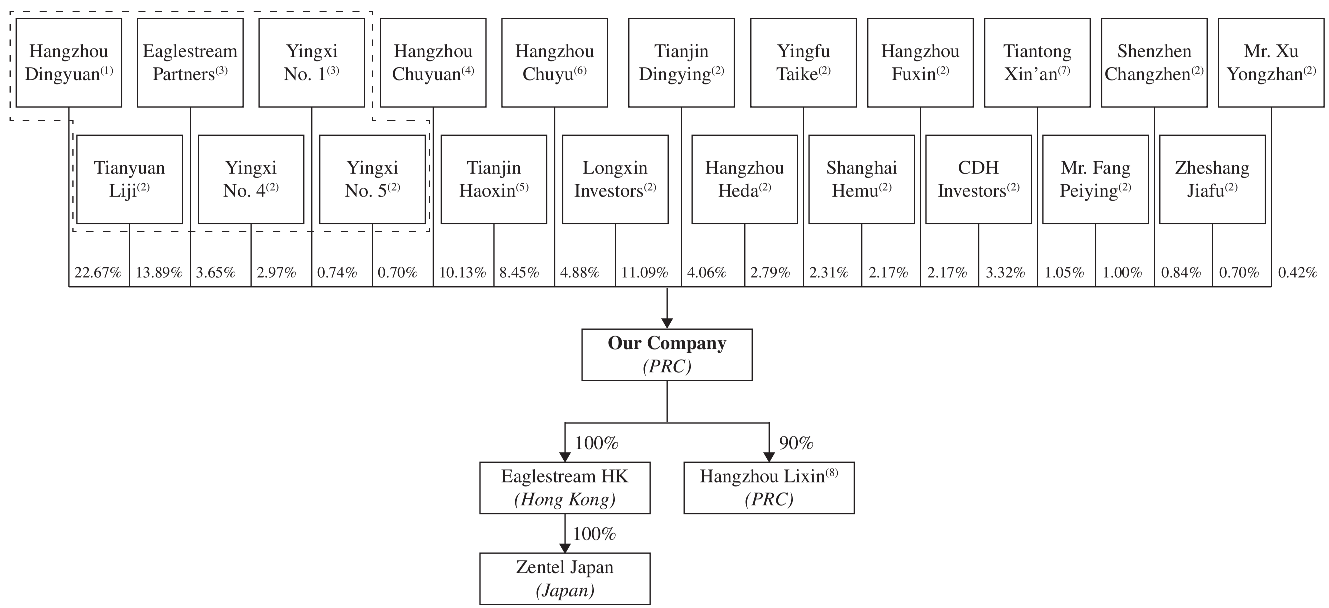
REASONS FOR THE [REDACTED]

For reasons for the [**REDACTED**] and details of our future plans, see "Future Plans and Use of [**REDACTED**]" in this document.

CORPORATE STRUCTURE

Corporate Structure before the [REDACTED]

The diagram below sets out our shareholding structure immediately prior to the completion of the [**REDACTED**]:



Notes:

(1) Hangzhou Dingyuan's general partner is Ningbo Yingxi, which is ultimately wholly owned by Mr. Ying. Yingxi No. 2 is the largest limited partner of Hangzhou Dingyuan holding approximately 58.65% of its partnership interests. Mr. Lin Kuo Hsiung, Vice Chairman of our Board and executive Director, holds approximately 5.38% of the partnership interests of Yingxi No. 2. Tianyuan Liji holds approximately 31.52% of the partnership interests of Hangzhou Dingyuan. Mr. Lin Dongmao, our deputy general manager, is one of the limited partners of Hangzhou Dingyuan holding approximately 0.36% of its partnership interests. The remaining limited partner holds less than 10% partnership interests of Hangzhou Dingyuan.

(2) See "[**REDACTED**] Investments — Background of the [**REDACTED**] Investors" in this section for more information.

(3) See "Employee Incentive Scheme" in this section for more information.

(4) Hangzhou Chuyuan's general partner is Hangzhou Jiyuan Technology Co., Ltd.* (杭州基元科技有限公司), which is wholly owned by Mr. Chen Yanbo, an Independent Third Party.

(5) Tianjin Haoxin's general partner is Hangzhou Chuneng, whose general partner is Linzhi Dingfu, which is owned as to approximately 96.76% by Mr. Yao Guishi, an Independent Third Party. Ms. Mei Wei, our non-executive Director, is one of the limited partners of Tianjin Haoxin holding approximately 1.23% of its partnership interests.

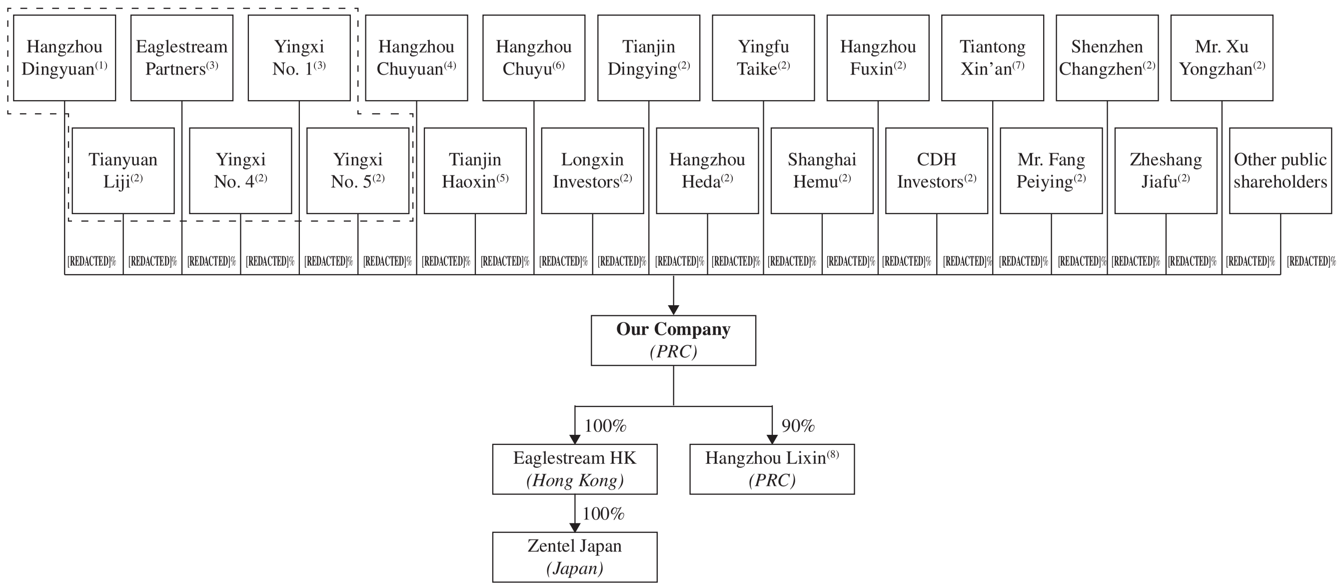
(6) Hangzhou Chuyu's general partner is Mr. Chen Xudong, an Independent Third Party. Mr. Lin Dongmao, our deputy general manager, is one of the limited partners of Hangzhou Chuyu holding approximately 0.66% of its partnership interests.

(7) Tiantong Xin'an's general partner is Beijing Tiantong Xinyuan Technology Co., Ltd.* (北京天童芯源科技有限公司), whose single largest shareholder is Mr. Hu.

(8) Hangzhou Lixin is owned as to 5% by Mr. Kim Joonho, our deputy general manager, and 5% by Mr. Ryu Dongryul, our employee, each an Independent Third Party.

Corporate Structure Immediately Following the [REDACTED]

The diagram below sets out our shareholding structure immediately after the completion of the [**REDACTED**] and the conversion of Unlisted Shares into H Shares (assuming the [**REDACTED**] is not exercised):



Note: See the notes to "Corporate Structure before the [**REDACTED**]" in this section.