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Application Proof of
Hangzhou Lygo Technology Co., Ltd.
(杭州靈卡科技股份有限公司)
(the “Company”)

(A joint stock company incorporated in the People’s Republic of China with limited liability)

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Hangzhou Lygo Technology Co., Ltd.

杭州靈卡科技股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

[REDACTED]

Number of [REDACTED] under the : [REDACTED] H Shares (subject to the
[REDACTED] [REDACTED])
Number of [REDACTED] : [REDACTED] H Shares (subject to
reallocation)
Number of [REDACTED] : [REDACTED] H Shares (subject to
[REDACTED] and the [REDACTED])
Maximum [REDACTED] : HK\$[REDACTED] per H Share, plus brokerage
of 1.0%, SFC transaction levy of 0.0027%,
AFRC transaction levy of 0.00015% and
Hong Kong Stock Exchange trading fee of
0.00565% (payable in full on [REDACTED] in
Hong Kong dollars and subject to refund)
Nominal value : RMB[0.02] per H Share
[REDACTED] : [REDACTED]

Joint Sponsors, [REDACTED], [REDACTED], [REDACTED],
[REDACTED] and [REDACTED]



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The [REDACTED] (for themselves and on behalf of the other [REDACTED]) may, where it deems appropriate with our consent, reduce the number of [REDACTED] being [REDACTED] under the [REDACTED] and/or the indicative [REDACTED] range below that stated in this document at any time on or prior to the morning of the last day for lodging [REDACTED] under the [REDACTED]. In such case, notices of the reduction in the number of [REDACTED] and/or the indicative [REDACTED] range will be published on the websites of the Stock Exchange at www.hkexnews.hk and our Company at www.linggongdaka.com as soon as practicable following the decision to make such reduction, and in any event not later than the morning of the last day for lodging [REDACTED] under the [REDACTED]. For further information, see “[REDACTED]” and “[REDACTED]” in this document.

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[REDACTED]

[REDACTED]

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EXPECTED TIMETABLE

[REDACTED]

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SUMMARY

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

OUR MISSION

Find fast, find best, find suit best. (找得到，找得好，專屬好)

OUR VISION

Bring additional income for ten million people, every single day. (每天幫助一千萬人增加收入)

WHO WE ARE

We are the leading flexible employment platform in China, offering solutions for enterprises across a variety of industries, such as restaurant, retail, beverage and cafe, and hotel industries. While effectively addressing challenges associated with significant fluctuations in labor demands, an inherent feature of their business operations, our platform allows flexible worker to enjoy fast matching, reliable rewards, as well as convenient handling of routines that used to be of tedious and labor-intensive nature. According to CIC, in terms of revenue in 2025, we are the largest flexible employment platform in China. For the year ended December 31, 2025, we have served approximately 440 thousand flexible workers, recording over 16.7 million attendance, bringing nearly RMB5,000 incremental annual income for these flexible workers in average, among whom those with five or more attendances accounted for 73.4% of the total.

For the year ended December 31, 2025, we have offered one-stop flexible employment solutions through our LYGO Platform (靈工打卡) to 319 enterprise customers, including five out of top ten companies in the catering industry (including restaurants, beverage and cafe) in China, five out of top ten companies in the retail industry in China, and four out of top five hotel groups in terms of revenue around the world, according to CIC. For the year ended December 31, 2025, we maintained a Key Account Customer retention rate of 100.0% and a Key Account Customer net dollar retention rate of 180.5%.

In addition, according to CIC, in terms of revenue in 2025, we operate the largest flexible employment recruitment platform in China, namely, *Qing Tuan She* (青團社). It serves as a key complement to our one-stop flexible employment solutions business. As of December 31, 2025, our *Qing Tuan She* (青團社) had nearly 2.0 million registered enterprise customers and nearly 57.0 million registered task seekers.

SUMMARY

The chart below sets out key highlights of our financial performance and business achievements during the Track Record Period.

Operational Data	Market Position	Financial Data
FY2025 ~440 thousand Flexible workers	According to CIC, in terms of 2025 revenue China's No.1 Flexible employment platform	FY2025 RMB2.4 billion Revenue
FY2025 ~RMB5,000 Annual average incremental revenue per flexible worker by LYGO	According to CIC, in terms of 2025 revenue China's No.1 Flexible employment recruitment platform	Track Record Period 129.2% CAGR in revenue
FY2025 73.4% Flexible workers recorded ≥5 attendances of the total	According to CIC, in terms of 2025 revenue 17.2% Market share of flexible employment platforms in China	FY2025 180.5% Net dollar retention rate of Key Account Customers
		100.0% Retention rate of Key Account Customers

Flexible employment, a long-standing employment arrangement throughout history, is expected to continue growing, primarily driven by evolution of technological, social, and regulatory dynamics. However, it has long lacked necessary technical means to address inherent challenges associated with the factors that relevant information is highly scattered and fragmented, with significantly diversified characteristics and generally of vast amount. These factors make it inherently require technology, including AI-backed solutions, to achieve transparent, standard, predicable and traceable management that modern enterprises demand.

During the Track Record Period, we invested in developing technology-backed solutions that can effectively turn each task opportunity for suitable people in need, many of them used to be pushed away due to their commitment to family care, personal pursuance, time preference, or disability. Some full-time employees also choose to use our services to access incremental income and/or explore diverse life possibilities. In particular, we have transformed many traditionally fragmented and non-standardized aspects of flexible employment into standardized, technology-enabled solutions that deliver intelligent and reliable outcomes.

As a result, our platform through technology-backed services and tools, managed to offer:

- **For enterprise customers.** We practically attracted and developed a large source of candidates ready for enterprises to engage, with predicable results. Human resources in large scale no longer function as a black box with vast number of moving pieces for them.

Such predictability of available hands, with details down to available time slots, all of which can be quickly assembled and matched through advanced technologies, further encourages enterprises to launch business events, increase investment, and pursue business expansion.

- **For Individual users.** As we continuously attract, screen and retain quality enterprise customers to adopt our services, we effectively consolidated a valuable vault of tasks that keep rolling, that are ready for selection of individual users. Assisted with our advanced technologies and smart tools, they can enjoy quick matching and enrollment, convenient orientation and routine execution, reliable measures for instant payment. Flexible work also becomes a rewardable and convenient opportunity for incremental income.

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More importantly, we practically serve as a ready digital infrastructure that makes accumulated experience and credit of an individual user become visible, laying a solid basis for accessing increased market rate accordingly. This creditworthiness and convenience secured by advanced technologies, further encourage more and more individuals willing to transfer their time available into tangible values.

These achievements, together with our established platform advantages, have transformed us from merely a service provider into a valuable foundation and development engine that can effectively create win-win results for both enterprises and flexible workers.

Our Commitment to Social Value

We are devoted to leveraging our technological strength to enhance the social value of flexible employment, transforming every pending task into a suitable task for people in need, whether they are looking for a suitable means to deal with challenges associated with life turbulence, or previously excluded from flexible work opportunities due caused by to personal circumstances such as family care responsibilities, personal pursuits, physical limitations due to age, or disability. Many of them used to be discouraged from taking flexible work opportunities due to technological barriers of traditional HR management models, or lack user-friendly tools and functions to assist them complete complex procedures in relation to task application and performance, which can be highly diversified among different enterprises. These factors force many of them to stay at disadvantaged positions.

In particular, we promote the value of “making flexible employment a door without barriers (讓靈活用工成為一扇沒有門檻的門)”. In line with this value, we have invested in technology research and development to enhance the overall accessibility and ease of use of our platform, enabling persons with disabilities to access our platform with ease and realize their own value through the opportunities it provides. Our innovative tools like instant payment, task bidding, track record accumulation and AI-assisted assessment and interviews help thousands of people access reliable, convenient, transparent, trackable and fulfilling experience with self-respect and dignity.

We pride ourselves on these achievements and intend to continue promoting development of this practice, which not only exhibits our strong technology strength, but also highlights our sincere care for equality. Please also see “Business — Our Business — One-stop Flexible Employment Solutions — Highlighted Cases.”

OUR PLATFORM AND SERVICES

During the Track Record Period, we derived revenue primarily through operating following business lines:

- **One-stop Flexible Employment Solutions.** In managing this business line, we generate revenue on a gross basis from charging enterprise customers service fees for our one-stop flexible employment solutions, in which case we act as the principal in providing such solutions to enterprise customers, and flexible workers earnings and benefits are charged to cost of sales.

We entered into agreements with enterprise customers to offer one-stop flexible employment solutions accordingly through our LYGO Platform (靈工打卡). In determining fees, we take into account various factors including (i) the expected timing of flexible works involved and the underlying costs of the workforce, including expected incentives payable to relevant flexible workers; and (ii) the extent of the usage of our LYGO Platform (靈工打卡).

SUMMARY

- **Online Recruitment Matching Services.** In managing this business line, we generate revenue from charging enterprise customers service fees for access to candidate leads in the form of task applications (報名單). Enterprise customers typically make advance payments on the platform with revenue later recognized based on the amount of task applications (報名單) received by customers.

We provide online recruitment matching services through our proprietary platform named *Qing Tuan She* (青團社), through which we facilitate connections between enterprise customers and task seekers by allowing businesses to post task openings on the platform and attracting task seekers to apply. Enterprise customers purchase access to candidate leads in the form of task applications (報名單) through our platform, and utilize such information to review and contract applicants for their recruitment needs.

The table below sets out details of our revenue by business lines during the Track Record Period.

	Year Ended December 31,					
	2023		2024		2025	
	RMB'000	%	RMB'000	%	RMB'000	%
One-stop flexible employment solutions	350,715	75.7	1,082,268	90.1	2,299,973	94.5
Online recruitment matching services	98,877	21.3	115,981	9.7	129,545	5.3
Others ⁽¹⁾	13,776	3.0	2,752	0.2	5,643	0.2
Total	463,368	100.0	1,201,001	100.0	2,435,161	100.0

(1) Others mainly represent ancillary business initiatives launched from time to time in response to customer demand, such as cloud-based ground promotion services.

Our Technology-Driven Value Contribution and Comprehensive Service Portfolio

We are a pioneer to drive technology-backed transformation of the management model on flexible employment in China. We run our one-stop flexible employment solutions business, primarily through our LYGO Platform (靈工打卡). Leveraging advanced technologies, we can efficiently analyze and consolidate flexible tasks, as well as information of task-seeking individuals, all of which used to be scattered across isolated data silos. Based on which, we further facilitate task matching, daily routine execution, compensation and task fulfillment check, as well as personal achievements, in relation to flexible employment, using advanced tools and function modules discussed in detail at “Business — Our Business — One-stop Flexible Employment Solutions”.

In 2025, we launched Xiao Ling (小靈), an AI agent that can transform key tasks involving flexible employment into a seamless, intelligent, and highly customized experience for both enterprise customers and individual users. Our Xiao Ling (小靈) can invoke suitable tools and functions of our platform in a highly intelligent way, making them function as a skill of itself but get empowered with AI-backed cognitive capabilities, including AI assessment and interview, AI clock-in, AI check, AI assistant in a copilot way. This further enhanced user experience and working efficiency.

SUMMARY

All these make the entire flexible employment chain intelligent, delivering transparent, traceable, sustainable, and more standardized task matching and management, further bring following value to enterprise customers and individual users:

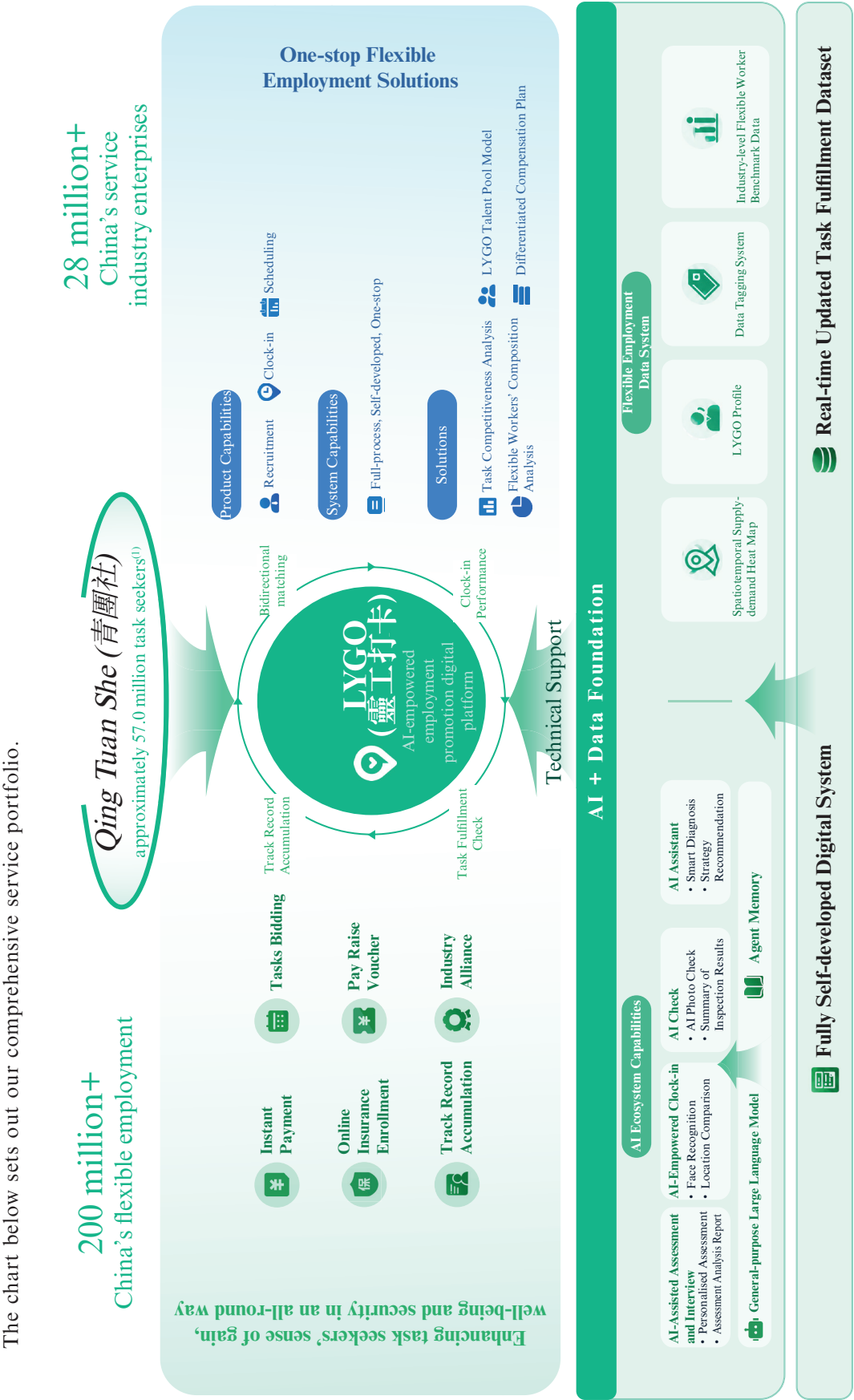
- **For enterprise customers.** We allow enterprises at different life-cycle stages to closely focus on their core attributes and business competitiveness, without incurring additional costs or management resources on flexible employment, creating transparent, reliable and differentiated talent pipeline support. Such organizational structure is of crucial value for them to achieve sustainable success in an era where business models and applied technologies demand rapid and continuous innovation.

In particular, leveraging our data-driven analysis tools, we are able to assist enterprises in identifying task opportunities that traditional full-time employment models can hardly fulfill. Utilizing our technologies, they are able to break down those tasks that involve a substantial amount of idling time into more granular time-based units, by applying scheduling logic and work-hour demand analysis. In this way, we can optimize their task offerings to better suit demands of relevant task seekers, while effectively addressing the challenges posed by peak-to-trough demand mismatches.

- **For individual users.** We bring technology-backed solutions for them to enjoy reasonable assessments on their capability and historical records, along with transparent and convenient regulatory compliance, which can hardly be solved by traditional full-time employment models in a cost-efficient way. Serving as a valuable technology infrastructure, we consolidate attendance history and task fulfillment records previously scattered among relevant enterprise customers of flexible workers, and transform such information into rewardable track record and get cross-enterprise recognition in a highly transparent way. This further lays a solid foundation for us to achieve growth in line with expected continuous evolution of flexible work in China.

In addition, nearly a million of individuals who have used our services to take on flexible work can enjoy convenience brought up by our smart tools, which effectively transform daily routines that previously are of tedious and labor-intensive nature into convenient experiences.

SUMMARY



Note:

(1) As of December 31, 2025.

SUMMARY

INDUSTRY-WIDE CHALLENGES AND GROWTH DRIVERS

Flexible employment, a long-standing employment arrangement throughout history, is expected to continue growing primarily driven by technological, social, and regulatory dynamics. Our data-driven solutions backed by advanced technologies have proven to be a valuable foundation that effectively addresses the challenges hindering the proper development of flexible employment, while enhancing its value contribution to both enterprise customers and individual users.

In addition, leveraging advanced technology services offered by us, many flexible employment opportunities have become reliable means to mitigate risks associated with life turbulence and/or a development path that people embrace.

Long-lasting Strong Market Demands from Flexible Workers

Many industries, in particular, restaurant, retail, beverage and cafe, and hotel industries, have long faced fluctuations in labor demands. The workload of many positions can vary significantly between each season, and even within same day. This situation has been further intensified by economic development and urbanization, which have led to increased population density. According to CIC, for catering sector, it is generally expected that average order volume per same time unit at midday is over five times that of the morning.

In the meantime, the efficiency of traditional employee management can hardly deal with challenges associated with above factors by delivering solutions that meet both the operational profitability requirements of enterprises and the quality demands of consumers for products and services. This has led to persistent recruitment difficulties in related industries, while full-time front-line employees continue to experience high churn rates, posing serious challenges to the sustainable development and innovation of enterprises. According to CIC, it is common to see a turnover rate in China’s catering industry of over 50%.

The above facts have contributed to the long-standing existence and continued expansion of flexible employment. According to the National Bureau of Statistics of China, in 2025, the number of flexible workers in Chinese mainland reached over 200 million. According to the *State Council’s Report on the Protection of the Rights and Interests of Workers in Flexible and New Forms of Employment* (《國務院關於靈活就業和新就業形態勞動者權益保障工作情況的報告》) in December 2025, flexible employment has become an important channel for Chinese workers to generate income.

Such factors further drive strong growth in services for one-stop flexible employment solutions. As the flexible employment scales up and management becomes increasingly complex, the market size of China’s flexible employment market, in terms of revenue, increased from RMB780.2 billion in 2020 to RMB1,767.5 billion in 2025, representing a CAGR of 17.8% from 2020 to 2025. Looking ahead, as the influence of flexible employment continues to grow and technologies such as AI further empower the industry, the market size of China’s flexible employment market is expected to reach RMB3,876.6 billion, representing an expected CAGR of 17.0% from 2025 to 2030.

Limitations of, and Challenges upon, Traditional Employment Management

Although flexible employment has long been recognized as an indispensable part of the modern economy, it has for a long-time lacked management models and technical means that would help enterprises and individual users effectively benefit from this objective demand. On one hand, this is because relevant information has long remained fragmented and scattered, making it technically very difficult to achieve efficient matching and management. On the other hand, the differentiated needs of enterprises and individuals further exacerbate the cost and technical challenges of delivering effective services.

SUMMARY

The table below sets out key pursuance, as well as challenges associated with flexible employment in terms of enterprise customers and individual users, which determine key values that technology-backed solutions shall bring to the market. For illustration purpose, we also list here our smart tools and AI-empowered functional modules that are mainly designed to address related challenges. For details, please see “Business — Our Business — One-stop Flexible Employment Solutions — Advanced Features of Our Comprehensive Services”, and “— AI-backed Advanced Functional Modules.”

Key Objective	Enterprise Customers	Individual Users	Tools and Functional Modules
Quick Deployment	How to Source Right Person Industries with inherent business nature that exhibit routine fluctuations in workloads, enterprises at early development stage or rapid development phases, as well as emerging industries, companies, and brand lines generally demand quick identification and recruitment of right people for specific roles or tasks, so as to effectively implement their business development strategies. In particular, it is challenging to efficiently identify and assess differentiated characteristics of applicants, including their skills and experience, availability for specific tasks, preferred payment methods, and compensation expectations, so as to secure high-quality flexible workers at mutually agreeable rates.	How to Find a Task Task postings for flexible employment often face urgent recruitment windows, involve scattered employers, cover wide geographical areas, and/or have task content and skill requirements that are insufficiently clear due to innovative nature of the roles, or complex composition of tasks. Hiring procedures, documentation demands, task descriptions can vary significantly among different employers even within one same sector. These factors make it difficult for task seekers to make quick decisions or complete applications in a timely manner.	AI-assisted assessment and interview functional modules of our Xiao Ling (小靈)
Comprehensive services	How to Properly Organize and Assess Hired Person Flexible employment requires enterprises to establish a coordination system that can efficiently interface and operate simply for a large number of people with vastly different educational backgrounds, age groups, and work experiences. Matching, training, compensation settlement, task fulfillment check, and benefits often involve many internal departments, as well as coordination with various external financial, regulatory, and compliance bodies. Moreover, flexible employment roles may involve wide geographical coverage, leading to differentiated management needs, and the same task may be split into time slots completed by different people in succession, further increasing the complexity of technical solutions.	How to Find a Quality Task Flexible workers often struggle with inconsistent daily management procedures and technical requirements across different employers, in particular, how to avoid potential disputes and losses caused by complicated handovers and slow, traditional approval workflows. In addition, for task seekers who already have certain experience and skills in the same industry, they also expect to obtain fairer compensation, as well as differentiated post-recruitment, task fulfillment check, compared with other flexible workers with limited experience in relation to related industry, when they move to a new employer.	- Instant Payment - Tasks Bidding - Online Insurance Enrollment - Pay Raise Voucher - AI-empowered clock-in and AI Check functional modules of our Xiao Ling (小靈)

SUMMARY

Key Objective	Enterprise Customers	Individual Users	Tools and Functional Modules
Sustainable Development	How to Retain Right Talents to Ensure Long-term Business Development Goals To properly deal with persistent challenges associated with inherent nature of business that demand flexible employment, enterprises effectively optimize their own business management with our LYGO Platform (靈工打卡), building a competitive and resilient organizational structure. In addition, they need technology-backed solutions to achieve accurate task analysis and allocation, effective talent identification and matching, as well as highly transparent, standardized, and regulatory-compliant capabilities.	How to Find a Quality Task that Suits My Personal Development Due to the limitations of individual enterprises' employment management system that inevitably creates information silo effect, flexible workers can hardly obtain traceable cross-enterprise performance records, or even among different stores within the same store chain. This makes it difficult for them to achieve sustainable compensation, performance recognition, regulatory compliance, and right pursuance.	- Track Record Accumulation - Industry Alliance - AI-assistance functional modules of our Xiao Ling (小靈)

This factor further underscores the urgent industry need for our solutions, where we are able to build our transparent, standardized, and traceable LYGO Platform (靈工打卡) backed by data-driven technological means, achieving win-win outcomes for both enterprises and flexible workers.

OUR COMPETITIVE STRENGTHS

We believe that we have the following competitive strengths:

- Leading technology-enabled flexible employment platform;
- Proprietary AI engine fueled by massive real-world data;
- Large and active user base powered by relentless product innovation;
- Sustainable growth enabled by strong R&D capabilities;
- Visionary and experienced management team with deep industry expertise.

See “Business — Competitive Strengths.”

OUR DEVELOPMENT STRATEGIES

We will continue to pursue the following strategies which will drive further growth:

- Deepen market penetration and strengthen our bilateral network effects;
- Optimize our AI capabilities and technology infrastructure and expand AI-enabled applications;
- Enrich our service offerings and expand our value-added business capabilities;
- Strengthen our talent development and organizational capabilities;
- Pursue strategic investments and acquisitions to strengthen our AI Capabilities and service offerings.

See “Business — Development Strategies.”

SUMMARY

OUR CUSTOMERS AND SUPPLIERS

Our customers include nationwide enterprises operating across a wide range of industries, including restaurant, retail, beverage and cafe, and hotel industries. We generated revenue of RMB276.4 million, RMB890.8 million and RMB1,645.0 million from our top five customers, representing 59.5%, 74.1% and 67.5%, respectively, to our total revenue for the years ended December 31, 2023, 2024 and 2025. In addition, our largest customer in each year during the Track Record Period contributed 33.4%, 41.0% and 30.0%, respectively, to our total revenue in the same year.

We procure certain services from third-party suppliers and service providers, primarily including marketing channel services, cloud storage services and other related services. Our purchase from five largest suppliers amounted to RMB29.8 million, RMB47.7 million and RMB64.4 million each year during the Track Record Period, representing 8.0%, 4.4% and 2.9%, respectively, to our total purchases in the same year. In addition, our largest supplier in each year during the Track Record Period contributed 2.9%, 3.2% and 2.0%, respectively, to our total purchase in the same year.

COMPETITIVE LANDSCAPE

The flexible employment market in which we operate is highly competitive. According to CIC, the market size of China’s flexible employment, in terms of revenue, is projected to grow from RMB1,767.5 billion in 2025 to RMB3,876.6 billion by 2030, representing a CAGR of 17.0% from 2025 to 2030. Driven by the continued expansion of the flexible employment market and the ongoing advancement and deepening application of artificial intelligence technologies, China’s flexible employment platform industry, a critical sub-market, is expected to maintain rapid growth. The market size of China’s flexible employment platform industry is projected to grow from RMB14.1 billion in 2025 to RMB64.0 billion by 2030, representing a CAGR of 35.4% from 2025 to 2030.

We mainly compete with existing participants in the flexible employment platform industry which may have stronger online and mobile professional social networks to connect and capture potential flexible workers. If we are unable to compete successfully, or if competing successfully requires us to take costly actions in response to the actions of our competitors, our business, results of operations and financial condition may be materially and adversely affected. For details, see “Industry Overview,” and “Risk Factors — Risks Relating to Our Business and Industry — We face significant competition from other flexible employment services providers and may suffer from a loss of enterprise customers and individual users as a result.”

SUMMARY HISTORICAL FINANCIAL INFORMATION

The following tables set forth summary financial data from our financial information for the Track Record Period, extracted from the Accountants’ Report as set forth in Appendix I to this document. The summary financial data set forth below should be read together with, and is qualified in its entirety by reference to, the consolidated financial statements in this document, including the related notes. Our consolidated financial information was prepared in accordance with IFRS.

SUMMARY

Summary of Major Components of Our Results of Operations

The following table sets forth a summary of our consolidated statements of profit or loss in absolute amount and as a percentage of our revenue for the years indicated.

	Year Ended December 31,					
	2023		2024		2025	
	RMB'000	%	RMB'000	%	RMB'000	%
Revenue	463,368	100.0	1,201,001	100.0	2,435,161	100.0
Cost of sales	(376,206)	(81.2)	(1,078,119)	(89.8)	(2,264,554)	(93.0)
Gross profit	87,162	18.8	122,882	10.2	170,607	7.0
Other income and gains	5,359	1.2	5,039	0.4	11,016	0.5
Selling and distribution expenses	(53,197)	(11.5)	(64,029)	(5.3)	(96,197)	(4.0)
Administrative expenses	(13,537)	(2.9)	(16,319)	(1.4)	(120,627)	(5.0)
Research and development expenses	(50,995)	(11.0)	(52,664)	(4.4)	(61,603)	(2.5)
Share of (loss)/profit of an associate	(246)	(0.1)	90	0.0	220	0.0
(Impairment loss)/reversal of impairment loss on trade receivables, net	(157)	(0.0)	(400)	(0.0)	203	0.0
Other expenses	(804)	(0.2)	(437)	(0.0)	(1,284)	(0.1)
Finance costs	(579)	(0.1)	(2,764)	(0.2)	(6,006)	(0.2)
Fair value losses of financial liabilities at fair value through profit or loss	(83,237)	(18.0)	(12,274)	(1.0)	(165,345)	(6.8)
LOSS BEFORE TAX	(110,231)	(23.8)	(20,876)	(1.7)	(269,016)	(11.0)
Income tax	—	—	—	—	—	—
LOSS AND TOTAL COMPREHENSIVE LOSS FOR THE YEAR	(110,231)	(23.8)	(20,876)	(1.7)	(269,016)	(11.0)

Revenue

The following table sets forth the breakdown of our revenue by business lines in absolute amounts and as a percentage of our total revenue for the years indicated.

	Year Ended December 31,					
	2023		2024		2025	
	RMB'000	%	RMB'000	%	RMB'000	%
Revenue:						
One-stop flexible employment solutions	350,715	75.7	1,082,268	90.1	2,299,973	94.5
Online recruitment matching services	98,877	21.3	115,981	9.7	129,545	5.3
Others ⁽¹⁾	13,776	3.0	2,752	0.2	5,643	0.2
Total	463,368	100.0	1,201,001	100.0	2,435,161	100.0

Note:

- (1) Others mainly represent ancillary business initiatives launched from time to time in response to customer demand, such as cloud-based ground promotion services.

SUMMARY

The following table sets forth the breakdown of our revenue from one-stop flexible employment solutions by downstream sectors in absolute amounts and as a percentage of our total revenue from one-stop flexible employment solutions for the years indicated.

	Year Ended December 31,					
	2023		2024		2025	
	RMB'000	%	RMB'000	%	RMB'000	%
Revenue from one-stop flexible employment solutions:						
Restaurants	18,612	5.3	251,035	23.2	1,020,544	44.4
Retail	171,751	49.0	506,497	46.8	776,031	33.7
Beverage and cafe	101,034	28.8	182,017	16.8	230,295	10.0
Hotels	11,468	3.3	56,640	5.2	163,449	7.1
Others ⁽¹⁾	47,850	13.6	86,079	8.0	109,654	4.8
Total	350,715	100.0	1,082,268	100.0	2,299,973	100.0

(1) Others primarily include human resources, apparel retail, fast consumption and other sectors.

Gross Profit and Gross Profit Margin

The following table sets forth the breakdown of our gross profit and gross profit margin by major components of revenue for the years indicated.

	Year Ended December 31,					
	2023		2024		2025	
	Gross Profit RMB'000	Gross Profit Margin %	Gross Profit RMB'000	Gross Profit Margin %	Gross Profit RMB'000	Gross Profit Margin %
Gross Profit and Gross Profit Margin:						
One-stop flexible employment solutions	2,860	0.8	23,413	2.2	54,854	2.4
Online recruitment matching services	79,618	80.5	97,723	84.3	112,745	87.0
Others ⁽¹⁾	4,684	34.0	1,746	63.4	3,008	53.3
Total	87,162	18.8	122,882	10.2	170,607	7.0

Note:

(1) Others mainly represent ancillary business initiatives launched from time to time, such as cloud-based ground promotion services.

SUMMARY

Summary of Our Balance Sheets

The following table sets forth selected information from our consolidated statements of financial position as of the dates indicated, which have been extracted from the Accountants’ Report in Appendix I to this document.

	As of December 31,		
	2023	2024	2025
	<i>(RMB in thousands)</i>		
Total non-current assets	3,331	5,741	4,374
Total current assets	148,286	233,893	460,568
Total assets	151,617	239,634	464,942
Total non-current liabilities	—	810	—
Total current liabilities	681,300	788,847	1,183,672
Total liabilities	681,300	789,657	1,183,672
Net current liabilities	(533,014)	(554,954)	(723,104)
Net liabilities	(529,683)	(550,023)	(718,730)
Total deficits	(529,683)	(550,023)	(718,730)

The following table sets forth our current assets and current liabilities as of the dates indicated.

	As of December 31,			As of
	2023	2024	2025	May 31,
				2026
	<i>(RMB in thousands)</i>			<i>(Unaudited)</i>
Current assets:				
Trade receivables	55,098	152,570	330,142	433,768
Prepayments, other receivables and other assets	5,888	7,907	12,178	21,017
Amounts due from related parties	2,574	3,592	3,715	9,236
Financial assets at fair value through profit or loss	57,083	52,560	20,079	19,761
Restricted cash	—	—	5,000	—
Cash and cash equivalents	27,643	17,264	89,454	109,960
Total current assets	148,286	233,893	460,568	593,742

SUMMARY

	As of December 31,			As of May 31,
	2023	2024	2025	2026
	(RMB in thousands)			(Unaudited)
Current liabilities:				
Trade payables	25,865	57,005	132,490	168,742
Other payables and accruals	16,810	25,001	44,821	51,088
Contract liabilities	9,795	9,266	10,971	11,049
Amounts due to related parties	—	88	1,244	4,009
Lease liabilities	956	1,571	810	—
Financial liabilities at fair value through profit or loss	577,335	589,609	754,954	1,005,829
Interest-bearing bank and other borrowings	50,539	106,307	238,382	320,452
Total current liabilities	681,300	788,847	1,183,672	1,561,169
Net current liabilities	(533,014)	(554,954)	(723,104)	(967,427)

We recorded net current liabilities of RMB533.0 million, RMB555.0 million, RMB723.1 million and RMB967.4 million as of December 31, 2023, 2024, 2025 and May 31, 2026, respectively, primarily due to the significant amounts of financial liabilities at fair value through profit or loss in connection with equity shares with redemption rights issued to investors, which are recorded as current liabilities. Our equity shares with redemption rights issued to investors will be re-designated from liabilities to equity as a result of the termination of redemption rights upon [REDACTED], after which we do not expect to recognize any further financial liabilities and will return to a net current assets position from a net current liabilities position.

Our net current liabilities increased from RMB723.1 million as of December 31, 2025 to RMB967.4 million as of May 31, 2026. The increase was mainly due to (i) an increase in financial liabilities at fair value through profit or loss of RMB250.9 million as a result of the change in the valuation of our Company, (ii) an increase in interest-bearing bank and other borrowings of RMB82.1 million as a result of adjustments for operational funding needs, (iii) an increase in trade payables of RMB36.3 million in line with our business growth, and (iv) an increase in other payables and accruals of RMB6.3 million, partially offset by (i) an increase in trade receivables of RMB103.6 million in line with our business growth, and (ii) an increase in cash and cash equivalents of RMB20.5 million.

Our net current liabilities increased from RMB555.0 million as of December 31, 2024 to RMB723.1 million as of December 31, 2025, primarily due to (i) an increase of RMB19.8 million in other payables and accruals, (ii) an increase of RMB132.1 million in interest-bearing bank and other borrowings as a result of adjustments for operational funding needs, and (iii) an increase of RMB165.3 million in financial liabilities at fair value through profit or loss primarily due to the increase in the fair value of our equity shares as a result of changes in the valuation of our Company, and (iv) a decrease of RMB32.5 million in financial assets at fair value through profit or loss, partially offset by (i) an increase of RMB177.6 million in trade receivables in line with our business growth and (ii) an increase of RMB72.2 million in cash and cash equivalents.

Our net current liabilities increased from RMB533.0 million as of December 31, 2023 to RMB555.0 million as of December 31, 2024, primarily due to (i) an increase of RMB55.8 million in interest-bearing bank and other borrowings, (ii) an increase of RMB8.2 million in other payables

SUMMARY

and accruals, and (iii) a decrease of RMB10.4 million in cash and cash equivalents, and (iv) an increase of RMB12.3 million in financial liabilities at fair value through profit or loss primarily due to the increase in the fair value of our equity shares as a result of changes in the valuation of our Company, partially offset by an increase of RMB97.5 million in trade receivables in line with our business growth.

Summary of Our Statements of Cash Flows

The following table sets forth our cash flows for the years indicated.

	For the Year Ended December 31,		
	2023	2024	2025
	<i>(RMB in thousands)</i>		
Net cash flows used in operating activities	(37,921)	(66,916)	(79,441)
Net cash flows from investing activities	11,848	5,282	27,133
Net cash flows from financing activities	48,058	51,255	124,498
Net increase/(decrease) in cash and cash equivalents	21,985	(10,379)	72,190
Cash and cash equivalents at the beginning of year	5,658	27,643	17,264
Cash and cash equivalents at end of year	27,643	17,264	89,454

Key Financial Ratios

The following table sets forth certain of our key financial ratios for the years indicated.

	For the Year Ended/As of December 31,		
	2023	2024	2025
Revenue growth rate	N/A	159.2%	102.8%
Trade receivables turnover days ⁽¹⁾	30.4	31.8	36.3

Notes:

- (1) Trade receivables turnover days for the year equal the average of the beginning and ending balances of trade receivables divided by revenue for that year and multiplied by 365 days.

RISK FACTORS

There are certain risks relating to an investment in our Shares. A detailed discussion of the risk factors is set forth in the section headed “Risk Factors”. A summary of key risk factors is set forth below. Any of the following developments may have a material and adverse effect on our business, financial condition, results of operations and prospects:

- We face significant competition from other flexible employment services providers and may suffer from a loss of enterprise customers and individual users as a result.
- We have to keep up with rapid changes in the flexible employment industry.
- The expansion of our business depend on the level of customer demand and the labor market conditions in the industries we serve, which could be affected by factors such as changes of macro social and economic conditions in China and globally.

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- Our business depends on our ability to retain and expand our user base, maintain customer relationships, and attract new customers. Any failure to do so could materially and adversely affect our business, financial condition, results of operations, and prospects.
- A substantial portion of our revenue is derived from a limited number of major customers. Any decrease in our sales to any of them would materially and adversely affect our business, prospects, financial condition and results of operations.
- There could be adverse legal, tax, and other consequences if our individual users who fulfil flexible tasks offered by our enterprise customers were to be classified as our employees or dispatched employees.
- Changes in applicable laws, regulations and governmental policies affecting the flexible employment industry, as well as the interpretation and enforcement of such laws, rules and regulations, may materially and adversely affect our business, financial condition and results of operations.

You should read the entire section headed “Risk Factors” in this document before you decide to [REDACTED] in the [REDACTED].

DIVIDEND

No dividend has been paid or declared by our Company and our subsidiaries during the Track Record Period. As of the Latest Practicable Date, we did not have a formal dividend policy or a fixed dividend distribution ratio. Any future determination to pay dividends will be made at the discretion of our Directors and may be based on a number of factors. In view of our accumulated losses, we shall not declare or pay any dividend until we have distributable profits after the accumulated losses have been made up and statutory reserves have been drawn in accordance with relevant laws and regulations and the Articles of Association. See “Financial Information — Dividend.”

PRE-[REDACTED] INVESTMENTS

Throughout 2015 to 2026, with confidence in our business development and management, several external investors invested in our Company in different series as Pre-[REDACTED] Investors to facilitate the business development of our Company. For further details of the identity and background of the Pre-[REDACTED] Investors, see “History, Development and Corporate Structure — Pre-[REDACTED] Investments — Information about the existing Pre-[REDACTED] Investors.”

OUR SINGLE LARGEST SHAREHOLDERS

Mr. Deng, directly and indirectly through Enya Investment, Qingtuan Investment, Datuanzi Investment and Qingtuanyun, is entitled to exercise approximately 35.21% of the voting rights in the Company as of the Latest Practicable Date, and approximately [REDACTED]% of the voting rights in the Company upon completion of the [REDACTED] (assuming the [REDACTED] is not exercised). For further details, see “Relationship with our Single Largest Shareholders”. As Mr. Deng’s voting rights will fall below 30% upon the completion of the [REDACTED], Mr. Deng, Enya

SUMMARY

Investment, Qingtuan Investment, Datuanzi Investment and Qingtuanyun will not be regarded as our controlling shareholders under the Listing Rules, but will remain as our Single Largest Shareholders.

[REDACTED] STATISTICS

The numbers in the following table are based on the assumptions that (1) the [REDACTED] has been completed and [REDACTED] H Shares are [REDACTED] and sold in the [REDACTED], (2) the [REDACTED] is not exercised, and (3) [REDACTED] Shares are [REDACTED] and outstanding following the completion of the [REDACTED].

	Based on an [REDACTED] of HK\$[REDACTED] per H Share
[REDACTED] of our Shares immediately after completion of the [REDACTED] ⁽¹⁾	HK\$[REDACTED] million
[REDACTED] of our H Shares immediately after completion of the [REDACTED] ⁽²⁾	HK\$[REDACTED] million
Unaudited [REDACTED] adjusted consolidated net tangible assets per Share	HK\$[REDACTED]

Notes:

- (1) The calculation of [REDACTED] is based on [REDACTED] Shares expected to be in [REDACTED] and outstanding following the completion of the [REDACTED], the Share Subdivision, the conversion of Unlisted Shares into H Shares and assuming the [REDACTED] is not exercised.
- (2) The calculation of [REDACTED] is based on [REDACTED] H Shares expected to be in [REDACTED] and outstanding following the completion of the [REDACTED], the Share Subdivision, the conversion of Unlisted Shares into H Shares and assuming the [REDACTED] is not exercised.
- (3) The unaudited [REDACTED] adjusted consolidated net tangible assets of the Group attributable to equity shareholders of the Company per Share is calculated after the adjustments referred to in “Appendix II — Unaudited [REDACTED] Financial Information” to this document. No adjustment has been made to the unaudited [REDACTED] adjusted consolidated net tangible assets of the Group to reflect any trading results or other transactions for the Group entered into subsequent to 31 December 2025, including but not limited to the share issuance and capital contribution in February and June 2026. Had such share issuance and capital contribution been taken into consideration, the unaudited [REDACTED] adjusted consolidated net tangible assets of the Group attributable to owners of the parent per Share as at 31 December 2025 would have been [REDACTED], [REDACTED] and [REDACTED] (equivalent to [REDACTED], [REDACTED] and [REDACTED]) per Share based on the estimated low end, mid-point and high end [REDACTED] of HK\$[REDACTED], HK\$[REDACTED] and HK\$[REDACTED] per Share, respectively.

FUTURE PLANS AND USE OF [REDACTED]

Assuming an [REDACTED] of HK\$[REDACTED] per Share (being the mid-point of the [REDACTED] Range of between HK\$[REDACTED] and HK\$[REDACTED] per Share), we estimate that we will receive net [REDACTED] of approximately HK\$[REDACTED] million from the [REDACTED] after deducting the [REDACTED] commissions and other estimated expenses paid and payable by us in connection with the [REDACTED] and assuming that the [REDACTED] is not exercised.

In line with our strategies, we intend to use our [REDACTED] from the [REDACTED] for the purposes and in the amounts set forth below:

- Approximately [REDACTED]% of the [REDACTED], or approximately HK\$[REDACTED] million, will be used for enhancing our research and development capabilities as well as improving and expanding our platform and service capabilities.
- Approximately [REDACTED]% of the [REDACTED], or approximately HK\$[REDACTED] million, will be used to continuously advance our sales and marketing capabilities, further increase market penetration and promote business expansion into overseas markets.

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- Approximately [REDACTED]% of the [REDACTED], or approximately HK\$[REDACTED] million, will be allocated to potential strategic investment and acquisition opportunities.
- Approximately [REDACTED]% of the [REDACTED], or approximately HK\$[REDACTED] million, will be used for working capital and general corporate purposes.

See “Future Plans and Use of [REDACTED]”.

[REDACTED]

Our [REDACTED] mainly include (i) [REDACTED] expenses, such as [REDACTED] fees and commissions, and (ii) non-[REDACTED] related expenses, comprising professional fees paid to our legal advisors and Reporting Accountants for their services rendered in relation to the [REDACTED] and the [REDACTED], and other fees and expenses. Assuming full payment of the discretionary incentive fee, the estimated total [REDACTED] (based on the mid-point of the [REDACTED] range and assuming that the [REDACTED] is not exercised) for the [REDACTED] are approximately RMB[REDACTED] million (equivalent to HK\$[REDACTED] million), accounting for approximately [REDACTED]% of our gross [REDACTED]. Among such estimated total [REDACTED], we expect to pay [REDACTED] expenses of RMB[REDACTED] million (equivalent to HK\$[REDACTED] million), professional fees for our legal advisors and Reporting Accountants of RMB[REDACTED] million (equivalent to HK\$[REDACTED] million) and other fees and expenses of RMB[REDACTED] million (equivalent to HK\$[REDACTED] million). An estimated amount of RMB[REDACTED] million (equivalent to HK\$[REDACTED] million) for our [REDACTED], accounting for approximately [REDACTED]% of our gross [REDACTED], is expected to be expensed through consolidated statements of profit or loss and other comprehensive income, and the remaining amount of RMB[REDACTED] million (equivalent to HK\$[REDACTED] million) is expected to be recognized directly as a deduction from equity upon [REDACTED].

RECENT DEVELOPMENTS AND NO MATERIAL ADVERSE CHANGE

Our Directors confirm that, up to the date of this document, there has been no material adverse change in our financial or trading position since December 31, 2025 (being the date on which the latest audited consolidated financial information of our Company was prepared) and there is no event since December 31, 2025, which would materially affect the information shown in our consolidated financial statements included in the Accountants’ Report in Appendix I to this document.

DEFINITIONS

In this document, unless the context otherwise requires, the following terms and expressions shall have the meanings set out below.

“Accountants’ Report”	the accountants’ report of our Company from Ernst & Young, the text of which is set out in Appendix I to this document
“affiliate(s)”	with respect to any specified person, any other person(s), directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person(s)
“AFRC”	the Accounting and Financial Reporting Council of Hong Kong
“Articles” or “Articles of Association”	the articles of association of our Company adopted on June 19, 2026 with effect upon the [REDACTED] (as amended from time to time), a summary of which is set out in Appendix IV to this document
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Audit Committee”	the audit committee of our Board
“Board” or “Board of Directors”	the board of Directors
“business day”	a day on which banks in Hong Kong are generally open for normal business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
“CAGR”	the annualized growth rate over a specified period, assuming annual compounding during such period
[REDACTED]	[REDACTED]
“catering”	includes restaurant, beverage and cafe industries
[REDACTED]	[REDACTED]
“China”, “Chinese Mainland” or “PRC”	the People’s Republic of China, which only in the context of describing PRC rules, laws, regulations, regulatory authority, and any PRC entities or citizens under such rules, laws and regulations and other legal or tax matters in this document, excludes Taiwan, Hong Kong and the Macau Special Administrative Region of the People’s Republic of China
“CIC” or “Industry Consultant”	China Insights Industry Consultancy Limited, our industry consultant
“CIC Report”	the industry report commissioned by our Company and independently prepared by CIC, a summary of which is set forth in the section headed “Industry Overview” in this document

DEFINITIONS

“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company” or “our Company” or “the Company” or “we” or “us”	Hangzhou Lygo Technology Co., Ltd. (杭州靈卡科技股份有限公司) (formerly known as Hangzhou Hutu Technology Co., Ltd. (杭州弧途科技有限公司)), a company established under the laws of the PRC as a limited liability company on August 29, 2013 and converted into a joint stock company with limited liability in the PRC on June 4, 2026
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“connected transaction(s)”	has the meaning ascribed thereto under the Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Datuanzi Investment”	Ningbo Meishan Bonded Port Area Datuanzi Investment Partnership Enterprise (Limited Partnership) (寧波梅山保稅港區大團子投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on August 8, 2017, one of our Single Largest Shareholders upon the [REDACTED] and one of our Pre-[REDACTED] Investors
[REDACTED]	[REDACTED]
“Director(s)”	the director(s) of our Company
“Employee Incentive Scheme”	the employee incentive scheme of our Company which was adopted on April 2017, a summary of the principal terms of which is set forth in the paragraph headed “Further Information about Our Directors and Substantial Shareholders — 5. Employee Incentive Scheme” in Appendix V to this document
“Enya Investment”	Ningbo Meishan Bonded Port Enya Investment Management Co., Ltd. (寧波梅山保稅港區恩亞投資管理有限公司), a limited liability company established under the laws of the PRC on June 5, 2017 and one of our Single Largest Shareholders upon the [REDACTED]
“ESG”	environmental, social and governance
“ESOP Platform”	Qingtuan Investment
“Exchange Participant(s)”	a person: (a) who, in accordance with the Rules of the Exchange, may trade on or through the Stock Exchange; and (b) whose name is entered in a list, register or roll kept by the Stock Exchange as a person who may trade on or through the Stock Exchange

DEFINITIONS

“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Group”, “our Group”, “we”, “us” or “our”	our Company and all of its subsidiaries, or any one of them as the context may require
“Guide” or “Guide for New Listing Applicants”	the Guide for New Listing Applicants published by the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“H Share(s)”	overseas listed foreign ordinary share(s) in the share capital of our Company with a nominal value of RMB0.02 each, which are to be [REDACTED] for and [REDACTED] in Hong Kong dollars and to be [REDACTED] on the Hong Kong Stock Exchange
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the People’s Republic of China

THIS DOCUMENT IS IN DRAFT FORM, INCOMPLETE AND SUBJECT TO CHANGE AND THAT THE INFORMATION MUST BE READ IN CONJUNCTION WITH THE SECTION HEADED “WARNING” ON THE COVER OF THIS DOCUMENT.

DEFINITIONS

“Hong Kong dollars” or “HK\$”	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“IFRS Accounting Standards”	IFRS Accounting Standards, which comprise all standards and interpretations approved by the International Accounting Standards Board
“Independent Third Party(ies)”	any person(s) or entity(ies) who/which, to the best of our Directors’ knowledge, information and belief, having made all reasonable enquiries, is not a connected person of our Company
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]

DEFINITIONS

[REDACTED]	[REDACTED]
“Jiaxing Lingchuang”	Jiaxing Lingchuang Equity Investment Fund Partnership (Limited Partnership) (嘉興領創股權投資基金合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on April 13, 2016, and one of our Pre-[REDACTED] Investors
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Joint Sponsors”	the joint sponsors as named in the section headed “Directors and Parties Involved in the [REDACTED]” in this document
“Key Account Customer net dollar retention rate”	calculated as revenue generated in a given year from customers who were Key Account Customers in the previous year and remain Key Account Customers in the current year, divided by the revenue generated by such Key Account Customers in the previous year
“Key Account Customer retention rate”	calculated as the number of customers who were Key Account Customers in the previous year and remained Key Account Customers in the current year, divided by the total number of Key Account Customers in the previous year
“Key Account Customers”	enterprise customers whose annual revenue contributions reach RMB5.0 million, a classification determined based on our industry experience and understanding of our customer base, which is consistent with the industry norm, according to CIC
“Latest Practicable Date”	June 18, 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication
[REDACTED]	[REDACTED]
“Listing Committee”	the listing committee of the Hong Kong Stock Exchange
[REDACTED]	[REDACTED]
“Listing Rules” or “Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“Main Board”	the stock market (excluding the option market) operated by the Hong Kong Stock Exchange which is independent from and operated in parallel with the GEM of the Hong Kong Stock Exchange
“Mr. Deng”	Mr. DENG Jianbo (鄧建波), one of our Single Largest Shareholders upon the [REDACTED], the founder, an executive Director, the chairman of the Board and the chief executive officer of our Company
“Nomination Committee”	the nomination committee of our Board
“NPC”	the National People’s Congress of the PRC (中華人民共和國全國人民代表大會)
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Overseas Listing Trial Measures”	the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) promulgated by the CSRC on February 17, 2023
“PRC Company Law”	the Company Law of the People’s Republic of China (《中華人民共和國公司法》), as amended, supplemented or otherwise modified from time to time
“PRC Legal Advisor”	Haiwen & Partners, the legal advisor to our Company as to the PRC laws and PRC data compliance laws
“PRC Securities Law”	the Securities Law of the PRC (《中華人民共和國證券法》), as amended, supplemented or otherwise modified from time to time

DEFINITIONS

[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Qingtuan Investment”	Ningbo Meishan Bonded Port Qingtuan Investment Management Partnership Enterprise (Limited Partnership) (寧波梅山保稅港區青團投資管理合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on July 4, 2017, our ESOP Platform and one of our Single Largest Shareholders upon the [REDACTED]
“Qingtuanjia”	Hangzhou Qingtuanjia Self Owned Funds Investment Partnership Enterprise (Limited Partnership) (杭州青團家自有資金投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on May 20, 2026, a limited partner of Qingtuan Investment and a shareholding platform
“Qingtuan Lingka”	Hangzhou Qingtuanlingka Technology Co., Ltd. (杭州青團靈卡科技有限公司), a company established in the PRC on June 12, 2025 and a wholly-owned subsidiary of our Company
“Qingtuanbao”	Hangzhou Qingtuanbao Network Technology Co., Ltd. (杭州青團寶網絡科技有限責任公司), a company established in the PRC on September 17, 2018 and a wholly-owned subsidiary of our Company
“Qingtuanyun”	Hangzhou Qingtuanyun Self Owned Fund Investment Partnership Enterprise (Limited Partnership) (杭州青團雲自有資金投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on March 24, 2026, one of our Single Largest Shareholders upon the [REDACTED] and one of our Pre-[REDACTED] Investors
“Qualified Institutional Buyers” or “QIBs”	qualified institutional buyers within the meaning of Rule 144A under the U.S. Securities Act
“Regulation S”	Regulation S under the U.S. Securities Act
“Rule 144A”	Rule 144A under the U.S. Securities act

DEFINITIONS

“Remuneration and Appraisal Committee”	the remuneration and appraisal committee of our Board
“Renminbi” or “RMB”	Renminbi, the lawful currency of the PRC
“R&D”	research and development
“Securities and Futures Commission” or “SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Shanghai Yun Yang”	Shanghai Yun Yang Business Consulting Co., Ltd. (上海雲場企業管理諮詢有限公司), a limited liability company established under the laws of the PRC on July 6, 2022, and one of our Pre-[REDACTED] Investors and substantial shareholders
“Share(s)”	ordinary share(s) in the capital of our Company with a nominal value of RMB0.02 each, including both Unlisted Shares and H Shares
“Share Subdivision”	the share subdivision immediately prior to [REDACTED], pursuant to which each of our Shares with par value of RMB1.00 will be subdivided into fifty (50) Shares with par value of RMB0.02 each
“Shareholder(s)”	holder(s) of our Share(s)
“Single Largest Shareholders”	refers collectively to Mr. Deng, Enya Investment, Qingtuan Investment, Datuanzi Investment and Qingtuanyun, for further details, please see the section headed “Relationship with our Single Largest Shareholders” in this document
[REDACTED]	[REDACTED]
“sq.m.”	square meters
[REDACTED]	[REDACTED]
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs published by the SFC (as amended, supplemented or otherwise modified from time to time)

DEFINITIONS

“Track Record Accumulation”	one of the functions of our LYGO Platform (靈工打卡) that creates dynamically updatable digital profiles for individual flexible workers through collecting, accumulating and processing their behavior information in relation to their work performance on our LYGO Platform (靈工打卡)
“Track Record Period”	the three financial years ended December 31, 2023, 2024 and 2025
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“United States” or “U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“Unlisted Share(s)”	ordinary Share(s) issued by our Company, with a nominal value of RMB0.02 each (after Share Subdivision), which is/are not listed or traded on any stock exchange
“U.S. dollars”, “US\$” or “USD”	United States dollars, the lawful currency of the United States
“U.S. Securities Act”	the U.S. Securities Act of 1933, as amended, supplemented or otherwise modified from time to time, and the rules and regulations promulgated thereunder
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“%”	per cent

GLOSSARY OF TECHNICAL TERMS

In this document, unless the context otherwise requires, explanations and definitions of certain terms used in this document in connection with our Group and our business shall have the meanings set out below. The terms and their meanings may not correspond to standard industry meaning or usage of these terms.

“AI”	artificial intelligence
“AI Agent”	a system or program that utilizes AI to perceive its environment, make decisions, and perform tasks autonomously on behalf of a user or another system, without requiring step-by-step human instruction
“Algorithm”	a defined set of rules or procedures for solving a problem or performing a computation, commonly used in data processing, automated reasoning, and machine learning
“Anti-virus Software”	a program designed to detect, prevent, and remove malicious software (malware) from computer systems
“B-end”	a term referring to the business or enterprise side of a platform, as distinguished from the consumer side (C-end)
“Big Data Analytics”	the process of examining large and varied datasets to uncover patterns, correlations, and insights that support decision-making and predictive modeling
“Bilateral Network Effects”	a phenomenon in platform economics whereby the value of a platform increases for one group of users as the number of users in another group grows, creating a self-reinforcing cycle of adoption
“C-end”	a term referring to the consumer or individual user side of a platform, as distinguished from the business side (B-end)
“Closed-loop”	a system design in which output data feeds back into the input, creating a self-contained cycle that enables continuous monitoring, verification, and optimization of processes
“Cloud Computing”	a model of delivering computing services — including storage, processing power, and software — over the internet, enabling on-demand access without the need for direct management of local infrastructure
“Cloud Server”	a virtual or physical server hosted on cloud infrastructure managed by a third-party provider, used for data storage, application hosting, and computing tasks
“Computer Vision”	a field of AI that enables machines to interpret and understand visual information from the real world, such as images and videos, including object recognition and scene analysis
“Data Masking”	a data security technique that obscures specific data within a database so that sensitive information is not exposed to unauthorized users while retaining its usability for permitted purposes

GLOSSARY OF TECHNICAL TERMS

“Data Silo”	an isolated repository of data that is not easily accessible to or integrated with other systems within an organization or across organizations, resulting in fragmentation of information
“Digital Profile”	a structured, electronically maintained record of an individual’s attributes, behaviors, qualifications, and performance history, typically updated dynamically through ongoing data collection
“E-signature”	electronic signature, a digital means of indicating agreement or approval on electronic documents, serving as a legally recognized substitute for a handwritten signature
“Encryption”	the process of converting data into a coded format to prevent unauthorized access, ensuring that only parties with the correct decryption key can read the information
“Facial Recognition”	a biometric technology that identifies or verifies a person by analyzing and comparing patterns based on the person’s facial features captured in digital images or video
“Fulfillment Rate”	a metric that measures the percentage of demand or orders that are successfully completed or filled within a given period
“Functional Module”	a self-contained, reusable software component designed to perform a specific set of functions, which can be independently developed, deployed, and integrated into a larger system
“Intrusion Detection”	a cybersecurity process or system that monitors network or system activities for malicious actions or policy violations and reports them to administrators
“IT” or “Information Technology”	the use of computers, networks, storage, and other infrastructure and processes to create, process, store, secure, and exchange electronic data
“Large Language Model”	a type of AI model trained on massive text datasets that can understand, generate, and reason about natural language, typically based on deep learning architectures with billions of parameters
“Mini-program”	a lightweight application that runs within a host super-app without requiring separate installation, providing specific functionalities to users
“Multimodal”	relating to AI systems capable of processing and integrating multiple types of input data — such as text, audio, images, and video — simultaneously to perform analysis or generate outputs
“Natural Language”	language as naturally spoken or written by humans in everyday communication, as opposed to formal or programming languages
“OCR”	a technology that converts different types of documents — such as scanned paper documents, images, or PDFs — into editable and searchable machine-encoded text

GLOSSARY OF TECHNICAL TERMS

“Open-source”	software whose source code is made freely available for use, modification, and distribution, typically developed collaboratively by a public community
“Push Notification”	a message automatically sent from a server to a user’s device without the user actively requesting it, used to deliver real-time alerts and updates
“Vulnerability Scanning”	an automated process of proactively identifying security weaknesses, misconfigurations, and known vulnerabilities in a computer system, network, or application

FORWARD-LOOKING STATEMENTS

This document contains certain forward-looking statements relating to our plans, objectives, beliefs, expectations, predictions and intentions, which are not historical facts and may not represent our overall performance for the periods of time to which such statements relate. Such statements reflect the current views of our management with respect to future events, operations, liquidity and capital resources, some of which may not materialize or may change. These statements are subject to certain risks, uncertainties and assumptions, including the other risk factors as described in this document. You are strongly cautioned that reliance on any forward-looking statements involves known and unknown risks and uncertainties. The risks, uncertainties and other factors facing our Company which could affect the accuracy of forward-looking statements include, but are not limited to, the following:

- our ability to successfully develop business strategies and plans to achieve these strategies;
- future developments, trends and conditions in the industry and markets in which we operate or into which we intend to expand;
- our ability to attract customers and further enhance our brand recognition;
- our future debt levels and capital needs;
- changes to the political and regulatory environment in the industry and markets in which we operate;
- changes in competitive conditions and our ability to compete under these conditions;
- future developments, trends and conditions in the industry and markets in which we operate;
- effects of the global financial markets and economic crisis;
- our financial conditions and performance;
- our dividend policy, if any; and
- changes or volatility in interest rates, foreign exchange rates, equity prices, volumes, operations, margins, risk management and overall market trends.

In some cases, we use the words “aim”, “anticipate”, “believe”, “can”, “continue”, “could”, “estimate”, “expect”, “going forward”, “intend”, “ought to”, “may”, “might”, “plan”, “potential”, “predict”, “project”, “seek”, “should”, “will”, “would” and similar expressions to identify forward-looking statements. In particular, we use these forward-looking statements in the sections headed “Business” and “Financial Information” in this document in relation to future events, our future financial, business or other performance and development, the future development of our industry and the future development of the general economy of our key markets.

The forward-looking statements are based on our current plans and estimates and speak only as of the date they were made. We undertake no obligation to update or revise any forward-looking statements in light of new information, future events or otherwise. Forward-looking statements involve inherent risks and uncertainties and are subject to assumptions, some of which are beyond our control. We caution you that a number of important factors could cause actual outcomes to differ, or to differ materially, from those expressed in any forward-looking statements.

Our Directors confirm that the forward-looking statements are made after reasonable care and due consideration. Nonetheless, due to the risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this document might not occur in the way we expect, or at all.

Accordingly, you should not place undue reliance on any forward-looking statements in this document. All forward-looking statements contained in this document are qualified by reference to this cautionary statement.

RISK FACTORS

An [REDACTED] in our H Shares involves significant risks. You should carefully consider all of the information in this document, including the risks and uncertainties described below, before making an [REDACTED] in our H Shares. The following is a description of what we consider to be our material risks. Any of the following risks could have a material adverse effect on our business, financial condition and results of operations. In any such case, the market price of our H Shares could decline, and you may lose substantial or all of your [REDACTED].

These factors are contingencies that may or may not occur, and we are not in a position to express a view on the likelihood of any such contingency occurring. The information given is as of the Latest Practicable Date unless otherwise stated, will not be updated after the date hereof, and is subject to the cautionary statements in the section headed “Forward-looking Statements”.

RISKS RELATING TO OUR BUSINESS AND INDUSTRY

We face significant competition from other flexible employment services providers and may suffer from loss of enterprise customers and individual users as a result.

The flexible employment industry in China is highly competitive, rapidly evolving, and has a low level of concentration. As a fast growing sector of China’s employment market, according to CIC, flexible employment arrangement has advantages over traditional employment on both enterprise side and individual user side in terms of employment flexibility, diverse talent pool, and adaptability to industrial upgrading trends. The market size of China’s flexible employment, in terms of revenue, increased from RMB780.2 billion in 2020 to RMB1,767.5 billion in 2025, representing a CAGR of 17.8% from 2020 to 2025. For further details, please refer to the section headed “Industry Overview — Overview of China’s flexible employment industry” in this document. We face constant pressure to attract enterprise customers and individual users, and expand the market for our services. We face competition from other well-established and competitive flexible employment service providers, and face competition from existing participants in the flexible employment platform industry which may have stronger online and mobile professional social networks to connect and capture potential flexible workers. If we are unable to compete effectively, successfully and at reasonable cost against our existing and potential competitors, our business prospects, financial conditions and results of operations could be materially and adversely affected.

We have to keep up with rapid changes in the flexible employment industry.

We operate in the flexible employment industry and the industry is subject to rapid changes in the labor market, technology and applicable law and government policies. The flexible employment industry is significantly influenced by changes in labor market conditions, and adverse developments in the labor market could negatively affect the demand for and supply of flexible workers. Factors such as fluctuations in employment rates, human resource shortages, demographic tasks, changes in workforce preferences, and evolving worker expectations may affect the availability of suitable flexible workers and the willingness of businesses to utilize flexible employment solutions. For example, during periods of labor shortages or intensified competition for talent, flexible workers may demand higher compensation, benefits, or more favorable working arrangements, which could increase operating costs and reduce profit margins for market participants. Conversely, changes in economic conditions or labor market dynamics may lead businesses to reduce hiring activities or adjust their workforce strategies, resulting in decreased demand for flexible employment services. Also, if we cannot keep up with the rapid changes in the flexible employment industry and provide our services to our customers with the latest information and talents with specific skill sets which match the requirements of a given project or task, the demand for our flexible employment services may be adversely affected. Any material changes in labor market conditions that reduce the supply of qualified flexible workers or the demand for flexible employment services could materially and adversely affect the Company’s business, financial condition, results of operations, and prospects.

RISK FACTORS

In addition, the flexible employment industry is increasingly driven by technology development that streamlines and optimizes the life cycle of flexible employment from flexible worker matching, scheduling, contract management, settlement to tax compliance. Rapid advancements in technologies such as artificial intelligence, big data analytics, cloud computing, and automation are reshaping the competitive landscape of the industry. As customer expectations evolve and new technologies emerge, market participants are required to continually upgrade and enhance their technology platforms, products, and services. Failure to timely adapt to technological changes, develop new functionalities, improve system performance, or effectively integrate emerging technologies into existing operations may result in reduced competitiveness, loss of customers, decreased operational efficiency, and diminished market share. In addition, technology upgrades often require substantial investments in research and development, information technology infrastructure, and skilled personnel, and there can be no assurance that such investments will achieve the expected commercial outcomes or generate sufficient returns. Any inability to keep pace with technological developments or accurately anticipate industry trends could materially and adversely affect our business, financial condition, results of operations, and prospects.

Moreover, we are also subject to changes in laws, regulation, and government policies affecting the flexible employment industry. For details, please refer to the section headed “Regulatory Overview — Overview of China’s Flexible Employment Platform Industry” in this document. There is no assurance that we can offer, or develop the expertise, experience, and resources, to offer flexible employment services to our customers on a timely and competitive basis. We may incur significant costs in developing our business, adapting to the changes in the labor market or regulatory environment and providing training to our employees in order to maintain our competitiveness.

The expansion of our business depend on the level of customer demand and the labor market conditions in the industries we serve, which could be affected by factors such as changes of macro social and economic conditions in China and globally.

During the Track Record Period, a considerable portion of our total revenue was generated from our customers in restaurant, retail, beverage and cafe, and hotel industries in the PRC which experienced substantial growth in demand for flexible employment services to meet their fast growing business. There is no guarantee that we will continue to obtain contracts from our customers in such industries in the future.

In addition, we cannot guarantee that there will not be any significant reduction in our customers’ needs for flexible employment services, professional management services and other HR solutions which may be affected by various factors such as the general economic conditions in the PRC especially in retail, restaurant, beverage and cafe, and hotel industries, the financial conditions of a particular customer and the change of their policy towards procurement of employment services. If there is any significant reduction and/or delay in the employment needs by customers in these industries in the PRC for any reason, and we are unable to obtain sufficient business from other customers, our business, results of operations and prospects will be materially and adversely affected.

Furthermore, changes in the global political and economic environment, trade disputes, tariffs, geopolitical tensions and armed conflicts may adversely affect overall market conditions and economic activity. As a result, our customers may reduce their spending, scale back their operations or lower their demand for our services, which could in turn materially and adversely affect our business, financial condition and results of operations. Also, any severe or prolonged slowdown in the global or Chinese economy may materially and adversely affect our business, results of operations and financial condition.

RISK FACTORS

In an environment of slower economic growth or recession, consumers may become more cautious in discretionary spending and reduce their consumption of products and services offered by our customers. As a result, our customers may experience slower business growth, reduced store traffic, lower sales volumes, store closures or business contraction, which may in turn reduce their demand for flexible workers and our flexible employment services and our business, financial condition, results of operations and cash flow may be materially and adversely affected.

Our business depends on our ability to retain and expand our user base, maintain customer relationships, and attract new customers. Any failure to do so could materially and adversely affect our business, financial condition, results of operations, and prospects.

Our success is dependent on our ability to attract and retain enterprise customers and individual users to our business. Our enterprise customers are our primary source of revenue. The stickiness and engagement of our enterprise customers and individual users depend on our ability to improve our LYGO Platform (靈工打卡), to maintain and increase the number of task opportunities on our platform, the quantity and quality of available flexible workers, as well as the overall user experience. In particular, we believe our focus on enterprise customer and individual user support is critical to attracting new users and customers. For the year ended December 31, 2025, we maintained a Key Account Customer retention rate of 100.0% and a net dollar retention rate of Key Account Customers of 180.5%, and flexible workers who recorded five or more attendances on our platform accounted for 73.4% of our total flexible workers. However, our ability to retain users and enterprise customers depends on a variety of factors, including the quality and reliability of our services, our ability to meet evolving customer needs, the effectiveness of our technology platform, the competitiveness of our pricing, customer service quality, market competition, and general economic and industry conditions. There can be no assurance that our users and customers will continue to utilize our platform and services at historical levels or at all. Existing users and enterprise customers may reduce their engagement with our platform, decrease their spending, switch to competing service providers, or terminate their relationships with us due to dissatisfaction with our services, changes in business strategies, budget constraints, industry developments, or other factors beyond our control. In addition, our future growth depends in part on our ability to attract and match new users and enterprise customers in a cost-effective manner.

To continually satisfy our enterprise customers and individual users, we need to continue to improve and enhance our user experiences. This includes improving and updating our technology and data capabilities, optimizing recommendation and matching results, and enhancing the user-friendliness of our platform. We cannot assure you that our initiative to improve our user experience will always be successful. If we are unable to maintain our user base and existing enterprise customers, increase customer retention, continue to attract new enterprise customers and individual users, or otherwise sustain the growth of our platform ecosystem, our revenue growth may slow, our operating results may deteriorate, and our business prospects may be materially and adversely affected.

A substantial portion of our revenue is derived from a limited number of major customers. Any decrease in our sales to any of them would materially and adversely affect our business, prospects, financial condition and results of operations.

Revenue from our five largest customers accounted for 59.5%, 74.1% and 67.5% of our total revenue for the years ended December 31, 2023, 2024 and 2025, respectively, with revenue from our largest customer accounted for 33.4%, 41.0% and 30.0% of our total revenue for the same periods, respectively. The aggregate gross profit contribution from our top five customers represented 15.5%, 33.0% and 45.0% of our total gross profit for those same periods, respectively. As demand for our services depends on the flexible employment needs of these largest customers, there is no assurance that the demand for our services can be maintained or will continue to grow. They may therefore choose to move some or all of their business to our competitors on short notice. The resource and information of our five largest customers are key to our business operation. Any increase in competition from other flexible employment service providers, significant reduction in the level of

RISK FACTORS

spending on flexible employment services by these companies, or deterioration in the industry in which these largest customers operate may significantly reduce the demand for our service which may lead to material adverse impact on our business, financial condition and results of operation.

Our future growth depends in part on our ability to successfully offer new services and functionalities and continue to upgrade our platform with new features. If our efforts are unsuccessful, our business, financial condition, results of operations, and prospects may be materially and adversely affected.

To maintain our competitiveness and support our long-term growth, we continuously invest in the development of new services and functionalities, as well as the enhancement of our existing service offerings. We may introduce new products and solutions, expand into new service categories, upgrade technologies such as artificial intelligence and data analytics, and develop additional features intended to satisfy involving customer demands, increase operational efficiency, and strengthen user and customer engagement. However, the offering of new services and functions involve substantial risks and uncertainties.

The markets for certain of our new services may be nascent, rapidly evolving, or insufficiently developed, and customer demand for such services may not materialize as expected. The successful development and implementation of new service offerings often require significant investments of management attention, research and development resources, technology infrastructure, personnel, marketing expenditures, and other operating costs. We cannot assure you that such investments will generate sufficient returns or that our technological innovations and data capabilities will achieve the anticipated results. In addition, development timelines may be delayed, implementation costs may exceed expectations, and projected pricing, adoption, and profitability targets may not be achieved.

We may fail to implement new technologies, optimize technology systems, or develop and provide innovative features and services.

To develop, support and maintain innovative services and features often requires implementation of new technologies, and we intend to continue to devote resources to the development of additional technologies and services. However, implementation of new technologies in our system may take a long time and may involve technical challenges and large amounts of capital and personnel resources. We may not be able to effectively integrate new technologies on a timely basis, or at all, which may decrease user satisfaction with our services. Such technologies, even if integrated, may not function as expected or may be unable to attract and retain a substantial number of users to use our platform. Our failure to keep pace with rapid technological changes may cause our user retention to suffer.

In addition, we must also continue to respond promptly to evolving user preferences, enhance the user friendliness of our platform, optimize our mobile applications, and otherwise continue to improve our technology systems, all of which may require us to incur substantial costs and expenses. If such costs and expenses fail to effectively translate into improved user experience or user growth, we may not be successful in retaining and attracting our users. We cannot assure you that our efforts to improve user experience and increase user base will always be successful. We also cannot predict whether our new products, service and features will be well received by users consistently, or whether we will be successful in cost-effectively implementing new technologies, enhancing user friendliness of our platform, and otherwise improving our technology systems. Furthermore, our enterprise customers may also choose to originally develop their flexible employment system or similar system. If we cannot improve user experience, we may not be able to retain or attract users, and our business, financial condition and results of operations may be materially and adversely affected.

RISK FACTORS

There could be adverse legal, tax, and other consequences if our individual users who fulfil flexible tasks offered by our enterprise customers were to be classified as our employees or dispatched employees.

In managing our one-stop flexible employment solutions business, we generate revenue on a gross basis from charging enterprise customers service fees for our comprehensive solutions, where we act as the principal in providing such solutions to enterprise customers, and earnings and benefits of flexible workers, being the individual users who fulfill relevant flexible tasks, are charged to cost of sales. In addition, in managing our online recruitment matching services business, we facilitate transactions between task seekers and enterprises. Based on our agreements with relevant flexible workers and task seekers, and the nature of our business operations, we are of the view that flexible workers, being the individual users who fulfill flexible tasks in our one-stop flexible employment solutions business, and task seekers engaged by relevant enterprise customers in our online recruitment matching services business are not our employees or dispatched employees. For details, please see “Business — Our Business — One-stop Flexible Employment Solutions — Key Terms of Our Agreements with Individual Users.”

We may be subject to the risk that relevant regulatory authorities or judicial judgments may deem the flexible workers as our employees or dispatched employees. During the Track Record Period, we encountered a handful of labor arbitrations occasionally. As of the Latest Practicable Date, there has been no uniform decision or consensus in these arbitration cases regarding the relationship between flexible workers and us. We may fail to defend our view of the relationship between flexible workers and us if the laws, regulations and policies on labor and employment applicable to the flexible employment industry further evolve in the future. Defense against or settlement with government investigations or legal proceedings relating to the existence of employment or labor relationship with flexible workers would be both costly and time-consuming, and could significantly divert the efforts and resources of our management. Any adverse determination in any such investigations or proceedings could subject us to significant liability or obligations as an employer. Such obligations include, among others, making social insurance and housing provident funds contribution, complying with minimum wage and overtime requirements, providing annual leaves, withholding individual income tax, unionizing and collective bargaining and bearing liability on work done and damages by these flexible workers and personal safety of flexible workers, which could adversely affect our financial condition and results of operations. Furthermore, the costs associated with defending, settling, or resolving pending and future government investigations and challenges or legal proceedings relating to the non-employee status of flexible workers could be material to our business.

Changes in applicable laws, regulations and governmental policies affecting the flexible employment industry, as well as the interpretation, enactment, and enforcement of such laws, rules and regulations, may materially and adversely affect our business, financial condition and results of operations.

Our business operations are subject to various laws, regulations and governmental policies in the PRC. Any failure to comply with any amended or new laws, regulations and policies may result in fines or penalties against us or our officers and employees, and may otherwise have a material adverse effect on our business, financial condition, results of operations and prospects. Recent government policies, including the *Report of the State Council on the Protection of Rights and Interests of Flexible Employment and New Forms of Employment Workers* (《國務院關於靈活就業和新就業形態勞動者權益保障工作情況的報告》), have encouraged the expansion of an optimized employment environment to meet fluctuating business demand. See “Regulatory Overview” and “Business — Certificates, Licenses and Permits” in this document for further details. However, relevant governmental authorities may introduce new laws, regulations, rules, guidelines and policies, or modify existing ones, governing flexible employment arrangements, labor and employment practices, social welfare and benefits, taxation, data protection, platform operations and other aspects of our business. Compliance with these laws and regulations can be burdensome and impose limitations on our business and operations, for instance, in terms of our relationship with flexible workers. In particular, laws, regulations and governmental policies relating to the social welfare and benefits of flexible workers, including social insurance contributions, housing fund obligations, occupational injury protection, healthcare coverage and other employee-related benefits, may change from time to time. Government authorities may also issue new interpretations or adopt enforcement positions that require platform operators, service providers

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or enterprise customers to assume additional obligations with respect to flexible workers. Any such developments may increase our compliance costs, require us to modify our business model, operational processes or contractual arrangements, or result in increased costs borne by us, or by our enterprise customers or flexible workers using our platform. Any non-compliance or alleged non-compliance may subject us to regulatory warnings, fines, administrative sanctions, and claims, litigation or arbitration brought by flexible workers, which could materially and adversely affect our business, financial condition and results of operations.

In addition, the interpretation, enactment and enforcement of existing laws and regulations may vary among different governmental authorities and jurisdictions and may change over time. Regulatory authorities may not always agree with our understanding of applicable legal requirements or our compliance measures. If we are found to be in violation of applicable laws, regulations or governmental policies, or if new legal requirements impose additional obligations on us, we may be subject to warnings, fines, penalties, rectification orders, restrictions on our operations or other administrative actions. We may also incur significant compliance and legal costs, face disputes or claims from flexible workers, enterprise customers or other third parties, or experience disruptions to our operations. As a result, any changes in applicable laws, regulations and governmental policies, or the interpretation or enforcement thereof, could materially and adversely affect our business, financial condition, results of operations and prospects.

Flexible workers may suffer safety incidents while performing flexible tasks sourced through our platform, which could result in reputational harm and adversely affect our business.

Flexible workers who obtain work opportunities through our platform may be exposed to various occupational and personal safety risks while traveling to, from, or during the performance of flexible tasks. For example, flexible workers may be involved in traffic accidents while commuting to work locations, sustain injuries at customer premises, or experience other safety-related incidents in connection with their work activities. Although we generally do not supervise or control the work environment of our enterprise customers, we may be requested by affected flexible workers, their family members to compensate for such incidents, or the public may nevertheless perceive us as responsible due to our role in facilitating work opportunities through our platform. We may become involved in disputes, claims or other proceedings with flexible workers in connection with safety incidents arising during the performance of flexible work assignments, such as workplace accidents or other personal injuries. Even if such claims or allegations are without merit, responding to and resolving these matters may require significant management attention, time and resources, divert our attention from our business operations, and adversely affect our reputation and business.

In response to such incidents, we may, from time to time, voluntarily provide financial assistance, humanitarian support or other forms of aid to affected flexible workers and their families. Such assistance may increase our operating costs and may not prevent claims, complaints, disputes or negative publicity. In addition, serious accidents or other safety incidents involving flexible workers may attract media attention, result in unfavorable public perception of our platform, diminish the confidence of flexible workers and enterprise customers in our services, and harm our reputation and brand. Any of the foregoing could adversely affect our ability to attract and retain flexible workers and enterprise customers, reduce usage of our platform, and materially and adversely affect our business, financial condition, results of operations and prospects.

We are operating in a dynamic market and we may not be able to successfully manage our current and potential future growth.

We started our business in 2013 and our business has grown significantly in recent years. We intend to continue to expand the scope and geographic reach of our services. Our total revenue increased from RMB463.4 million in 2023 to RMB1,201.0 million in 2024 and further to RMB2,435.2 million in 2025. We intend to further advance our growth by, among other things, expansion of our operations. Such future plans are based on current intentions and assumptions. Our expansion plan may be hindered by factors beyond our control, such as general market

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conditions, our ability to attract qualified employees, government policies relevant to our industry, our ability to maintain our existing competitive advantages and new market entrants. If we are unable to successfully implement our growth strategy, our business, financial condition, results of operations and prospects may be materially and adversely affected.

Our anticipated future growth will likely place significant demand on our management and operational efficiency. Our success in managing our growth will depend, to a significant degree, on our ability to attract more new customers and retain existing customers and launch new services to increase our revenue. In addition, we will have to successfully adapt our existing services to changing industry and user conditions, and expand, train and manage our employees. The market in which we operate is highly dynamic and may not develop as expected. Our customers may not fully understand the value of our services and potential customers and users may have difficulty distinguishing our services from those of our competitors. If we are unable to properly and prudently manage our operations as we continue to grow in this dynamic and evolving market, or if the quality of our services deteriorates due to mismanagement, our brand name and reputation could be severely harmed, which would materially and adversely affect our business, financial condition and results of operations.

If our key performance indicators are inaccurate, the market may have inaccurate perception or wrong assessment about us, and our ability to form appropriate corporate growth strategies may be impaired and our business, results of operations and prospects may be materially and adversely affected.

We use a set of key performance indicators, such as billable attendance, attendance hours of flexible workers and the number of enterprise customers, to assess our operating performance, measure customer engagement, evaluate the growth of our business and make strategic decisions. The calculation of these metrics requires the collection, processing and analysis of large amounts of data from our platforms and systems. Capturing and measuring such data accurately is subject to a number of limitations, including system errors, data inconsistencies, technical issues, human errors, delays in data processing, incomplete records and other factors beyond our control. As a result, our methodologies for calculating these metrics may not accurately reflect actual customer engagement, platform activity or business performance.

In addition, there are inherent challenges in measuring user activity and customer engagement across our platforms. Our definitions and methodologies may differ from those used by third parties, industry participants, market research firms or our competitors. Therefore, comparisons of our operating metrics with similarly titled metrics reported by other companies may not be meaningful. We may also refine, revise or adjust our methodologies from time to time as our business evolves, which could result in changes to previously reported metrics.

If the metrics that we report do not accurately reflect our operating performance, growth trends or business results, [REDACTED] based on incomplete or inaccurate information. Furthermore, if our reported metrics are perceived to be inaccurate, unreliable or inconsistent, or if the market believes that our performance indicators overstate or understate our actual business performance, our credibility with investors may be harmed. In particular, if our business results are understated due to inaccuracies in our key operating metrics, the market may wrongly perceive us to be underperforming, which could negatively affect [REDACTED] and cause the [REDACTED] to decline. Any of the foregoing could materially and adversely affect our reputation, business, financial condition, results of operations and [REDACTED].

We rely on third-party platforms and digital channels for user access, traffic acquisition and service delivery, and any adverse changes to such platforms could materially and adversely affect our business.

We rely on third-party platforms and digital channels, including WeChat mini-programs and other online platforms, for certain aspects of our business operations, including user acquisition, user access, information display, [REDACTED] and customer engagement. We do not control the

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operation, policies or standards of these third-party platforms and digital channels. As a result, our ability to attract users, provide services and maintain customer engagement depends in part on the continued availability and functionality of such platforms.

Third-party platforms and digital channels may change their algorithms, traffic distribution mechanisms, search rankings, display rules, access requirements, review standards, fee structures or other platform policies from time to time. They may also impose restrictions on, suspend or discontinue certain functions, services or interfaces that are important to our operations. In addition, platform operators may introduce competing products or services, provide preferential treatment to their own offerings or those of our competitors, or otherwise take actions that reduce the visibility, accessibility or functionality of our services. Any such changes could reduce user traffic to our services, increase customer acquisition costs, decrease customer engagement, or otherwise adversely affect our ability to attract and retain users and enterprise customers.

Our mobile applications also depend on effective interoperation with mobile systems, hardware, networks, regulations, and standards that we do not control. We make our mobile applications available across a variety of mobile operating systems. We are dependent on the interoperability of our mobile applications with popular mobile devices and mobile operating systems that we do not control. Any changes in such mobile operating systems or devices that decrease the functionality of our applications or give preferential treatment to competing products may materially and adversely affect usage of our services. Further, if the number of platforms for which we develop our apps increases, which is typically seen in the dynamic and fragmented mobile internet market in China, it will result in an increase in our costs and expenses. In order to deliver high-quality services, it is important that our services work well across a range of mobile operating systems, networks, mobile devices with standards that we do not control. If it becomes difficult for our users and customers to access and use our services, including on their mobile devices, our user growth and customer engagement could be harmed, which in turn may materially and adversely affect our business, financial position and results of operations.

Furthermore, in order to maintain compatibility and deliver high-quality services, we must continuously adapt our products and technologies to evolving standards, technical requirements and policies established by third-party platforms, digital channels and networks. Such adaptations may require significant management attention, technical resources and additional expenditures. If the number of third-party platforms for which we develop and maintain mini-programs or other applications increases, our development, maintenance and compliance costs may increase accordingly. Any failure to maintain compatibility with such platforms, or any disruption, degradation or termination of our access to such platforms, could make it more difficult for individual users to access and for enterprise customers to use our services.

If any of the foregoing occurs, our user growth, customer acquisition, customer retention, operating efficiency and brand recognition may be adversely affected, which could materially and adversely affect our business, financial condition, results of operations and prospects.

If flexible workers’ information are outdated, inaccurate, incomplete or fraudulent, we may not be able to effectively create value for our enterprise customers, which could materially and adversely impact our reputation and business prospects.

In providing flexible employment services to our enterprise customers, we rely in part on information submitted by flexible workers through our platform. We initially collect certain basic information from flexible workers, including personal identification information, and require them to complete a real-name authentication process. For details, see “Business — Data Privacy and Information Security Risk Management.” As flexible workers enroll on our platform and participate in assignments from our enterprise customers arranged through platforms, we accumulate and maintain additional information regarding their work experience, skills, qualifications, performance records and other profile information, which we use in matching flexible workers with enterprise customers and facilitating our flexible employment services.

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Certain information collected from and about flexible workers on our platform may be inaccurate, outdated, incomplete, fraudulent and we may not be able to verify such information effectively. If flexible workers provide inaccurate, outdated or fraudulent information and we fail to identify such deficiencies in a timely manner, enterprise customers may be matched with flexible workers who do not meet their requirements or expectations, which could result in service disruptions, reduced work quality, customer complaints, disputes, claims for damages or reputational harm. Any such incidents could adversely affect the quality and reliability of our flexible employment services, reduce enterprise customer satisfaction and retention, impair our ability to attract new customers and negatively impact our business, results of operations, financial condition and prospects.

We collect and process personal information and our business is subject to complex and evolving laws and regulations regarding cybersecurity, data protection and personal information protection. Any failure or perceived failure to comply with these laws and regulations could result in negative publicity, legal proceedings, or otherwise harm our business.

In recent years, regulatory authorities across the world have implemented and are considering a number of legislative and regulatory proposals concerning cybersecurity, data protection and personal information protection, including those jurisdictions in which we operate. For instance, the Standing Committee of the National People’s Congress of China promulgated the *PRC Cybersecurity Law* (《中華人民共和國網絡安全法》), which came into effect on June 1, 2017 was amended on October 28, 2025, and the revised version came into force on January 1, 2026; the *Data Security Law of the People’s Republic of China* (《中華人民共和國數據安全法》), effective from September 1, 2021 and the *Personal Information Protection Law of the People’s Republic of China* (《中華人民共和國個人信息保護法》) implemented on November 1, 2021. Additionally, the State Council promulgated the *Regulation on Network Data Security Management* (《網絡數據安全管理條例》), which took effect on January 1, 2025. For details, please see the section of “Regulatory Overview — Laws on Personal Information Protection and Privacy.”

The above regulatory developments relevant to cybersecurity, data protection and personal information protection could generally impact the data collection, use, storage and other data processing activities conducted by the enterprises in technology industry, including us. We have adopted various measures to ensure our legal compliance. See “Business — Risk Management and Internal Control” for details. However, the laws and regulations regarding cybersecurity, data protection and personal information protection in China are generally complex and evolving, with uncertainty as to the interpretation and application thereof, which may lead to uncertainty about the scope of our responsibility in this regard. As such, we cannot assure you that our compliance measures are, and will be, always considered sufficient under applicable laws and regulations. Additionally, the effectiveness of our protection measures is also subject to system failure, interruption, inadequacy, security breaches or cyberattacks. There is no assurance that we are able to comply with these laws, regulations and contractual obligations in all respects. Any failure or perceived failure by us, our customers or business partners to comply may result in investigations, proceedings or actions against us, which could damage our reputation and business.

In addition to government regulation, privacy advocates and industry groups have and may in the future propose self-regulatory standards from time to time. These and other industry standards may legally or contractually apply to us, or we may elect to comply with such standards. We expect that there will continue to be new proposed laws and regulations concerning cybersecurity, data protection and personal information protection, and we cannot yet determine the impact such future laws, regulations and standards may have on our business. Complying with emerging and changing legal requirements may cause us to incur substantial costs or require us to change our business practices. Please refer to the section headed “Regulatory Overview” in this document for further details.

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Any failure or perceived failure to comply with any current or new laws or regulations may result in proceedings or actions against us by government entities or private individuals, which could have an adverse effect on our business. Moreover, failure or perceived failure to comply with applicable laws and regulations related to the collection, transfer, use, sharing or security of personal data or other personal information-related matters could result in a loss of confidence in us by our customers and potential candidates who registered their personal information with us, which could adversely affect our business, financial condition and results of operations. We may also be subject to stricter personal data and privacy-related requirements and heightened risk of non-compliance in the future. Implementing additional internal measures to comply with such enhanced compliance requirements may increase our cost and impact our financial position.

Concerns about our collection, transfer, security and use of personal data and other personal information-related matters could damage our reputation and deter our enterprise customers and individual users from using our services.

Our business operations require us to obtain, process and retain information pertaining to our individual users, customers, and suppliers, as well as routinely transmit personal, confidential and proprietary information, over public networks. It is possible that our security controls over personal and other information and the other practices we follow may not prevent improper access to, or disclosure of, personally identifiable or otherwise confidential information. Further, our current security measures may not be adequate. Any party who can circumvent our security systems may be able to steal or misuse such information or disrupt our operations.

Currently, a significant number of our individual users maintain personal information on our databases. There could be a risk that we may not be able to prevent certain non-compliant employees from sending out the personal information of potential flexible workers without their formal approval. We have implemented various technical and organizational measures designed to safeguard our systems and data; however, we cannot assure you that our internal measures will be effective in preventing all cyberattacks, security breaches, system intrusions, data leakage incidents, ransomware attacks, employee misconduct, human errors, or other unauthorized access to, disclosure, alteration, or loss of data.

In the event of any actual or suspected cybersecurity incident or data breach, affected flexible workers, customers, or other third parties may file complaints, assert claims, seek compensation, or initiate litigation against us. We may also become subject to regulatory inquiries, investigations, administrative penalties, remediation obligations, and increased compliance costs. Even if such claims or proceedings are ultimately unsuccessful, responding to them may require substantial management attention, legal expenses, and other resources. Any actual or perceived cybersecurity incidents, data breaches, or unauthorized disclosure of personal information may result in complaints, claims, investigations, or legal proceedings, and could materially and adversely affect our reputation, business, financial condition, and results of operations. Our business operations also involve access by our internal employees to users’ or customers’ confidential information. There can be no assurance that in the future we will not be subject to claims relating to abuse of confidential information by our internal employees or proceedings related to intentional or unintentional exposure of our users or customers’ confidential information.

Failure to establish adequate safeguards to protect the personal data or confidential information in our possession against accidental or unlawful loss or modification, unauthorized access, use or similar risks may result in security breaches or material non-compliance with third party security requirements. Such events may expose us to the imposition of fines or regulatory action, a risk of loss or litigation and potential liability for failing to secure confidential customer or supplier information. Furthermore, any actual or perceived failure to adequately protect personal information and data security could result in negative publicity, damage to our brand and reputation, reduced trust among flexible workers and enterprise customers, diminished user engagement, customer attrition, and difficulties in attracting new users and customers. As a result, our business, financial condition, results of operations, and prospects could be materially and

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adversely affected. These events may also harm our reputation and subject us to liability under our contracts with our customers and suppliers. In the event that we are unable to assure the security of such personal data in our possession, our business, reputation and financial results may be adversely affected.

Content posted or displayed on or linked to our platform may be found objectionable by PRC regulatory authorities and may subject us to penalties and other negative consequences.

We are subject to PRC laws and regulations governing internet access and the distribution of information over the internet. Under these regulations, internet content providers and our internal content review procedures are prohibited from posting or displaying over the internet any content that, among other things, violates PRC laws and regulations, impairs the national dignity of China or public interest or is obscene, superstitious, fraudulent or defamatory. Failure to comply with these requirements may result in monetary penalties, revocation of licenses to provide internet content or other licenses, suspension of the concerned platforms and reputational harm. In addition, these laws and regulations are subject to interpretation by the relevant authorities, and it may not be possible to determine in all cases the types of content that could cause us to be held liable as an internet content provider.

Internet platform operators may also be held liable for the content displayed on or linked to its platform that is subject to certain restrictions. We may not be able to always keep our internal content review procedures abreast of changes in the PRC government’s requirements for display of task related content on our online platform. Failure to identify and prevent illegal or inappropriate content from being displayed on our platform may subject us to liability, government sanctions or loss of licenses and/or permits.

To the extent that PRC regulatory authorities find any content displayed on our platforms objectionable, they may require us to limit or eliminate the dissemination of such content on our platforms in the form of take down orders or otherwise. In addition, regulatory authorities may impose penalties on us for content displayed on or linked to our platform in cases of material violations or lacking proper license, including a revocation of our licenses for operation or a suspension or shutdown of our online operations. Although we have not been penalized for our content so far, in the event that the PRC regulatory authorities find the content on our platforms objectionable and impose penalties on us or take other enforcement actions, our business, results of operations and reputation may be materially and adversely affected. Moreover, the costs of compliance with these regulations may continue to increase as a result of more content uploaded or linked to our platform by our customers.

If we are not able to maintain and enhance our brands, our business and operating results may be harmed.

We believe that maintaining and enhancing our brands is important to the success of our business. Well-recognized brands are critical to increasing the number and the level of engagement of our enterprise customers and individual users. Since we operate in a competitive industry, brand maintenance and enhancement also directly affect our ability to maintain our market position. We have continued to exercise strict quality control on our services to ensure that our brand image is not tarnished by substandard services. We have also conducted and will continue to conduct various marketing promotion activities both online and offline to enhance our brands, to guide public perception of our brands, services, and ultimately to distinguish our services from those of our competitors. We have historically spent on these marketing and promotional activities, and we may need to increase such expenses in the future to continue to maintain and enhance brand awareness and brand loyalty, to retain and attract customers as well as to promote our platform. However, we cannot assure you that these sales and marketing activities will be successful or that we will be able to achieve the promotion effect we expect from them. If we cannot properly manage such expenses or if our marketing and promotional activities underperform our expectations, our financial condition, results of operations and business prospects will be damaged as a result.

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Furthermore, our brand names and our business may be harmed by aggressive marketing and communication strategies by competitors and third parties. We may be subject to government or regulatory investigation or third-party claims as a result and we may be required to spend significant time and incur substantial costs to react to and address these consequences. There is no assurance that we will be able to effectively refute each of the allegations within a reasonable period of time, or at all. Additionally, public allegations, directly or indirectly, against us or our directors, management, shareholders or third parties we collaborated with, may be posted online by anyone on an anonymous basis. The availability of information on social media platforms is virtually immediate, as is its impact. Social media platforms may not necessarily filter or check the accuracy of information before publishing them, and we may be afforded little or no time to respond. As a result, our reputation may be materially and adversely affected, our ability to attract and retain users and maintain our market share may suffer, and our financial conditions may deteriorate.

We may engage in acquisitions or strategic investment in the future, which may involve inherent risks, and any business we invest in or acquire may not perform as expected or be successfully integrated.

If appropriate opportunities arise, we may invest in or acquire complementary assets, technologies or businesses in the future, including those in relation to AI applications and other businesses with strategic synergy, such as human resources and employment services and solutions. Even if we are able to identify a target for investment or acquisition, we may not be able to complete the transaction on commercially reasonable terms, we may not be able to receive approval under anti-monopoly and competition laws, or the target may choose to enter into a transaction with another party, which could be our competitor.

In addition, businesses we invest in or acquire may not perform as well as we expect. Failure to manage and successfully integrate acquired businesses and technologies, including managing any privacy or data security risks associated with such acquisitions, may harm our operating results and expansion prospects. Future acquisitions and the subsequent integration of new assets and businesses into our own would require significant attention from our management and could result in a diversion of resources from our existing business, which in turn could have an adverse effect on our business operations. Acquisitions may not achieve our goals and could be viewed negatively by users, third parties or [REDACTED]. Acquisitions could result in the use of substantial amounts of cash, potentially dilutive issuances of equity securities, the occurrence of significant goodwill impairment charges, amortization expenses for other intangible assets and exposure to potential unknown liabilities of the acquired business. Moreover, the costs of identifying and consummating acquisitions may be significant. In addition to possible shareholders’ approval, we may also have to obtain approvals and licenses from relevant governmental authorities for the acquisitions and to comply with any applicable PRC laws and regulations, which could result in increased delay and costs.

The integrity and reliability of our technology and information infrastructure may be vulnerable to interruption and damage and may not perform as anticipated.

The operation of our business is highly dependent on the integrity and reliability of our technology and information infrastructure that supported our one-stop flexible employment system, which primarily include LYGO Platform (靈工打卡). Our LYGO Platform (靈工打卡) directly contributed to the effectiveness and efficiency of our solutions and services and enable us to manage our flexible worker resources and entire operating process centrally in order to satisfy the needs and preferences of our enterprise customers and individual users.

Our flexible worker data and operating data are stored with third-party cloud service providers. Any physical security breach of, or disasters causing damage to, our system could disrupt our business and could result in decreased revenue and increased overhead costs, causing our business and results of operations to suffer materially. In addition, our technology and information systems are vulnerable to damage or interruption from power outages, hardware failures, security breaches, and human errors by our employees. Failure of our technology and information systems may require

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significant additional costs and management resources to resolve, causing material harm or disruption to our business. While during the Track Record Period and up to the Latest Practicable Date, we had not experienced any material interruption to our information systems due to software or hardware malfunction, nor had we experienced any material data leakage, data loss, cybersecurity incident or other information security incident that had a material adverse impact on our business operations, any unexpected problems in the technology and information systems may have material adverse effects on our business and operations as well as reputation.

Computer viruses, undetected software errors, and hacking may cause delays or interruptions on our systems and may reduce the use of our services and damage our reputation and brand image.

Our online platform and mini-program including our services, products and websites could contain undetected errors, or “bugs”, that could adversely affect their performance. While we regularly update and enhance our platforms and other information systems and introduce new versions of our software products and applications, the occurrence of errors in any such update or enhancement may cause disruptions to our services and may, as a result, cause us to lose market share, damage our reputation and brand name, and materially and adversely affect our business. In addition, computer viruses and hacking may cause delays or other service interruptions to our systems. “Hacking” involves efforts to gain unauthorized access to information or systems or to cause intentional malfunctions, loss or corruption of data, software, hardware or other computer equipment.

We cannot assure you that our current protocol and preventive mechanisms will successfully prevent hacking or the transmission of any computer virus or malware, which could result in significant damage to our hardware and software systems and databases, disruptions to our business activities, including to our e-mail and other communication systems, breaches of security and the inadvertent disclosure of confidential or sensitive information, interruptions in access to our online platforms through the use of “denial of service” or similar attacks and other material adverse effects on our operations.

We may incur significant costs to protect our systems and equipment against the threat of, and to repair any damage caused by, computer viruses and hacking. Moreover, if a computer virus or hacking affects our systems and is highly publicized, our reputation and brand name could be materially damaged and usage of our services may decrease. In addition, the inadvertent transmission of computer viruses could expose us to a material risk of loss or litigation and possible liability.

Our success depends on key management personnel and competent employees.

Our success is largely attributable to the continued commitment and contribution of our key senior management personal. Their extensive knowledge and experience in the flexible employment industry, as well as their established relationships with our customers, have played a major role in our attainments. There are no assurances that we will be able to retain these key personnel, and the loss of any of them without suitable and timely replacements, or the inability to attract and retain qualified personnel may adversely affect our business, results of operations, financial position and prospects.

In addition, we have to hire and retain internal employees, with the necessary level of competence and knowledge of the flexible employment industry so as to maintain and expand our operations. In the future, we may encounter shortages of appropriately skilled personnel, which may hamper our ability to implement our strategies and materially and adversely affect our business and results of operations.

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Negative publicity may adversely affect our reputation, business, financial condition and prospects.

We, our shareholders, directors, officers, employees, associates, and suppliers may be subject to negative media coverage and publicity from time to time. We cannot assure you that such negative publicity would not harm our brands and the perception of our brands in the market, or have a material adverse effect on our business, financial condition, and results of operations. As our business expands and grows, we may be exposed to heightened public scrutiny in markets where we already operate as well as in new markets where we may operate. We could become a target for regulatory or public scrutiny in the future and scrutiny and public exposure could severely damage our reputation. As a result, any negative publicity about us or any of our affiliates or any damage to our brand could adversely affect our ability to retain our existing customers or attract new customers, either of which could have an adverse effect on our business, results of operations, financial conditions, and prospects.

We may not be able to prevent others from unauthorized use of our intellectual property, which could harm our business and competitive position.

We rely on a combination of patent, copyright and trademarks laws, trade secrets protection and other contractual restrictions for the protection of the intellectual property used in our business. Effective intellectual property protection may not be available or may not be sought, and contractual disputes may affect the use of the intellectual property governed by private contract. Although our contracts with users and third parties typically prohibit the unauthorized use of our brands, images and other intellectual property rights, there can be no assurance that they will always comply with these terms. These agreements may not effectively prevent the unauthorized use of our intellectual properties or disclosure of confidential information and may not provide an adequate remedy for such unauthorized use or disclosure of personal information. Although we enter into confidentiality agreements with all of our employees and non-compete agreements with our key management and professional personnel and we also have in place various relevant internal rules and policies that require compliance from our employees, these agreements could be breached, the internal rules and policies could be violated, we may be involved in disputes in respect of these agreements and internal rules and policies for which we may not have adequate remedies, and our proprietary technology, know-how or other intellectual property could otherwise become known to third parties. In addition, third parties may independently discover trade secrets and proprietary information, limiting our ability to assert any trade secret rights against such parties.

While we actively take steps to protect our proprietary rights, such steps may not be adequate to prevent the infringement or misappropriation of our intellectual property. We also cannot assure our registered trademarks have covered an adequate scope of our existing and future business operations and as of the Latest Practicable Date, we were in the process of registering certain trademarks that are necessary based on the current scope of our business. However, there can be no assurance that any of our trademark applications will ultimately proceed to registration or will result in registration with adequate scope for our business, particularly if such requested trademarks are found to conflict with the registered trademarks owned by third parties, including our competitors. Some of our pending applications or registrations may be successfully challenged or invalidated by others. If our trademark applications are not successful, we may have to use different marks for affected services, or seek to enter into arrangements with any third parties who may have prior registrations, applications or rights, which might not be available on commercially reasonable terms, if at all.

In addition, we may not be able to effectively protect our intellectual property rights or to enforce our related contractual rights. Preventing any unauthorized use of our proprietary technology, trademarks and other intellectual property is difficult and expensive, and litigation may be necessary in the future to enforce our intellectual property rights. Future litigation could result in substantial costs and diversion of our resources, and could disrupt our business, as well as materially and adversely affect our financial condition and results of operations.

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We may be subject to intellectual property infringement claims, unfair competition or other allegations, particularly relating to the misuse of data, which could result in payment of substantial damages, penalties and fines and removal of data or technology from our system.

We may in the future be subject to intellectual property infringement claims or other allegations by third party owners or right holders of patents, copyrights, trademarks, trade secrets and content for services we provide or for information or content displayed on, retrieved from or linked to, recorded, stored or made accessible on our platform, or otherwise distributed to our users, which may materially and adversely affect our business, financial condition and prospects.

Generally, companies in the internet-related industries are frequently involved in litigation based on allegations of infringement of intellectual property rights, unfair competition, invasion of privacy, defamation and other violations of other parties’ rights. The validity, enforceability and scope of protection of intellectual property rights in internet-related industries, particularly in China, are uncertain and still evolving. As we face increasing competition and as litigation becomes a more common method for resolving commercial disputes in China, we face a higher risk of being the subject of intellectual property infringement claims or other legal proceedings.

We allow users to upload text, pictures, audio, video and other content to our platform and users to download, share, link to and otherwise access other content on our platform. Under relevant PRC laws and regulations, online service providers, which provide storage space for users to upload works or links to other services or content, could be held liable for copyright infringement under various circumstances, including situations where the online service provider knows or should reasonably have known that the relevant content uploaded or linked to on its platform infringes upon the copyright of others and the online service provider failed to take necessary actions to prevent such infringement. We have procedures implemented to reduce the likelihood that content might be used without proper licenses or third-party consents. However, these procedures may not be effective in preventing the unauthorized posting or distribution of copyrighted content, and we may be considered failing to take necessary actions against such infringement. Therefore, we may face liability for copyright or trademark infringement, defamation, unfair competition, libel, negligence, and other claims based on the nature and content of the materials that are delivered, shared or otherwise accessed through our platform.

Defending claims is costly and can impose a significant burden on our management and employees, and there can be no assurance that favorable final outcomes will be obtained in all cases. Such claims, even if they do not result in liability, may harm our reputation. Any resulting liability or expenses, or changes required to be made to our platform to reduce the risk of future liability, may have a material adverse effect on our business, financial condition and prospects.

We have limited business insurance coverage.

Our insurance coverage is limited in terms of amount, scope and benefit. Insurance companies in China currently do not offer as extensive an array of insurance products as insurance companies do in countries with more developed economies. In line with general flexible employment industry in China, we do not have any business liability or disruption insurance to cover our business operations. We do not maintain insurance coverage for liabilities arising from claims by flexible workers, customers, employees, or other third parties. Any such claims, regardless of merit, may force us to participate in time-consuming, costly litigation or investigation, divert significant management and staff attention, and damage our reputation and brand names. Any uninsured business disruption, litigation or legal proceedings or natural disaster, such as epidemics, pandemics or earthquakes, or other events beyond our control could result in substantial costs and the diversion of our management’s attention. Our business, financial condition and results of operations may be materially and adversely affected as a result.

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We may be subject to regulatory actions, legal proceedings, disputes, and other liabilities in our ordinary course of business.

We have been involved and may continue to be involved in claims, disputes and legal proceedings, for example, disputes in relation to our intellectual properties or our relationship with flexible workers, in our ordinary course of business from time to time. In addition to the intellectual properties related litigations we may face as mentioned in “— We may not be able to prevent others from unauthorized use of our intellectual property, which could harm our business and competitive position” and “— We may be subject to intellectual property infringement claims, unfair competition or other allegations, particularly relating to the misuse of data, which could result in payment of substantial damages, penalties and fines and removal of data or technology from our system”, we may also be involved in disputes or litigations relating to other issues, among others, breach of contract, environmental matters, and employment. Any claims, disputes or legal proceedings initiated by us or brought against us, with or without merit, may result in substantial costs and diversion of resources, and if we are unsuccessful, could materially harm our reputation. Furthermore, claims, disputes or legal proceedings against us may be due to actions taken by our counterparties, such as our suppliers, third-party payors and other service providers. Even if we are able to seek indemnity from them, they may not be able to indemnify us in a timely manner, or at all, for any costs that we incur as a result of such claims, disputes and legal proceedings.

We may be unable to detect, deter and prevent misconduct by our employees, suppliers, customers and other third parties.

Fraud or other misconduct including, among others, acceptance of kickbacks, bribes or other illegal benefits or gains by our employees at different levels of our Group, whether individually or in collusion with other employees, customers, suppliers, subcontractors or other third parties, could reduce our operational efficiency and business performance, and may even result in violations of laws by our Group, third party claims and regulatory actions against our Group and serious reputation or financial harm to our Group. We cannot assure that all of our employees will fully comply with our internal control procedures and systems when performing their duties. In addition, we may also be subject to misconduct by third parties such as our customers, suppliers, subcontractors. We cannot guarantee that we will be able to prevent or detect all incidents of wrongdoings by our employees or other third parties timely, or at all. Any misconduct committed against us or our interests, which may include past acts that have gone undetected or past acts that have failed to be identified timely or future acts, could subject us to financial losses, harm our reputation and may have an adverse effect on our business and results of operations.

We may face risks related to natural disasters, health epidemics and outbreaks of contagious diseases, and other factors beyond our control.

Our operations may be under the threat of floods, earthquakes, sandstorms, snowstorms, fire or drought, power, water or fuel shortages, failures, malfunction and breakdown of information management systems, unexpected maintenance or technical problems, or may be susceptible to potential wars or terrorist attacks. Serious natural disasters may result in loss of lives, injury, destruction of assets and disruption of our business and operations. Acts of war or terrorism may also injure our employees, cause loss of lives, disrupt our business network and destroy our markets. Any of these factors and other factors beyond our control could have an adverse effect on the overall business sentiment and environment, cause uncertainties in the regions where we conduct business, cause our business to suffer in ways that we cannot predict and materially and adversely impact our business, financial conditions and results of operations.

Our business could be adversely affected by the effects of epidemics, including COVID-19, avian influenza, severe acute respiratory syndrome (SARS), influenza A (H1N1), Ebola or another epidemic. Any such occurrences could cause severe disruption to our daily operations and may even require a temporary closure of our offices and laboratories.

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If we fail to obtain and maintain requisite licenses and approvals, our business, results of operations and financial condition may be materially and adversely affected.

We are required to obtain requisite licenses and permits and satisfy the applicable filings and approval requirements under PRC laws and regulations. See “Regulatory Overview.” If we fail to obtain, maintain or renew any of the requisite licenses, permits, filings or approvals, or if the relevant authorities determine that our operations do not satisfy applicable regulatory requirements, we may be subject to warnings, orders for rectification, fines, operational restrictions, suspension of relevant business activities or, in serious cases, revocation of relevant permits or qualifications. Any such penalties or regulatory actions could disrupt our business operations, increase our compliance costs, damage our reputation and materially and adversely affect our business, financial condition and results of operations.

We are subject to risks relating to Third-Party Payment Arrangements.

During the Track Record Period, certain of our customers have settled payments with us through third-party payment arrangements (the “**Third-party Payment Arrangements**”). The aggregate amounts that were settled through Third-party Payment Arrangements by the relevant customers were approximately RMB6.6 million and RMB3.4 million in 2023 and 2024, respectively, representing approximately 1.4% and 0.3% of our total revenue for the respective years. For additional details, please see “Business — Third-Party Payment Arrangements.”

We faced various risks associated with the Third-Party payment Arrangements during the Track Record Period, including (i) possible claims from third-party payors seeking the return of funds as they were not contractually indebted to us, (ii) potential claims from liquidators of such third-party payors, and (iii) potential money laundering risks due to our limited knowledge about the source and purpose of funds used by third-party payors. In case of claims or legal proceedings, whether civil or criminal, demanding payment return or alleging violation of laws, we would need to allocate significant financial and managerial resources for defense. Compliance with court rulings may result in returning payment for products and services sold to customers, which may materially and adversely affect our business, results of operations and financial conditions.

Any failure to make adequate contributions to various employee benefit plans as required by PRC regulations may subject us to penalty.

Pursuant to the PRC laws and regulations, we are required to participate in the employee social welfare plan administered by local governments. Such a plan consists of pension insurance, medical insurance, work-related injury insurance, maternity insurance, unemployment insurance and housing provident fund. The amount we are required to contribute for each of our employees under such plan should be calculated based on the employee’s actual salary level of previous year up to a maximum amount set by local authorities at the location of our business operations. During the Track Record Period, we did not make full social insurance contributions for certain of our employees, as required by relevant laws and regulations. The shortfall amounts of contributions of social insurance were RMB9.8 million, RMB11.3 million and RMB13.4 million in 2023, 2024 and 2025, respectively. As a result, we may be required to pay the shortfall in social insurance contributions within a prescribed time period and even to pay penalties if we fail to do so. Pursuant to relevant PRC laws and regulations, the under-contribution of social insurance within a prescribe period may subject us to a daily overdue charge of 0.05% of the delayed payment amount. If such payment is not made within the stipulated period, the competent authority may further impose a fine of one to three times of the outstanding amount. We had not received any notice or been subject to any administrative penalties or other disciplinary actions from the relevant governmental authorities in relation to such shortfall during the Track Record Period and up to the Latest Practicable Date. As advised by our PRC Legal Advisor, based on the current laws, regulations and supervisory requirements and in light of the absence of any material proceedings or complains, the risk we would be required to pay all historical shortfalls or be subject to material administrative penalties is considered remote. As a result, we had not made any provision for the shortfall in our social insurance contributions during the Track

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Record Period and up to the Latest Practicable Date. However, we cannot assure you that the relevant governmental authorities will not require us to pay the shortfall amount and impose late fees or fines, pecuniary penalties or other administrative actions on us. If the relevant PRC authorities determine that we shall make supplemental social insurance contributions or that we are subject to fines, penalties, and compulsory execution in relation to our failure to make social insurance contribution in full for our employees, our business, financial condition and results of operations may be adversely affected.

The *Interpretation II of the Supreme People's Court of Issues Concerning the Application of Law in the Trial of Labor Dispute Cases* (《最高人民法院關於審理勞動爭議案件適用法律問題的解釋(二)》) was enacted by the Supreme People's Court on July 31, 2025 and implemented on September 1, 2025. In light of (i) the absence of prior agreements excluding social insurance payment; and (ii) the PRC Legal Advisor's opinion that the interpretation does not expand penalty exposure or repeal existing laws, our Directors believe the aforementioned juridical interpretation would not have a material adverse effect on our business or financial results.

We are subject to risks relating to leased properties.

We do not own the real property for our current major operations. As of the Latest Practicable Date, we had two leased properties in the PRC, with a total aggregate gross floor area of approximately 2,837.7 sq.m. Upon expiration of the leases, we will need to negotiate for renewal of the leases and may have to pay increased rent. We cannot assure you that we will be able to renew our leases on terms which are favorable or otherwise acceptable to us, or at all. If we fail to renew any of our leases or if any of our leases are terminated or if we cannot continue to use any of our leased property, we may need to seek an alternative location and incur expenses related to such relocation, and our operations and businesses may also be disrupted or even suspended if we are not able to complete the relocation, including the reconstruction of relevant facilities in the new location, in a timely manner. For details, please see “Business — Properties.”

We are subject to other risks related to our leased properties. Pursuant to the applicable PRC laws and regulations, property lease agreements must be registered with the local branch of the Ministry of Housing and Urban-Rural Development of the PRC. As of the Latest Practicable Date, our two leased properties with an aggregate GFA of approximately 2,837.7 sq.m. was not properly registered and filed with the relevant land and real estate administration bureaus in the PRC. With respect to such failure, our PRC Legal Advisor is of the view that the failure to file lease agreements will not affect the validity of such lease agreements, but the relevant local housing administrative authorities can require us to complete filings within a specified timeframe and we may be subject to a fine between RMB1,000 and RMB10,000 per lease. During the Track Record Period and up to the Latest Practicable Date, we did not experience any material dispute arising out of our leased properties and were not subject to any penalties imposed by regulatory authorities. Based on the foregoing, our Directors are of the view that this will not have a material adverse impact on the overall business of the Company.

You may experience difficulties in effecting service of legal process and enforcing judgments against us and our management based on Hong Kong or other foreign laws.

All our assets and the majority of our Directors and senior management are located in the PRC. As a result, it may not be possible to effect service of process within certain jurisdictions outside the PRC upon us or most of our Directors and senior management. Pursuant to *Arrangements for Reciprocal Recognition and Enforcement of Judgments in Civil and Commercial Cases between Courts of the Chinese Mainland and Hong Kong Special Administrative Region* (《關於內地與香港特別行政區法院相互認可和執行民商事案件判決的安排》) effective on January 29, 2024, promulgated by the Supreme People's Court, a party with an enforceable final court judgment rendered by the competent People's Court of the PRC or the High Court of Hong Kong with respect to any civil and commercial cases excluding certain types of which, may apply for recognition and enforcement of the

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judgment in the relevant Intermediate People’s Court of the PRC or the High court of Hong Kong. We cannot assure you that an effective judgment that complies with the New Arrangement can be recognized and enforced in a PRC court.

Any failure to comply with PRC regulations regarding our share incentive plans may subject the PRC plan participants or us to fines and other legal or administrative sanctions.

We and our directors, executive officers and other employees who are PRC citizens or who have resided in China for a continuous period of not less than one year and who have been granted [REDACTED], [REDACTED] will be subject to the *Notice on Issues Concerning the Foreign Exchange Administration for Domestic Individuals Participating in Share Incentive Plan of Overseas Publicly Listed Company* (《關於境內個人參與境外上市公司股權激勵計劃外匯管理有關問題的通知》) when our company becomes an [REDACTED] company upon the completion of the [REDACTED]. According to the aforementioned notice, employees, directors, supervisors and other management members participating in any (H) share incentive plan of an overseas publicly [REDACTED] company who are PRC citizens or who are non-PRC citizens residing in China for a continuous period of not less than one year, subject to limited exceptions, are required to register with the SAFE or its local branches or commercial banks, through a domestic qualified agent, which could be a PRC subsidiary of such overseas [REDACTED] company, and complete certain other procedures.

If we implement a stock incentive plan or an option plan based on H shares after the [REDACTED], we will assist our employees to register [REDACTED]. However, any failure to complete SAFE registrations may subject such employees and us to: (i) legal or administrative sanctions imposed by the SAFE or other PRC authorities, including fines; (ii) restrictions on our cross-border [REDACTED] activities; (iii) limits on the ability of our wholly owned subsidiaries in China to distribute dividends or the [REDACTED] from any reduction in [REDACTED], share transfer or liquidation to us; and (iv) prohibitions on our ability to inject additional [REDACTED] into these subsidiaries. Moreover, failure to comply with the various foreign exchange registration requirements described above could result in liability under PRC law for circumventing applicable foreign exchange restrictions.

As a PRC-incorporated company, under applicable PRC tax laws, we are subject to a tax of up to 25% on our global income. Under applicable PRC tax laws, regulations and statutory documents, non-PRC resident individuals and enterprises are subject to different tax obligations with respect to dividends received from us or gains realized upon the sale or other disposition of our H Shares.

Pursuant to *Circular of the Ministry of Finance and the State Administration of Taxation on Some Policy Questions Concerning Individual Income Tax* (《財政部、國家稅務總局關於個人所得稅若干政策問題的通知》), which was promulgated on May 13, 1999, non-PRC individuals are temporarily exempt from individual income tax on dividends and bonus income obtained from foreign-invested enterprises. Non-PRC resident enterprises that do not have establishments or premises in the PRC, or that have establishments or premises in the PRC but their income is not related to such establishments or premises are subject to PRC EIT at the rate of 10% on dividends received from PRC companies and gains realized upon disposition of equity interests in the PRC companies pursuant to the EIT Law and other applicable PRC tax regulations and statutory documents, which may be reduced or eliminated under special arrangements or applicable treaties between the PRC and the jurisdiction where the non-resident enterprise resides. Pursuant to applicable regulations, we intend to withhold tax at a rate of 10% from dividends paid to non-PRC resident enterprise holders of our H Shares (including [REDACTED] and payments through [REDACTED]). Non-PRC resident enterprises that are entitled to be taxed at a reduced rate under an applicable income tax treaty will be required to apply to the PRC tax authorities for a [REDACTED] of any amount withheld in excess of the applicable treaty rate, payment of any such [REDACTED] will be subject to the PRC tax authorities’ verification.

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The interpretation and application of the relevant PRC tax laws by the PRC tax authorities, including whether and how individual income tax or the EIT on gains derived by holders of our H Shares from their disposition of our H Shares may be collected, are subject to evolution and shall be determined in accordance with relevant laws and regulations in force at the time. If any such tax is collected, the value of our H Shares may be materially and adversely affected.

We may be subject to additional regulatory requirements relating to new laws and regulations in connection with overseas listings issued by PRC government authorities.

On February 17, 2023, the CSRC issued the *Trial Measures for the Administration on Overseas Securities Offering and Listing by Domestic Companies* (《境內企業境外發行證券和上市管理試行辦法》), or the “Overseas Listing Regulations”, and five supporting guidelines, which became effective on March 31, 2023. The Overseas Listing Regulations are applicable to overseas securities offering and listing conducted by issuers who are (i) companies incorporated in the PRC, or PRC domestic companies, and (ii) companies incorporated overseas with substantial operations in the PRC. The Overseas Listing Regulations lay out the arrangements for regulatory filings for both direct and indirect overseas offerings, and clarify the determination criteria for indirect overseas offerings in overseas markets. The Overseas Listing Regulations stipulate that such issuer shall fulfill the filing procedures within three working days after it makes an application for offering and listing in an overseas stock market.

According to the Overseas Listing Regulations, we, as a PRC domestic company seeking to offer and list securities in overseas markets, are required to fulfill the filing procedure with the CSRC within three working days after submitting the application documents to the overseas supervisory authorities and report relevant information. For details, see “Regulatory Overview.” The Overseas Listing Regulations, or any pertinent rules or regulations promulgated in the future, may subject us, or our financing activities, to additional compliance requirements in the future. Any failure on our part to fully comply with the new regulatory requirements may significantly limit or completely hinder our future financing activities.

RISKS RELATING TO OUR FINANCIAL POSITION

We have incurred net losses, net liabilities, net current liabilities and net operating cash outflow in the past and may not be able to achieve or maintain profitability, net assets or net operating cash inflow in the foreseeable future.

We incurred net losses in the Track Record Period. For the years ended December 31, 2023, 2024 and 2025, we reported a loss for the year of RMB110.2 million, RMB20.9 million, and RMB269.0 million, respectively. These losses reflect fair value losses of financial liabilities at fair value through profit or loss and the substantial investments we made to grow our business, including traffic acquisition and channel promotion, development of our flexible employment solutions and services, improvement and iteration of our platform, mini-programs and mobile applications, and our sales and marketing efforts. We cannot assure you that we will be able to generate net profits in the future.

We expect to continue to make significant future expenditures related to the continuous development and expansion of our business, including: (i) investments in our research and development team and in the development of AI functions and enhancement of our services and solutions; (ii) investments in sales and marketing, including expanding our sales force, enlarging our user and customer base and promoting our brands and market recognition of our services and solutions; (iii) expanding our operations and infrastructure; and (iv) incurring costs associated with general administration, including legal, accounting and other expenses related to being a public company.

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As a result of these significant expenses, we will have to generate sufficient revenue to be profitable in future periods. Even if we achieve profitability in the future, we may not be able to sustain or increase profitability in subsequent periods. If we fail to achieve, sustain or increase profitability, our business and results of operations could be adversely affected.

We had net current liabilities of RMB533.0 million, RMB555.0 million and RMB723.1 million as of December 31, 2023, 2024 and 2025. In addition, we had net liabilities of RMB529.7 million, RMB550.0 million and RMB718.7 million as of December 31, 2023, 2024 and 2025, respectively. See “Financial Information — Discussion of Certain Key Items of Consolidated Statements of Financial Position.” Net current liabilities and net liabilities positions can expose us to liquidity and financial risks. This in turn could require us to seek financing from external sources such as debt issuance and bank borrowings, which may not be available on terms favorably or commercially reasonable to us, or at all.

We had net cash flows used in operating activities of RMB37.9 million, RMB66.9 million and RMB79.4 million for the years ended December 31, 2023, 2024 and 2025, respectively. Our net cash flows used in operating activities during the Track Record Period was primarily attributable to our rapid business growth, which required additional working capital investment to support our expansion. We may experience net cash outflows from our operating activities from time to time. See also “Financial Information — Liquidity and Capital Resources.” Our forecast of the period of time through which our capital resources will be adequate to support our operations is a forward-looking statement and involves risks and uncertainties. We have based this estimate on assumptions that may prove to be wrong, and we could exhaust our available capital resources sooner than we currently expect.

If we are unable to maintain adequate working capital or obtain sufficient financings to meet our capital needs, we may be unable to continue our operations according to our plan, default on our payment obligations and fail to meet our capital expenditure requirements, which may have a material adverse effect on our business, financial condition, results of operations and prospects.

We are subject to credit risk in collecting trade receivables due from the customers.

We face the risk that our customers may delay their settlement with us or delay or fail to make payment as scheduled. As of December 31, 2023, 2024 and 2025, our trade receivables were RMB55.1 million, RMB152.6 million and RMB330.1 million, respectively. Trade receivables represent outstanding amounts due from our customers for their purchase of our services. Delays or failures in payments by our customers may affect our cash flow and ability to meet working capital requirements. Please refer to the section headed “Financial Information — Discussion of Certain Key Items of Consolidated Statements of Financial Position — Trade Receivables” in this document for further details. We cannot assure you that payments from customers will be made in a timely manner or at all, or that delays or defaults in payments will not adversely affect our payment to our contract employees and our reputation among them, our financial condition and results of operations.

The discontinuation of any of the government incentives or preferential tax treatment currently available to us could adversely affect our financial condition, results of operations and prospects.

Our operating costs are partially defrayed by government incentives and preferential tax treatments granted by certain government authorities in the PRC. Government grants we received amounted to RMB3.3 million, RMB3.5 million and RMB9.6 million in 2023, 2024 and 2025, respectively. In the event that we do not receive government grants provided by the various local governments, or if the conditions or contingencies for the relevant government grant change, our financial results may be adversely affected. For example, pursuant to *the Announcement of the Ministry of Finance and the State Taxation Administration on Further Supporting the Development of Small and Micro Enterprises and Individual Businesses through Relevant Tax and Fee Policies* (《財政部稅務總局關於進一步支援小微企業和個體工商戶發展有關稅費政策的公告》), during the Track Record Period, certain of our subsidiaries were entitled to a 50% reduction in resource tax

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(excluding water resource tax), urban maintenance and construction tax, property tax, urban land use tax, stamp duty (excluding stamp duty on securities transactions), farmland occupation tax, education surcharge and local education surcharge; however, some of our subsidiaries ceased to enjoy such preferential tax treatment from July 2025, which may increase our tax burden and adversely affect our results of operations.

During the Track Record Period, we also enjoyed certain preferential tax treatments, such as a preferential income tax rate of 15% for being accredited as High and New Technology Enterprises. We cannot assure you that these preferential tax treatments will continue to be available to us in the future or that these preferential tax treatments will not be changed as a result of changes in government policy, administrative decisions or otherwise, in which case our financial condition and results of operations may be adversely affected.

We may not be able to fulfil our obligations in respect of contract liabilities, which may have a material and adverse impact on our results of operations and financial condition.

During the Track Record Period, our contract liabilities mainly arise from the advance payments received from our enterprise customers for our online recruitment matching services yet to be provided through our *Qing Tuan She* (青團社) platform. We recorded contract liabilities of RMB9.8 million, RMB9.3 million and RMB11.0 million as of December 31, 2023, 2024 and 2025, respectively.

There is no assurance that we will be able to fulfil our obligations in respect of contract liabilities due to various factors, including the failure of implementing new technologies, disrupted supply of qualified services from our suppliers, or other factors beyond our control. If we fail to fulfill such obligations, we may not be able to recognize the related revenue in a timely manner, if at all, which may adversely affect our business, financial condition and results of operations. Moreover, we may be in breach of our contractual obligations and may be subject to liability or claim of [REDACTED], as well as suffer reputational damage. In such an event, we may experience a shortage of cash and have difficulty funding our operations, which may have a material and adverse effect on our business, financial condition, and results of operations.

We may need additional [REDACTED] and may not be able to obtain it in a timely manner or on commercially acceptable terms, or at all.

To pursue our business objectives and respond to business opportunities, challenges or unforeseen circumstances, including to [REDACTED] in our AI technology related R&D, improve our brand awareness, develop new services or further improve existing services, expand into new markets and acquire complementary businesses and technologies, we may require additional [REDACTED] from time to time. However, additional funds may not be available when we need them on reasonable terms, or at all. Our ability to obtain additional [REDACTED] is subject to a variety of uncertainties, including: (i) our market position and competitiveness in the industry where we operate; (ii) our future profitability, overall financial condition, results of operations and cash flows; (iii) general market conditions for [REDACTED] raising activities by online recruitment services companies in China and (iv) economic, political and other conditions in China.

If we are unable to obtain additional [REDACTED] in a timely manner or on acceptable terms, or at all, our ability to continue to pursue our business objectives and respond to business opportunities, challenges or unforeseen circumstances could be significantly limited, and our business, results of operations, financial condition and prospects could be materially and adversely affected. In addition, our future [REDACTED] needs and other business reasons could require us to [REDACTED] or obtain a credit facility. The sale of additional equity or equity-linked securities could dilute our shareholders. The incurrence of indebtedness would result in increased debt service obligations and could result in operating and financing covenants that would restrict our operations or our ability to pay dividends to our shareholders.

RISK FACTORS

RISKS RELATING TO THE [REDACTED]

No public market currently exists for our H Shares, and [REDACTED] for our H Shares may not develop or be sustained.

No public market currently exists for our H Shares. The initial [REDACTED] for our H Shares to the public will be the result of negotiations between our Company and the [REDACTED] (for themselves and on behalf of the [REDACTED]), and the [REDACTED] may differ significantly from the market price of the H Shares following the [REDACTED]. We have applied to the [REDACTED] for the [REDACTED] of, and permission to deal in, the H Shares. A [REDACTED] on the [REDACTED], however, does not guarantee that an active and liquid trading market for our H Shares will develop, or if it does develop, that it will be sustained following the [REDACTED], or that the market price or [REDACTED] volume of the H Shares will not decline following the [REDACTED].

The [REDACTED] price and [REDACTED] volume of our H Shares may be volatile, which could result in substantial losses to you.

The [REDACTED] price and [REDACTED] volume of the H Shares may be subject to significant volatility in responses to various factors beyond our control, including the general market conditions of the securities in Hong Kong and elsewhere in the world. In particular, the business and performance and the market price of the H Shares of other companies engaging in similar business may affect the price and [REDACTED] volume of our H Shares. In addition to market and industry factors, the price and [REDACTED] volume of our H Shares may be highly volatile for specific business reasons, such as fluctuations in our revenue, earnings, cash flows, investments and expenditures, relationships with our suppliers, movements or activities of key personnel, or actions taken by competitors. Moreover, shares of other companies [REDACTED] on the [REDACTED] have experienced price volatility in the past, and our H Shares may be subject to changes in price not directly related to our performance.

You will incur immediate and substantial dilution and may experience further dilution if we [REDACTED] additional Shares in the future.

The [REDACTED] of our H Shares is higher than the net tangible asset value per H Share immediately prior to the [REDACTED]. Therefore, purchasers of the our H Shares in the [REDACTED] will experience an immediate dilution in [REDACTED] net tangible asset value.

In order to expand our business, we may consider [REDACTED] additional Shares in the future. Purchasers of the our H Shares may experience dilution in the net tangible asset value per share of their H Shares if we [REDACTED] in the future at a price which is lower than the net tangible asset value per H Share at that time. Furthermore, we may [REDACTED] pursuant to the Share Schemes, which would further dilute Shareholders’ interests in our Company.

We cannot assure you that we will declare and distribute any dividends in the future. If we do not pay dividends in the foreseeable future after the [REDACTED], you must rely on [REDACTED] of our H Shares for a return on your [REDACTED].

There is no assurance that dividends of any amount will be declared or distributed by us in the future after the [REDACTED]. Dividend proposal will be made by the Board which will be subject to the shareholder approval, and our ability to pay dividends or make other distributions to our Shareholders is subject to various factors, including our business and financial performance, [REDACTED] and regulatory requirements and general business conditions. We may not be able to have sufficient or any profits to enable us to make dividend distributions to our Shareholders in the future, even if our financial statements indicate that our operations have been profitable. As a result of the above, we cannot assure you that we will make/can make dividend payments on our H Shares in the future. For details, see “Financial Information — Dividends.”

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Even if we decide to declare and pay dividends, the timing, number and form of future dividends, if any, will depend on our future results of operations and cash flow, our financial condition, general business conditions and business strategies, expected working [REDACTED] requirements and future expansion plans, legal, regulatory and other contractual restrictions and other factors deemed relevant by our Board. Accordingly, the return on your [REDACTED] in our H Shares will likely depend entirely upon any future price appreciation of our H Shares. There is no guarantee that our H Shares will appreciate in value after the [REDACTED] or even maintain the price at which you purchased the H Shares. You may not realize a return on your [REDACTED] in our H Shares and you may even lose your entire [REDACTED] in our H Shares.

[REDACTED]

Our Single Largest Shareholders have significant influence over our Company and their interests may not be aligned with the interest of our other shareholders.

Upon completion of the [REDACTED] (assuming the [REDACTED] is not exercised), the Single Largest Shareholders are expected to exercise an aggregate of approximately [REDACTED]% voting rights in our Company. As a result, the Single Largest Shareholders, will have significant influence over our business, including decisions regarding mergers, consolidations, liquidations and the sale of all or substantially all of our assets, election of directors and other significant corporate actions.

He/she may take actions that are not in the best interest of us or our other Shareholders. This concentration of ownership may discourage, delay or prevent a change in control of our Company, which could have the effect of depriving our other Shareholders of the opportunity to receive a premium for their shares as part of a sale of our Company and may reduce the price of the H Shares. This concentrated control will limit your ability to influence corporate matters and could discourage others from pursuing any potential merger, takeover or other change of control transactions that other holders of our shares may view as beneficial.

Forward-looking statements contained in this document are subject to risks and uncertainties.

This document contains certain future plans and forward-looking statements about us that are made based on the information currently available to our management. The forward-looking information contained in this document is subject to certain risk and uncertainties. Whether we implement those plans, or whether we can achieve the objectives described in this document, will depend on various factors including the market conditions, our business prospects, actions by our competitors and the global financial situations.

Certain facts, forecasts and statistics contained in this document are derived from various official or third-party sources and may not be accurate, reliable, complete or up to date.

Facts, forecasts and statistics in this document relating to the flexible employment industry in and outside China are obtained from information provided or published by government agencies, and we can guarantee neither the quality nor reliability of such source materials. We believe that the information originated from appropriate sources and was extracted and reproduced after taking

RISK FACTORS

reasonable care. However, the information from official government sources has not been independently verified by us, the [REDACTED], the [REDACTED], the [REDACTED], any of their respective directors, employees, agents or advisors or any other person or party involved in the [REDACTED], and no representation is given as to its accuracy. Collection methods of such information may be flawed or ineffective, or there may be discrepancies between published information and market practice, which may result in the statistics being inaccurate or not comparable to statistics produced for other economies. Accordingly, the information from official government sources contained herein should not be unduly relied upon. In addition, we cannot assure you that such information is stated or compiled on the same basis or with the same degree of accuracy as similar statistics presented elsewhere. In any event, you should consider carefully the importance placed on such information or statistics.

We have significant discretion as to how we will use the [REDACTED], and you may not necessarily agree with how we use them.

Our management may spend the [REDACTED] from the [REDACTED] in ways you may not agree with or that do not yield a favorable return to our Shareholders. We plan to use the [REDACTED] from the [REDACTED] to enhance our research and development capabilities, our platform and service capabilities, and our sales and marketing capabilities. For details of our intended [REDACTED], see “Future Plans and Use of [REDACTED].” However, our management will have discretion as to the actual application of our [REDACTED]. You are entrusting your funds to our management, upon whose judgment you must depend, for the specific uses we will make of the [REDACTED] from this [REDACTED].

If securities or industry analysts do not publish research reports about our business, or if they adversely change their recommendations regarding our Shares, the [REDACTED] and [REDACTED] volume of our Shares may decline.

The [REDACTED] market for our H Shares may be affected by research reports about us or our business published by the industry or securities analysts. The market price of our H Shares would possibly decline if one or more analysts who cover us downgrade our H Shares or publish negative opinions about us regardless of the accuracy of the information. We may lose visibility in the financial markets if one or more of these analysts cease coverage of us or fail to regularly publish reports on us, which could cause the [REDACTED] or [REDACTED] volume of our H Shares to decline.

You should read this document carefully, and should not rely on any information contained in press articles or other media relating to us, our H Shares or the [REDACTED].

We strongly caution you not to rely on any information contained in press articles or other media regarding us, our H Shares or the [REDACTED]. Prior to the publication of this document, there may be press and media coverage regarding us, our H Shares and the [REDACTED]. Such press and media coverage may include references to certain information that does not appear in this document, including certain operating and financial information and projections, valuations and other information. We have not authorized the disclosure of any such information in the press or media and do not accept any responsibility for any such press or media coverage or the accuracy or completeness of any such information or publication. We make no representation as to the appropriateness, accuracy, completeness or reliability of any such information or publication. We disclaim any information in the media to the extent that such information is inconsistent or conflicts with the information contained in this document. Accordingly, prospective [REDACTED] are cautioned to make their investment decisions on the basis of the information contained in this document only and should not rely on any other information.

WAIVERS FROM STRICT COMPLIANCE WITH LISTING RULES

In preparation for the [REDACTED], our Company has sought and [has been granted] the following waivers from strict compliance with the relevant provisions of the Listing Rules and certificates of exemption from strict compliance with the relevant provisions of the Companies (Winding Up and Miscellaneous Provisions) Ordinance:

WAIVER IN RESPECT OF MANAGEMENT PRESENCE IN HONG KONG

Pursuant to Rules 8.12 and 19A.15 of the Listing Rules, we must have a sufficient management presence in Hong Kong. This normally means that at least two of our executive Directors must be ordinarily resident in Hong Kong.

Our headquarters and most of our business operations are based, managed and conducted in the PRC. As our executive Directors play very important roles in our business operation, it is in our best interest for them to be based in the places where our Group has significant operations. We consider it practicably difficult and commercially unreasonable for us to arrange for two executive Directors to ordinarily reside in Hong Kong, either by means of relocation of our executive Directors to Hong Kong or appointment of additional executive Directors. Therefore, we do not have, and in the foreseeable future will not have, sufficient management presence in Hong Kong for the purpose of satisfying the requirements under Rules 8.12 and 19A.15 of the Listing Rules.

Accordingly, we have applied to the Stock Exchange for, and the Stock Exchange [has granted] us, a waiver from strict compliance with the requirements under Rules 8.12 and 19A.15 of the Listing Rules, provided that our Company implements the following arrangements:

- (a) we have appointed Mr. Deng and Mr. Jia Tianyu (賈天宇) (“**Mr. Jia**”) as our authorized representatives (the “**Authorized Representatives**”) pursuant to Rule 3.05 of the Listing Rules. The Authorized Representatives will act as our Company’s principal channel of communication with the Stock Exchange. The Authorized Representatives will be readily contactable by phone, facsimile (if applicable) and email to promptly deal with enquiries from the Stock Exchange, and will also be available to meet with the Stock Exchange to discuss any matter within a reasonable period of time upon request of the Stock Exchange;
- (b) when the Stock Exchange wishes to contact our Directors on any matter, each of the Authorized Representatives will have all necessary means to contact all of our Directors (including our independent non-executive Directors) promptly as and when required, including means to communicate with our Directors when they are travelling. Our Company will also inform the Stock Exchange as soon as practicable in respect of any change in the Authorized Representatives in accordance with the Listing Rules. We have provided the contact details of each Director (such as mobile phone numbers, office phone numbers (if any), email addresses and fax numbers (if any)) to each of the Authorized Representatives and the Stock Exchange;
- (c) we confirm and will ensure that all Directors who do not ordinarily reside in Hong Kong possess or can apply for valid travel documents to visit Hong Kong and can meet with the Stock Exchange within a reasonable period upon the request of the Stock Exchange;
- (d) we have appointed Ignite Capital (Asia Pacific) Limited as our compliance advisor upon [REDACTED] pursuant to Rule 3A.19 of the Listing Rules for a period commencing on the [REDACTED] and ending on the date on which we comply with Rule 13.46 of the Listing Rules in respect of our financial results for the first full financial year commencing after the [REDACTED]. Our compliance advisor will serve as the additional channel of communication with the Stock Exchange when the Authorized Representatives are not available and will have access at all times to the Authorized Representatives, our Directors and our senior management as prescribed by Rule 3A.23 of the Listing Rules; and

WAIVERS FROM STRICT COMPLIANCE WITH LISTING RULES

- (e) meetings between the Stock Exchange and our Directors can be arranged through the Authorized Representatives or our compliance advisor, or directly with our Directors within a reasonable time frame.

WAIVER IN RESPECT OF APPOINTMENT OF JOINT COMPANY SECRETARIES

Pursuant to Rules 3.28 and 8.17 of the Listing Rules, we must appoint a company secretary who, by virtue of his/her academic or professional qualifications or relevant experience, is, in the opinion of the Stock Exchange, capable of discharging the functions of the company secretary. Note 1 to Rule 3.28 of the Listing Rules provides that the Stock Exchange considers the following academic or professional qualifications to be acceptable:

- (a) a member of The Hong Kong Chartered Governance Institute;
- (b) a solicitor or barrister as defined in the Legal Practitioners Ordinance (Chapter 159 of the Laws of Hong Kong); and
- (c) a certified public accountant as defined in the Professional Accountants Ordinance (Chapter 50 of the Laws of Hong Kong).

Note 2 to Rule 3.28 of the Listing Rules further provides that the Stock Exchange considers the following factors in assessing the “relevant experience” of the individual:

- (a) length of employment with the issuer and other issuers and the roles he/she played;
- (b) familiarity with the Listing Rules and other relevant laws and regulations including the SFO, the Companies Ordinance, the Companies (Winding Up and Miscellaneous Provisions) Ordinance and the Takeovers Code;
- (c) relevant training taken and/or to be taken in addition to the minimum requirement under Rule 3.29 of the Listing Rules; and
- (d) professional qualifications in other jurisdictions.

Pursuant to paragraph 13 of Chapter 3.10 of the Guide for New Listing Applicants, the Stock Exchange will consider a waiver application by an issuer in relation to Rules 3.28 and 8.17 of the Listing Rules based on the specific facts and circumstances. Factors that will be considered by the Stock Exchange include:

- (a) whether the issuer has principal business activities primarily outside Hong Kong;
- (b) whether the issuer was able to demonstrate the need to appoint a person who does not have the Acceptable Qualification (as defined under paragraph 11 of Chapter 3.10 of the Guide for New Listing Applicants) nor Relevant Experience (as defined under paragraph 11 of Chapter 3.10 of the Guide for New Listing Applicants) as a company secretary; and
- (c) why the directors consider the individual to be suitable to act as the issuer’s company secretary.

Further, pursuant to paragraph 13 of Chapter 3.10 of the Guide for New Listing Applicants, such waiver, if granted, will be for a fixed period of time (the “**Waiver Period**”) and on the following conditions:

- (a) the proposed company secretary must be assisted by a person who possesses the qualifications or experience as required under Rule 3.28 of the Listing Rules and is appointed as a joint company secretary throughout the Waiver Period; and
- (b) the waiver will be revoked if there are material breaches of the Listing Rules by the issuer.

WAIVERS FROM STRICT COMPLIANCE WITH LISTING RULES

Our Company has appointed Mr. Jia, our Board secretary and chief financial officer, as one of our joint company secretaries. He has considerable experience in matters relating to equity investment and financial management but presently does not possess any of the qualifications under Rules 3.28 and 8.17 of the Listing Rules, and may not be able to solely fulfill the requirements of the Listing Rules. Therefore, we have appointed Mr. Tam Ka Lung (譚家龍) (“**Mr. Tam**”), a fellow member of the Association of Chartered Certified Accountants, who fully meets the requirements stipulated under Rules 3.28 and 8.17 of the Listing Rules to act as the other joint company secretary and to provide assistance to Mr. Jia for an initial period of three years from the [REDACTED] to enable Mr. Jia to acquire the “relevant experience” under Note 2 to Rule 3.28 of the Listing Rules so as to fully comply with the requirements set forth under Rules 3.28 and 8.17 of the Listing Rules.

Given Mr. Tam’s professional qualification and experience, he will be able to explain to both Mr. Jia and us the relevant requirements under the Listing Rules and other applicable Hong Kong laws and regulations. Mr. Tam will also assist Mr. Jia in organizing Board meetings and Shareholders’ meetings of our Company as well as other matters of our Company which are incidental to the duties of a company secretary. Mr. Tam is expected to work closely with Mr. Jia and will maintain regular contact with Mr. Jia, our Directors and the senior management of our Company. In addition, Mr. Jia will comply with the annual professional training requirement under Rule 3.29 of the Listing Rules to enhance his knowledge of the Listing Rules during the three-year period from the [REDACTED]. He will also be assisted by our compliance advisor and our legal advisors as to the Hong Kong laws on matters in relation to our ongoing compliance with the Listing Rules and the applicable laws and regulations.

Since Mr. Jia does not possess the formal qualifications required of a company secretary under Rule 3.28 of the Listing Rules, we have applied to the Stock Exchange for, and the Stock Exchange [has granted], a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules such that Mr. Jia may be appointed as a joint company secretary of our Company. The waiver is valid for an initial period of three years from the [REDACTED] on the conditions that (a) Mr. Jia must be assisted by Mr. Tam, who possesses the qualifications and experience required under Rule 3.28 of the Listing Rules and is appointed as a joint company secretary throughout the Waiver Period; and (b) the waiver shall be valid for a period of three years from the [REDACTED] and will be revoked immediately if and when Mr. Tam ceases to provide such assistance to Mr. Jia as a joint company secretary or if there are material breaches of the Listing Rules by our Company.

Before the expiration of the initial three-year period, the qualifications of Mr. Jia will be re-evaluated to determine whether the requirements as stipulated in Rules 3.28 and 8.17 of the Listing Rules can be satisfied and whether the need for ongoing assistance will continue. We will liaise with the Stock Exchange before the expiration of the three-year period to enable it to assess whether Mr. Jia, having benefited from the assistance of Mr. Tam for the preceding three years, will have acquired the skills necessary to carry out the duties of a company secretary and the relevant experience within the meaning of Note 2 to Rule 3.28 of the Listing Rules so that a further waiver will not be necessary.

NON-EXEMPT CONTINUING CONNECTED TRANSACTION

We [have] entered into a transaction which will constitute a non-exempt continuing connected transaction under Chapter 14A of the Listing Rules upon [REDACTED]. Accordingly, we have applied to the Stock Exchange for, and the Stock Exchange [has granted] us, a waiver under Rule 14A.105 of the Listing Rules from strict compliance with the announcement in respect of the transactions under Chapter 14A of the Listing Rules. See “Connected Transaction.”

THIS DOCUMENT IS IN DRAFT FORM, INCOMPLETE AND SUBJECT TO CHANGE AND THAT THE INFORMATION MUST BE READ IN CONJUNCTION WITH THE SECTION HEADED “WARNING” ON THE COVER OF THIS DOCUMENT.

INFORMATION ABOUT THIS DOCUMENT AND THE [REDACTED]

[REDACTED]

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[REDACTED]

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INFORMATION ABOUT THIS DOCUMENT AND THE [REDACTED]

[REDACTED]

DIRECTORS AND PARTIES INVOLVED IN THE [REDACTED]

DIRECTORS

Name	Address	Nationality
Executive Directors		
Mr. DENG Jianbo (鄧建波)	Room 502, Unit 1, Building 3 Ting'an Xiaolu Yuhang Subdistrict, Yuhang District Hangzhou, Zhejiang Province PRC	Chinese
Ms. PAN Hong (潘泓)	Room 502, Unit 1, Building 5 Xixi Rongzhuang Residential Community Wuchang Subdistrict, Yuhang District Hangzhou, Zhejiang Province PRC	Chinese
Mr. HE Wenyi (何文意)	Room 101, No. 6, Renheng Riverside Garden Lane 388, Furongjiang Road, Changning District Shanghai PRC	Chinese
Non-executive Directors		
Mr. WANG Yunan (王雲安)	Room 201, Unit 2, Building 18, Jinya Garden, Shangcheng District Hangzhou, Zhejiang Province PRC	Chinese
Mr. LE Yutao (樂宇濤)	Room 902, Unit 1, Building 6, Yuheyuan, Hejiayuan Residential Community Xihu District Hangzhou, Zhejiang Province PRC	Chinese
Mr. CAO Jiajun (曹佳俊)	Room 302, Unit 2, Building 26, Chengzhi Huating, Yingfeng Subdistrict, Xiaoshan District Hangzhou, Zhejiang Province PRC	Chinese
Independent Non-executive Directors		
Mr. ZHENG Yong (鄭勇)	Room 802, Unit 2, Building 12 Zijin Chang'an, Wanshou Road Haidian District Beijing PRC	Chinese
Ms. ZHOU Junhua (周軍花)	Flat 883, 8/F, Block 15, Zhaixing Tower, Hong Kong Parkview 88 Tai Tam Reservoir Road Hong Kong Island Hong Kong	Chinese (Hong Kong)
Mr. GAO Yifeng (高奕峰)	BLK326 Clementi Ave 5 #07-187 Singapore 120326	Chinese

For details with respect to our Directors, see “Directors and Senior Management” in this document.

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DIRECTORS AND PARTIES INVOLVED IN THE [REDACTED]

PARTIES INVOLVED IN THE [REDACTED]

Joint Sponsors

China International Capital Corporation Hong Kong Securities Limited

29/F, One International Finance Centre
1 Harbour View Street
Central
Hong Kong

SPDB International Capital Limited

33/F, SPD Bank Tower
1 Hennessy Road
Hong Kong

[REDACTED]

[REDACTED]

Legal Advisors to our Company

As to Hong Kong laws and U.S. laws:

O’Melveny & Myers

31/F, AIA Central
1 Connaught Road Central
Hong Kong

DIRECTORS AND PARTIES INVOLVED IN THE [REDACTED]

As to PRC laws and PRC data compliance laws:

Haiwen & Partners

20/F, Fortune Financial Center
5 Dong San Huan Central Road
Chaoyang District
Beijing
PRC

**Legal Advisors to the Joint
Sponsors and [REDACTED]**

As to Hong Kong laws and U.S. laws:

King & Wood

13/F, Gloucester Tower, The Landmark
15 Queens Road Central
Central
Hong Kong

As to PRC laws:

King & Wood

18th Floor, East Tower, World Financial Center,
No. 1 Dongsanhuan Zhonglu, Chaoyang District
Beijing
PRC

**Auditors and Reporting
Accountants**

Ernst & Young

*Certified Public Accountants
Registered Public Interest Entity Auditor*
27/F, One Taikoo Place
979 King's Road
Quarry Bay
Hong Kong

Industry Consultant

China Insights Industry Consultancy Limited

10th Floor, Block B, Jing'an International Center
88 Puji Road, Jing'an District
Shanghai
PRC

Compliance Advisor

Ignite Capital (Asia Pacific) Limited

Unit A, 15th Floor, CMA Building
64–66 Connaught Road Central
Central
Hong Kong

[REDACTED]

[REDACTED]

CORPORATE INFORMATION

Registered Office, Headquarters and Principal Place of Business in the PRC	Room 1106, Building 11, No. 1380 Wenyi West Road, Cangqian Street Yuhang District Hangzhou, Zhejiang Province PRC
Principal Place of Business in Hong Kong	[Room 504, 5/F Cheong Tai Commercial Building 60–66 Wing Lok Street Sheung Wan Hong Kong]
Company’s Website	<u>www.linggongdaka.com</u> <i>(Information contained on this website does not form part of this document)</i>
Joint Company Secretaries	Mr. JIA Tianyu (賈天宇) Room 2901, Building 8, Phase 1 Hangzhou One Residence Yangfan Road, Binjiang District Hangzhou, Zhejiang Province PRC Mr. Tam Ka Lung (譚家龍) <i>(Fellow member of the Association of Chartered Certified Accountants and member of the Hong Kong Institute of Certified Public Accountants)</i> Room 504, 5/F Cheong Tai Commercial Building 60–66 Wing Lok Street Sheung Wan Hong Kong
Authorized Representatives	Mr. Deng Room 502, Unit 1, Building 3 Ting’an Xiaolu Yuhang Subdistrict, Yuhang District Hangzhou, Zhejiang Province PRC Mr. JIA Tianyu (賈天宇) Room 2901, Building 8, Phase 1 Hangzhou One Residence Yangfan Road, Binjiang District Hangzhou, Zhejiang Province PRC
Audit Committee	Mr. GAO Yifeng (高奕峰) (<i>Chairperson</i>) Mr. LE Yutao (樂宇濤) Ms. ZHOU Junhua (周軍花)
Remuneration and Appraisal Committee	Mr. GAO Yifeng (高奕峰) (<i>Chairperson</i>) Mr. ZHENG Yong (鄭勇) Mr. DENG Jianbo (鄧建波)

CORPORATE INFORMATION

Nomination Committee

Ms. ZHOU Junhua (周軍花) (*Chairperson*)
Mr. GAO Yifeng (高奕峰)
Mr. CAO Jiajun (曹佳俊)

ESG Committee

Mr. DENG Jianbo (鄧建波) (*Chairperson*)
Ms. PAN Hong (潘泓)
Mr. HE Wenyi (何文意)

[REDACTED]

[REDACTED]

Principal Bank

MYbank Co., Ltd.
Floor 14–20, Tower 8
No. 77 Xueyuan Road, Cuiyuan Subdistrict
Xihu District, Hangzhou
Zhejiang Province
PRC

INDUSTRY OVERVIEW

The information and statistics set out in this section and other sections of this document were extracted from different official government publications, available sources from public market research and other sources from independent suppliers, and from the independent industry report prepared by CIC (the “CIC Report”). We engaged CIC to prepare the CIC Report in connection with the [REDACTED]. The information from official government sources has not been independently verified by us, the Joint Sponsors, the [REDACTED], the [REDACTED], the [REDACTED], the [REDACTED], the [REDACTED] and the [REDACTED], any of their respective directors and advisors, or any other persons or parties involved in the [REDACTED], and no representation is given as to its accuracy.

OVERVIEW OF CHINA’S FLEXIBLE EMPLOYMENT INDUSTRY

Employment arrangements generally include: 1) Traditional employment arrangement, primarily encompassing full-time workers who are under fixed employment contracts with the enterprises, as well as outsourced workers and those in labour dispatch arrangements; and 2) flexible employment arrangement. The workers in flexible employment arrangement primarily include freelancers, independent workers, and part-time workers with existing full-time jobs. They undertake tasks, orders, or projects released by businesses on a collaborative basis and receive corresponding business income or commissions upon completing the respective tasks, orders, or projects.

Advantages of Flexible Employment

Flexible employment was originally regarded as a supplement to traditional employment. However, driven by enterprises’ increasing demand for workforce flexibility and diversified talent pools, as well as the workers’ demand for additional income and time flexibility, flexible employment is gradually becoming significant. Its key advantages for enterprises include:

- *Employment flexibility:* Flexible employment models bring convenience and adaptability to businesses, enabling them to quickly respond to workload fluctuations and project demands. Such flexible employment strategies are particularly suitable for industries with significant workload volatility and seasonality or short-term projects requiring no long-term commitment.
- *Diversified talent pool:* Recruitment of flexible workers allows enterprises to access a diversified talent pool, enriching their capabilities to various skill sets.
- *Adapting to industrial upgrading trends:* The widespread application of AI is driving in-depth industrial upgrading across all sectors. The flexible employment model aligns with the transformative trend that the corporate demand for the workers is shifting from administrative and repetitive tasks to positions that focus more on interpersonal interaction and value creation.

The core advantages of flexible employment for workers include:

- *Increasing additional income:* Flexible employment can utilize spare time such as after-school or leisure hours to create extra income for workers.
- *Adapting to diverse career perspectives:* Flexible employment meets the younger generation’s needs to explore different professions, supports flexible job transitions, and provides diversified career development aspirations.
- *Enhancing time flexibility:* Compared to traditional employment arrangements, flexible employment provides more adaptable time arrangements, enabling flexible workers to control their own work pace.

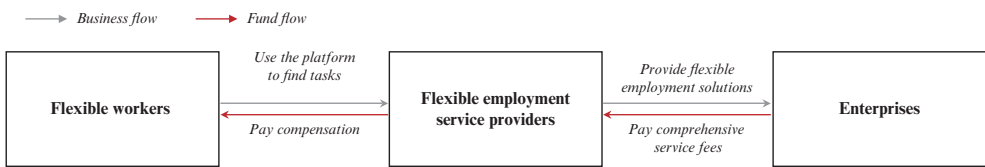
INDUSTRY OVERVIEW

Value Chain

The major participants of China’s flexible employment industry value chain include:

- *Enterprises*: Enterprises primarily include industries characterized by high recruitment frequency and high workforce mobility, such as the catering (includes restaurants, beverage and cafe), hotel, and retail sectors.
- *Flexible employment service providers*: Flexible employment service providers are the core value chain participants, including traditional human resources service providers, and emerging flexible employment platforms. They connect enterprises and flexible workers, providing solutions to both parties. For enterprises, platforms offer full-process digital and intelligent management solutions covering workforce acquisition, workforce management, task allocation, and financial and tax management, improving management and recruitment efficiency. For workers, platforms provide comprehensive work-related services, including job matching, training, and compensation management, reducing idle time, safeguarding rights and interests, and increasing the income.
- *Flexible workers*: Flexible workers primarily includes freelancers, independent workers, and part-timers with full-time jobs.

Value chain of flexible employment

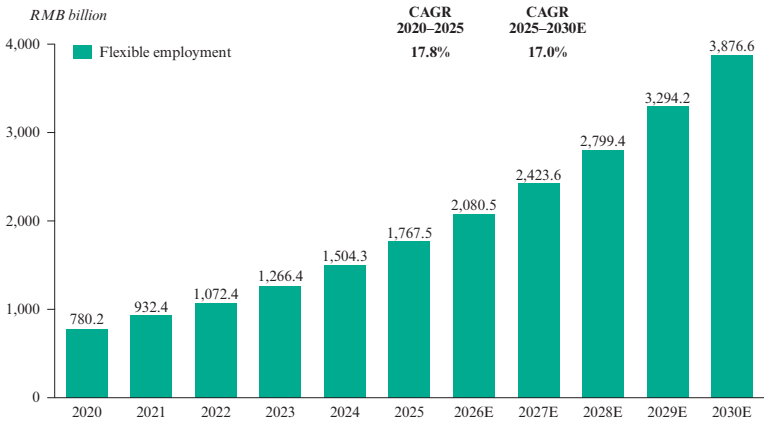


Source: China Insights Consultancy

Market Size of China’s Flexible Employment

The market size of China’s flexible employment, in terms of revenue, increased from RMB780.2 billion in 2020 to RMB1,767.5 billion in 2025, representing a CAGR of 17.8% from 2020 to 2025. Looking ahead, as the influence of flexible employment continues to grow and technologies such as AI further empower the industry, the market size of flexible employment is expected to reach RMB3,876.6 billion by 2030, representing a CAGR of 17.0% from 2025 to 2030.

Market size of flexible employment, in terms of revenue, China, 2020–2030E



Source: CIC, National Bureau of Statistics, Ministry of Human Resources and Social Security

INDUSTRY OVERVIEW

Drivers

The drivers of China’s flexible employment industry are as follows:

- *Economic and industrial structural transformation:* Against the shifting economic growth dynamics and AI-driven structural adjustments, enterprises increasingly prioritize organizational flexibility. Meanwhile, the tertiary industry has increased its share in the economic structure and has gradually become a major driver of economic growth. Employment demand in the service sector is characterized by high frequency, volatility, and seasonality, and flexible employment enables enterprises to improve efficiency through greater flexibility. In addition, enterprises’ employment demand is shifting from labor-intensive positions toward positions that place greater emphasis on interpersonal interaction and value creation. Flexible employment arrangements align with this trend and continue to expand across a broader range of industries and application scenarios.
- *Maturity and enhancement of technological infrastructure:* With continuous advancements in internet platforms, remote collaboration technologies, AI algorithms, and big data analytics capabilities, information asymmetry between enterprises and flexible workers has been substantially reduced. Enterprises and flexible workers are now able to achieve efficient connection, precise matching, and dynamic workforce management through digital platforms. Digitalized management tools further assist enterprises in improving operational efficiency.
- *Transformation of demographic and workforce structures:* As population aging in China continues to deepen, the scale of the employment has been declining. In this context, flexible employment converts potential job seekers into active workforce participants and enables full-time employees to generate additional income. As a result, it supplements workforce supply and helps fill the labor market gaps.
- *Shifting job preferences of workers:* Generation Z is gradually becoming an increasingly important component of the employment market. Compared with previous generations, Generation Z places greater emphasis on job diversity and individual choice, and values autonomy over time, location, and task arrangements. As a result, career transitions among Generation Z tend to occur more frequently. Flexible employment enables workers to better balance personal life and professional commitments, providing greater flexibility and adaptability to diverse career paths.
- *Upgrading enterprise employment demand:* Enterprises and government authorities are continuously raising requirements for employment compliance, management efficiency, and workforce quality. At the same time, in certain industries and business scenarios, employment demand is highly volatile and dispersed, while some business activities are becoming increasingly fragmented, task-oriented, and independent. As a result, the overall management costs under traditional employment arrangements continue to rise. Through flexible employment, enterprises can achieve on-demand workforce matching and flexible deployment, and significantly improve efficiency.
- *Comprehensive policy supporting strengthening the development of flexible employment:* In recent years, national authorities and relevant regulatory bodies have progressively strengthened policy guidance for flexible employment. According to the State Council’s Report on the Protection of the Rights and Interests of Workers in Flexible and New Forms of Employment (《國務院關於靈活就業和新就業形態勞動者權益保障工作情況的報告》) in December 2025, flexible employment has become an important channel for Chinese workers to generate income. A series of supportive policies have been introduced, including the Opinions of the State Council on Implementing the Employment-First Strategy to Promote High-Quality and Full Employment (《國務院關於實施就業優先戰略促進高質量充分就業的意見》), the Opinions on Strengthening Human Resources Services to Support High-Quality Development of the Manufacturing Industry (《關於加強人力資

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源服務助力製造業高質量發展的意見》), and the Opinions on Strengthening the Development of Gig Markets and Improving Job Matching and Recruitment Services (《關於加強零工市場建設完善求職招聘服務的意見》). In addition, the government has promoted the rights and interests for flexible workers, such as the Guiding Opinions on Maintaining the Labor Security Rights and Interests of Workers in New Forms of Employment (《關於維護新就業形態勞動者勞動保障權益的指導意見》) and the Guidelines on the Rest and Labor Remuneration Rights and Interests of Workers in New Forms of Employment (《新就業形態勞動者休息和勞動報酬權益保障指引》).

Pain Points

Currently, China’s flexible employment industry is still in the developing phase, and the pain points of each process are as follows:

- *Excessively long recruitment lifecycle increases attrition risk.* A typical flexible employment recruitment lifecycle includes several stages — application, screening, interview, acceptance, training, and scheduling — resulting in a relatively long overall cycle. Enterprises often face mismatches between workforce demand and workforce availability, leading to frequent repeated communication and coordination. For the flexible workers, prolonged waiting times, poor job-seeking experience, and high attrition rates are common.
- *Training challenges undermine recruitment quality.* Under the flexible employment arrangement, employment is mainly short-term and phased, with frequent workforce mobility and limited employment cycles, making it difficult for enterprises to provide continuous and systematic training under traditional approaches. Differences in skill requirements and operational standards across positions and scenarios make training difficult to standardize and replicate.
- *Performance disputes increase coordination costs for both sides.* During the actual service fulfillment process, disputes may arise over work scope, service quality, and attendance. Such issues often involve enterprises, the flexible workers, and third parties, requiring repeated communication and coordination to clarify responsibilities.
- *Compensation and insurance issues weaken workforce protection and increase compliance risks for enterprises.* Under the flexible employment arrangement, compensation settlement methods and social insurance arrangements vary across scenarios, with differences in settlement rules, payment cycles, and coverage. Under information asymmetry, the flexible workers may face delayed payments and inadequate protection, leading to disputes and impaired rights. Meanwhile, enterprises may be exposed to compliance risks, potentially affecting normal operations.
- *An integrated evaluation system for flexible employment is missing.* In flexible employment scenarios, given the relatively short engagement cycles and fragmented platform distribution, there is often no unified and accumulative evaluation and feedback mechanism. Enterprises face difficulties in forming continuous records and objective assessments of workforce performance, service quality, and compliance. Relevant information cannot be effectively reused across different roles or business scenarios, resulting in workers repeatedly undergoing screening and interview processes when applying for similar positions.

OVERVIEW OF CHINA’S FLEXIBLE EMPLOYMENT PLATFORM INDUSTRY

China’s flexible employment industry, comprises various types of service providers, including traditional human resources service providers, and emerging flexible employment platforms. Traditional service providers in China have generally been unable to fully meet enterprises’ demand for high-quality and efficient management under flexible employment models, leading to the

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gradual rise of flexible employment platforms. These platforms address industry pain points and facilitate the optimal allocation of human resources. Flexible employment platforms refer to platform-based organizations that leverage internet and digital information technologies to provide enterprises and flexible workers with online services, including recruitment, interview, training, scheduling, attendance management, and payment & insurance.

Business Innovation Models to Address Pain Points

Flexible employment platforms utilize mobile internet, big data, cloud computing, and AI technologies to address industry pain points:

- *AI applications shortening the recruitment chain:* In flexible employment scenarios, AI-powered intelligent matching can enable direct acceptance without interviews or with AI interviews, allowing candidates to complete interviews during fragmented time slots without appointments. The application of artificial intelligence significantly reduces the most time-consuming interview stage in the flexible employment recruitment process, lowers candidate attrition risk, improves enterprise recruitment efficiency, and enhances the recruitment experience for workers.
- *Provision of third-party assessment and training systems:* Supported by digital technologies, enterprises can publish training materials on flexible employment platforms, enabling workers to complete training prior to work with fragmented time. In addition, leading flexible employment platforms have introduced AI-enabled skill assessments, allowing workers to obtain online certifications and increase income potential.
- *Intelligent scheduling and assessment clarifying performance standards:* Digital flexible employment platforms clarify employment rules, performance standards, and settlement conditions prior to engagement, reducing misunderstandings arising from inconsistent interpretations. During service delivery, AI-based scheduling and performance evaluation tools not only rationalize workload distribution but also generate traceable electronic records covering attendance arrangements, task requirements, and quality evaluations. This reduces the likelihood of disputes, and facilitates more efficient dispute resolution.
- *Safeguarding wage settlement and workforce rights:* Digital flexible employment platforms manage billing rules, working hour calculations, and settlement procedures through online systems, enabling more efficient wage settlement once performance conditions are fulfilled. Some platforms have implemented daily insurance coverage and instant wage settlement mechanisms for specific roles, mitigating risks such as delayed wage payments and reducing enterprises’ compliance risks.
- *Establishing evaluation systems to improve long-term matching efficiency:* Digital flexible employment platforms implement unified evaluation and feedback mechanisms to continuously record and objectively assess workforce performance, service quality, and compliance, while building digital career lifecycle databases. As a result, workers applying for similar roles can avoid interview processes, reducing long-term time costs for both parties and enhancing overall screening and interviewing efficiency.

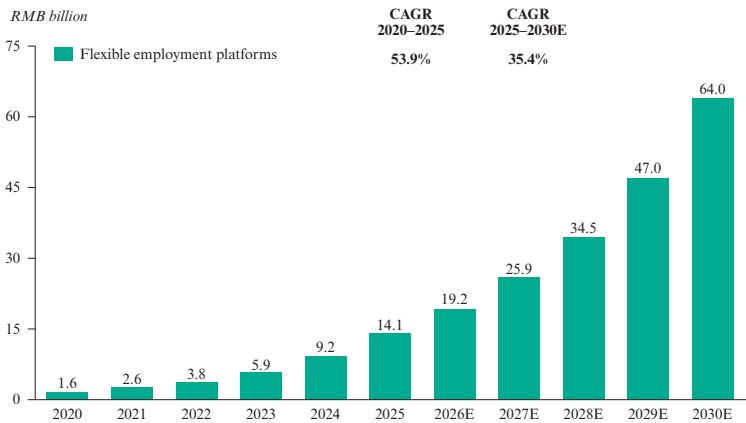
Market Size

The market size of China’s flexible employment platform industry, in terms of revenue, increased from RMB1.6 billion in 2020 to RMB14.1 billion in 2025, representing a CAGR of 53.9% from 2020 to 2025.

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Looking ahead, driven by the continued expansion of the flexible employment market and the ongoing advancement and deepening application of artificial intelligence technologies, the industry is expected to maintain rapid growth. The market size of China’s flexible employment platform industry is projected to reach RMB64.0 billion by 2030, representing a CAGR of 35.4% from 2025 to 2030.

Market size of flexible employment platforms in terms of revenue, China, 2020–2030E



Source: CIC, National Bureau of Statistics, Ministry of Human Resources and Social Security

Drivers

The drivers of China’s flexible employment platform industry are as follows:

- *Intensifying competition driving enterprises to strengthen core competitiveness:* As market competition in China continues to intensify, enterprises face increasing pressure to optimize employment structures and enhance operational efficiency. Flexible employment platforms enable enterprises to maintain business continuity while improving employment efficiency and reducing idle employment risks.
- *Development of new economy platforms accelerating diversification of employment arrangements:* A lot of mobile internet platforms involve cross-city or online work scenarios that differ significantly from traditional employment models. Flexible employment platforms help streamline processes, ensure data traceability, and enable scalable operations, thereby supporting more complex employment structures and higher-intensity daily management requirements.
- *AI-driven optimization of end-to-end management and recruitment experiences:* The application of AI enables flexible employment platforms to deliver highly targeted solutions. For enterprises, AI tools such as AI-based scheduling and AI-enabled performance evaluation allow flexible standards tailored to different industries and organizational needs. For workers, AI interviews and AI-powered training and assessment systems enable them to complete recruitment processes during fragmented time slots, creating a personalized employment experience.
- *Individual needs of workers:* From the perspective of workers’ demand, the flexible employment platform market also benefits from the release of individual demand for supplementary income. Compared with the past, more workers are seeking income-generating opportunities outside traditional full-time employment to increase their income. This has led to a broader supply of flexible workers and greater demand for flexible employment platform to offer such opportunities.

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- *Standardized regulatory environment further highlighting the platforms’ strengths:* As the regulatory environment for flexible employment becomes increasingly normalized, enterprises face rising compliance costs in areas such as workforce management and tax compliance. As a result, enterprises are more inclined to choose platform-based solutions rather than traditional service providers, in order to improve the efficiency.

Future Trends

The future trends of China’s flexible employment platform industry are as follows:

- *End-to-end and modularized expansion:* As flexible employment platforms continue to develop rapidly, they are expanding services on both the enterprise and workforce sides, gradually evolving into comprehensive platforms characterized by end-to-end coverage and modularized capabilities.
- *Evolution from compliance-focused to management-driven capabilities:* As flexible employment scales up, platforms are shifting from regulatory compliance requirements toward workforce management tools. In areas such as attendance scheduling, freelancer training, payment processing, and performance management, differences between flexible employment and traditional fixed employment structures are becoming increasingly pronounced in terms of organizational models and management logic. These evolving needs are creating new growth opportunities for cloud-based platforms, which aim to improve operational efficiency and workforce quality through management systems tailored to the specific characteristics of flexible employment.
- *Upgrade from matching to bilateral fulfillment management:* As flexible employment becomes more normalized, platforms are no longer limited to supply-demand matching but are extending their role into bilateral fulfillment management. While establishing workforce performance standards, platforms are also introducing enterprise oversight mechanisms.
- *Specialization across vertical industries:* As flexible employment penetrates an increasing number of industries, a single standardized product cannot fully meet the diverse needs of different industries and scenarios. Flexible employment platforms are therefore expanding user coverage into more vertical markets. In this process, platforms deepen their understanding of industry-specific business characteristics, employment rhythms, and management requirements, developing customized and adaptable capabilities tailored to specific sectors to better address complex workforce demands.

Downstream Industry Demand Analysis

The major downstream industries of flexible employment platform include: catering, hotel, retail, and others. As of 2025, China’s catering industry (includes restaurants, beverage and cafe), employed over 30 million people, of whom only approximately 1.5 million used flexible employment platforms, representing a penetration rate of around 5.0%. China’s retail industry had approximately 53 million employees, with approximately 0.8 million using flexible employment platforms, accounting for a penetration rate of 1.6%. China’s hotel industry had approximately 35 million employees, of which 0.2 million used flexible employment platforms, marking a penetration rate of 0.5%. Across these four industries, the penetration rates of flexible employment platforms present a potential for future development.

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COMPETITIVE LANDSCAPE OF CHINA’S FLEXIBLE EMPLOYMENT PLATFORM INDUSTRY

Competitive Landscape

In terms of revenue, the overall market size of China’s flexible employment platform industry was approximately RMB14.1 billion in 2025 with the top five service providers accounting for approximately 35.4% of the market size. In terms of revenue in 2025, the Company ranks No.1 among flexible employment platforms in China, with revenue of RMB2.4 billion and a market share of approximately 17.2%.

In terms of revenue in 2025, the Company also ranks No.1 in China’s flexible employment recruitment platform industry. In addition, the Company also ranks No.1 in terms of cumulative served users, attendance person-times and attendance headcount in 2025. Furthermore, the Company is the first service provider in China’s flexible employment platform industry to possess full-chain service capabilities, covering recruitment, interview, training, scheduling and attendance management, service fulfillment, payment and insurance, as well as talent evaluation systems.

Top five flexible employment platforms in China, in terms of revenue, 2025

Rank	Company	Revenue, RMB100 million	Market Share, %
1	The Company	24.3	17.2%
2	Company A	15.0	10.6%
3	Company B	7.0	5.0%
4	Company C	2.2	1.6%
5	Company D	1.4	1.0%
Top 5		49.9	35.4%

Source: China Insights Consultancy

Notes:

The Company’s revenue is based on the revenue generated from its “one-stop flexible employment solution” and “online recruitment matching services”.

- 1) Company A is a non-listed company headquartered in Shanghai, China in 2014, primarily focusing on flexible employment and part-time service platforms, providing flexible employment matching and digital human resources solutions for enterprises and individuals in the service industry.
- 2) Company B is a non-listed company headquartered in Shanghai, China in 2003, primarily focusing on human resources outsourcing, flexible employment management, and digital employment platform technologies, providing integrated workforce management systems and digital human resources services for enterprises.
- 3) Company C is a non-listed company headquartered in Guangzhou, China in 2013, primarily focusing on flexible employment and part-time recruitment services, providing one-stop flexible employment matching and digital human resources solutions for enterprises and job seekers.
- 4) Company D is a non-listed company headquartered in Beijing, China in 2015, primarily focusing on entry-level recruitment and flexible employment services, providing one-stop human resources and workforce management solutions for industries such as services, logistics, and retail.

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Entry Barriers and Key Success Factors

Entry barriers and key success factors in China’s flexible employment platform industry are as follows:

- *End-to-end and modularized closed-loop capabilities:* Flexible employment platforms currently achieve business closed-loop capabilities by integrating management and recruitment services across the entire process and all functional modules. By delivering fully automated and integrated experiences at key user touchpoints, they establish both technological and service barriers.
- *In-house AI development capabilities:* AI has already been widely applied within the flexible employment platform industry. Platforms need strong in-house development capabilities to deeply integrate AI into various functions, including rapid job matching, intelligent interviewing, automated assessment, and smart settlement, delivering a unified and intelligent service experience.
- *Industry-specific insight and expertise:* Different industries and scenarios present distinct requirements for employment demand, workforce screening, task delivery, and compensation structures. Flexible employment platforms must embed industry-specific understanding into their products and propose tailored solutions accordingly to accumulate sustained competitive advantages in specific markets.
- *Trust and connectivity across both sides of the market:* Leading platforms differentiate themselves by building trust and seamless connectivity across both enterprise and worker sides. On the enterprise side, trust established through proven compliance track records, reliable service delivery, and deep operational integration creates sticky, long-term client relationships and quality job supply. On the worker side, trust earned through timely payments, transparent matching, and safety guarantees, combined with deep know-how in addressing workers’ pain points, drives higher retention and larger active worker pools, reinforcing the platform’s value to enterprises and creating a self-reinforcing network effect.
- *Establishment of a data-driven trust and evaluation system:* Given the broad enterprise coverage, large service scale, and high mobility of workers within flexible employment platforms, user experience and service quality are more likely to be amplified through bilateral feedback mechanisms. Reputation effects will therefore play a growing role in user acquisition and retention.
- *Accumulation of resources and customer base:* Platforms can leverage AI training and industry insights to transform data assets into more precise matching capabilities and higher-quality service experiences. Data-driven optimization enhances user satisfaction and engagement frequency, attracting additional enterprises and workers. Over time, this creates a positive feedback loop — expanding user scale, continuously upgrading experience, strengthening platform attractiveness, and further expanding user scale — thereby establishing long-term barriers for platforms with leading user bases.
- *Nationwide service capability:* As policies continue to evolve and regional implementation standards vary, platforms face stricter requirements in compliance management and regulatory responsiveness. Flexible employment platforms must continuously monitor policy developments across regions and promptly integrate updated compliance requirements into business processes.

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SOURCE OF THE INDUSTRY INFORMATION

We engaged CIC, an independent market research consultant, to analyze China’s flexible employment industry and prepare a report for use in this document at a fee of RMB715,500. CIC prepared the report based on data published by government agencies and non-governmental organizations, as well as its primary and secondary research. CIC utilized various resources for its primary and secondary research. Primary research involved conducting interviews with key industry experts and leading market participants. Secondary research involved analyzing data from multiple publicly available sources, including data from the National Bureau of Statistics of China.

The forecasts and assumptions provided in the CIC Report are inherently uncertain due to events or combinations of events that cannot be reasonably foreseen, including, but not limited to, actions by governments, consumers, competitors, and other third parties. Specific factors that may cause actual results to differ materially include, among others, the inherent risks of the flexible employment industry, social and economic factors, supply risks, regulatory risks, environmental issues, labor risks, financing risks, and force majeure or unforeseeable events. Unless otherwise stated, all data and forecasts contained in this section are derived from the CIC Report. After reasonable and careful consideration, our Directors confirm that there has been no material adverse change in the overall market information since the date of the CIC Report which would constitute a material limitation, contradiction, or impact on such information.

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We are a leading flexible employment platform in China, offering solutions for enterprises across a variety of industries, such as catering, retail, and hotel industries, and our business operations are subject to extensive supervision and regulation by the PRC government. This section outlines the key laws, regulations and policies that we consider relevant to our business and operations in China.

Laws and Regulations Relating to Companies and Foreign Investment

Companies established, operated and managed in China are subject to the Company Law of the PRC (《中華人民共和國公司法》) (promulgated by the Standing Committee of the National People’s Congress (the “SCNPC”) on December 29, 1993, and last amended on December 29, 2023, effective from July 1, 2024). The PRC Company Law primarily regulates two types of companies, namely limited liability companies and joint stock limited companies. Both types of companies possess legal person status, and the liability of shareholders of a limited liability company or a joint stock limited company is limited to the amount of their respective capital contributions to the registered capital. Foreign-invested companies are subject to the the Company Law of the PRC, unless otherwise provided by foreign investment laws.

On January 1, 2020, the Foreign Investment Law of the PRC (《中華人民共和國外商投資法》) (the “**Foreign Investment Law**”) and the Implementing Regulations of the Foreign Investment Law of the PRC (《中華人民共和國外商投資法實施條例》) came into effect, and simultaneously replaced the three major existing laws regulating foreign investment in China, namely the Law of the PRC on Sino-foreign Equity Joint Ventures (《中華人民共和國中外合資經營企業法》), the Law of the PRC on Sino-foreign Cooperative Joint Ventures (《中華人民共和國中外合作經營企業法》) and the Law of the PRC on Wholly Foreign-owned Enterprises (《中華人民共和國外資企業法》), together with their implementation rules and ancillary provisions. According to the Foreign Investment Law, foreign investment refers to investment activities conducted directly or indirectly by foreign investors (including foreign natural persons, enterprises or other organizations) within China, including the following circumstances: (i) establishment of a foreign-invested enterprise in the PRC by a foreign investor, either individually or collectively with any other investor; (ii) obtaining shares, equities, property shares or any other similar rights or interests of an enterprise in the PRC by a foreign investor; (iii) investment in any new project in the PRC by a foreign investor, either individually or collectively with any other investor; (iv) investment in any other manners stipulated under laws, administrative regulations or provisions prescribed by the State Council.

Pursuant to the Foreign Investment Law, the state implements a system of pre-establishment national treatment plus a negative list for foreign investment, and the negative list is issued or approved for issuance by the State Council and is revised from time to time. The negative list for foreign investment access specifies areas where investment is prohibited, and foreign investors shall not invest in such areas; the negative list for foreign investment access specifies areas where investment is restricted, and foreign investors making investments in such areas shall comply with the conditions set out in the negative list; and areas outside the negative list for foreign investment access are subject to the principle of consistency between domestic and foreign capital. The Special Administrative Measures for Foreign Investment Access (Negative List) (2024 Edition) (《外商投資准入特別管理措施(負面清單)(2024年版)》) (the “**Negative List**”) issued by the National Development and Reform Commission (the “**NDRC**”) and the Ministry of Commerce on September 6, 2024 and effective from November 1, 2024, and the Catalogue of Encouraged Industries for Foreign Investment (2025 Edition) (《鼓勵外商投資產業目錄(2025年版)》) (the “**Encouraged Catalogue**”) issued by the NDRC and MOFCOM on December 15, 2025 and effective from February 1, 2026, set out the encouraged, restricted and prohibited industries. According to the Negative List, foreign investors shall not make investments in prohibited industries as specified in the Negative List, while foreign investments must satisfy certain conditions stipulated in the Negative List for investment in restricted industries. Industries not listed in the Negative List are generally deemed “permitted” for foreign investments.

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Pursuant to the Measures for the Reporting of Foreign Investment Information (《外商投資信息報告辦法》) jointly formulated by the Ministry of Commerce of the PRC (the “MOFCOM”) and the State Administration for Market Regulation (the “SAMR”) and promulgated on December 30, 2019 and effective from January 1, 2020, MOFCOM is responsible for coordinating and guiding the reporting of foreign investment information nationwide. Local commerce authorities at or above the county level, as well as relevant agencies of pilot free trade zones and national economic and technological development zones, are responsible for the reporting of foreign investment information within their respective regions. Foreign investors conducting direct or indirect investment activities in China shall report investment information to the commerce authorities through the enterprise registration system and the National Enterprise Credit Information Publicity System, by means of initial reports, change reports, cancellation reports and annual reports.

In order to meet the needs of promoting the establishment of a new, comprehensively open pattern, while effectively preventing and resolving national security risks and actively promoting foreign investment, the NDRC and MOFCOM jointly issued the Measures for the Security Review of Foreign Investment (《外商投資安全審查辦法》) on December 19, 2020, effective from January 18, 2021, which sets forth provisions concerning the working mechanism for the security review of foreign investment, including, among others, the types of investments subject to review, the scope and procedures of the review. According to these Measures, foreign investors or relevant domestic parties in China shall file a security review declaration prior to: (i) investing in the military industry, military supplies supporting and other areas concerning national defence security, as well as investing in the periphery of military facilities and military industrial facilities; and (ii) investing in important agricultural products, important energy and resources, important equipment manufacturing, important infrastructure, important transportation services, important cultural products and services, important information technology and internet products and services, important financial services, key technologies, and other important areas relating to national security, and acquiring control of the target enterprises.

Laws and Regulations Relating to Human Resources, Employment Services and New Forms of Employment

Human Resources Market and Employment Agency Services

The Employment Promotion Law of the PRC (《中華人民共和國就業促進法》) (the “**Employment Promotion Law**”) was promulgated by the SCNPC on August 30, 2007 and last amended on April 24, 2015, and stipulates that an employment agency shall, after its incorporation, register and seek approval from the competent labour administrative authority. Entities without lawful permission and registration shall not engage in employment agency activities. An employment agency shall not provide false employment information or provide employment agency services to institutions without lawful incorporation or licences (as applicable). Any unlicensed and unregistered entity that violates the above provisions by engaging in unauthorised employment agency services may be ordered to suspend operations. Any illegal gains will be confiscated, and a fine ranging from RMB10,000 to RMB50,000 may be imposed.

Human resources intermediary service institutions in China are primarily regulated by the Ministry of Human Resources and Social Security of the PRC (the “MHRSS”). Pursuant to the Regulations on the Administration of the Talent Market (《人才市場管理規定》) promulgated by the former Ministry of Personnel (now known as MHRSS) and the former State Administration for Industry and Commerce (now known as SAMR) on September 11, 2001 and last amended on December 31, 2019, any entity providing human resources intermediary services in China is required to obtain a Human Resources Intermediary Service Permit issued by the local human resources and social security authority. In addition, these Regulations reiterate the requirements of the Employment Promotion Law that, as a human resources intermediary service institution, we shall not provide false information, make false promises or publish false recruitment advertisements.

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The Interim Regulations on the Administration of the Human Resources Market (《人力資源市場暫行條例》) were promulgated by the State Council on June 29, 2018 and became effective on October 1, 2018, pursuant to which human resources service (the “**Human Resources Service**”) institutions include public human resources service institutions established by the relevant PRC government and operational human resources service institutions. Operational human resources service institutions engaged in employment agency activities that provide human resources services through the internet shall obtain a human resources service permit and also comply with the relevant state regulations on cybersecurity and internet information service administration. Operational human resources service institutions that provide human resources services such as collecting and publishing human resources supply and demand information, employment and entrepreneurship guidance, human resources management consulting, human resources assessment, human resources training, and undertaking human resources service outsourcing shall file with the competent department of MHRSS within 15 days of commencing business. A human resources service institution accepting a mandate from an employer to recruit personnel or provide other human resources services shall not resort to fraudulent, violent, coercive or other improper means, shall not seek improper benefits under the pretext of recruitment, and shall not introduce entities or individuals to engage in illegal activities. Operational human resources service institutions shall display their business licences, service items, fee standards, supervisory authorities and supervisory telephone numbers, as well as human resources service permits, at their service premises, and shall be subject to supervision and inspection by SAMR and other PRC government authorities.

According to the Interim Provisions concerning the Management of Foreign-invested Talent Intermediary Agencies (《外商投資人才中介機構管理暫行規定》) (the “**Interim Provisions**”) promulgated by the MHRSS on September 4, 2003 and revised on December 31, 2019, the establishment of any foreign-invested talent intermediary agency must meet certain requirements. For example, the foreign-invested talent intermediary agency must have a sound organizational structure and personnel familiar with human resource management operations.

The Administrative Regulations on Online Recruitment Services (《網絡招聘服務管理規定》) (the “**Online Recruitment Regulations**”) promulgated by the MHRSS on December 18, 2020 and effective on March 1, 2021 reaffirm that operational human resources service institutions engaged in online recruitment services shall, in accordance with the law, obtain a human resources service permit with a scope of service covering “conducting online recruitment services”. If the operations involve telecommunications services, they shall also obtain a telecommunications business operating license in accordance with the law.

According to the Online Recruitment Regulations, human resources service institutions engaged in online recruitment services shall establish and improve a management system for online recruitment information, and review, in accordance with Chinese laws, the authenticity and legality of the materials and documents provided by employers, including: (i) recruitment brochures of the employer; (ii) the business license of the employer or documents approving its establishment by relevant authorities; and (iii) the identity certificate of the person responsible for publishing the recruitment information and the power of attorney of the employer. If a human resources service institution fails to fulfill the above review obligations in accordance with the law, it may be ordered to make corrections; if it refuses to make corrections and has no illegal gains, it may be subject to an administrative penalty of not more than RMB10,000, or a fine of not less than RMB10,000 but not more than RMB30,000, and its illegal gains shall be confiscated.

Labor Dispatch and Business Outsourcing

According to the Labor Contract Law of the PRC (《中華人民共和國勞動合同法》) promulgated by the SCNPC on June 29, 2007, revised on December 28, 2012, and effective on July 1, 2013, engaging in labor dispatch business requires applying to the administrative department of labor for an administrative license in accordance with the law. Labor dispatch is generally implemented in temporary, auxiliary, or substitute work positions.

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According to the Measures for the Implementation of Administrative License for Labor Dispatch (《勞務派遣行政許可實施辦法》) promulgated by the MHRSS on June 20, 2013 and effective on July 1, 2013, and the Interim Provisions on Labor Dispatch (《勞務派遣暫行規定》) promulgated on January 24, 2014 and effective on March 1, 2014, the employer may only use dispatched workers in temporary (with a duration not exceeding six months), auxiliary (non-core business positions providing services to the core business positions), or substitute (positions where other workers may replace the original employee during a certain period due to reasons such as off-the-job study or leave) work positions, and the number of dispatched workers used shall not exceed 10% of its total workforce.

Protection of Rights and Interests of Workers in New Forms of Employment

According to the Guiding Opinions on Safeguarding the Rights and Interests of Labors in New Forms of Employment (《關於維護新就業形態勞動者勞動保障權益的指導意見》) jointly released by the MHRSS, the NDRC, the MOT, the MEE, the SAMR, the NHSA, the Supreme People’s Court, and the All-China Federation of Trade Unions on July 16, 2021, the state clearly regulates the employment practices of platform enterprises. For circumstances that meet the conditions for establishing an employment relationship, a labor contract shall be concluded in accordance with the law; for circumstances that do not fully meet the conditions for establishing an employment relationship but where the enterprise exercises labor management over the workers, the platform enterprise shall enter into a written agreement with the workers, reasonably determining the rights and obligations of both parties; where individuals independently carry out business activities or engage in freelance work based on the platform, their rights and obligations shall be governed by civil laws. Where platform enterprises use cooperative employment methods such as labor dispatch to organize workers to complete platform work, they shall select enterprises with lawful business qualifications and supervise their protection of workers’ rights and interests. Where platform enterprises employ workers through labor dispatch, they shall fulfill the responsibilities of the user unit for labor dispatch in accordance with the law. Where other cooperative employment methods such as outsourcing are adopted and workers’ rights and interests are harmed, the platform enterprise shall bear corresponding responsibilities in accordance with the law.

According to the Guidelines on Safeguarding the Rights to Rest and Labour Compensation of Workers in New Forms of Employment (《新就業形態勞動者休息和勞動報酬權益保障指引》), the Guidelines on Publicizing Labour Rules for Workers in New Forms of Employment (《新就業形態勞動者勞動規則公示指引》), and the Service Guide on the Protection of Rights and Interests of Workers in New Forms of Employment (《新就業形態勞動者權益維護服務指南》), promulgated and implemented by the General Office of the MHRSS on November 8, 2023, workers in new forms of employment mainly refer to workers who accept work tasks such as delivery, transportation, travel, and housekeeping services released by internet platforms online, provide platform-based online appointment services in accordance with platform requirements, and obtain labor remuneration through their work. The above provisions, by clarifying specific guidelines and service standards, support and regulate the development of new forms of employment, focus on core rights and interests such as rest, labor remuneration, and the right to know labor rules of workers in new forms of employment, guide platform enterprises and platform employment cooperation enterprises to employ workers in compliance with laws and regulations, guide workers to protect their rights in accordance with the laws, and effectively strengthen the protection of the rights and interests of workers in new forms of employment.

Regulations on Value-Added Telecommunications Services

The State Council, the Ministry of Industry and Information Technology (the “MIIT”), and other relevant government authorities have promulgated a wide range of regulatory schemes for telecommunications services, including value-added telecommunications services and basic telecommunications services. In addition to the licenses and permits required under new laws and regulations that may be enacted from time to time, operators of value-added telecommunications

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services may be required to obtain additional licenses and permits. Furthermore, there is significant uncertainty regarding the interpretation and enforcement of current and any future Chinese laws and regulations applicable to telecommunications activities.

On September 25, 2000, the State Council promulgated the Telecommunications Regulations of the PRC (《中華人民共和國電信條例》) (the “Telecommunications Regulations”), last amended on February 6, 2016, to regulate telecommunications activities in China. On December 28, 2015, the MIIT promulgated the Classification Catalogue of Telecommunications Services (2015 Edition) (《電信業務分類目錄(2015年版)》), which was amended on June 6, 2019.

According to the Telecommunications Regulations and the Classification Catalogue of Telecommunications Services, telecommunications services are divided into two categories, namely “basic telecommunications services” and “value-added telecommunications services”. According to the Telecommunications Regulations, operators of value-added telecommunications services must obtain approval from the MIIT or the provincial counterpart department and obtain the value-added telecommunications service operating license. The MIIT promulgated the Administrative Measures for the Licensing of Telecommunication Business Operations (《電信業務經營許可管理辦法》) (the “Licensing Measures”) on March 1, 2009, last amended on July 3, 2017, to strengthen the administration of telecommunications business operating licenses and to specify in more detail the types of licenses required for operating value-added telecommunications services, as well as provisions on the application, approval, use, and management of telecommunications business operating licenses.

Foreign direct investment in telecommunications companies in mainland China is regulated by the Administrative Regulation of Foreign-Invested Telecommunications Enterprises (《外商投資電信企業管理規定》) (the “FITE Regulation”), which was issued by the State Council on December 11, 2001, and last amended on March 29, 2022. The FITE Regulation stipulates that a foreign-invested telecommunications enterprise in the PRC, or the FITE, refers to an enterprise legally established by a foreign investor within the territory of the PRC to operate telecommunications business. Under the FITE Regulation and in accordance with WTO-related agreements, unless otherwise stipulated by the State, the foreign party investing in an FITE that engages in value-added telecommunications services may hold up to 50% of the ultimate equity interests of the FITE. An FITE shall apply for a telecommunications business license from the MIIT, upon completion of its registration with the competent market supervisory authority. The relevant PRC authorities retain considerable discretion in granting such approvals. Furthermore, a foreign party investing in e-commerce business, as a type of value-added telecommunications services, has been allowed to hold up to 100% of the equity interests of an FITE based on the Circular of the Ministry of Industry and Information Technology on Removing the Restrictions on Shareholding Ratio Held by Foreign Investors in Online Data Processing and Transaction Processing (Operating E-commerce Business) (《工業和信息化部關於放開在線數據處理與交易處理業務(經營類電子商務)外資股比限制的通告》) issued on June 19, 2015 and the current effective Classification Catalogue of Telecommunications Services.

REGULATIONS RELATED TO INTERNET INFORMATION SERVICE

The State Council promulgated the Administrative Measures for Internet Information Services (《互聯網信息服務管理辦法》) (the “Internet Measures”) on September 25, 2000, which were first amended on January 8, 2011 and most recently amended on December 6, 2024, setting out guidelines for the provision of internet information services. The Internet Measures classify internet information services into commercial internet information services and non-commercial internet information services. Operators engaging in commercial internet information services are required to apply to the relevant telecommunications regulatory authorities for a value-added telecommunications business operating permit, or an ICP License. As of the Latest Practicable Date, we have obtained an ICP License for the provision of internet information services and have not been subject to any penalties or investigations by the relevant government authorities due to insufficiency in the scope of our ICP License.

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Pursuant to the Internet Measures, internet information service providers that provide the following internet content may be subject to penalties, including criminal sanctions: content that opposes the basic principles established by the Chinese Constitution; content that endangers national security, discloses state secrets, subverts state power, undermines national unity; content that harms national honour and interests; content that incites ethnic hatred or discrimination or undermines ethnic unity; content that undermines national religious policies, promotes cults, and feudal superstitions; content that spreads rumours, disrupts social order, undermines social stability; content that disseminates obscenity, pornography, gambling, violence, murder, terror, or incites crime; content that insults or defames others or infringes upon the lawful rights and interests of others; or content containing other information prohibited by laws and administrative regulations. Internet information service providers must not publish or disseminate any content falling within the prohibited categories and must cease providing any such content on their websites. The PRC government may issue directives to ICP License holders that violate any of the foregoing content restrictions to rectify such violations and, in serious cases, revoke their ICP Licenses.

In addition to the Telecommunications Regulations and other regulations mentioned above, internet applications (“Apps”) and internet application stores (“App Stores”) are specifically regulated by the Regulations on the Administration of Mobile Internet Application Information Services (《移動互聯網應用程序信息服務管理規定》) (or the App Provisions), which were promulgated by the CAC on June 14, 2016, amended on June 14, 2022 and effective from August 1, 2022. The App Provisions regulate providers of App information services and providers of App stores services, with the CAC and local internet information offices responsible for the supervision and management of App information on a national or local level, respectively. App providers must possess the relevant qualifications required by laws and regulations, strictly implement information security management responsibilities, and fulfil obligations such as the real-name system, user information protection, and information content review and management.

The Regulations on the Administration of Internet Follow-up Comment Services (《互聯網跟帖評論服務管理規定》), promulgated by the CAC on August 25, 2017, amended on November 16, 2022 and effective from December 15, 2022, require follow-up comment posting service providers to (i) authenticate the real identity information of registered users in accordance with the principle of “real name on the backend, voluntary on the frontend”; (ii) establish and improve user personal information protection systems; and (iii) establish and improve information security management systems for follow-up comment review and management, real-time inspection, and emergency response, to promptly identify and deal with illegal and undesirable information, and report to the competent authorities.

The Regulations on the Administration of Internet Forum and Community Services (《互聯網論壇社區服務管理規定》), promulgated by the CAC on August 25, 2017 and effective from October 1, 2017, stipulate that providers of internet forum and community services must implement primary responsibilities, establish and improve information security management systems such as information review, real-time inspection of public information, emergency response, and personal information protection, have secure and controllable preventive measures, equip themselves with professional personnel commensurate with the scale of their services, and provide necessary technical support for relevant authorities to perform their duties in accordance with the law.

The Regulations on the Ecological Governance of Network Information Content (《網絡信息內容生態治理規定》), promulgated by the CAC on December 15, 2019 and effective from March 1, 2020, clarify the scope of content that is encouraged, prohibited or to be prevented from being produced, reproduced and published. Producers of network information content must take measures to prevent and resist the production, reproduction and publication of any undesirable information with the following content: (i) using exaggerated headlines that are seriously inconsistent with the content; (ii) sensationalizing gossip, scandals, misdeeds, etc.; (iii) improperly commenting on natural disasters, major accidents and other calamities; (iv) containing sexual innuendos, sexual provocation or other elements likely to evoke sexual associations; (v) depicting blood, horror, cruelty, etc., that may cause physical or mental discomfort; (vi) inciting discrimination against groups or regions, etc.;

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(vii) promoting vulgar, crude, or kitsch content; (viii) possibly causing minors to imitate unsafe behaviors and acts that violate social morality, or inducing unhealthy tendencies in minors; and (ix) other content that has a negative impact on the network ecosystem. Platforms providing network information content services shall establish an ecological governance mechanism of network information content, formulate detailed rules for the ecological governance of network information content on their platforms, and improve systems such as user registration, account management, information publication review, follow-up comment review, page and panel ecological management, real-time inspection, emergency response, and the handling of network rumours and black market industry chain information. Users of network information content services, producers of network information content, and platforms providing network information content services shall not use manual or technical means to engage in activities such as fabricating traffic, traffic hijacking, fraudulent account registration, illegal account trading, or manipulation of user accounts, thereby disrupting the network ecological order.

On September 15, 2021, the CAC promulgated the Opinions on Further Strengthening the Primary Responsibility of Website Platforms for Information Content Management (《關於進一步壓實網站平台信息內容管理主體責任的意見》) (or the “**Opinions**”), effective on the same day. The Opinions provide that website platforms shall fulfill their primary responsibility for information content management, including refining platform community rules, strengthening the standardized management of user accounts, improving content review mechanisms, enhancing the quality of information content, regulating the dissemination of information content, and strengthening the management of key functions.

On January 22, 2021, the CAC promulgated the Regulations on the Administration of Internet User Public Account Information Services (2021 Revision) (《互聯網用戶公眾賬號信息服務管理規定(2021修訂)》), stipulating that public account information service platforms shall perform their primary responsibility for information content and public account management, equip themselves with management personnel and technical capabilities commensurate with the scale of their business, establish the position of a person responsible for content security, and establish, improve and strictly implement management systems such as account registration, information content security, ecological governance, emergency response, network security, data security, personal information protection, intellectual property protection, and credit evaluation.

The Regulations on the Administration of Internet User Account Information (《互聯網用戶賬號信息管理規定》), promulgated by the CAC on June 27, 2022 and effective from August 1, 2022, set out guidelines for the provision of internet user account information. Internet information service providers shall fulfill their primary responsibility for the management of internet user account information, equip themselves with professional personnel and technical capabilities commensurate with the scale of their services, and establish, improve and strictly implement management systems such as real identity information authentication, account information verification, information content security, ecological governance, emergency response, and personal information protection.

On September 17, 2021, multiple government authorities, including the CAC, MIIT, SAMR, the Ministry of Public Security, and the Ministry of Culture and Tourism jointly issued the Guidelines on Strengthening the Comprehensive Regulation of Algorithms for Internet Information Services (《關於加強互聯網信息服務算法綜合治理的指導意見》), effective on the same day, which stipulate that routine monitoring of algorithms in terms of data usage, application scenarios, impact effects, etc., should be carried out, algorithm security assessments should be conducted, an algorithm filing system should be established, and a hierarchical and classified algorithm system should be improved. On December 31, 2021, the CAC, MIIT, the Ministry of Public Security, and SAMR jointly issued the Provisions on the Administration of Algorithm Recommendation for Internet Information Services (《互聯網信息服務算法推薦管理規定》) (the “**Algorithm Recommendation Provisions**”), which became effective on March 1, 2022. The Algorithm Recommendation Provisions implement hierarchical and classified management of algorithm recommendation service providers based on various criteria. The Algorithm Recommendation Provisions require algorithm recommendation service providers to conspicuously inform users of the provision of

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algorithm recommendation services and to disclose in an appropriate manner the basic principles, purpose and intent, and main operating mechanisms of the algorithm recommendation services. Algorithm recommendation service providers shall implement the primary responsibility for algorithm security, establish and improve management systems and technical measures for algorithm mechanism review, technology ethics review, user registration, information publication review, data security and personal information protection, combating telecommunications and online fraud, security assessment monitoring, and security incident emergency response, formulate and disclose relevant rules for algorithm recommendation services, and equip themselves with professional personnel and technical support commensurate with the scale of their algorithm recommendation services. Algorithm recommendation service providers with public opinion attributes or the ability to mobilise society shall complete filing procedures through the internet information service algorithm filing system by filing the name of the service provider, form of service, application areas, type of algorithm, algorithm self-assessment report, proposed content for public disclosure, and other information.

On September 9, 2022, the CAC, MIIT and SAMR jointly promulgated the Regulations on the Management of Internet Pop-up Information Push Services (《互聯網彈窗信息推送服務管理規定》), and became effective on September 30, 2022, which stipulate that providers of internet pop-up information push services shall implement primary responsibility for information content management and establish and improve management systems for information content review, ecological governance, data security and personal information protection, and minor protection.

REGULATIONS RELATING TO ADMINISTRATION OF REAL PROPERTY AND LEASING OF HOUSING

Real Property

Pursuant to the Civil Code of the People’s Republic of China (《中華人民共和國民法典》), which was promulgated by the SCNPC on May 28, 2020 and became effective on January 1, 2021, the creation, alteration, transfer, and termination of real property rights shall be registered in accordance with the provisions of law. Such rights become effective upon registration in accordance with the law; without registration, they shall not become effective, unless otherwise provided by law. Real property registration shall be handled by the registration authority in the place where the real property is located.

Leasing of Housing

Pursuant to the Administrative Measures for Commodity House Leasing (《商品房屋租賃管理辦法》), which was promulgated by the Ministry of Housing and Urban-Rural Development on December 1, 2010 and became effective on February 1, 2011, the parties to a housing lease shall enter into a lease contract in accordance with the law. Within 30 days after the conclusion of a house lease contract, the parties shall register and file the lease with the competent construction (real property) authority of the municipality, city or county people’s government where the leased property is situated.

Pursuant to the Civil Code of the People’s Republic of China (《中華人民共和國民法典》), which was promulgated by the SCNPC on May 28, 2020 and became effective on January 1, 2021, the failure of the parties to register and record a lease contract in accordance with laws and administrative regulations shall not affect the validity of the contract.

REGULATIONS RELATING TO INFORMATION SECURITY AND DATA COMPLIANCE

Privacy Data Security and Outbound Data

Pursuant to the Data Security Law of the People’s Republic of China (《中華人民共和國數據安全法》), which was promulgated by the SCNPC on June 10, 2021 and became effective on September 1, 2021, the state establishes a data classification and grading protection system to protect data by classification and grading. Entities engaged in data processing activities shall, in accordance with

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laws and regulations, establish and improve a full-process data security management system, organise data security education and training, and adopt corresponding technical measures and other necessary measures to ensure data security.

The Cyberspace Administration of China (“CAC”) and thirteen other PRC regulatory authorities jointly issued the Measures for Cybersecurity Review (《網絡安全審查辦法》) (“Cybersecurity Review Measures”) on December 28, 2021, which came into force on February 15, 2022. These Measures stipulate that: (i) critical information infrastructure operators (the “critical information infrastructure operators”) that purchase internet products and services or network platform operators that carry out data processing activities must be subject to a cybersecurity review in accordance with the Cybersecurity Review Measures if their activities affect or may affect national security; (ii) internet platform operators who possess more than one million users’ personal information and seek to list abroad are obliged to apply for a cybersecurity review; and (iii) the relevant PRC government authorities may conduct a cybersecurity review if they consider that the issuer’s network products or services, or data processing activities, affect or may affect national security. On June 9, 2026, we and our PRC data compliance legal counsel conducted a telephone consultation under our real names with the China Cybersecurity Review, Certification and Market Regulation Big Data Center (hereinafter referred to as the “CCRC”) regarding the relevant matters. The CCRC, entrusted by the CAC, undertakes the filing of cybersecurity review applications and is the competent authority for such consultations. During the consultation, the staff of the CCRC confirmed that listing in Hong Kong does not constitute “listing oversea” under the Measures for Cybersecurity Review. Given that: (1) the CCRC has confirmed that a listing in Hong Kong does not constitute a listing overseas; and (2) as of the Latest Practicable Date, we had not received any formal notification from the relevant regulatory authorities designating our network facilities and information systems as critical information infrastructure, and therefore we are not the critical information infrastructure operators; (3) as of the Latest Practicable Date, we have not received any notice requiring us to conduct a cybersecurity review, nor have we been notified that our data processing activities affect or may affect national security. Consequently, our PRC data compliance legal counsel is of the view that, as of the Latest Practicable Date, we are not required to submit an application for a cybersecurity review in respect of the [REDACTED] pursuant to the Measures for Cybersecurity Review.

Pursuant to the Measures for the Security Assessment of Outbound Data Transfer (《數據出境安全評估辦法》), promulgated by the CAC on July 7, 2022 and effective from September 1, 2022, data processors that provide outbound data shall apply for outbound data transfer security assessment under specific circumstances. Pursuant to the Measures for the Standard Contract for Outbound Transfer of Personal Information (《個人信息出境標準合同辦法》), promulgated by the CAC on February 22, 2023 and effective from June 1, 2023, personal information processors shall, where they meet the requirements of laws and regulations, provide personal information abroad by entering into standard contracts. Pursuant to the Provisions on Promoting and Regulating Cross-border Data Flow (《促進和規範數據跨境流動規定》), promulgated by the CAC on March 22, 2024 and effective from that same date, such provisions further clarify the regulatory procedures applicable to the cross-border flow of personal information and data, and stipulate that where there is any conflict with the Measures for the Security Assessment of Outbound Data Transfer and the Measures for the Standard Contract for Outbound Transfer of Personal Information, these Provisions shall prevail. Under the Provisions on Promoting and Regulating Cross-border Data Flow: (1) Data processors shall conduct data outbound security assessments when transferring important data or personal information to recipients abroad under specific circumstances, including: (i) a critical information infrastructure operator intends to provide important data or personal information overseas; (ii) a non-critical information infrastructure operator intends to provide important data overseas; (iii) a non-critical information infrastructure operator cumulatively provide personal information of one million or more individuals (excluding sensitive personal information) or sensitive personal information of one million or more individuals within a natural year and subsequently continues to provide personal information overseas in the future. (2) Data processors other than critical information infrastructure operators who, from 1 January of the current year, have accumulated the

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transfer of personal information of more than 100,000 but less than one million individuals (excluding sensitive personal information) or less than 10,000 individuals’ worth of sensitive personal information shall enter into a standard contract for the cross-border transfer of personal information with the overseas recipient or obtain personal information protection certification in accordance with the law. (3) Data processors providing personal information overseas that meet certain conditions shall be exempted from the requirement to apply for a cross-border data transfer security assessment, enter into a standard contract for the cross-border transfer of personal information, or obtain personal information protection certification, including: for concluding or performing a contract to which the individual is a party, implementing cross-border human resources management in accordance with labour rules and regulations formulated under the law and collective contracts entered into under the law, and situations where a data processor other than a critical information infrastructure operator has cumulatively provided less than 100,000 individuals’ personal information (excluding sensitive personal information) since 1 January of the current year, among others.

LAWS ON PERSONAL INFORMATION PROTECTION AND PRIVACY

Pursuant to the Civil Code of the People’s Republic of China (《中華人民共和國民法典》) promulgated by the SCNPC on May 28, 2020 and effective from January 1, 2021, the personal information of natural persons is protected by law. Any organisation or individual that needs to obtain the personal information of others shall obtain it in accordance with the law and ensure the security of such information, and shall not illegally collect, use, process or transmit the personal information of others, nor illegally trade, provide or disclose the personal information of others. The Personal Information Protection Law of the People’s Republic of China (《中華人民共和國個人信息保護法》) promulgated by the SCNPC on August 20, 2021 and effective from November 1, 2021, further emphasises the obligations and responsibilities of data processors to protect personal information, and requires that high-level protection measures be adopted when processing sensitive personal information. This law consolidates the previously scattered provisions on personal information rights and privacy protection. Under the Personal Information Protection Law, personal information refers to all kinds of information relating to identified or identifiable natural persons recorded electronically or by other means, excluding information that has been anonymised. The Personal Information Protection Law applies to the processing of personal information of natural persons within the territory of China, as well as certain activities conducted outside China that involve the processing of personal information of natural persons within China, including for the purpose of providing products or services to natural persons within China, or analysing or evaluating the behaviour of natural persons within China. The Personal Information Protection Law also sets out specific provisions concerning the obligations of personal information processors. We update our privacy policies from time to time to meet the latest regulatory requirements of the Chinese government authorities, and adopt technical measures to protect data and ensure cybersecurity in a systematic way.

Pursuant to the Regulations on the Protection of Telecom and Internet Users’ Personal Information (《電信和互聯網用戶個人信息保護規定》) promulgated by the Ministry of Industry and Information Technology on July 16, 2013 and effective from September 1, 2013, telecommunications business operators and internet information service providers shall be responsible for the security of users’ personal information collected and used by them in the course of providing services. Without the consent of users, telecommunications business operators and internet information service providers shall not collect or use users’ personal information. Telecommunications business operators and internet information service providers shall keep strictly confidential the users’ personal information collected and used by them in the course of providing services, and shall not disclose, tamper with or destroy such information, nor sell or illegally provide such information to others. Internet information service providers shall take various measures to prevent the disclosure, destruction, tampering or loss of users’ personal information. The Network Security Law of the People’s Republic of China promulgated by the SCNPC on November 7, 2016, last amended on October 28, 2025 and effective from January 1, 2026, provides that, unless otherwise stipulated by

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laws or regulations, network operators collecting and using personal information shall follow the principles of lawfulness, legitimacy and necessity, and strictly collect and use personal information within the scope of authorisation granted by the relevant personal information subjects. In the event of unauthorised disclosure, destruction or loss of personal information, network operators shall immediately take remedial measures, promptly notify the affected users and report to the relevant competent authorities. Any user who discovers that a network operator collects or uses his/her personal information in violation of relevant laws, administrative regulations or the agreement between the parties shall have the right to request the network operator to delete his/her personal information; any user who discovers that his/her personal information collected and stored by a network operator is incorrect shall have the right to request the network operator to make corrections.

Pursuant to the Announcement on Conducting Special Supervision Against the Illegal Collection and Use of Personal Information by Apps (《關於開展App違法違規收集使用個人信息專項治理的公告》) jointly issued by the Office of the Central Cyberspace Affairs Commission, the Ministry of Industry and Information Technology, the Ministry of Public Security and the State Administration for Market Regulation on January 23, 2019, App operators, in collecting and using personal information, shall strictly perform their duties and obligations under the Cybersecurity Law and should be responsible for the security of personal information obtained from users and take effective measures to strengthen the protection of personal information. Furthermore, App operators must not force their users to make authorization by means of default, bundling, suspending installation, or in other forms and should not collect personal information in violation of laws or regulations, or breach of user agreements. The importance of the above regulatory requirements is further reiterated in the Notice of the Ministry of Industry and Information Technology on the Special Rectification of Apps Infringing upon Users’ Personal Rights and Interests (《工業和信息化部關於開展App侵害用戶權益專項整治工作的通知》) issued by the MIIT on October 31, 2019. On November 28, 2019, the CAC, the MIIT, the Ministry of Public Security and the SAMR jointly issued the Methods of Identifying Illegal Collection and Use of Personal Information by Apps (《App違法違規收集使用個人信息行為認定方法》). This regulation enumerates various common illegal activities adopted by App operators in collecting and using personal information, including “failure to disclose the rules for collecting and using personal information”, “failure to specify the purpose, method and scope of collecting and using personal information”, “collection and use of personal information without user’s consent”, “violation of the principle of necessity by collecting personal information irrelevant to the services provided”, “provision of personal information to others without consent”, “failure to provide a function for deletion or correction of personal information as required by law” and “failure to publish information such as complaint and reporting channels”. The following activities by App operators may be identified as “collection and use of personal information without user’s consent”: (i) starting to collect personal information or enabling the permission to collect personal information before obtaining user’s consent; (ii) continuing to collect personal information or enabling the permission to collect personal information, or frequently seeking user’s consent thereby interfering with the normal use of the App, after the user has explicitly refused; (iii) the personal information actually collected or the permissions actually enabled exceed the scope authorised by the user; (iv) seeking user’s consent by non-explicit means such as default acceptance of the privacy policy; (v) altering the status of permissions to collect personal information previously set by the user without the user’s consent; (vi) using user’s personal information and algorithms to carry out targeted push notifications without providing an option for non-targeted push notifications; (vii) misleading users into granting consent to collect personal information or enabling permissions to collect personal information by improper means such as fraud or deception; (viii) failing to provide users with a means or channel to withdraw consent to the collection of personal information; and (ix) collecting and using personal information in violation of the collection and use rules disclosed by the App operator.

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REGULATIONS ON INTELLECTUAL PROPERTY RIGHTS

Copyright

Pursuant to the PRC Copyright Law (《中華人民共和國著作權法》) (the “**Copyright Law**”) promulgated by the SCNPC on September 7, 1990, last amended on November 11, 2020 and came into effect on June 1, 2021, and the Implementation Regulations of the Copyright Law of the PRC (《中華人民共和國著作權法實施條例》) promulgated by the State Council on August 2, 2002 and last amended on January 30, 2013 and came into effect on March 1, 2013, Chinese citizens, legal persons, or unincorporated organizations shall, whether published or not, be entitled to copyrights. Unless otherwise provided in the Copyright Law, reproducing, distributing, performing, projecting, broadcasting or compiling a work or communicating the same to the public via an information network without permission from the owner of the copyright therein, will constitute infringement of copyrights. The last amendment to the Copyright Law took effect on June 1, 2021, and the copyright protection has been extended to Internet activities, products distributed over the Internet, and software products. Furthermore, the China Copyright Protection Centre administers a voluntary registration system. Pursuant to the Copyright Law, the Chinese citizens, legal persons and organizations own copyright for their works (whether published or not), which include, among others, works of literature, art, natural science, social science, engineering technology, and computer software. Copyright owners are entitled to legal rights, including the right of publication, the right of authorship and the right of reproduction. An infringer of copyrights shall be subject to various civil liabilities, which include ceasing infringement activities, apologizing to the copyright owners and compensating the loss of the copyright owner. An infringer of copyrights may also be subject to fines and/or administrative or criminal liabilities under certain circumstances.

In order to further implement the Regulations on Computer Software Protection (《計算機軟件保護條例》), promulgated by the State Council on June 4, 1991, last amended on January 30, 2013, the National Copyright Administration issued the Measures for the Registration of Computer Software Copyright (《計算機軟件著作權登記辦法》) on February 20, 2002, which were most recently amended on June 18, 2004 and became effective on July 1, 2004, providing specific provisions on the specific procedures and requirements for the registration of software copyrights.

In accordance with the Regulations on Computer Software Protection (《計算機軟件保護條例》) promulgated by the State Council on June 4, 1991 and last amended on January 30, 2013, with the latest revision effective on March 1, 2013, Chinese citizen, legal person or other organization is entitled under the copyright of the software (whether published or not) he/it has developed, including the right of publication, right of acknowledgment, right of alteration, right of reproduction, right of distribution, right of leasing, right of dissemination, right of translation and other rights that software copyright owners shall have.

In accordance with the Measures for Registration of Computer Software Copyright (《計算機軟件著作權登記辦法》) promulgated by the National Copyright Administration (the “**National Copyright Administration**”) on April 6, 1992 and last amended on June 18, 2004, with the latest revision effective on July 1, 2004, software copyrights, exclusive software copyright licensing contracts and transfer contracts shall be registered, and the National Copyright Administration shall be the competent authority for the administration of software copyright registration and has certified the China Copyright Protection Center as the institution responsible for software registration. Applications that comply with the rules shall be granted registration, and a corresponding registration certificate shall be issued by the China Copyright Protection Center.

Patent

According to the PRC Patent Law (《中華人民共和國專利法》) promulgated by the SCNPC on March 12, 1984, last amended on October 17, 2020, and came into effect on June 1, 2021, and the Implementation Rules of the Patent Law (《中華人民共和國專利法實施細則》) promulgated by the State Council on June 15, 2001, last amended on December 11, 2023 and came into effect on January 20, 2024, the patent administrative authorities of the State Council are responsible for the

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administration of patent-related work nationwide, uniformly accepts and examines patent applications, and grants patent rights in accordance with the law; the patent administration departments of the provincial, autonomous regions or municipal governments are responsible for the administration of patents within their respective administrative areas. It provides three types of patents, namely invention, utility model and design. Invention patents are valid for twenty years, utility model patents are valid for ten years and design patents are valid for fifteen years, in each case from the date of application. Any entity or individual that uses a patent of another party shall enter into a licensing contract with the patent owner and pay patent royalties to the patent owner. Any use of a patent without the permission of the patent owner constitutes an infringement of the patent right.

Trademark

In accordance with the Trademark Law of the PRC (《中華人民共和國商標法》) promulgated by SCNPC on August 23, 1982, most recently amended on April 23, 2019 and effective from November 1, 2019, and the Implementation Regulation of the Trademark Law of the PRC (《中華人民共和國商標法實施條例》) promulgated by the State Council on August 3, 2002, last amended on April 29, 2014 and effective from May 1, 2014, the trademark bureaus under the General Administration for Industry and Commerce are responsible for national trademark registration and management. Registered trademarks are valid for ten years from the date the registration is approved. Upon expiry of the period of validity, the registrant shall go through the formalities for renewal within twelve months prior to the date of expiry as required if the registrant needs to continue to use the trademark; where the registrant fails to do so during this period, a grace period of six months may be granted. The period of validity for each renewal of registration is ten years, commencing from the day immediately after the expiry of the preceding period of validity for the trademark. In the absence of a renewal upon expiry, the registered trademark shall be canceled. A trademark registrant may authorise another person to use its registered trademark by entering into a trademark licensing contract.

Domain Names

According to the Administrative Measures for Internet Domain Names (《互聯網域名管理辦法》) promulgated by the Ministry of Industry and Information Technology on August 24, 2017 and which became effective from November 1, 2017, the Ministry of Industry and Information Technology is responsible for supervision and administration of domain name services in the PRC, while provincial, autonomous region, and municipal telecommunications management bureaus are responsible for domain name services within their respective regions. The establishment of domain name root servers and domain name root server operation institutions, domain name registration management institutions and domain name registration service institutions within the territory of the PRC shall obtain permission from the Ministry of Industry and Information Technology or the communications administration department of the province, autonomous region or municipality directly under the Central Government in accordance with the Administrative Measures for Internet Domain Names.

REGULATIONS ON FOREIGN EXCHANGE

The Foreign Exchange Administration Regulations of the PRC (《中華人民共和國外匯管理條例》), promulgated by the State Council on January 29, 1996 and last amended on August 5, 2008 and effective from the same date, is currently the primary foreign exchange administration regulation in effect. Pursuant to such regulations, Renminbi is generally freely convertible for payments of current account items (such as commodity, trade and service-related foreign exchange transactions and dividend payments) on the basis of genuine and legitimate transactions; while capital account items, such as equity transfer, direct investment, securities investment, derivatives or loans, shall not be converted unless approved by the relevant foreign exchange administration authorities and the relevant registration and filing with the competent foreign exchange administration authorities have been completed.

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According to the Notice of the State Administration of Foreign Exchange of the PRC on Revolutionizing and Regulating Capital Account Settlement Management Policies (《國家外匯管理局關於改革和規範資本項目結匯管理政策的通知》) which was promulgated by the SAFE on June 9, 2016 and last amended on December 4, 2023 and effective from the same date, the voluntary foreign exchange settlement policy applies to foreign exchange [REDACTED], foreign debt [REDACTED] and [REDACTED] from overseas [REDACTED] repatriated to China, and the Renminbi funds obtained from such foreign exchange settlement may be used to grant loans to related parties or to repay inter-enterprise loans (including third-party advances).

According to the Notice on Optimizing Administration of Foreign Exchange to Support the Development of Foreign-related Business (《國家外匯管理局關於優化外匯管理支持涉外業務發展的通知》), issued by SAFE on April 10, 2020 and effective from the same date, under the prerequisite of ensuring true and compliant use of funds and compliance with the law and prevailing administrative provisions on use of [REDACTED], eligible enterprises are allowed to make domestic payments by using their [REDACTED] funds, foreign credits and the income under [REDACTED] accounts of overseas [REDACTED], without prior provision of the evidentiary materials concerning authenticity to the bank for each transaction.

The Notice on Issues Concerning the Administration of Funds of Domestic Enterprises Listed Overseas (《關於境內企業境外上市資金管理有關問題的通知》) was promulgated by the PBOC and the SAFE on December 24, 2025 and came into effect on April 1, 2026. This notice further streamlines and facilitates domestic enterprises and shareholders in handling foreign exchange related to overseas listing. The key measures that are improved and clarified include: (i) supporting domestic shareholders of H shares under the “full circulation” to complete foreign exchange registration for sales reduction with their local banks within 30 working days before or after the sales reduction; (ii) simplifying the procedures for domestic enterprises and domestic shareholders to handle change of registration, and banks are no longer required to retrieve the original business registration certificates; and (iii) further refining the scope of disbursements from the designated foreign exchange account of the CSDCC for the H share “full circulation”.

REGULATIONS ON TAX

Enterprise Income Tax

Pursuant to the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法》), promulgated by the SCNPC on March 16, 2007, last amended on December 29, 2018 and effective from the same date, and the Implementing Regulations of the Enterprise Income Tax Law of the People’s Republic of China (《中華人民共和國企業所得稅法實施條例》) promulgated by the State Council on December 6, 2007, last amended on December 6, 2024 and effective from January 20, 2025, enterprises established within China in accordance with the law, or enterprises established under the laws of a foreign country (or region) but whose place of effective management is located within China, shall be regarded as resident enterprises. Resident enterprises shall pay enterprise income tax on their income derived from both within and outside China. The tax rate for enterprise income tax is 25%. The State provides enterprise income tax incentives for industries and projects that are supported and encouraged for development. Hi-tech enterprises that are key enterprises requiring state support are subject to enterprise income tax at a reduced rate of 15%.

Value-Added Tax

Pursuant to the Value-Added Tax Law of the People’s Republic of China (《中華人民共和國增值稅法》) promulgated by the Standing Committee of the National People’s Congress on December 25, 2024 and effective from January 1, 2026, and the Implementation Rules for the Provisional Regulations of the People’s Republic of China on Value-Added Tax (《中華人民共和國增值稅暫行條例實施細則》) promulgated by the Ministry of Finance and the State Administration of Taxation on December 25, 1993 and most recently amended on October 28, 2011, any entities or individuals engaged in the sale of goods, services, intangible assets or immovable property within the territory of the PRC, or importing goods into the PRC, shall be VAT taxpayers and pay value-added tax in

REGULATORY OVERVIEW

accordance with the provisions of the Provisional Regulations. Unless otherwise stipulated in the aforesaid Provisional Regulations, the applicable VAT rate for taxpayers selling goods, labour services, tangible movable property leasing services or importing goods is generally 13%.

According to the Notice of the Ministry of Finance and the State Administration of Taxation on the Adjustment to VAT Rates (《財政部、國家稅務總局關於調整增值稅稅率的通知》) which was promulgated by the Ministry of Finance and the State Administration of Taxation on April 4, 2018 and came into effect on May 1, 2018, the rates of 17% and 11% previously applicable to the taxpayers who engage in VAT taxable sales activities or importation of goods are adjusted to 16% and 10%, respectively.

According to the Announcement on Relevant Policies for Deepening VAT Reform (《關於深化增值稅改革有關政策的公告》) which was promulgated by the Ministry of Finance, State Taxation Administration and the General Administration of Customs on March 20, 2019 and came into effect on April 1, 2019, If a general VAT taxpayer is engaged in a VAT taxable sale or imports goods at the previously applicable rate of 16%, the tax rate is adjusted to 13%; if at the previously applicable rate of 10%, the tax rate is adjusted to 9%.

Tax on Dividends

For Individual Investors

According to the Individual Income Tax Law of the People’s Republic of China (《中華人民共和國個人所得稅法》) which was promulgated by the Standing Committee of the National People’s Congress on September 10, 1980, and last amended on August 31, 2018 and implemented on January 1, 2019, and the Regulations for the Implementation of the Individual Income Tax Law of the People’s Republic of China (《中華人民共和國個人所得稅法實施條例》) which was promulgated by the State Council on December 18, 2018 and implemented on January 1, 2019, dividends paid by a PRC company to individual investors are generally subject to withholding income tax at a uniform rate of 20%.

According to the Notice on Issues Concerning Differentiated Individual Income Tax Policies on Dividends and Bonus of Listed Companies (《關於上市公司股息紅利差別化個人所得稅政策有關問題的通知》) issued by the Ministry of Finance, the State Administration of Taxation and the China Securities Regulatory Commission (“CSRC”) on September 7, 2015, which was implemented on September 8, 2015 and was partially invalid on July 1, 2019, where an individual holds the shares of a listed company obtained from the public offering for more than one year and transfers the stock of the listed company on the stock market, the dividend and bonus income shall be temporarily exempted from individual income tax. Where an individual obtains shares of a listed company from the public offering and transfers the stock of the listed company on the stock market, if the holding period is within one month (inclusive), the dividend and bonus income shall be included in the taxable income in full; if the holding period is more than one month but less than one year (inclusive), the dividend and bonus income shall be included in the taxable income at the rate of 50%; the aforesaid income shall be subject to individual income tax at a uniform rate of 20%.

According to the Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》) issued by the Ministry of Finance, the State Administration of Taxation, and the China Securities Regulatory Commission on October 31, 2014, and effective on November 17, 2014, for dividends and bonuses received by Mainland individual investors from their investments in H-shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the H-share companies shall apply to China Securities Depository and Clearing Corporation Limited (“China Clear”), and China Clear shall provide the H-share companies with the register of Mainland individual investors, and the H-share company shall withhold individual income tax at the rate of 20%. For dividends and bonuses received by Mainland individual investors from their investments in non-H-shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock

REGULATORY OVERVIEW

Connect, China Clear shall withhold individual income tax at the rate of 20%. For withholding tax already paid overseas by individual investors, they may apply for a tax credit with the competent tax authority of China Clear by presenting valid withholding certificates.

For Enterprise Investors

Pursuant to the Enterprise Income Tax Law of the People’s Republic of China (《中華人民共和國企業所得稅法》) which was promulgated by the SCNPC on March 16, 2007, and last amended and became effective on December 29, 2018, and the Implementation Regulations for the Enterprise Income Tax Law of the People’s Republic of China (《中華人民共和國企業所得稅法實施條例》) promulgated by the State Council on December 6, 2024 and became effective on January 20, 2025, a non-resident enterprise that does not have an establishment or place of business in the Mainland China, or that has an establishment or place of business in the mainland China, but the income received is not actually connected with such establishment or place of business, shall be subject to enterprise income tax at a reduced rate of 10% on the income originating from the mainland China (including dividends distributed by a PRC enterprise that issues and lists shares in Hong Kong). The aforesaid income tax payable by a non-resident enterprise shall be withheld at source, and the payer shall be the withholding agent. The tax shall be withheld by the withholding agent from the payment or due payment each time the payment is made or becomes due.

According to the Notice on Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》) issued by the Ministry of Finance, the State Administration of Taxation, and the China Securities Regulatory Commission on October 31, 2014, and effective from November 17, 2014, dividend and bonus income received by Mainland enterprise investors from their investments in shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect shall be included in their total income and shall be subject to enterprise income tax in accordance with the law. Among such income, dividend and bonus income received by Mainland resident enterprises from H-shares that they have held continuously for a full period of 12 months shall be exempt from enterprise income tax in accordance with the law. An H-share company listed on the Hong Kong Stock Exchange shall apply to China Clear, and China Clear shall provide the H-share company with the register of Mainland enterprise investors. The H-share company shall not withhold dividend and bonus income tax from Mainland enterprise investors, and the tax payable shall be declared and paid by the enterprises themselves. When Mainland enterprise investors file their enterprise income tax returns on a self-declaration basis, they may apply for a tax credit in accordance with the law for the dividend and bonus income tax that has been withheld and paid by a non-H-share company listed on the Hong Kong Stock Exchange.

Furthermore, according to The Arrangement Between The Chinese Mainland And The Hong Kong Special Administrative Region For The Avoidance of Double Taxation And The Prevention of Fiscal Evasion with Respect to Taxes on Income (《內地和香港特別行政區關於對所得避免雙重徵稅和防止偷漏稅的安排》) entered into on August 21, 2006, the PRC government may impose tax on dividends paid by a PRC company to a Hong Kong resident (including natural person and legal entities), but such tax shall not exceed 10% of the total amount of the dividends payable. If a Hong Kong resident directly holds 25% or more of equity interest in a PRC company and the Hong Kong resident is the beneficial owner of the dividends and meets other conditions, such tax shall not exceed 5% of the total dividends payable by the PRC company.

Regulations Relating to Labor, Social Insurance and Housing Provident Funds

Employment Relationship

In accordance with the Labor Contract Law of the People’s Republic of China (《中華人民共和國勞動合同法》) promulgated by the Standing Committee of the National People’s Congress on June 29, 2007, and last amended on December 28, 2012, with effect from July 1, 2013, and the Implementing Regulations of the Labor Contract Law of the People’s Republic of China (《中華人民共和國勞動合同法實施條例》) promulgated by the State Council on September 18, 2008, with effect

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from the same date, an employer that establishes an employment relationship with a worker shall enter into a written labor contract with the worker. The employer shall establish and improve its labor rules and regulations in accordance with the law to ensure that workers enjoy their labor rights and perform their labor obligations. The employer shall not compel or force workers to work overtime by disguised means, and if the employer arranges for overtime work, it shall pay overtime compensation to the workers in accordance with the relevant provisions of the state.

According to the Labor Law of the People’s Republic of China (《中華人民共和國勞動法》) promulgated by the Standing Committee of the National People’s Congress on July 5, 1994, and last amended on December 29, 2018, with effect from the same date, an employer shall establish and improve a labor safety and health system, strictly comply with the state provisions and standards relating to labor safety and health, and provide its employees with education on labor safety and health, with a view to preventing accidents in the course of work and reducing occupational hazards. Labor safety and health facilities shall comply with national standards. The employer shall also provide its employees with labor safety and health conditions that meet national standards and necessary labor protection articles.

According to the Interim Provisions on Labor Dispatch (《勞務派遣暫行規定》) promulgated by the Ministry of Human Resources and Social Security of the People’s Republic of China (**the “Ministry of Human Resources and Social Security”**) on January 24, 2014, and effective from March 1, 2014, an employer may only use dispatched workers for temporary, auxiliary or substitute positions, and the employing entity shall strictly control the number of dispatched workers used, and the number of dispatched workers used shall not exceed 10% of its total workforce.

Social Insurance

According to the Social Insurance Law of the People’s Republic of China (《中華人民共和國社會保險法》) promulgated by the Standing Committee of the National People’s Congress on October 28, 2010, and last amended on December 29, 2018, with effect from the same date, and the Interim Regulations on the Collection and Payment of Social Insurance Premiums (《社會保險費徵繳暫行條例》) promulgated by the State Council on January 22, 1999, and last amended on March 24, 2019, with effect from the same date, the state has established a social insurance system covering basic pension insurance, basic medical insurance, work-related injury insurance, unemployment insurance and maternity insurance. An employer shall, within 30 days from the date of establishing an employment relationship with its employee, apply to the social insurance registration agency for social insurance registration on behalf of its employee. An employer shall make its own declaration and pay social insurance premiums in full and on time, and no deferral or reduction shall be made except on statutory grounds such as force majeure.

According to the Opinions of the General Office of the State Council on Fully Promoting the Merger and Implementation of Maternity Insurance and Basic Medical Insurance for Employees (《國務院辦公廳關於全面推進生育保險和職工基本醫療保險合併實施的意見》) promulgated by the General Office of the State Council on March 6, 2019, with effect from the same date, the maternity insurance fund shall be merged into the basic medical insurance fund for employees for unified collection and payment.

According to the Interpretation (II) of the Supreme People’s Court of the People’s Republic of China (**the “Supreme People’s Court”**) on Certain Issues Concerning the Application of Law in the Trial of Labor Dispute Cases (《最高人民法院關於審理勞動爭議案件適用法律問題的解釋(二)》) promulgated by the Supreme People’s Court on July 31, 2025, and effective from September 1, 2025, if an employer agrees with an employee, or an employee undertakes, that social insurance premiums are not required to be paid, the people’s court shall determine that such agreement or undertaking is void. Furthermore, if the employer fails to pay social insurance premiums in accordance with the law, and the employee demands to terminate the labor contract and seeks economic compensation from the employer pursuant to Article 38(3) of the Labor Contract Law of the People’s Republic of China (《中華人民共和國勞動合同法》) the people’s court shall support such

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demand. In such circumstances, even if there was a prior agreement to waive the payment of social insurance premiums, the employer shall still be liable to pay economic compensation to the employee (calculated based on length of service multiplied by monthly salary).

Housing Provident Fund

According to the Regulations on the Administration of Housing Provident Fund (《住房公積金管理條例》) which was promulgated by the State Council on April 3, 1999, and last amended on March 24, 2019, with effect from the same date, an employer that hires an employee shall, within 30 days from the date of hire, apply to the housing provident fund management center for registration of deposit, and complete the procedures for the establishment or transfer of the employee’s housing provident fund account. The employer shall deposit the housing provident fund in full and on time, and shall not make delayed or insufficient deposits.

REGULATIONS ON SECURITIES AND OVERSEAS LISTINGS

The Securities Law

The Securities Law of the PRC (《中華人民共和國證券法》) (“the Securities Law”) was promulgated by the SCNPC on December 29, 1998, and was latest amended on December 28, 2019 and took effect on March 1, 2020. The Securities Law comprehensively regulates activities in the securities market in Chinese mainland including issuance and trading of securities, takeovers by listed companies, securities exchanges, securities companies and the duties and responsibilities of securities regulatory authorities, etc. The Securities Law further regulates that a domestic company issuing securities overseas directly or indirectly or listing their securities for trading overseas shall comply with the relevant provisions of the State Council.

The Filing Rules of Overseas Listings

On February 17, 2023, with the approval of the State Council, the CSRC promulgated the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》), together with five relevant guidelines (collectively referred to as the “Filing Rules”), which came into effect on March 31, 2023. The Filing Rules comprehensively improve and reform the existing regulatory system for overseas offering and listing of PRC domestic companies’ securities and regulate both direct and indirect overseas offering and listing of PRC domestic companies. The CSRC shall supervise and administer the activities of domestic companies in issuing and listing overseas in accordance with the law. Within their respective scope of duties, the CSRC and the relevant competent departments of the State Council shall supervise and administer domestic companies conducting overseas offering and listing, as well as securities companies and securities service institutions providing relevant services for such companies within Chinese mainland in accordance with the law.

Pursuant to the Filing Rules, any overseas offering and listing activities conducted by domestic companies shall comply with the laws, administrative regulations and relevant state provisions on foreign investment, state-owned asset management, industry regulation, overseas investment, etc., shall not disrupt domestic market order, and shall not harm national interests, public interests and the legitimate rights and interests of domestic investors. A domestic company conducting overseas offering and listing shall complete filing procedures with the CSRC in accordance with the Filing Rules, submit the filing report, legal opinions and other relevant materials, and truthfully, accurately and completely disclose shareholder information and other relevant particulars. The Filing Rules stipulate that: (i) where an issuer submits an application for initial public offering or listing to competent overseas regulators, it shall file with the CSRC within 3 business days after such application is submitted to the overseas regulators; (ii) where an issuer issues securities on the same overseas market following its overseas offering and listing, it shall file with the CSRC within three business days upon completion of such issuance; (iii) where an issuer conducts offering and listing on

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another overseas market after its overseas offering and listing, it shall file with the CSRC within three business days following the submission of the offering and listing application documents to such overseas market.

The Filing Rules also stipulate that, upon the occurrence of any of the material events specified below after the overseas offering and listing, the issuer shall make a detailed report to the CSRC within three business days after the occurrence and public announcement of the relevant event: (i) change in controlling rights; (ii) being subject to investigation, punishment or other measures by overseas securities regulatory authorities or the relevant authorities; (iii) changing listing status or changing the listing board; (iv) voluntary or compulsory termination of listing. Besides, if any material change in the principal business and operation of the issuer after its overseas offering and listing makes the issuer no longer within the scope of record-filing, the issuer shall submit a special report and a legal opinion issued by a PRC domestic law firm to the CSRC within 3 business days after the occurrence of the relevant change to provide an explanation of the relevant situation.

In addition, the Filing Rules also set out the circumstances where the overseas offering and listing is explicitly prohibited, including: (i) such listing and financing are explicitly prohibited by provisions in laws, administrative regulations and relevant state rules; (ii) the overseas offering and listing may endanger national security as reviewed and determined by competent authorities under the State Council in accordance with law; (iii) the domestic company, or its controlling shareholder(s) and the actual controller, have committed relevant crimes such as corruption, bribery, embezzlement, misappropriation of property or undermining the order of the socialist market economy during the latest three years; (iv) the domestic company is currently under investigations for suspicion of criminal offenses or major violations of laws and regulations, and no conclusion has yet been made thereof; (v) there are material ownership disputes over equity held by the controlling shareholder(s) or by other shareholder(s) that are controlled by the controlling shareholder(s) and/or actual controller.

Pursuant to the Provisions on Strengthening the Confidentiality and File Management of Domestic Enterprises Related to Overseas Issuance of Securities and Listing (《關於加強境內企業境外發行證券和上市相關保密和檔案管理工作的規定》), which was jointly issued by the CSRC, the Ministry of Finance, the National Administration of State Secrets Protection and the National Archives Administration of China on February 24, 2023 and came into force on March 31, 2023, during the overseas offering and listing activities of domestic companies, domestic companies, securities companies and securities service institutions providing corresponding services shall strictly abide by the relevant PRC laws and regulations as well as the requirements of these provisions, enhance legal awareness of guarding state secrets and strengthening the management of archives, establish and complete systems for confidentiality and archives work, employ necessary measures to implement the responsibility for confidentiality and archives management, and shall not divulge state secrets and work secrets of state organs, and shall not harm the interests of the state and the public. If domestic companies provide or publicly disclose to entities and individuals including relevant securities companies, securities service institutions, overseas regulatory agencies and other parties, or provide or publicly disclose documents and materials involving state secrets or state organ work secrets through their overseas listing entities, they shall report the matters to the competent authorities for examination and approval, and file them with the department for the administration and management of state secrets at the same level for the record.

H-share Full Circulation

Pursuant to the Guidance of H-share Companies Applying for “Full Circulation” Business of Unlisted Shares in China, which was promulgated by the CSRC on August 10, 2023 and came into effect on the same date, “Full Circulation” represents listing and circulating on the Hong Kong Stock Exchange of the domestic unlisted shares of an H-share company, including unlisted domestic shares held by domestic shareholders prior to overseas listing, unlisted domestic shares additionally issued after overseas listing, and unlisted shares held by foreign shareholders. Shareholders of domestic unlisted shares have the flexibility to jointly decide the amount and proportion of shares

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that will be included in the circulation application. This decision should be reached through mutual consultation, ensuring compliance with relevant laws, regulations and policies governing state-owned asset administration, foreign investment and industry regulation. Meanwhile, the H-share company corresponding to these shares may be authorized to file for “full circulation” with the CSRC. After domestic unlisted shares are listed and circulated on the Hong Kong Stock Exchange, they may not be transferred back to China. Shareholders holding domestic unlisted shares may increase or decrease their holdings of the Company’s shares traded on the Hong Kong Stock Exchange in accordance with the relevant business rules.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

OVERVIEW

Our Company was founded in August 2013 by Mr. Deng, our founder, executive Director, chairman of our Board and our chief executive officer. For further information about Mr. Deng, please refer to “Directors and Senior Management — Board of Directors — Executive Directors” in this document. On June 4, 2026, in preparation for the [REDACTED], our Company was converted into a joint stock company with limited liability.

BUSINESS MILESTONES

The following table sets forth the key business development milestones of our Group:

Year	Milestone achieved
2013	Our Company was established
2014	We launched <i>Qing Tuan She</i> (青團社), a technology-driven flexible employment recruitment platform, to help enterprise customers and task seekers achieve precise matching between task opportunities and flexible workers
2015	We completed our Series Seed Financing and Series Pre-A Financing, raising RMB8 million
2016	We completed our Series A Financing, raising RMB12 million
2017	We completed our Series A1 Financing, raising RMB9 million
2018	We completed our Series B Financing, raising RMB34 million
	We jointly established the Zhejiang College Students Employment and Internship Platform (浙江大學生就業實習平台) with Zhejiang Talent Market (浙江省人才市場), extending our platform technology and product capabilities to public employment service scenarios and achieving dual expansion into both enterprise services and government services
2019	We completed our Series B+ Financing, raising RMB110 million
	The number of registered task seekers on our <i>Qing Tuan She</i> (青團社) exceeded 10 million
	We launched our LYGO Platform (靈工打卡), the name of which was registered in 2026
	We introduced the “Online Insurance Enrollment” (線上投保) on LYGO Platform (靈工打卡)
2020	We launched “Instant Payment (收入秒結)” function on LYGO Platform (靈工打卡), which was an industry-leading innovation and enabled flexible workers to receive compensation immediately upon clocking out after completing their tasks
	Our daily peak attendance exceeded 100
2021	We completed our Series C1 Financing and Series C2 Financing, raising RMB58.5 million

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Year	Milestone achieved
	we launched “Pay Raise Voucher” (加薪券) on LYGO Platform (靈工打卡), a function that provides flexible workers with access to additional incentives accumulated through their individual efforts, thereby improving their income levels
	We launched “Tasks Bidding” (搶班崗位) on LYGO Platform (靈工打卡), enabled the matching of flexible workers with task opportunities, further enhancing user experience and product competitiveness
	Our daily peak attendance exceeded 1,300
2022	Our daily peak attendance exceeded 2,900
2023	Our daily peak attendance exceeded 13,000
2024	Our daily peak attendance exceeded 38,000
2025	Our daily peak attendance exceeded 76,000
	We launched Xiao Ling (小靈), an AI Agent that can transform key tasks involving flexible employment into a seamless, intelligent, and highly customized experience for both enterprise customers and individual users. Our Xiao Ling (小靈) can intelligently invoke suitable tools and functions of our platform to support assessment and interview, clock-in, work performance check and AI assistant in a copilot way
	We launched “Industry Alliance” (行業聯盟), realizing cross-enterprise recognition of accumulated experience for flexible workers
	We jointly published the <i>2025 Flexible Employment Platform Employment Development Report</i> (《2025年靈活用工平台就業發展報告》) with the China Academy of Labor Science, through which our market insights, technology-driven solutions and trend analysis were recognized by a wide range of institutions and authorities
2026	Our daily peak attendance exceeded 100,000
	We collaborated with the School of Economics of Fudan University to jointly establish the Fudan University Research Center for Digital Intelligence Economy and Employment (復旦大學數智經濟與就業研究中心), through which we conduct research on China’s labor market transformation, innovative employment and labor market governance under new economy, further deepening industry-academia-research collaboration and strengthening our industry-leading position in the flexible employment sector
	We collaborated with Fudan University to release the <i>White Paper on the Development and Innovative Practices of Flexible Employment in the Service Industry</i> (《服務業靈活就業發展與創新實踐白皮書》), drawing on the major research project of the Ministry of Education titled “Research on Employment Evaluation Mechanisms”
	We completed our Series D Financing, raising RMB30 million
	We were converted into a joint stock limited company under the laws of the PRC

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

OUR PRINCIPAL SUBSIDIARIES

As of the Latest Practicable Date, Our Company has ten subsidiaries. We regard the following subsidiaries as our principal subsidiaries in terms of contribution to our business and financial performance during the Track Record Period:

Name of subsidiary	Date and place of incorporation	Registered capital	Principal business activities
Qingtuanbao	September 17, 2018, the PRC	RMB10,000,000	Sales of services
Qingtuan Lingka	June 12, 2025, the PRC	RMB2,000,000	Research and development

OUR CORPORATE DEVELOPMENT AND MAJOR SHAREHOLDING MOVEMENT DURING THE TRACK RECORD PERIOD

The following sets forth the summary of our corporate history before the Track Record Period and major shareholding movements of our Company during the Track Record Period.

Establishment of Our Company and Early History

Our Company was established under the laws of the PRC on August 29, 2013 with an initial registered capital of RMB30,000. Upon establishment, it was owned as to 70% and 30% by Mr. Deng and PAN Jianxiong (潘建雄), an Independent Third Party of our Company, respectively.

Pre-[REDACTED] Investments

Throughout 2015 to 2026, with confidence in our business development and management, several external investors invested in our Company in different series as pre-[REDACTED] investors to facilitate the business development of our Company. See “— Pre-[REDACTED] Investments” for more information.

Conversion into Joint Stock Company with Limited Liability

For the purpose of our proposed [REDACTED], on April 28, 2026, all of the then shareholders of our Company resolved at a shareholders’ general meeting to approve the conversion of our Company into a joint stock company with limited liability. According to the capital verification report prepared by an Independent Third Party auditor, the total net asset value of our Company as of February 28, 2026 was RMB118,465,729.54, of which (i) RMB8,796,465 was converted to Shares with par value of RMB1.00 per Share; and (ii) the remaining amount was converted into capital reserve. The conversion was completed on June 4, 2026 and we were renamed as Hangzhou Lygo Technology Co., Ltd. (杭州靈卡科技股份有限公司). Immediately upon completion of the said conversion, the registered capital of our Company was RMB8,796,465 divided into 8,796,465 Shares with par value of RMB1.00 per Share, which were subscribed by all our then Shareholders in proportion to their respective equity interests in our Company before the conversion.

Share Subdivision before the [REDACTED]

Pursuant to the resolutions of the Shareholders dated June 19, 2026, the Shares will be subdivided on a one-for-fifty basis immediately prior to the [REDACTED], and the nominal value of the Shares will be changed from RMB1.00 each to RMB0.02 each. After the Share Subdivision and immediately prior to the [REDACTED], the share capital of the Company will be 443,946,600 Shares with a nominal value of RMB0.02 each. For details, please see “— Capitalization of our Company.”

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

ESOP PLATFORM

In recognition of the contributions of our key management members and employees, Qingtuan Investment was established in the PRC as our Company’s ESOP Platform. ESOP Platform forms part of our Single Largest Shareholders as Qingtuan Investment is ultimately controlled by Mr. Deng. Qingtuan Investment was established in the PRC as a limited partnership on July 4, 2017. Enya Investment is the sole general partner of Qingtuan Investment holding 1.00% of partnership interest.

As of the Latest Practicable Date, 48 existing employees and 18 former employees of our Group directly or indirectly hold partnership interests in our ESOP Platform.

As of the Latest Practicable Date, save for XIE Huanxiao (a supervisor of one of our subsidiary), QIN Yao (a supervisor of two of our subsidiaries) and Mr. Deng (our executive Director, the chairman of our Board and chief executive officer), none of the core connected persons of the Group has any interest in Qingtuan Investment.

EMPLOYEE INCENTIVE SCHEME

We have adopted an Employee Incentive Scheme in April 2017 with a view to attract and retain talents for our Group, and foster shared interests between Shareholders and our management and key employees.

As of the Latest Practicable Date, options entitled to 50,870,350 awards under the Employee Incentive Scheme were granted and outstanding. No new Shares will be issued pursuant to the Employee Incentive Scheme. See “Appendix V — Statutory and General Information — 5. Employee Incentive Scheme” for details of the terms and conditions of the Employee Incentive Scheme.

MAJOR ACQUISITIONS, DISPOSALS AND MERGERS

During the Track Record Period and until the Latest Practicable Date, we did not conduct any acquisitions, disposals or mergers that we consider to be material to us.

PRE-[REDACTED] INVESTMENTS

Throughout 2015 to 2026, with confidence in our business development and management, several external investors invested in our Company in different series as pre-[REDACTED] investors to facilitate the business development of our Company, details of which are set forth below:

Particulars and Principal Terms of the Pre-[REDACTED] Investments

Name of Pre-[REDACTED] Investors	Date of initial share purchase/ transfer agreement	Date of last settlement of consideration	Amount of registered share capital involved (in RMB)	Amount of consideration paid (in RMB)	Cost per Share ⁽¹⁾ (in RMB)	Post-money valuation of our Company ⁽²⁾ (in RMB million)	Discount to the [REDACTED] ⁽³⁾
2015 Share Transfer							
Transferor: PAN Jianxiong (潘建雄)	June 3, 2015	June 3, 2015	3,000	3,000	1.00	N/A	[REDACTED]
Transferee: Hangzhou Huadan Investment Management Partnership (Limited Partnership) (杭州華旦投資管理合夥企業(有限合夥)) (“Huadan Investment”)							
Transferor: PAN Jianxiong (潘建雄)	June 3, 2015	June 3, 2015	2,455	2,455	1.00	N/A	[REDACTED]
Transferee: SI Juwei (斯炬偉)							
Transferor: PAN Jianxiong (潘建雄)	June 3, 2015	June 3, 2015	1,688	1,688	1.00	N/A	[REDACTED]
Transferee: MA Zihan (馬子涵)							

THIS DOCUMENT IS IN DRAFT FORM, INCOMPLETE AND SUBJECT TO CHANGE AND THAT THE INFORMATION MUST BE READ IN CONJUNCTION WITH THE SECTION HEADED “WARNING” ON THE COVER OF THIS DOCUMENT.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Name of Pre-[REDACTED] Investors	Date of initial share purchase/transfer agreement	Date of last settlement of consideration	Amount of registered share capital involved (in RMB)	Amount of consideration paid (in RMB)	Cost per Share ⁽¹⁾ (in RMB)	Post-money valuation of our Company ⁽²⁾ (in RMB million)	Discount to the [REDACTED] ⁽³⁾
Series Seed Financing							
Huadan Investment	June 3, 2015	June 3, 2015	241,444	1,000,000	4.14	10.1	[REDACTED]%
SI Juwei (斯炬偉)	June 3, 2015	May 21, 2018	197,545	197,545	1.00	2.4	[REDACTED]%
MA Zihan (馬子涵)	June 3, 2015	July 18, 2018	135,813	135,813	1.00	2.4	[REDACTED]%
Series Pre-A Financing							
Hangzhou LIYUAN Venture CAPITAL Co., Ltd. (杭州立元創業投資股份有限公司) (“Hangzhou Liyuan”)	May 19, 2015	July 3, 2015	131,000	1,500,000	11.45	35.0	[REDACTED]%
CHEN Weibing (陳衛兵)	May 19, 2015	July 3, 2015	43,700	500,000	11.44	35.0	[REDACTED]%
Beijing Chase Away Wealth Capital Partnership (Limited Partnership) (北京追遠財富資本合夥企業(有限合夥)) (“Chase Wealth”)	May 19, 2015	October 23, 2015	349,300	4,000,000	11.45	35.0	[REDACTED]%
Huadan Investment	May 19, 2015	August 3, 2015	87,256	1,000,000	11.46	35.0	[REDACTED]%
Series A Financing							
Jiaxing Lingchuang	March 10, 2016	May 31, 2016	784,248	12,000,000	15.30	58.8	[REDACTED]%
2017 Share Transfer I							
Transferor: Huadan Investment Transferee: Jiaxing Lingchuang	January 18, 2017	January 22, 2017	137,500	2,250,000	16.36	N/A	[REDACTED]
Transferor: Mr. Deng Transferee: Jiaxing Lingchuang,	January 18, 2017	July 18, 2018	44,456	430,000	9.67	N/A	[REDACTED]
Transferor: SI Juwei (斯炬偉) Transferee: Jiaxing Lingchuang,	January 18, 2017	July 18, 2018	138,886	1,320,000	9.50	N/A	[REDACTED]
Transferor: MA Zihan (馬子涵) Transferee: Jiaxing Lingchuang	January 18, 2017	July 18, 2018	137,500	2,250,000	16.36	N/A	[REDACTED]
Transferor: SI Juwei (斯炬偉) Transferee: Xizang Beginning Heart Equity Investment Partnership (Limited Partnership) (西藏初者之心股權投資合夥企業(有限合夥)) (“Chuzhe Zhixin”)	January 18, 2017	May 12, 2018	61,114	300,000	4.91	N/A	[REDACTED]
Series A1 Financing							
Datuanzi Investment	October 10, 2017	September 28, 2020	653,608	8,919,985	13.65	64.6	[REDACTED]%
Series B Financing							
Shanghai Anchi Chuangyin Enterprise Management Partnership (Limited Partnership) (上海安持創銀企業管理合夥企業(有限合夥)) (“Anchi Chuangyin”)	September 1, 2017	November 20, 2017	361,711	13,000,000	35.94	200.0	[REDACTED]%
Shanghai Keqiji Information Technology Co., Ltd. (上海客齊集信息技術股份有限公司, previously known as Kejiji Network Information Technology Services (Shanghai) Co., Ltd. (客齊集網絡信息技術服務(上海)有限公司) (“Shanghai Keqiji”)	September 1, 2017	October 9, 2017	208,679	7,500,000	35.94	200.0	[REDACTED]%
Shaoxing Shangyu Vision Venture Capital Partnership (Limited Partnership) (紹興上虞遠景創業投資合夥企業(有限合夥), previously known as Hangzhou Jinzhe Investment Partnership (Limited Partnership) (杭州金哲投資合夥企業(有限合夥)) (“Shaoxing Shangyu”)	September 1, 2017	November 10, 2017	194,767	7,000,000	35.94	200.0	[REDACTED]%
LIANG Weiping (梁偉平)	September 1, 2017	October 18, 2017	69,560	2,500,000	35.94	200.0	[REDACTED]%

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Name of Pre-[REDACTED] Investors	Date of initial share purchase/ transfer agreement	Date of last settlement of consideration	Amount of registered share capital involved (in RMB)	Amount of consideration paid (in RMB)	Cost per Share ⁽¹⁾ (in RMB)	Post-money valuation of our Company ⁽²⁾ (in RMB million)	Discount to the [REDACTED] ⁽³⁾
Shanghai Junchi Cultural Development Partnership Enterprise (Limited Partnership) (上海均持文化發展合夥企業(有限合夥)) (“Shanghai Junchi”)	December 29, 2017	February 7, 2018	113,567	4,082,000	35.94	204.1	[REDACTED]%
2017 Share Transfer II							
Transferor: Jiaxing Lingchuang Transferee: Anchi Chuangyin	September 1, 2017	November 8, 2017	129,001	3,000,000	23.26	N/A	[REDACTED]
Transferor: Jiaxing Lingchuang Transferee: Shanghai Keqiji	September 1, 2017	October 9, 2017	43,001	1,000,000	23.26	N/A	[REDACTED]
Transferor: Jiaxing Lingchuang Transferee: Shaoxing Shangyu	September 1, 2017	November 10, 2017	51,601	1,200,000	23.26	N/A	[REDACTED]
Transferor: Jiaxing Lingchuang Transferee: LIANG Weiping (梁偉平)	September 1, 2017	October 18, 2017	12,900	300,000	23.26	N/A	[REDACTED]
Series B+ Financing							
Shanghai Yunxin Venture Capital Management Co., Ltd. (上海雲鑫創業投資有限公司) (“Shanghai Yunxin”)	February 1, 2019	February 25, 2019	903,459	70,000,000	77.48	550.0	[REDACTED]%
Zhuhai Rongzhong Equity Investment Partnership (Limited Partnership) (珠海融中股權投資合夥企業(有限合夥)) (“Zhuhai Rongzhong”)	February 1, 2019	June 19, 2019	516,262	40,000,000	77.48	550.0	[REDACTED]%
2019 Share Transfer I							
Transferor: Jiaxing Lingchuang Transferee: Shanghai Yunxin	February 18, 2019	February 25, 2019	340,701	24,000,029	70.44	N/A	[REDACTED]
Transferor: Huadan Investment Transferee: Shanghai Yunxin	February 18, 2019	February 25, 2019	70,639	4,976,029	70.44	N/A	[REDACTED]
Transferor: Chuzhe Zhixin Transferee: Shanghai Yunxin	February 18, 2019	February 25, 2019	61,114	4,305,058	70.44	N/A	[REDACTED]
Transferor: CHEN Weibing (陳衛兵) Transferee: Shanghai Yunxin	February 18, 2019	February 25, 2019	43,700	3,078,362	70.44	N/A	[REDACTED]
2019 Share Transfer II							
Transferor: Chase Wealth Transferee: Zhuhai Dingtu Equity Investment Partnership Enterprise (Limited Partnership) (珠海鼎途股權投資合夥企業(有限合夥)) (“Zhuhai Dingtu”)	June 12, 2019	June 17, 2019	137,659	10,000,000	72.64	N/A	[REDACTED]
Transferor: Zhuhai Rongzhong Transferee: Zhuhai Dingtu	June 12, 2019	June 17, 2019	129,065	10,000,000	77.48	N/A	[REDACTED]
Transferor: Shaoxing Shangyu Transferee: Zhuhai Dingtu	June 12, 2019	June 17, 2019	68,830	5,000,000	72.64	N/A	[REDACTED]
Series C1 Financing							
Zhuhai Rongzhong	December 29, 2020	January 22, 2021	26,924	3,600,000	133.71	1,018.6	[REDACTED]%
Wuxi Xinglu Tiancheng Investment Management Partnership Enterprise (Limited Partnership) (無錫星祿天成投資管理合夥企業(有限合夥)) (“Xinglu Tiancheng”)	December 29, 2020	January 7, 2021	112,185	15,000,000	133.71	1,018.6	[REDACTED]%

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Name of Pre-[REDACTED] Investors	Date of initial share purchase/ transfer agreement	Date of last settlement of consideration	Amount of registered share capital involved (in RMB)	Amount of consideration paid (in RMB)	Cost per Share ⁽¹⁾ (in RMB)	Post-money valuation of our Company ⁽²⁾ (in RMB million)	Discount to the [REDACTED] ⁽³⁾
2020 Share Transfer							
Transferor: Anchi Chuangyin Transferee: Xinglu Tiancheng	December 31, 2020	January 7, 2021	47,320	4,133,000	87.34	N/A	[REDACTED]
Transferor: Shanghai Keqiji Transferee: Xinglu Tiancheng	December 31, 2020	January 7, 2021	47,320	4,133,000	87.34	N/A	[REDACTED]
Transferor: Shaoxing Shangyu Transferee: Xinglu Tiancheng	December 31, 2020	January 7, 2021	19,845	1,733,000	87.33	N/A	[REDACTED]
Transferor: Shaoxing Shangyu Transferee: Zhuhai Rongzhong	December 31, 2020	January 22, 2021	27,475	2,400,000	87.35	N/A	[REDACTED]
2021 Share Transfer							
Transferor: Shanghai Junchi Transferee: Chengdu Qianshi Tianfu Equity Investment Partnership (Limited Partnership) (成都天府淺石股權投資合夥企業 (有限合夥)) (“Qianshi Chuangtou”)	February 5, 2021	March 28, 2021	68,691	6,000,000	87.35	N/A	[REDACTED]
Transferor: Shaoxing Shangyu Transferee: Hangzhou Anyi Shengyin Entrepreneurship Investment Partnership Enterprise (Limited Partnership) (杭州安益盛銀創業投資合夥企業 (有限合夥)) (“Anyi Shengyin”)	February 5, 2021	April 1, 2021	61,527	5,374,200	87.35	N/A	[REDACTED]
Transferor: Shaoxing Shangyu Transferee: Ningbo Meishan Bonded Port Area Dongzheng Xiade Investment Partnership (Limited Partnership) (寧波梅山保稅港區東證夏德投資合夥企業 (有限合夥)) (“Dongzheng Xiade”)	February 5, 2021	April 6, 2021	45,794	4,000,000	87.35	N/A	[REDACTED]
Transferor: Shaoxing Shangyu Transferee: Zhuhai Hengqin Dongzheng Yunqi Technology Innovation Investment Partnership (Limited Partnership) (珠海橫琴東證雲啟科技投資合夥企業 (有限合夥)) (“Dongzheng Yunqi”)	February 5, 2021	April 6, 2021	22,897	2,000,000	87.35	N/A	[REDACTED]
Transferor: Shanghai Keqiji Transferee: Qianshi Chuangtou	February 5, 2021	March 28, 2021	45,794	4,000,000	87.35	N/A	[REDACTED]
Transferor: Shanghai Keqiji Transferee: Dongzheng Yunqi	February 5, 2021	April 6, 2021	22,897	2,000,000	87.35	N/A	[REDACTED]
Transferor: Xinglu Tiancheng Transferee: Nanjing Xingcheng Equity Investment Partnership Enterprise (Limited Partnership) (南京星成股權投資合夥企業 (有限合夥)) (“Nanjing Xingcheng”)	February 5, 2021	March 1, 2021	226,670	24,999,000	110.29	N/A	[REDACTED]
Series C2 Financing							
Qianshi Chuangtou	February 5, 2021	March 26, 2021	112,185	15,000,000	133.71	1,058.5	[REDACTED]
Anyi Shengyin	February 5, 2021	April 2, 2021	96,809	12,944,200	133.71	1,058.5	[REDACTED]
Dongzheng Xiade	February 5, 2021	April 6, 2021	44,874	6,000,000	133.71	1,058.5	[REDACTED]
Dongzheng Yunqi	February 5, 2021	April 6, 2021	44,874	6,000,000	133.71	1,058.5	[REDACTED]
2023 Share Transfer							
Transferor: Shanghai Junchi Transferee: HE Wenyi (何文意)	July 5, 2023	August 6, 2023	44,876	3,400,800	75.78	N/A	[REDACTED]
Transferor: Anchi Chuangyin Transferee: HE Wenyi (何文意)	July 5, 2023	August 6, 2023	126,717	9,603,600	75.79	N/A	[REDACTED]

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Name of Pre-[REDACTED] Investors	Date of initial share purchase/ transfer agreement	Date of last settlement of consideration	Amount of registered share capital involved (in RMB)	Amount of consideration paid (in RMB)	Cost per Share ⁽¹⁾ (in RMB)	Post-money valuation of our Company ⁽²⁾ (in RMB million)	Discount to the [REDACTED] ⁽³⁾
2024 Share Transfer							
Transferor: Dongzheng Xiade Transferee: LU Xiaodong (魯曉東)	September 30, 2024	May 31, 2024	36,264	4,600,000	126.85	N/A	[REDACTED]
Transferor: Dongzheng Yunqi Transferee: LU Xiaodong (魯曉東)	September 30, 2024	May 31, 2024	36,264	4,600,000	126.85		
Transferor: Zhuhai Rongzhong Transferee: LU Xiaodong (魯曉東)	September 30, 2024	October 29, 2024	93,141	10,000,000	107.36	N/A	[REDACTED]
Transferor: Dongzheng Xiade Transferee: Zhejiang Mituo Investment Co., Ltd. (浙江米拓投資有限公司) (“Zhejiang Mituo”)	September 30, 2024	December 30, 2024	45,335.5	5,750,000	126.83	N/A	[REDACTED]
Transferor: Dongzheng Yunqi Transferee: Zhejiang Mituo	September 30, 2024	December 30, 2024	45,335.5	5,750,000	126.83	N/A	[REDACTED]
Transferor: Zhuhai Dingtu Transferee: Zhejiang Mituo	September 30, 2024	November 29, 2024	71,718	7,700,000	107.36	N/A	[REDACTED]
Transferor: Dongzheng Xiade Transferee: Hangzhou Unicorn Technology Co., Ltd. (杭州獨角獸科技有限公司) (“Hangzhou Unicorn”)	September 30, 2024	October 17, 2024	9,068.5	1,150,000	126.81	N/A	[REDACTED]
Transferor: Dongzheng Yunqi Transferee: Hangzhou Unicorn	September 30, 2024	October 17, 2024	9,068.5	1,150,000	126.81	N/A	[REDACTED]
Transferor: Zhuhai Dingtu Transferee: Hangzhou Unicorn	September 30, 2024	October 25, 2024	21,423	2,300,000	107.36	N/A	[REDACTED]
2025 Share Transfer							
Transferor: Shanghai Yunxin Transferee: Shanghai Yun Yang	April 8, 2025	December 30, 2024	1,419,613	180,058,559.80	126.84	N/A	[REDACTED]
2026 Share Transfer I							
Transferor: Nanjing Xingcheng Transferee: Zhejiang Mituo	April 10, 2026	January 15, 2026	36,267	6,000,000	165.44	N/A	[REDACTED]
Transferor: Nanjing Xingcheng Transferee: LU Xiaodong (魯曉東)	April 10, 2026	January 14, 2026	18,134	3,000,000	165.44	N/A	[REDACTED]
Transferor: Nanjing Xingcheng Transferee: FANG Lisha (方麗莎)	April 10, 2026	January 27, 2026	36,267	6,000,000	165.44	N/A	[REDACTED]
Transferor: Zhuhai Dingtu Transferee: Zhejiang Mituo	April 10, 2026	March 20, 2026	37,256	4,000,000	107.37	N/A	[REDACTED]
Transferor: Zhuhai Dingtu Transferee: PAN Hong (潘泓)	April 10, 2026	March 25, 2026	47,501	5,100,000	107.37	N/A	[REDACTED]
Transferor: Zhuhai Dingtu Transferee: Beijing Yunbo Interactive Technology Co., Ltd. (北京雲博互動科技有限公司) (“Beijing Yunbo”)	April 10, 2026	March 24, 2026	39,584	4,250,000	107.37	N/A	[REDACTED]
Transferor: Zhuhai Dingtu Transferee: DENG Aiqun (鄧愛群)	April 10, 2026	April 3, 2026	15,619	1,677,000	107.37	N/A	[REDACTED]
Transferor: Zhuhai Rongzhong Transferee: LU Xiaodong (魯曉東)	April 10, 2026	March 26, 2026	158,336	17,000,000	107.37	N/A	[REDACTED]
Transferor: Zhuhai Dingtu Transferee: PAN Hong (潘泓)	April 10, 2026	April 13, 2026	9,314	1,000,000	107.37	N/A	[REDACTED]
Transferor: Zhuhai Dingtu Transferee: Qingtuanyun	April 10, 2026	April 14, 2026	93,139	10,000,000	107.37	N/A	[REDACTED]
Transferor: Zhuhai Rongzhong Transferee: LU Xiaodong (魯曉東)	April 10, 2026	March 19, 2026	18,628	2,000,000	107.37	N/A	[REDACTED]
Transferor: Zhuhai Rongzhong Transferee: PAN Hong (潘泓)	April 10, 2026	April 13, 2026	27,942	3,000,000	107.37	N/A	[REDACTED]
Transferor: Zhuhai Rongzhong Transferee: JIA Tianyu (賈天宇)	April 10, 2026	April 13, 2026	46,569	5,000,000	107.37	N/A	[REDACTED]
Transferor: Zhuhai Rongzhong Transferee: DENG Aiqun (鄧愛群)	April 10, 2026	April 3, 2026	24,797	2,662,200	107.36	N/A	[REDACTED]
Transferor: Hangzhou Liyuan Transferee: PAN Hong (潘泓)	April 10, 2026	March 24, 2026	9,314	1,000,000	107.37	N/A	[REDACTED]
Transferor: Hangzhou Liyuan Transferee: HE Wenyi (何文意)	April 10, 2026	April 7, 2026	30,270	3,250,000	107.37	N/A	[REDACTED]

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Name of Pre-[REDACTED] Investors	Date of initial share purchase/transfer agreement	Date of last settlement of consideration	Amount of registered share capital involved (in RMB)	Amount of consideration paid (in RMB)	Cost per Share ⁽¹⁾ (in RMB)	Post-money valuation of our Company ⁽²⁾ (in RMB million)	Discount to the [REDACTED] ⁽³⁾
Transferor: Hangzhou Liyuan Transferee: DENG Aiqun (鄧愛群)	April 10, 2026	March 28, 2026	39,584	4,250,000	107.37	N/A	[REDACTED]
Transferor: Anchi Chuangyin Transferee: HE Wenyi (何文意)	April 10, 2026	January 27, 2026	79,168	7,200,000	90.95	N/A	[REDACTED]
Transferor: Jiaxing Lingchuang Transferee: DENG Aiqun (鄧愛群)	April 10, 2026	March 27, 2026	79,168	8,500,000	107.37	N/A	[REDACTED]
Series D Financing							
Hangzhou Zemeng Investment Management Partnership Enterprise (Limited Partnership) (杭州澤蒙投資管理合夥企業 (有限合夥)) (“Zemeng Investment”)	June 16, 2026	June 18, 2026	82,467	30,000,000	363.78	3,230.0	[REDACTED]%

Notes:

- (1) Our Company completed its conversion into a joint stock company with limited liability in June 2026. Prior to such conversion, references to “cost per Share” should be construed as “cost per registered capital”. For ease of reference, all prices expressed on a cost per registered capital basis have been converted based on the share capital structure of our Company following the conversion.
- (2) The post-money valuation is calculated on the basis of (a) cost per Share; and (b) the total number of Shares of our Company upon completion of the relevant Pre-[REDACTED] Investment.
- (3) Assuming the [REDACTED] is HK\$[REDACTED] per Share (being the mid-point of the indicative [REDACTED] as stated in this document). For ease of reference, the cost per Share used for the purpose of calculating the discount to the [REDACTED] has taken into account the effect of the Share Subdivision.

Basis for Determination of Consideration

The valuation and consideration for each round of the Pre-[REDACTED] Investments were determined based on arm’s length negotiations between our Company and the Pre-[REDACTED] Investors after taking into consideration the timing of the investments and the business, operations and the milestone development of our products.

Use of Proceeds from the Pre-[REDACTED] Investments

As of the Latest Practicable Date, approximately 90% of the net proceeds from the Pre-[REDACTED] Investments paid to our Company had been utilized, for, among others, the development and operation of our business, including but not limited to recruitment, new business development, technology development and administrative and marketing expenses.

Strategic benefits to our Company brought by the Pre-[REDACTED] Investors

At the time of the Pre-[REDACTED] Investments, our Directors were of the view that our Company could benefit from the additional funds provided by the Pre-[REDACTED] Investors’ investments in our Company and the knowledge and experience of the Pre-[REDACTED] Investors.

Lock-up Period

Pursuant to applicable PRC laws, all of the Shares in issue prior to the [REDACTED] (including Shares held by our Pre-[REDACTED] Investors) are subject to a lock-up period of 12 months from the [REDACTED] Date. Therefore, immediately following the [REDACTED], none of our existing Shareholders may transfer any H Shares held by them.

Pre-[REDACTED] Investors’ Rights

Several Pre-[REDACTED] Investors were granted certain special rights, including, among others, information right, pre-emptive right, rights of first refusal, tag-along right, anti-dilution right, liquidation preference right and redemption right. Pursuant to the shareholders agreement

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

entered into on April 13, 2026 (which was restated on June 16, 2026), amongst others, the Company and all Shareholders, the redemption right was irrevocably terminated on April 13, 2026, and the other special rights shall be terminated one day prior to the first submission of the Company’s [REDACTED] to the Stock Exchange.

The special rights shall be reinstated upon the occurrence of any of the following events, whichever occurs first: (1) the Company withdraws its [REDACTED] and does not resubmit it; (2) the Company’s [REDACTED] is rejected or terminated; or (3) the Company fails to complete the [REDACTED] within 24 months after submitting its [REDACTED].

Information about the existing Pre-[REDACTED] Investors

The following sets forth background information of our existing Pre-[REDACTED] Investors. To the best knowledge of our Directors, save as disclosed below, each of the Pre-[REDACTED] Investors and their ultimate beneficial owners or controllers is an Independent Third Party.

(1) Shanghai Yun Yang

Shanghai Yun Yang is a limited company incorporated in the PRC and a wholly-owned subsidiary of Ant Group Co., Ltd. (螞蟻科技集團股份有限公司). As of the Latest Practicable date, Shanghai Yun Yang holds approximately 15.99% shareholding interests (being a substantial Shareholder) and is not an Independent Third Party of our Company.

(2) Jiaxing Lingchuang

Jiaxing Lingchuang is a limited partnership established in the PRC, and is primarily engaged in investment and management. As of the Latest Practicable Date, Jiaxing Lingchuang was owned as to (i) approximately 0.74% by Chongqing Cultural Creative Private Equity Investment Fund Management Co., Ltd. (重慶文化創意私募股權投資基金管理有限責任公司) as its general partner, of which each of Liu Xin (劉新) (being the single largest shareholder) and Ningbo Wenling Enterprise Management Consulting Partnership (Limited Partnership) (寧波文瓴企業管理諮詢合夥企業(有限合夥)) (the general partner of which is Liu Xin (劉新)) holds 45% and 35% equity interests therein, and (ii) approximately 99.26% by five limited partners, of which Fuzhou Huifu Heying Investment Partnership Enterprise (Limited Partnership) (福州匯富闊盈投資合夥企業(有限合夥)) holds approximately 33.57% partnership interests therein. None of the other limited partners of Jiaxing Lingchuang hold 30% or more of the limited partnership interests.

(3) Anchi Chuangyin

Anchi Chuangyin is a limited partnership established in the PRC, and is primarily engaged in corporate management. As of the Latest Practicable Date, Anchi Chuangyin was owned as to (i) approximately 1.55% by Anchi Investment Management (Shanghai) Co., Ltd. (安持投資管理(上海)有限公司) as its general partner, of which each of HE Wenyi (何文意) (our executive Director) and HE Huiyin (何惠銀) holds 39.00% interests, and (ii) approximately 98.45% by 18 limited partners. None of the partners of Anchi Chuangyin hold 30% or more of the limited partnership interests therein. Anchi Chuangyin is not an Independent Third Party of our Company.

(4) Zhejiang Mituo

Zhejiang Mituo is a limited liability company established in the PRC, and is primarily engaged in investment and management. As of the Latest Practicable Date, Zhejiang Mituo was owned as to (i) 60.00% by Zhejiang Mihuang Group Co., Ltd. (浙江米皇集團有限公司), the largest shareholder of which is WU Jinhai (吳金海), and (ii) 40.00% by WU Yefeng (吳燁鋒).

(5) Qianshi Chuangtou

Qianshi Chuangtou is a limited partnership established in the PRC, and is primarily engaged in equity investment. As of the Latest Practicable Date, Qianshi Chuangtou was owned as to (i) approximately 1.02% by Chengdu Qianshi Investment Management Partnership Enterprise (Limited

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Partnership) (成都淺石投資管理合夥企業(有限合夥)) as its general partner, of which Hangzhou Qianshi Private Equity Fund Management Co., Ltd. (杭州淺石私募基金管理有限公司) (“**Hangzhou Qianshi**”) is the general partner. Hangzhou Qianshi is wholly-owned by HU Haiqing (胡海清), and (ii) approximately 98.98% by 13 limited partners, of which Yunyong Industry Win Win Win (Beijing) Venture Capital Co., Ltd. (雲湧產業共贏(北京)創業投資有限公司) holds approximately 54.42% partnership interests therein. None of the other partners of Qianshi Chuangtou hold 30% or more of the limited partnership interests.

(6) Chase Wealth

Chase Wealth is a limited partnership established in the PRC, and is primarily engaged in investment and asset management. As of the Latest Practicable Date, Chase Wealth was owned as to (i) approximately 2.02% by Beijing Zhuixuan Venture Investment Co., Ltd. (北京追遠創業投資有限公司) as its general partner, of which each of LIU Chengmin (劉成敏) (being its single largest shareholder) and WANG Lixia (王麗霞) holds 37% and 30% equity interests therein, and (ii) approximately 97.98% by 17 limited partners, of which Beijing Zhongguancun Venture Capital Development Co., Ltd. (北京中關村創業投資發展有限公司) holds approximately 34.68% partnership interests therein. None of the other partners of Chase Wealth hold 30% or more of the limited partnership interests.

(7) Anyi Shengyin

Anyi Shengyin is a limited partnership established in the PRC, and is primarily engaged in equity investment. As of the Latest Practicable Date, Anyi Shengyin was owned as to (i) 1.67% by FV Asset Management Hangzhou Co., Ltd. (杭州安益資產管理有限公司) as its general partner, of which CHEN Weizhi (陳偉志) is the single largest shareholder holding 27.00% equity interests and no other shareholders holding 30% or more interests therein, (ii) 88.33% by a limited partner, LU Xiaodong (魯曉東), who is also a Pre-[REDACTED] Investor of our Company; and (iii) 10% by a limited partner, CHENG Chunyan (程春艷).

(8) Nanjing Xingcheng

Nanjing Xingcheng is a limited partnership established in the PRC, and is primarily engaged in equity investment. As of the Latest Practicable Date, Nanjing Xingcheng was owned as to (i) approximately 0.99% by Hangzhou Yima Private Equity Fund Management Co., Ltd. (杭州翌馬私募基金管理有限公司) as its general partner, which is wholly-owned by Hundsun Technologies Inc. (恒生電子股份有限公司) (a company listed on the Shanghai Stock Exchange, stock code: 600570) (“**Hundsun Technologies**”) and (ii) approximately 99.01% by two limited partners, of which Hundsun Technologies holds approximately 59.41% partnership interests and Ningbo Hengxinghui Equity Investment Partnership Enterprise (Limited Partnership) (寧波恆星匯股權投資合夥企業(有限合夥)) holds approximately 39.60% partnership interests therein.

(9) Shanghai Keqiji

Shanghai Keqiji is a limited company established in the PRC, and is primarily engaged in consulting and investment management. As of the Latest Practicable Date, Shanghai Keqiji controlled by Baixing Co., Ltd. (百姓網股份有限公司) (a company quoted on the National Equities Exchange and Quotations, stock code: 836012).

(10) Huadan Investment

Huadan Investment is a limited partnership established in the PRC, and is primarily engaged in investment management. As of the Latest Practicable Date, Huadan Investment was owned as to approximately 0.31% by Hangzhou Huadan Danyang Investment Management Co., Ltd. (杭州華旦丹陽投資管理有限公司) (“**Huadan Danyang**”) as its general partner. Huadan Danyang is wholly-owned by Hangzhou Meiri Technology Co., Ltd. (杭州每日科技有限公司), of which FANG Yi (方毅) is the single largest shareholder holding 70.75% equity interests therein. Huadan

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Investment has seven limited partners, of which ZHANG Jie (張潔) holds approximately 40.31% partnership interests therein. None of the other partners of Huadan Investment hold 30% or more of the limited partnership interests therein.

(11) Hangzhou Liyuan

Hangzhou Liyuan is a limited company established in the PRC, and is primarily engaged in equity investment. As of the Latest Practicable Date, Hangzhou Liyuan was owned as to 84.04% by Liyuan Group Co., Ltd. (立元集團有限公司), of which each of Zhejiang Huafeng Technology Development Co., Ltd. (浙江華峯科技開發有限公司) (“**Zhejiang Huafeng**”) (being its single largest shareholder) and Liyuan Holdings Limited (立元控股有限公司) (“**Liyuan Holdings**”) holds 50.00% and 40.00% of the equity interests therein. Zhejiang Huafeng is owned as to approximately 80.33% by Liyuan Holdings, which is ultimately controlled by ZHENG Li (鄭立). None of the other shareholders of Hangzhou Liyuan hold 30% or more of the equity interests therein.

(12) Beijing Yunbo

Beijing Yunbo is a limited company established in the PRC, and is primarily engaged in consulting and corporate management. As of the Latest Practicable Date, Beijing Yunbo was owned as to 99% and 1% by GUO Wanyun (郭曉雲) and ZHANG Mingyue (張明月), respectively.

(13) Hangzhou Unicorn

Hangzhou Unicorn is a limited liability company established in the PRC, and is primarily engaged in investment management. Hangzhou Unicorn is wholly-owned by Merit Interactive Co., Ltd. (每日互動股份有限公司) (a company listed in the Shenzhen Stock Exchange, stock code: 300766).

(14) Zemeng Investment

Zemeng Investment is a limited partnership established in the PRC, and is primarily engaged in investment management. As of the Latest Practicable Date, Zemeng Investment was owned as to approximately 0.0038% by Hangzhou Lugang Equity Investment Management Partnership Enterprise (Limited Partnership) (杭州路港股權投資管理合夥企業(有限合夥)) (“**Lugang Investment**”) as its general partner. Hangzhou Aolan Investment Management Partnership Enterprise (Limited Partnership) (杭州澳瀾投資管理合夥企業(有限合夥)) (“**Hangzhou Aolan**”) is the general partner of Lugang Investment. Hangzhou Jinyao Asset Management Co., Ltd. (杭州錦堯資產管理有限公司) (“**Hangzhou Jinyao**”) is the general partner of Hangzhou Aolan. Hangzhou Jinyao is owned as to 50% by Zhejiang Infrastructure Construction Investment Management (浙江省基礎建設投資管理有限公司), which is wholly-owned by Zhejiang Basic Construction Investment Co., Ltd. (浙江省基礎建設投資集團股份有限公司), of which Zhejiang Jixiang Holdings Co., Ltd. (浙江基翔控股有限公司) (“**Zhejiang Jixiang**”) is the largest shareholder holding approximately 49.71% equity interests therein. Zhejiang Boshi Investment Co., Ltd. (浙江博實投資有限公司) is the largest shareholder of Zhejiang Jixiang (holding 53.50% equity interests therein) and is ultimately controlled by GAO Jun (高俊). Zemeng Investment has three limited partners, of which Hangzhou Investment Holdings Co., Ltd. (杭州市金融投資集團有限公司) is the largest shareholder holding approximately 95.77% partnership interests therein. None of the other partners of Zemeng Investment hold 30% or more of the limited partnership interests therein.

(15) Individual investors

Our individual investors include LU Xiaodong (魯曉東), PAN Hong (潘泓), HE Wenyi (何文意), DENG Aiqun (鄧愛群), JIA Tianyu (賈天宇), LIANG Weiping (梁偉平), WANG Linfang (王林芳), WU Yefeng (吳燁鋒), JIN Junhui (金軍輝), YANG Xiaojun (楊小均), FANG Lisha (方麗莎), SHENG Guoyan (盛國燕), CAO Jiajun (曹佳俊), JIN Lige (金利各), who are listed in descending order of their respective shareholdings in our Company. Save for PAN Hong (our executive Director), He Wenyi (our executive Director), DENG Aiqun (a family member of Mr. Deng), each of the individual Shareholders is an Independent Third Party.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Joint Sponsor’s Confirmation

On the bases that (i) the [REDACTED], being the first day of [REDACTED] of the H Shares on the Stock Exchange, will take place no earlier than 120 clear days after completion of the Pre-[REDACTED] Investments; and (ii) no special rights of the Pre-[REDACTED] Investors will exist after the [REDACTED], the Joint Sponsors confirm that the Pre-[REDACTED] Investments are in compliance with the Chapter 4.2 of the Guide for New Listing Applicants.

PUBLIC FLOAT AND FREE FLOAT

[REDACTED] Unlisted Shares, representing approximately [REDACTED]% of our total issued Shares upon the completion of the [REDACTED] taking into account the Share Subdivision, (assuming the [REDACTED] is not exercised) will not be considered as part of the public float as such Unlisted Shares will not be converted into H Shares.

Among the [REDACTED] H Shares to be converted from Unlisted Shares pursuant to the H-share full circulation of our Company and to [REDACTED] on the Stock Exchange:

- i. the [REDACTED] H Shares to be converted from Unlisted Shares, representing approximately [REDACTED]% of our total issued Shares upon the completion of the [REDACTED] (assuming the [REDACTED] is not exercised) will not be counted towards the public float after the [REDACTED] as such Shares are being held or controlled by the core connected persons of our Company. For details, please refer to “— Capitalization of our Company” below; and
- ii. the [REDACTED] H Shares to be converted from Unlisted Shares, representing approximately [REDACTED]% of our total issued Shares upon the completion of the [REDACTED] (assuming the [REDACTED] is not exercised) will be counted towards the public float after the [REDACTED] as these entities are not held or controlled by the core connected persons of our Company upon the [REDACTED] nor are they accustomed to take instructions from our Company’s core connected persons in relation to the acquisition, disposal, voting or other disposition of their Shares and their acquisition of Shares were not financed directly or indirectly by our Company’s core connected persons.

Based on the high-end of the indicative [REDACTED] range, the expected market capitalization of the Company’s H Shares will not exceed [REDACTED] at the time of [REDACTED] (without taking into account any H Shares which may be issued pursuant to the exercise of the [REDACTED]). Pursuant to Rule 19A.13A(1) of the Listing Rules, the minimum number of H Shares to be held by the public at the time of [REDACTED] shall be [REDACTED]%.

To the best knowledge of our Directors, save as disclosed above, immediately upon completion of the [REDACTED] and the Share Subdivision (assuming the [REDACTED] is not exercised) and the conversion of Unlisted Shares into H Shares, an aggregate of [REDACTED] H Shares, representing approximately [REDACTED]% of our total issued Shares will be counted towards the public float, which is in compliance with the requirement under Rule 19A.13A(1) of the Listing Rules.

Rule 19A.13C of the Listing Rules provides that, where a new applicant is a PRC issuer with no other listed shares at the time of listing, this will normally mean that the portion of H shares for which listing is sought that are held by the public and not subject to any disposal restrictions (whether under contract, the Listing Rules, applicable laws or otherwise), at the time of listing, must: (a) represent at least 10% of the total number of issued shares in the class to which H shares belong at the time of listing (excluding treasury shares), with an expected market value at the time of listing of not less than HK\$50,000,000; or (b) have an expected market value at the time of listing of not less than HK\$600,000,000.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Based on an [REDACTED] of HK\$[REDACTED] per H Share (being the low-end of the indicative [REDACTED] range), the Company will satisfy the free float requirement under Rule 19A.13C of the Listing Rules.

CAPITALIZATION OF OUR COMPANY

The table below is a summary of the capitalization of our Company as of the Latest Practicable Date and the [REDACTED] (taking into account the Share Subdivision and assuming the [REDACTED] is not exercised):

Name of Shareholders	As of the Latest Practicable Date			Immediately upon completion of the [REDACTED] (taking into account the Share Subdivision and assuming the [REDACTED] is not exercised)			
	No. of Shares (as adjusted by the Share Subdivision)	Description of Shares	Approximate ownership of Shares	No. of Shares	Description of Shares	Approximate ownership of Shares	Whether the H Shares will be counted towards the public float
Single Largest Shareholders							
Mr. Deng	125,084,500	Unlisted Shares	28.18%	[REDACTED] [REDACTED]	H Shares Unlisted Shares	[REDACTED]% [REDACTED]	[REDACTED]
Qingtuan Investment	13,572,600	Unlisted Shares	3.06%	[REDACTED] [REDACTED]	H Shares Unlisted Shares	[REDACTED]% [REDACTED]	[REDACTED]
Datuanzi Investment	13,297,700	Unlisted Shares	3.00%	[REDACTED] [REDACTED]	H Shares Unlisted Shares	[REDACTED]% [REDACTED]	[REDACTED]
Qingtuanyun	4,354,250	Unlisted Shares	0.98%	[REDACTED] [REDACTED]	H Shares Unlisted Shares	[REDACTED]% [REDACTED]	[REDACTED]
Pre-[REDACTED] Investors							
Shanghai Yun Yang	70,980,650	Unlisted Shares	15.99%	[REDACTED] [REDACTED]	H Shares Unlisted Shares	[REDACTED]% [REDACTED]	[REDACTED]
Jiaxing Lingchuang	29,310,900	Unlisted Shares	6.60%	[REDACTED] [REDACTED]	H Shares Unlisted Shares	[REDACTED]% [REDACTED]	[REDACTED]
LU Xiaodong (魯曉東)	18,038,350	Unlisted Shares	4.06%	[REDACTED] [REDACTED]	H Shares Unlisted Shares	[REDACTED]% [REDACTED]	[REDACTED]
PAN Hong (潘泓)	17,707,650	Unlisted Shares	3.99%	[REDACTED] [REDACTED]	H Shares Unlisted Shares	[REDACTED]% [REDACTED]	[REDACTED]
HE Wenyi (何文意)	16,651,550	Unlisted Shares	3.75%	[REDACTED] [REDACTED]	H Shares Unlisted Shares	[REDACTED]% [REDACTED]	[REDACTED]
Anchi Chuangyin	11,875,350	Unlisted Shares	2.67%	[REDACTED] [REDACTED]	H Shares Unlisted Shares	[REDACTED]% [REDACTED]	[REDACTED]
Zhejiang Mituo	11,795,600	Unlisted Shares	2.66%	[REDACTED] [REDACTED]	H Shares Unlisted Shares	[REDACTED]% [REDACTED]	[REDACTED]
Qianshi Chuangtuo	11,333,500	Unlisted Shares	2.55%	[REDACTED] [REDACTED]	H Shares Unlisted Shares	[REDACTED]% [REDACTED]	[REDACTED]
Chase Wealth	10,582,050	Unlisted Shares	2.38%	[REDACTED] [REDACTED]	H Shares Unlisted Shares	[REDACTED]% [REDACTED]	[REDACTED]
DENG Aiqun (鄧愛群) ⁽¹⁾	7,958,400	Unlisted Shares	1.79%	[REDACTED] [REDACTED]	H Shares Unlisted Shares	[REDACTED]% [REDACTED]	[REDACTED]
Anyi Shengyin	7,916,800	Unlisted Shares	1.78%	[REDACTED] [REDACTED]	H Shares Unlisted Shares	[REDACTED]% [REDACTED]	[REDACTED]
Nanjing Xingcheng	6,800,100	Unlisted Shares	1.53%	[REDACTED] [REDACTED]	H Shares Unlisted Shares	[REDACTED]% [REDACTED]	[REDACTED]
Shanghai Keqiji	6,783,450	Unlisted Shares	1.53%	[REDACTED] [REDACTED]	H Shares Unlisted Shares	[REDACTED]% [REDACTED]	[REDACTED]
JIA Tianyu (賈天宇)	6,781,150	Unlisted Shares	1.53%	[REDACTED] [REDACTED]	H Shares Unlisted Shares	[REDACTED]% [REDACTED]	[REDACTED]
Huadan Investment	6,178,050	Unlisted Shares	1.39%	[REDACTED] [REDACTED]	H Shares Unlisted Shares	[REDACTED]% [REDACTED]	[REDACTED]
Zemeng Investment	4,123,350	Unlisted Shares	0.93%	[REDACTED] [REDACTED]	H Shares Unlisted Shares	[REDACTED]% [REDACTED]	[REDACTED]
LIANG Weiping (梁偉平)	4,123,000	Unlisted Shares	0.93%	[REDACTED] [REDACTED]	H Shares Unlisted Shares	[REDACTED]% [REDACTED]	[REDACTED]
WANG Linfang (王林芳)	3,921,650	Unlisted Shares	0.88%	[REDACTED] [REDACTED]	H Shares Unlisted Shares	[REDACTED]% [REDACTED]	[REDACTED]
WU Yefeng (吳燁鋒)	3,268,050	Unlisted Shares	0.74%	[REDACTED] [REDACTED]	H Shares Unlisted Shares	[REDACTED]% [REDACTED]	[REDACTED]

Note:

(1) DENG Aiqun is a family member of Mr. Deng. As DENG Aiqun is neither a close associate of, nor acting in concert with, Mr. Deng, DENG Aiqun is not regarded as a member of the Single Largest Shareholders.

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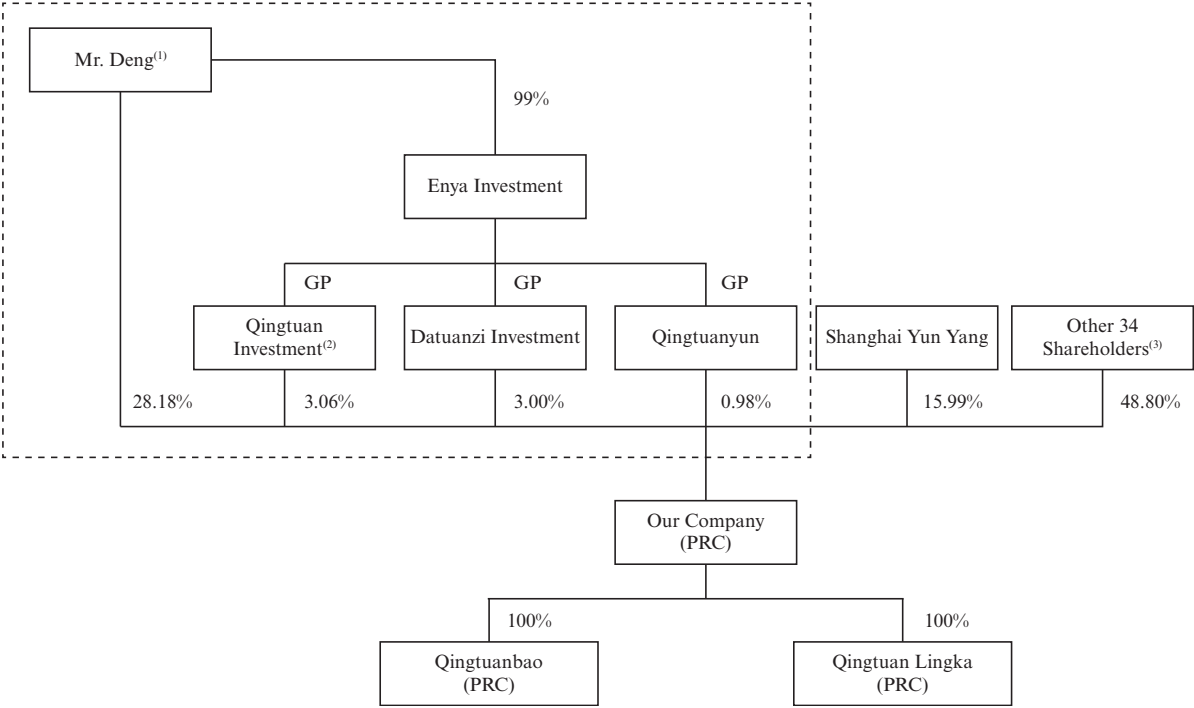
HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Name of Shareholders	As of the Latest Practicable Date			Immediately upon completion of the [REDACTED] (taking into account the Share Subdivision and assuming the [REDACTED] is not exercised)			
	No. of Shares (as adjusted by the Share Subdivision)	Description of Shares	Approximate ownership of Shares	No. of Shares	Description of Shares	Approximate ownership of Shares	Whether the H Shares will be counted towards the public float
JIN Junhui (金軍輝)	2,712,450	Unlisted Shares	0.61%	[REDACTED]	Unlisted Shares	[REDACTED]%	[REDACTED]
Hangzhou Liyuan	2,591,600	Unlisted Shares	0.58%	[REDACTED]	H Shares	[REDACTED]%	[REDACTED]
YANG Xiaojun (楊小均)	2,568,700	Unlisted Shares	0.58%	[REDACTED]	Unlisted Shares	[REDACTED]%	[REDACTED]
YING Xiang (應翔)	2,200,000	Unlisted Shares	0.50%	[REDACTED]	H Shares	[REDACTED]%	[REDACTED]
ZHANG Pengfei (張鵬飛)	2,200,000	Unlisted Shares	0.50%	[REDACTED]	Unlisted Shares	[REDACTED]%	[REDACTED]
DING Xiangxiang (丁祥祥)	2,162,900	Unlisted Shares	0.49%	[REDACTED]	H Shares	[REDACTED]%	[REDACTED]
QIU Xinlei (裘馨蕾)	2,050,000	Unlisted Shares	0.46%	[REDACTED]	Unlisted Shares	[REDACTED]%	[REDACTED]
Beijing Yunbo	1,979,200	Unlisted Shares	0.45%	[REDACTED]	H Shares	[REDACTED]%	[REDACTED]
Hangzhou Unicorn	1,978,000	Unlisted Shares	0.45%	[REDACTED]	Unlisted Shares	[REDACTED]%	[REDACTED]
FANG Lisha (方麗莎)	1,813,350	Unlisted Shares	0.41%	[REDACTED]	H Shares	[REDACTED]%	[REDACTED]
SHENG Guoyan (盛國燕)	1,732,050	Unlisted Shares	0.39%	[REDACTED]	Unlisted Shares	[REDACTED]%	[REDACTED]
CAO Jiajun (曹佳俊)	1,634,000	Unlisted Shares	0.37%	[REDACTED]	H Shares	[REDACTED]%	[REDACTED]
LIN Xiaolei (林曉磊)	1,547,400	Unlisted Shares	0.35%	[REDACTED]	Unlisted Shares	[REDACTED]%	[REDACTED]
JIN Lige (金利各)	1,503,300	Unlisted Shares	0.34%	[REDACTED]	H Shares	[REDACTED]%	[REDACTED]
CHEN Xin (陳欣)	1,485,000	Unlisted Shares	0.33%	[REDACTED]	Unlisted Shares	[REDACTED]%	[REDACTED]
HUANG Luqi (黃璐琦)	1,350,000	Unlisted Shares	0.30%	[REDACTED]	H Shares	[REDACTED]%	[REDACTED]
				[REDACTED]	Unlisted Shares		
Subtotal	443,946,600	—	—	[REDACTED] [REDACTED]	H Shares Unlisted Shares	[REDACTED]%, [REDACTED]%	
Public Shareholders	—	—	—	[REDACTED]	H Shares	[REDACTED]%	
Total	443,946,600	—	100%	[REDACTED]	—	100%	

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

OUR CORPORATE STRUCTURE IMMEDIATELY PRIOR TO THE [REDACTED]

The following diagram illustrates the corporate and shareholding structure of our Company immediately prior to the completion of the [REDACTED]:



Our Single Largest Shareholders

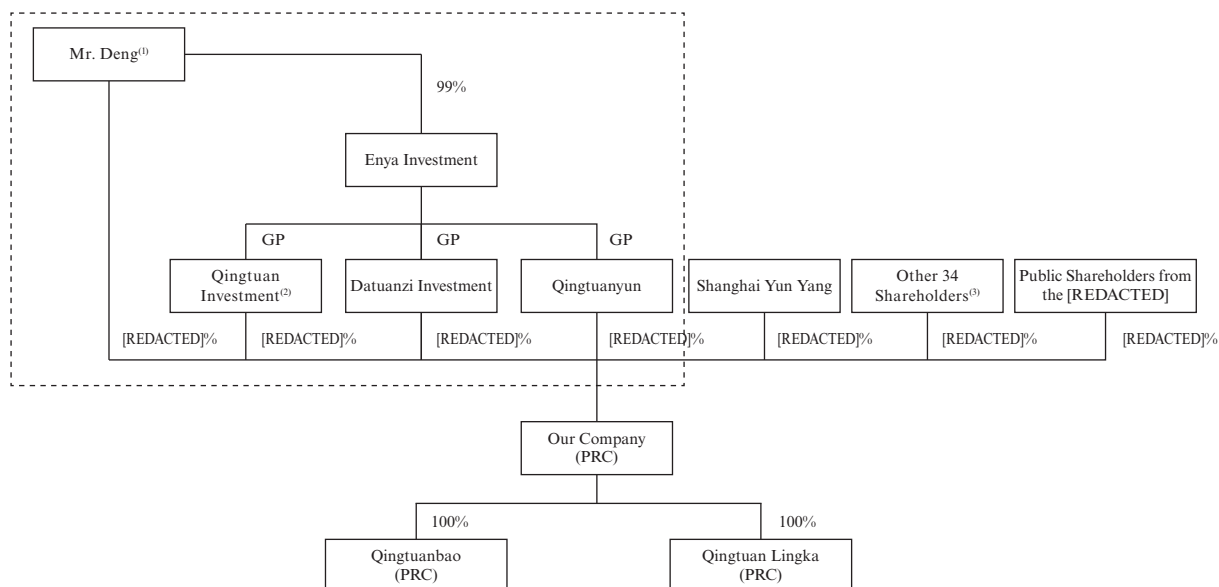
Notes:

- (1) As of the Latest Practicable Date, Mr. Deng owns 99% of the equity interests in Enya Investment, which is the general partner of each of Qingtuan Investment, Datuanzi Investment and Qingtuanyun. For details of our Single Largest Shareholders, please see the section headed “Relationship with our Single Largest Shareholders”.
- (2) Qingtuan Investment is our ESOP Platform, for details, please see the paragraph headed “ESOP Platform” of this section.
- (3) For backgrounds of our Pre-[REDACTED] Investors, please see the paragraph headed “Information about the existing Pre-[REDACTED] Investors” of this section. See “— Capitalization of Our Company” in this section for the identities of the other 34 Shareholders.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

OUR CORPORATE STRUCTURE IMMEDIATELY FOLLOWING THE [REDACTED]

The following diagram illustrates the corporate and shareholding structure of our Company immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised):



Note: See the notes to “— Our Corporate Structure Immediately Prior to the [REDACTED]” in this section.

BUSINESS

OVERVIEW

We are the leading flexible employment platform in China, offering solutions for enterprises across a variety of industries, such as restaurant, retail, beverage and cafe, and hotel industries. While effectively addressing challenges associated with significant fluctuations in labor demands, an inherent feature of their business operations, our platform allows flexible worker to enjoy fast matching, reliable rewards, as well as convenient handling of routines that used to be of tedious and labor-intensive nature. According to CIC, in terms of revenue in 2025, we are the largest flexible employment platform in China. For the year ended December 31, 2025, we have served approximately 440 thousand flexible workers, recording over 16.7 million attendance, bringing nearly RMB5,000 incremental annual income for these flexible workers in average, among whom those with five or more attendances accounted for 73.4% of the total.

For the year ended December 31, 2025, we have offered one-stop flexible employment solutions through our LYGO Platform (靈工打卡) to 319 enterprise customers, including five out of top ten companies in the catering industry in China, five out of top ten companies in the retail industry in China, and four out of top five hotel groups in terms of revenue around the world, according to CIC. For the year ended December 31, 2025, we maintained a Key Account Customer retention rate of 100.0% and a Key Account Customer net dollar retention rate of 180.5%.

In addition, according to CIC, in terms of revenue in 2025, we operate the largest flexible employment recruitment platform in China, namely, *Qing Tuan She* (青團社). It serves as a key complement to our one-stop flexible employment solutions business. As of December 31, 2025, our *Qing Tuan She* (青團社) had nearly 2.0 million registered enterprise customers and nearly 57.0 million registered task seekers.

During the Track Record Period, our revenue increased from RMB463.4 million in 2023 to RMB2,435.2 million in 2025, representing a CAGR of 129.2%. Among this, our revenue from one-stop flexible employment solutions through our LYGO Platform (靈工打卡) increased from RMB350.7 million in 2023 to RMB2,300.0 million in 2025, representing a CAGR of 156.1%, exhibiting our strong technology R&D capabilities and increasing market demands for our services.

Our Technology Milestones And Leading Industry Positions

We set focus of our technology development and innovation on addressing specific needs and pain points of all stakeholders in the flexible employment ecosystem. As a result, we have taken a leading position in the industry by developing one-stop comprehensive solution capabilities based on big data analytics and AI, covering the entire process from recruitment to management to incentives across multiple industries. This has enabled us to continuously lead the market in achieving industry-first technological breakthroughs and commercial leadership.

2026	● In June 2026, our daily peak attendance exceeded 100,000. ● We collaborated with the School of Economics of Fudan University to jointly establish the Fudan University Research Center for Digital Intelligence Economy and Employment (復旦大學數智經濟與就業研究中心), through which we conduct research on China’s labor market transformation, innovative employment and labor market governance under new economy, further deepening industry-academia-research collaboration and strengthening our industry-leading position in the flexible employment sector.

We collaborated with Fudan University to release the *White Paper on the Development and Innovative Practices of Flexible Employment in the Service Industry* (《服務業靈活就業發展與創新實踐白皮書》), drawing on the major research project of the Ministry of Education titled “Research on Employment Evaluation Mechanisms.”

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- 2025
- In 2025, we launched Xiao Ling (小靈), an AI Agent that can transform key tasks involving flexible employment into a seamless, intelligent, and highly customized experience for both enterprise customers and individual users. Working in a copilot way, our Xiao Ling (小靈) can invoke suitable tools and functions of our platform in a highly intelligent way; we also launched “Industry Alliance” (行業聯盟), realizing cross-enterprise recognition of accumulated experience for flexible workers.
 - In 2025, our daily peak attendance exceeded 76,000.
 - We jointly published the *2025 Flexible Employment Platform Employment Development Report* (《2025年靈活用工平台就業發展報告》) with the China Academy of Labor Science, through which our market insights, technology-driven solutions and trend analysis were recognized by a wide range of institutions and authorities.
- 2021–2024
- Our daily peak attendance increased from over 1,300 in 2021 to over 2,900 in 2022, to over 13,000 in 2023, and further to over 38,000 in 2024.
 - In 2021, we launched “Pay Raise Voucher” (加薪券), a function that provides flexible workers with access to additional incentives accumulated through their individual efforts, thereby improving their income levels; we also launched “Tasks Bidding” (搶班崗位), a function that leverages big data analytics based on high-quality work data and, for the first time in the industry, according to CIC, enabled the matching of flexible workers with tasks, further enhancing user experience and product competitiveness.
- 2019–2020
- In 2020, we launched “Instant Payment” (收入秒結), which was an industry-leading innovation enabled flexible workers to receive compensation immediately upon clocking out after completing their tasks.
- In 2020, our daily peak attendance exceeded 100.
- In 2019, we launched the LYGO Platform (靈工打卡) and introduced the “Online Insurance Enrollment” (線上投保), which pioneered daily insurance enrollment for flexible workers and provided them with protection.
- In 2019, the number of registered task seekers on our *Qing Tuan She* (青團社) exceeded 10 million.
- 2013–2018
- In 2018, we jointly established the Zhejiang College Students Employment and Internship Platform (浙江大學生就業實習平台) with Zhejiang Talent Market (浙江省人才市場), extending our platform technology and product capabilities to public employment service scenarios and achieving dual expansion into both enterprise services and government services.
 - In 2017, the number of registered task seekers on our *Qing Tuan She* (青團社) platform exceeded one million. We completed the upgrade from information-based matching to data-driven intelligent matching, establishing technological and user barriers for scaled development.

BUSINESS

- In 2014, we launched *Qing Tuan She* (青團社), a technology-driven flexible employment recruitment platform, to help enterprise customers and task seekers achieve precise matching between task opportunities and flexible workers. This promoted the upgrade of flexible employment recruitment from information-based matching to data-driven matching and laid the foundation for our subsequent scaled development.
- Our Company was established in 2013.

COMPETITIVE STRENGTHS

Leading Technology-enabled Flexible Employment Platform

We are the leading flexible employment platform in China, providing one-stop flexible employment solutions to enterprises across a number of industries, including restaurant, retail, beverage and cafe, and hotel industries. Our leading market position is supported by our technology capabilities and deep industry insights, through which we have successfully transformed a broad range of non-standard elements in relation to one-stop flexible employment solutions into standardized solutions with predicable results that are backed by advanced technology achievements, including tools and functional modules.

According to CIC, we are the largest flexible employment platform in China in terms of revenue in 2025. Our market leadership is further demonstrated by our extensive enterprise customer base, including five out of the top ten companies in the catering industry (including restaurants and beverage and café) in China, five out of the top ten companies in the retail industry in China, and four out of the top five hotel groups globally in terms of revenue, according to CIC. Our data-driven solutions backed by advanced technologies have proven to be a valuable foundation that effectively addresses the challenges hindering the proper development of flexible employment, while enhancing its value contribution to both enterprise customers and individual users, while delivering value to both enterprise customers and individual users. For the year ended December 31, 2025, we served approximately 440 thousand flexible workers and recorded over 16.7 million attendances, generating an average incremental annual income of nearly RMB5,000 for participating flexible workers. Among these flexible workers, those with five or more attendances accounted for 73.4% of the total attendances. For the year ended December 31, 2025, we provided one-stop flexible employment solutions to 319 enterprise customers and maintained strong customer engagement, with a Key Account Customer retention rate of 100.0% and a Key Account Customer net dollar retention rate of 180.5%.

Recognizing our industry leadership, we have been invited by regulatory authorities to jointly release industry updates and research policy development directions. In 2025, we jointly published the *2025 Flexible Employment Platform Employment Development Report* (《2025年靈活用工平台就業發展報告》) with the China Academy of Labor Science, where our market insight, technology-driven solutions, and trend analysis get recognized among wide variety of institutions and authorities. In 2026, we collaborated with Fudan University to release the *White Paper on the Development and Innovative Practices of Flexible Employment in the Service Industry* (《服務業靈活就業發展與創新實踐白皮書》), drawing on the major research project of the Ministry of Education titled “Research on Employment Evaluation Mechanisms.” We also collaborated with the School of Economics of Fudan University to jointly establish the Fudan University Research Center for Digital Intelligence Economy and Employment, through which we conduct research on the operating mechanisms of flexible employment, platform-based workforce coordination models and employment protection issues, further deepening industry-academia-research collaboration and strengthening our industry-leading position in the flexible employment sector.

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It is expected that flexible employment may continue experience rapid development, as well as continuous evolving, in China driven by evolution of influence of technological, social, and regulatory dynamics. According to CIC, the market size of China’s flexible employment, in terms of revenue, increased from RMB780.2 billion in 2020 to RMB1,767.5 billion in 2025, representing a CAGR of 17.8% from 2020 to 2025. Looking forward, the market size of flexible employment is expected to reach RMB3,876.6 billion, representing an expected CAGR of 17.0% from 2025 to 2030. These factors further underscore the industry needs for services backed by a transparent, standardized, and traceable management platform, that may effectively serve flexible employment across vast number of departments, stores, or time tasks within an enterprise, or across different employers within same industry sector, even on a broader scale. Capitalizing on our robust track record in offering data-driven flexible employment featuring advanced technological functionalities and deep insight into practical needs of clients, we are well-positioned to keep leading the industry development and capture business opportunities arisen therein, bring win-win outcomes for both enterprises and flexible workers.

Proprietary AI Engine Fueled by Massive Real-World Data

We are a pioneer in the flexible employment industry to drive technology-backed transformation of the management model on flexible employment, a long-existing employment arrangement structure throughout history. Our technology solutions effectively analyze and source flexible task opportunities, as well as talent information and task-seeking needs, all of which were previously scattered across isolated data silos, creating a reliable platform that can facilitate task matching and management with high degree of predictability on work quality, compensation, and personal achievement expectation. As a result, a large number of tasks that were previously unable to be efficiently matched or properly managed due to technological constraints, along with the fragmented personal time of a vast pool of people, get efficient, flexible, transparent, and sustainable platform based management, further unlocking incremental social productivity and releasing latent productive capacity.

We design and deliver our services in a highly automated and efficient manner, where each component is processed through tools with minimum human interference, and is solidly rest upon our proprietary technology platform. These functions can be conveniently operated at personal handset of flexible workers, thus greatly encouraging task seekers to adopt our services, while allowing enterprise customers to use our platform in a plug-and-play manner. During the Track Record Period, our smart tools and data-driven solutions effectively cover each key sector associated with daily routines of flexible employment, from resume application, assessment and interview, match and engagement, daily clock-in and task fulfillment check, on-task training and personal achievements, payment settlement and insurance coverage, down to track record accumulation. This creates a close loop of work behavior and task settlement that can effectively ensure information authenticity and completeness.

Leveraging our technology strength, we launched Xiao Ling (小靈) in 2025. It is an AI agent that utilize multimodal capabilities to realize cognitive strength that can effectively assist users, through interactions based on audio, images, or video content, to accomplish assessment and interview, clock-in, task inspections and AI assistant functions in a copilot way. Instead of simply following a fixed form flow, Xiao Ling (小靈) plans the next step based on current gaps, identify suspicion or multimodal signal conflicts, based on which to prompt notice and suggestions to users, thus forming an explainable intelligent matching decision chain. For instance, our AI-assisted assessment and interview function enables efficient and personalized screening of flexible workers through dynamic, conversational interactions. Unlike traditional assessments that rely on fixed questionnaires, our AI agent can intelligently generate follow-up questions, determine interview direction and conclude conversations based on task requirements, user profiles, historical responses and real-time conversational context. Supporting multiple input formats, including text, voice, video and image-based interactions, the system assesses applicants’ capabilities, preferences, communication skills, stability and task fit, while simultaneously establishing comprehensive user profiles. Leveraging our AI capabilities and extensive enterprise customer network, assessment

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results can be rapidly matched against the requirements of numerous available tasks, taking into account enterprise customers’ historical feedback and preferences, enabling qualified users to receive multiple suitable task opportunities shortly after completing the assessment process without repetitive screening procedures. This enhances matching efficiency, improves user experience and strengthens user engagement and loyalty to our platform. For more details about our Xiao Ling (小靈), please see “— Our Business — One-stop Flexible Employment Solutions — AI-backed Advanced Functional Modules.”

Furthermore, leveraging our platform and technical services, particularly our products like Track Record Accumulation and Industry Alliance, we are able to integrate, analyze, and effectively connect talent information and employment needs that were previously scattered across isolated data silos. This enables individual users to gain recognition for their skills and work experience across enterprises, regions, and industries. In the same time, it provides enterprise customers with highly predictable, transparent, and efficient task matching and management capabilities in terms of work quality and compensation payment. This allows enterprise customers at different development stages to focus on their core business areas and competitiveness, without incurring additional costs and management resources in flexible employment. In this way, we achieve positive social impact while also delivering sustained growth in our business performance.

Large and Active User Base Powered by Relentless Product Innovation

During the Track Record Period, we invested in developing technology-backed solutions that can effectively turn each awaiting task a position for suitable people in need, many of them used to be pushed away due to their commitment to family care, personal pursuance, time arrangement preference, or disability. We set focus of our technology development and innovation on addressing specific needs and pain points of all stakeholders in the flexible employment ecosystem.

Based on our industry insights, we have pioneered a number of transformative services in the industry that directly address key pain points. In 2019, we launched the LYGO Platform (靈工打卡), effectively addressing the complex management challenges faced by enterprises in flexible task fulfillment scenarios, including cross-regional task scheduling, dynamic attendance administration, and payroll and tax settlement. In 2020, we pioneered the “Instant Payment” function, which significantly enhanced flexible workers’ motivation to perform services and their engagement with our platform. In 2021, we launched “Tasks Bidding”, a function that leverages big data analytics based on high-quality work data and, for the first time in the industry, according to CIC, enabled the matching of flexible workers with tasks, further enhancing user experience and product competitiveness. As a pioneer and leader in flexible employment business models and service standards, we have continued to strengthen our competitive moat as an industry benchmark.

Capitalizing on our technology strength, we are able to assist enterprise customers to identify task opportunities that traditional full time employment models struggle to fulfill in light of their business development needs, and/or further break down those tasks that involve a substantial amount of idling time into more granular time based units. By applying scheduling logic and work hour demand analysis, we optimize tasks to effectively address the challenges posed by peak to trough demand mismatches. In addition, through the development of highly intelligent, AI powered automated functional modules, we make the entire flexible employment chain intelligent, delivering transparent, traceable, sustainable, and more standardized task matching and management. For the year ended December 31, 2025, we have offered one-stop flexible employment services to 319 enterprise customers, including five out of top ten companies in the catering industry in China, five out of top ten companies in the retail industry in China, and four out of top five hotel groups in terms of revenue around the world, according to CIC. For the year ended December 31, 2025, we maintained a Key Account Customer retention rate of 100.0% and a Key Account Customer net dollar retention rate of 180.5%. This dense network of high quality enterprise customers ensures stable supply of high quality tasks, which in turn drives continuous growth and satisfying retention of individual users on our platform. In the meantime, our service for leading enterprises further

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creates valuable information input promoting iteration of our AI technology and smart tools that can meet latest trend of market demands within respective sectors, creating a virtuous cycle of abundant quality tasks, advanced and efficient technology services, and a large pool of task seekers.

In the meantime, we enable flexible workers with varying needs regarding time and/or locations to enjoy more convenient task fulfillment, transparent regulatory compliance, as well as proper risk mitigation. This distinguished technology feature promotes our brand recognition and high trust among a large number of individual users. For the year ended December 31, 2025, we have served approximately 440 thousand flexible workers, recording over 16.7 million attendance, bringing nearly RMB5,000 incremental annual income for these flexible workers in average, among whom those with five or more attendances accounted for 73.4% of the total. By delivering precise task matching and an exceptional user experience, we have become the to-go place and preferred choice for individual users who value benefits from flexible employment positions, including balanced life to address needs from work and family commitment, autonomy over scheduling, and/or personal growth at different life stages. Leveraging our technology services, many flexible employment opportunities have become a development path that people embrace, and/or reliable means to deal with challenges associated with life turbulence, which can also help them explore diverse life possibilities and personal development.

Sustainable Growth Enabled by Strong R&D Capabilities

While flexible employment has long been recognized as an indispensable part of the modern economy, it has for a long-time lacked management models and technical means that would help enterprises and individual users effectively benefit from this objective demand. On one hand, this is because relevant information has long remained fragmented and scattered, making it technically very difficult to achieve efficient matching and management. On the other hand, the differentiated needs of enterprises and individuals further exacerbate the cost and technical challenges of delivering effective services.

We set focus of our technology development and innovation on addressing specific needs and pain points of all stakeholders in the flexible employment ecosystem. As a result, we have taken a leading position in the industry by developing one-stop comprehensive solution capabilities based on big data analytics and AI, covering the entire process from recruitment to management to incentives across multiple industries. This has enabled us to continuously lead the market in achieving industry first technological breakthroughs and commercial leadership, demonstrating our strong R&D capabilities.

- To address key challenges that enterprise customers need to solve in terms of quick deployment of flexible workers to avoid delay in implementation of business expansion plan, and/or quality service in peak hours, we have built a one-stop flexible employment platform that coordinates seamlessly with enterprises’ daily business workflows. Through a full process solutions covering rapid recruitment matching, complex dynamic scheduling across multiple stores, real scene attendance verification, and automated payroll settlement, we not only help enterprises break free from inefficient, manual experience driven management models, but also enable them to achieve refined, flexible employment control in the face of fluctuating work load.
- To assist individual users to deal with challenges associated with flexible employment that previously lack technology-backed solutions, such as obscure or ambiguous task expectation, insufficient tedious procedure to achieve such, pro-longed compensation settlement cycles, as well as low sense of professional recognition, we have reshaped the fulfillment experience by launching various advanced tools and functional modules.

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For instance, our Instant Payment product can facilitate prompt payment of compensation to flexible workers’ personal bank accounts upon completion of tasks that they have taken upon through our platform. In addition, our Tasks Bidding product allows flexible workers to apply for the very roles fitting in their spare time slots and needs, ensuring them to enjoy needed flexibility and further resulting in improved attendance and significantly optimized task scheduling efficiency. These products, together with other products such as Online Insurance Enrollment, Pay Raise Voucher, and Track Record Accumulation, form highly differentiated technology-backed services that provide flexible workers with enhanced user experience, greater transparency and a stronger sense of trust and security. We extend the value of our platform throughout the entire task fulfillment lifecycle of flexible workers, transforming flexible employment into a choice featuring self-value, security, and sustainable development.

Moreover, we launched our Xiao Ling (小靈) to accomplish assessment and interview, clock-in, work performance check and AI assistant in a copilot way. The embedded technologies in Xiao Ling (小靈) transform many tasks traditionally demand heavy human involvement into quick and convenient operations at smart phones, where interactions can take place through audio, images, or video content. This effectively improve working efficiency and standardization across different industries, stores, and positions. For details, please also see “— Our Business — One-stop Flexible Employment Solutions — Advanced Features of Our Comprehensive Services” and “— AI-backed Advanced Functional Modules.”

These achievements, together with our established platform advantages, have transformed us from merely a service provider empowering enterprises and individual users into a valuable foundation and development engine that can effectively assist them properly deal with the challenges brought about by continuously evolving economic, technological, and social dynamics.

Visionary and Experienced Management team with Deep Industry Expertise

Our founder, Mr. Deng, and core management personnel possess deep experience in the human resources and flexible employment industries, with strong understanding of industry policy trends, enterprise operational needs and the evolving application of AI technologies in flexible task fulfillment scenarios. While maintaining a young and dynamic management structure, our management team combines strong industry experience with an entrepreneurial mindset, enabling us to respond quickly to market changes, technological developments and evolving customer needs. Their industry insights and operational experience have enabled us to continuously adapt our business model and service capabilities to evolving market demand and technological developments.

We have cultivated a stable and highly experienced core talent team across product development, technology, operations and business management functions. Our core product development and business management personnel remained stable during the Track Record Period. We have also established an internal talent development and promotion mechanism primarily based on internal cultivation and advancement, which we believe has provided strong organizational support for our transition from traffic acquisition-oriented services to one-stop flexible employment solutions backed up by advanced technologies, such as AI-empowered tools and functions, and supported our scalable business expansion.

We have established standardized enterprise service and implementation procedures supported by dedicated project managers and operation specialists. In particular, we have assembled a group of young technology talents, including engineers specialized in AI technology, who contribute to our continuous efforts in developing intelligent tools and technology-driven solutions for flexible employment scenarios. Through combining industry-savvy leadership, young and agile organizational structure, talented personnel with strong execution capabilities, we are able to remain responsive in a rapidly evolving market environment. In addition, we are committed to cultivating a mission-driven corporate culture and maintaining long-term incentive mechanisms that

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align the long-term development of our core personnel with the interests of our Group. We believe such culture and incentive mechanisms support the long-term stability of our core team and strengthen our execution capabilities in a rapidly evolving market environment.

DEVELOPMENT STRATEGIES

Deepen Market Penetration and Strengthen Our Bilateral Network Effects

We intend to further deepen our penetration in China’s flexible employment market and strengthen the bilateral network effects of our platforms by continuously expanding our enterprise customer coverage and flexible worker base. On the demand side, we plan to continue focusing on flexible task fulfillment scenarios in industries with fluctuating staffing demand, such as restaurant, retail, beverage and cafe, and hotel industries, deepen our cooperation with leading enterprise customers and address their evolving task fulfillment needs across different operational scenarios. We also intend to leverage our relationships with benchmark brands and enterprise customers who are industry leaders to enhance our market recognition, strengthen customer trust and further expand our customer coverage.

On the supply side, we intend to continue expanding our flexible worker user base and optimizing our platform functionalities and user experience to improve matching efficiency, user engagement and retention. As participation from enterprise customers and flexible workers continues to increase, we expect stronger bilateral network effects, higher platform activity and enhanced matching efficiency, which we believe will further reinforce our market position and support our long-term growth.

Optimize Our AI Capabilities and Technology Infrastructure and Expand AI-enabled Applications

We intend to continue enhancing our AI capabilities and technology infrastructure to improve operational efficiency, matching effectiveness and user experience across our platforms. Leveraging our operational experience, service records and data insights accumulated through platform operations, we plan to further refine our matching and recommendation functions for flexible task fulfillment scenarios and strengthen our data analytics capabilities to support task matching, scheduling coordination and platform management.

We also intend to expand the application of our AI Agent, “Xiao Ling (小靈)”, across various business scenarios. In particular, we plan to continue enhancing functionalities, such as “AI-assisted assessment and interview” and “AI-empowered clock-in”, to improve recruitment, training, scheduling and operational management efficiency. We believe our AI agent will further improve scheduling and management efficiency for enterprise customers, enhance user experience and further strengthen our competitive position.

Enrich Our Service Offerings and Expand Our Value-added Business Capabilities

We plan to further deepen the adoption of our one-stop flexible employment solutions among enterprise customers that currently primarily utilize our recruitment and matching services, thereby broadening the application scenarios of our platforms.

We also intend to further broaden the industry coverage of our services by expanding into flexible task fulfillment scenarios with comparatively higher professional skill requirements. We believe such expansion will further broaden the types of task fulfillment opportunities available on our platforms and strengthen our service capabilities across a wider range of flexible task fulfillment scenarios.

In addition, we plan to continue leveraging our long-term accumulation of service records, together with our business analysis capabilities and industry insights, to explore value-added enterprise-oriented services, including customized planning and operational analysis services. We believe such efforts will further expand our value-added service offerings and strengthen our long-term cooperation relationships with customers.

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Strengthen Our Talent Development and Organizational Capabilities

We intend to continue strengthening our talent acquisition as we further advance our AI-enabled technology development strategy. In particular, we plan to continue attracting professionals with expertise in artificial intelligence, data algorithms and digitalized management, as well as industry professionals with deep understanding of service industry operations and flexible task fulfillment scenarios. Through competitive incentive mechanisms and practical application scenarios for AI technologies, we seek to attract and retain such talent as full-time employees and further strengthen our product development and technology capabilities.

We also intend to continue improving our organizational structure and internal talent development mechanisms by providing clearer career development paths and diversified internal advancement opportunities for our employees. In addition, we plan to continue enhancing our internal training and management capabilities to support the continuous development of our employees’ digitalized operational and management capabilities, while maintaining the long-term stability and professional capabilities of our core management team.

Pursue Strategic Investments and Acquisitions to Strengthen Our AI Capabilities and Service Offerings

We intend to pursue selective strategic investments and acquisitions in AI-related technologies and businesses that complement our existing technology infrastructure and product offerings. In particular, we will focus on opportunities involving AI-empowered content generation, intelligent matching, recommendation algorithms, automation tools and other emerging AI technologies that can enhance our technological capabilities, accelerate product innovation and improve the efficiency and scalability of our solutions. Through such investments and acquisitions, we aim to strengthen our technology ecosystem, broaden our AI capabilities and further reinforce our competitive advantages.

We also intend to pursue strategic investments and acquisitions in businesses associated with human resources and employment services. Our areas of focus include flexible worker training, vocational education, talent development and other services that support the professional growth of flexible workers and their suitability to various tasks. We believe these investments and acquisitions will enable us to expand our service offerings, enhance flexible worker skills and strengthen user engagement and loyalty across our platform ecosystem.

As of the Latest Practicable Date, we have not identified any potential investment or acquisition target or entered into any definite investment or acquisition agreement.

OUR BUSINESS

During the Track Record Period, we derived revenue through operating following business lines where we monetize our technology and services:

- **One-stop Flexible Employment Solutions.** In managing this business line, we generate revenue on a gross basis from charging enterprise customers service fees for our one-stop flexible employment solutions, in which case we act as the principal in providing such solutions to enterprise customers, and flexible workers earnings and benefits are charged to cost of sales.

We entered into agreements with enterprise customers to offer one-stop flexible employment solutions accordingly through our LYGO Platform (靈工打卡). In determining fees, we take into account various factors including (i) the expected timing of flexible works involved and the underlying costs of the workforce, including expected incentives payable to relevant flexible workers; and (ii) the extent of the usage of our LYGO Platform (靈工打卡).

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- Online Recruitment Matching Services.** In managing this business line, we generate revenue from charging enterprise customers service fees for access to candidate leads in the form of task applications (報名單). Enterprise customers typically make advance payments on the platform with revenue later recognized based on the amount of task applications (報名單) received by customers.

We provide online recruitment matching services through our proprietary platform named *Qing Tuan She* (青團社), through which we facilitate connections between enterprise customers and task seekers by allowing businesses to post task openings on the platform and attracting task seekers to register and apply. Enterprise customers purchase access to candidate leads in the form of task applications (報名單) through our platform, and utilize such information to review and contract applicants for their recruitment needs.

In addition, during the Track Record Period, we derived revenue from ancillary business initiatives launched from time to time, such as cloud-based ground promotion services.

The table below sets out details of our revenue by business lines during the Track Record Period.

	Year Ended December 31,					
	2023		2024		2025	
	RMB'000	%	RMB'000	%	RMB'000	%
One-stop flexible employment solutions	350,715	75.7	1,082,268	90.1	2,299,973	94.5
Online recruitment matching services	98,877	21.3	115,981	9.7	129,545	5.3
Others ⁽¹⁾	13,776	3.0	2,752	0.2	5,643	0.2
Total	463,368	100.0	1,201,001	100.0	2,435,161	100.0

(1) Others mainly represent ancillary business initiatives launched from time to time in response to customer demand, such as our cloud-based ground promotion services.

One-stop Flexible Employment Solutions

We launched one-stop flexible employment solutions in 2019, targeting to offer advanced technology-backed solutions for enterprise customers in China to achieve highly efficient management on flexible tasks, utilizing AI-driven function models and tools that can efficiently improve efficiency and convenience for both enterprise customers and flexible workers.

Practical Tasks Solved by Our Value-added Services

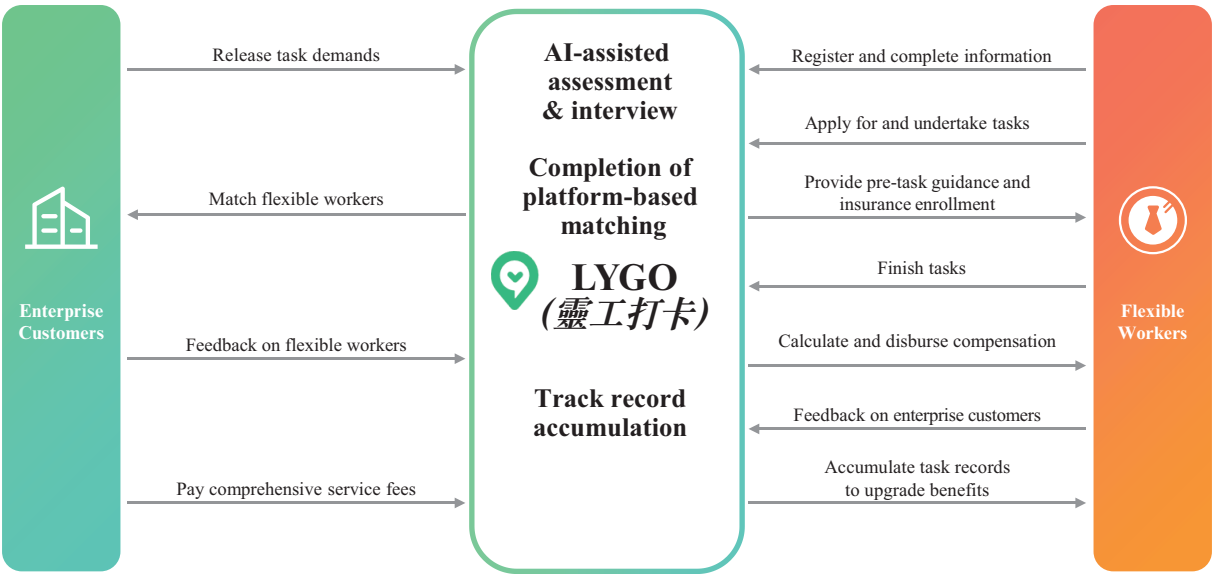
As the leading flexible employment platform, we design and deliver our services in a highly automated and efficient manner, where each component is processed through tools with minimum human interference, and is solidly rest upon our proprietary technology platform with data-driven programming and analysis capability. As a result, we generally charge clients an aggregate amount for overall solutions, instead of separate amount for each different component.

This practice offer clients convenience in solving flexible task management and also serves as a useful marketing approach for us to steadily introduce evolving advanced functions of our technologies, contributing to our past success in technology and business development.

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These software-based functions can be conveniently operated at personal handset of flexible workers, thus greatly reducing costs and/or expenses associated with adopting our services at enterprise customers’ and/or flexible workers’ ends. This feature creates a close-loop of working behavior and task settlement that can effectively ensure information authenticity and completeness, laying a solid foundation for our service quality improvement and technology R&D progress.

The chart below illustrates the relationships and interactions among us, our enterprise customers and flexible workers under our flexible employment service model.



Advanced Features of our Comprehensive Services

Leveraging our operational know-how in flexible task fulfillment scenarios and continuously evolving technology capabilities, we have developed a broad range of functional modules covering recruitment, scheduling, attendance management, incentive mechanisms and task fulfillment administration. Our one-stop service capabilities enable enterprise customers to streamline flexible task fulfillment processes across different operational scenarios and facilitate more efficient coordination between enterprise customers and flexible workers. Through continuous optimization of our functional modules, we are also able to provide enterprise customers with comprehensive and standardized flexible employment solutions.

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The table below sets out details on advanced technology-backed features of our LYGO Platform (靈工打卡) and illustrative graphics exhibiting interface of relevant functions at our mini-program.

Instant Payment
(收入秒結)

We facilitate prompt payment of compensation to flexible workers’ personal accounts through third-party payment processing platforms or to their bank accounts upon completion of tasks that they have taken upon through our platform.

In 2020, we launched “Instant Payment” function, which was an industry-leading innovation in China and addressed a long-lasting challenge associated with flexible task fulfillment. Delinquent payment for flexible workers caused by complex and pro-longed review, approval and audit procedures used to cause late payment, which may further bring up payment-related disputes, cost and expenses, greatly discouraging flexible workers to apply for and/or stay committed to, relevant task opportunities.

Display “Instant Payment” label



The final compensation received by the user

Basic daily compensation

Multiple types of real-world benefits will be distributed together with the basic daily compensation



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Tasks Bidding
(搶班崗位)

We allow enterprises to break down those tasks that involve a substantial amount of idling time into more granular time-based units, by applying scheduling logic and time demand analysis. Task seekers can choose to apply for the very roles fitting in their spare time slots and needs, while enterprise, utilizing our data-driven analysis function modules, can ensure the most suitable applicants enjoy priority in winning placement based on factors such as track records, skill tags and previous task fulfilment experience. Supported by our automated time conflict verification and task fulfilment management functions, flexible workers may participate in multiple non-conflicting assignments while enterprises customers are able to allocate flexible worker resources more efficiently across different operational scenarios.

This technology feature ensures task seekers to enjoy needed flexibility resulting in improved attendance, while significantly optimizing task scheduling efficiency for enterprises.



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Online Insurance Enrollment (線上投保)

We provide online insurance services to enterprise customers, where we procure commercial insurance policies commensurate with the relevant task content for flexible workers. After the procurement, we assist flexible workers to seek compensation for any personal injury, property loss or other losses. By facilitating this function, flexible workers can get proper insurance coverage during the period of task fulfillment in a very convenient way, ensuring proper protection on flexible workers’ rights and enterprises’ risk management.

We offer online insurance services as part of our flexible employment solutions to our enterprise customers. We purchase commercial accident insurance coverage for flexible workers through the online procurement of relevant insurance policies from third-party insurers covering the relevant flexible workers, with coverage generally commencing during the applicable attendance period. In the insurance enrollment and administration process, we generally arrange and procure the relevant insurance policies with insurance providers, under which we act as the policyholder and the flexible workers who actually perform the relevant task assignments are designated as the insured persons.

During the Track Record Period and as of the Latest Practicable Date, we have procured commercial insurance commensurate with the relevant task content for all individual users, who fulfill flexible tasks offered by relevant enterprise customers.



Indicates the coverage period of the insurance

Indicates the age range covered by the insurance

Indicates the specific coverage and amount of the insurance



Indicates that the user's protection is in effect

Indicates the type of insurance

BUSINESS

Pay Raise Voucher
(加薪券)

This feature builds a tiered incentive mechanism based on historical task fulfillment track record and feedback from enterprise customers. Based on market rate and task specifications provided by relevant enterprise customers, we design segmented pay-raise rules, creating incentives that encourage users to bid for and continuously serve relevant tasks. As a result, experienced users with favorable comments can enjoy increased payment, reflecting their expertise accumulated in relation to relevant tasks. This function proves valuable to improve retention performance and efficiency optimization.



Track Record
Accumulation
(履歷沉澱)

This feature creates dynamically updatable digital profiles for individual flexible workers through collecting, accumulating and processing their behavior information with their permission in relation to their task fulfillment on our platform, including attendance records, performance fulfillment, and service quality across different tasks, stores, and regions. By breaking down information silos commonly seen in flexible task fulfillment scenarios, our digital profile system transforms work behaviors scattered across regions and short-term task fulfillment into a sustainably accumulated credit record, enabling cross-region identification and transferability of flexible workers' capabilities.

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In addition, this feature has practically established a closed-loop data verification mechanism, ensuring the authenticity of the profile, mitigating risks associated with creditability. This creates a solid foundation for customized task matching and differentiated market rate offerings for individual users. As a result, experienced users are granted higher task priority and access to tasks with higher pay rates, based on their past performance and behavioral information.

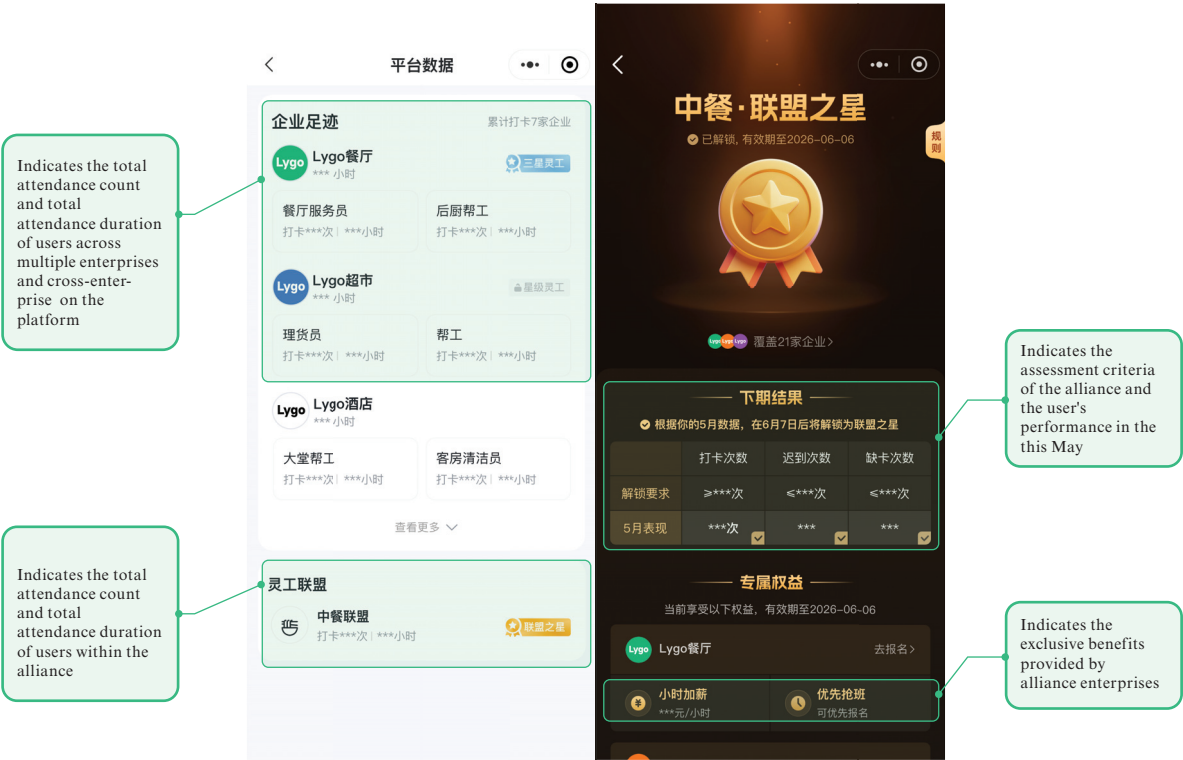


Industry Alliance
(行業聯盟)

We launched this industry-leading innovation in 2025. This feature accumulates behavior information of flexible workers, and their credit records across different tasks, making cross-enterprise recognition of accumulated experience for flexible workers within an industry alliance possible. As a result, relevant flexible workers may win recognition of their past working experience at other enterprise in the alliance, resulting in continuous track on personal achievements and income raise.

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Enterprise customers are admitted to the industry alliance on an invitation basis. Participating enterprise customers that join the alliance are required to provide designated benefits to qualified flexible workers, which may include compensation incentives, priority access to work assignments and other benefits. Through such arrangements, flexible workers with strong performance records are able to receive broader recognition of their accumulated experience and qualifications across participating enterprises, while enjoying enhanced opportunities and incentives within the alliance.



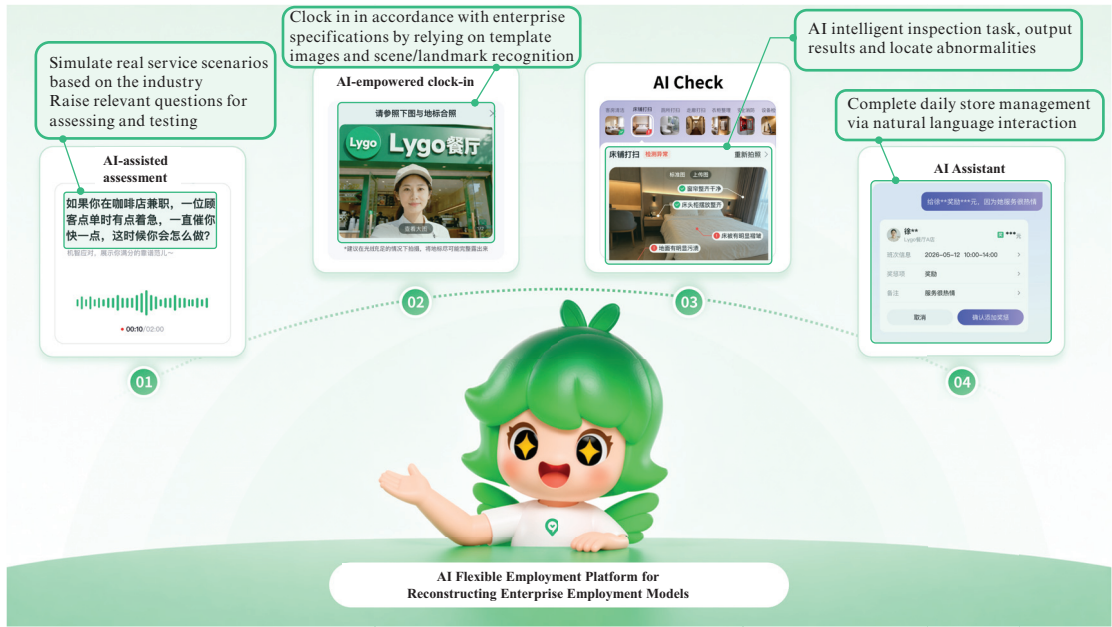
AI-backed Advanced Functional Modules

In 2025, we launched Xiao Ling (小灵), an AI agent that can transform key tasks involving flexible task fulfillment into a seamless, intelligent, and highly customized experience for both enterprise customers and individual users. Our Xiao Ling (小灵) can invoke suitable tools and functions of our platform in a highly intelligent way, making them function as a skill of itself but get empowered with AI-backed cognitive capabilities, including AI-assisted assessment and interview, AI-empowered clock-in, AI check and AI assistant in a copilot way.

As a result, Xiao Ling (小灵) effectively improves utilization efficiency of our technology-backed function, and brings convenient, fun and exciting experience for management of daily routines that flexible workers may encounter across different tasks, enterprises and/or regions. This achievement fully exhibits our strong AI algorithm programming capabilities with years of cross-industry flexible employment management expertise, that constitutes our distinguished competitive edges.

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Xiao Ling (小靈) is designed to be conveniently accessible through mainstream mobile operating systems, including Android and iOS, without requiring additional hardware support. By integrating cloud-based AI capabilities with standard mobile terminal functions, users can conveniently access and utilize relevant functions and services across a broad range of flexible task fulfillment and management scenarios anytime and anywhere.



The following table sets out key tools and functions that can be invoked by Xiao Ling (小靈).

AI-assisted
assessment and
interview
(AI測評面試)

Instead of using fixed questionnaires, our system realizes AI-backed capabilities that can dynamically prompt subsequent questions, determine follow-up direction, and judge when to terminate conversations, based on task requirements, user profiles, historical answers, and the current conversational context, enabling a natural dialogue experience while assessment and profile establishment take place all concurrently.

Our model supports multiple input types including text dialogues, multiple-choice questions, voice/video Q&A, body posture images, and motion/facial recognition. The assessment focuses on profiling the candidate’s capabilities, preferences, stability, communication skills, and task fit, laying the foundation for subsequent recommendations, training, matching, and attendance management.

This feature addresses persistent challenges in traditional flexible employment models, including low application-to-acceptance rates and the impact of vague user profiles.

BUSINESS

Moreover, by analyzing input and expectations from individual applicant, this functional model can quickly compare such with specific requirements of different tasks available, with reference to comments and feedbacks from respective enterprise customers regarding their previous engagement. This allows individual users to enjoy a highly efficient screening and matching process, where their AI-assisted assessment and interview results could go through review of hundreds of enterprise customers within minutes, bringing up a list of available tasks ready for engagement without any further procedures. Leveraging our extensive client base, a qualified applicant can receive multiple available tasks shortly after completing AI-assisted assessment and interview procedure. This feature creates highly satisfying results for individual users that effectively enhance their loyalty to our platform.



AI-empowered clock-in (AI打卡)

It transforms traditional clock-in into a multimodal AI verification system oriented toward real-world fulfillment. Rather than merely determining whether an employee has checked in on time, the system uses joint modeling of location, device, identity, on-site images, and historical behavior to create a fulfillment agent that confirms “the right person is on right site, the scene is correct, the action is credible, and the risk is explainable.” When the system detects suspicion or multimodal signal conflicts, it does not simply approve or reject the check-in; instead, it places it into a pending-active state that requires enterprise confirmation or manual review, balancing automated efficiency with fulfillment security.

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This AI-empowered check-in capability enables automatic identification and validation of on-site attendance, replacing hardware solutions such as traditional time clocks, thereby effectively reducing equipment costs for relevant stores while improving attendance recognition accuracy. It provides a reliable data foundation for payroll settlement and risk control, enhancing overall task fulfillment management efficiency.



AI Check
(AI 检查)

This AI-backed function transforms traditional manual inspections, photo documentation, and post-event checks into a real-time fulfillment acceptance system powered AI technologies. Leveraging its ability to understand audio, images, and dialogue content, our system can interpret standard operating requirements, recognize on-site captured content, and perform structured assessments of service quality, thus delivering an intelligent quality inspection capability. This effectively improves quality inspection efficiency and standardization across different industries, stores, and tasks.

For items that fail the inspection, our system not only indicates where the issue lies but also generates a problem description and regional coordinates, enabling individual users to directly mark the problematic location, facilitating employee correction, supervisor review, and accountability tracking.

BUSINESS



AI Assistant
(AI 助手)

This assistant is not a simple Q&A chatbot. Instead, it integrates composite AI technologies and functions to help users decompose complex tasks, analyze them, and formulate appropriate solutions. As a result, it effectively transforms traditional back-end operations into natural-language-driven, intelligent collaborative operations.

This assistant shares capabilities such as historical information, tool invocation, memory management, and permission auditing with other functional modules, ensuring that each new scenario does not need to build intelligent capabilities from scratch. Instead, it adds new scenario strategies, business tools, and security boundaries on top of a unified agent foundation.

Furthermore, the assistant system can accumulate long-term memory for the merchant side, including store manager preferences, historical scheduling models, employee performance, and common management issues. In subsequent conversations, it can provide personalized recommendations based on the store context, rather than reinterpreting everything from the beginning each time.

By leveraging this assistant capability, enterprises can convert “expert-level” operational expertise into a low-threshold digital asset, helping them achieve a multiplier effect in management efficiency and precise cost reduction.

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Technology-backed Contribution to Social Value

We are devoted to leveraging our technological strength to enhance the social value of flexible employment, transforming pending task into a suitable task for people in need, whether they are looking for a suitable means to deal with challenges associated with life turbulence, or previously excluded from flexible work opportunities due to personal circumstances such as family care responsibilities, personal pursuits, physical limitations caused by age, or disability. Many of them used to be discouraged from taking flexible work opportunities due to technological barriers of traditional HR management models, or lack user-friendly tools and functions to assist them complete complex procedures or tedious routines in relation to task application and performance, which can be highly diversified among different enterprises. These factors force many of them to stay at disadvantaged positions.

In particular, we promote the value of “making flexible employment a door without barriers (讓靈活用工成為一扇沒有門檻的門)”. In line with this value, we have invested in technology research and development to enhance the overall accessibility and ease of use of our platform, enabling persons with disabilities to access our platform with ease and realize their own value through the opportunities it provides. As of the Latest Practicable Date, we have served over 650 people with disabilities for them to undertake various types of flexible work. Please also see “Business — Our Business — One-stop Flexible Employment Solutions — Highlighted Cases.”

We pride ourselves on this achievement and intend to continue promoting development of this practice, which not only exhibits our strong technology strength, but also highlights our sincere care for equality.

Enterprise Customers

During the Track Record Period, our enterprise customers mainly include leading enterprises engaging in restaurant, retail, beverage and cafe, and hotel industries.

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The tables below set out details of revenue breakdown under our one-stop flexible employment solutions during the Track Record Period, based on industry sectors of our enterprise customers.

	Year Ended December 31,					
	2023		2024		2025	
	RMB'000	%	RMB'000	%	RMB'000	%
Revenue from one-stop flexible employment solutions:						
Restaurants	18,612	5.3	251,035	23.2	1,020,544	44.4
Retail	171,751	49.0	506,497	46.8	776,031	33.7
Beverage and cafe	101,034	28.8	182,017	16.8	230,295	10.0
Hotels	11,468	3.3	56,640	5.2	163,449	7.1
Others ⁽¹⁾	47,850	13.6	86,079	8.0	109,654	4.8
Total	350,715	100.0	1,082,268	100.0	2,299,973	100.0

(1) Others primarily include human resources, apparel retail, fast consumption and other sectors.

Leveraging our strong technology capabilities and outstanding services, we experienced strong growth in client engagement in terms of increase in the number of clients, as well as scale of services that clients purchased from us during the Track Record Period.

The table below sets out the movement of enterprise customers of our one-stop flexible employment solutions as of the dates indicated, based on industry sectors of our enterprise customers.

Number of historical enterprise customers	As of December 31,		
	2023	2024	2025
Restaurants	18	38	165
Beverage and cafe	12	12	25
Hotels	5	10	25
Retail	8	14	21
Others ⁽¹⁾	57	68	83
Total	100	142	319

(1) Others primarily include human resources, apparel retail, fast consumption and other sectors.

Enterprise Customers	As of December 31,		
	2023	2024	2025
As of the beginning of the year	46	100	142
Additions of new customers	59	76	225
Termination of customers ⁽¹⁾	5	34	48
As of the end of the year	100	142	319

Note:

(1) Enterprise customers who cease to make purchases and generate revenue in the subsequent year are deemed as terminated.

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The table below sets out the movement of Key Account Customers of our one-stop flexible employment solutions as of the dates indicated, based on service procurement amounts of our Key Account Customers.

Key Account Customers	As of December 31,		
	2023	2024	2025
As of the beginning of the year	3	8	12
Additions of new customers	5	6	20
Termination of customers ⁽¹⁾	—	2	—
As of the end of the year	8	12	32

Note:

- (1) Enterprise customers who were Key Account Customers in the previous year but do not remain Key Account Customers in the current year are treated as terminated.

Key Terms of Our Agreements with Enterprise Customers

During the Track Record Period, we entered into services agreements with our enterprise customers. The salient terms of our standard service agreements are set forth below:

Term	The agreement generally has a fixed term of one to two years.
Scope of services	Parties generally sets out details on tasks to be performed by flexible workers, as well as comprehensive services we shall offer through our LYGO Platform, from assessment and interview, recruitment, compensation payment and insurance procurement, etc.
Payment and credit terms	We generally collect payments from clients on a monthly basis. We generally grant a 30-day credit period to clients.
Termination	The parties may amend or terminate the agreement upon mutual agreement. We may terminate the agreement if, among other things, the relevant clients breach contract liabilities or relevant laws and regulations.
Confidentiality	Each party is required to keep confidential the other party’s trade secrets and confidential information obtained during the performance of the agreement.

Individual Users

Capitalizing on our technology strength and extensive enterprise customer base, we have attracted and retrained a large pool of individual users to our one-stop flexible employment solution business, across a broad range of demographic groups and diversified age distribution. For the year ended December 31, 2025, approximately 60.2% of flexible workers, being those individual users who fulfill flexible tasks in our one-stop flexible employment solution business, were females.

In addition, we are devoted to developing and launching user-friendly tools and functions to assist our users to complete complex procedures or tedious routines in relation to task application and performance. Working together, they bring valuable convenience to encouraging our users to overcome challenges, including those associated with personal circumstances such as physical limitations caused by age, or disability. For the year ended December 31, 2025, flexible workers aged over 50 years amounted to over 30 thousand, representing approximately 6.5% of total flexible

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workers for the same year. By the Latest Practicable Date, over 650 users with disabilities used our services to undertake various types of flexible work. Please also see “— Technology-backed Contribution to Social Value”.

Key Terms of Our Agreements with Individual Users

During the Track Record Period, the salient terms of the standard service agreements are set forth below:

Scope of services	Flexible workers, being the individual users who fulfil relevant flexible tasks, are required to provide services to enterprise customers designated by us, and to comply with the service requirements and rules of such enterprise customers.
Obligations and liabilities	We help formulate applicable standards for the services provided by flexible workers, which relevant flexible workers shall comply with such standards. Flexible workers shall bear liabilities caused by any loss or damage to themselves, us, the enterprise customers or any collaborating entities, due to their failure to comply with requirements from us and/or relevant enterprise customers, or their own default.
Fees and payment	We are required to pay compensation to flexible workers, the amount of which is determined based on various factors, including complexity, time length and other specifications of relevant flexible tasks. Flexible workers shall not claim any compensation from enterprise customers, their affiliates or other collaborating entities. We have the discretion to procure commercial insurance commensurate with the relevant task content for flexible workers. After the procurement, we shall assist flexible workers to seek compensation for any personal injury, property loss or other losses. Our compensation liability shall be limited to the amounts recoverable under such commercial insurance.
Terms of service	when users first fulfill a task through our platform, we enter into service agreements with such users, pursuant to which we establish the terms and conditions governing their provision of services to fulfill the relevant tasks. The term of service commences from the effective date of the agreement and terminates upon the completion of the relevant tasks.
Confidentiality	Each party is required to keep confidential the other party’s trade secrets and confidential information obtained during the performance of the agreement. We undertake to protect the personal information collected from flexible workers in accordance with applicable laws and regulations, including taking measures to safeguard the relevant network from interference, damage or unauthorized access, and to prevent network data from being leaked, stolen or tampered with.

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Based on our agreements with relevant individual users, and the nature of our business operations, we are of the view that these individual users are not our employees or dispatched employees.

Highlighted Cases



Retail Store Chain

We are engaged by a leading retail store chain operator in China (the “**Client A**”) for flexible employment services in 2022, where we offered AI-backed and data-driven assistance to solve lasting difficulties associated with recruiting and/or retaining sufficient staff through traditional full-time employee management system. This challenge is particularly severe for task opportunities needed during peak hours, such as store cashiers, promoters, and shelf stockers on weekends and holidays.

Since adopting our services, Client A has been able to successfully overcome challenges associated with fluctuating labor demand during peak and off-peak periods, allowing it to enhance service quality during peak periods while avoiding labor underutilization during slower periods. By matching flexible workers with operational needs more effectively, we have helped Client A improve customer service capabilities, resulting in enhanced operational efficiency. Our services covered over 500 stores of Client A with average daily attendance of over 13,000 for the year ended December 31, 2025. Compared with an average daily attendance of 2,900 for the year ended December 31, 2023, the significant increase fully exhibited the satisfying results for both Client A and flexible workers we placed in.



Hotel Chain Operator

We provide one-stop flexible employment solutions to a leading international hotel chain operator in China (the “**Client B**”) to address the challenges associated with multi-party coordination, standardized service requirements and fluctuating labor demand in hotel operations. Through our digitalized system, we help coordinate the needs of hotel owners, brand headquarters and individual hotel properties, while supporting Client B in maintaining consistent service standards across different hotels and operational scenarios.

As of the Latest Practicable Date, our services had covered 243 hotels of Client B across 100 cities and facilitated over 1.5 million task opportunities. By supporting task posting, personnel matching, attendance management, process traceability and payment management through a unified system, Client B is able to gain clearer visibility into the actual workforce deployment across different tasks, time slots and stores, break down the information silos and management opacity under the traditional model, and enhance overall workforce efficiency and coordination.

BUSINESS



Coffee Chain Operator

We were engaged by a leading international coffee chain operator (the “**Client C**”) for flexible employment services in 2023, where we assist in addressing challenges associated with sourcing and retaining qualified and suitable flexible workers across its extensive store network. Such challenges are particularly pronounced during its peak operating periods, when stores require timely access to suitably trained personnel while maintaining consistent service quality and operational standards.

Since adopting our services, Client C has achieved significant improvements in operational efficiency and employment utilization. As of the Latest Practicable Date, our services had supported over 715 stores of Client C in China, with average daily attendance exceeding 1,400 flexible workers. In addition, upon adoption of our flexible employment services, Client C experienced improvement in consumer feedback and satisfaction among employees, while achieving continuous business expansion during the relevant years.



Mr. Yang: Assisting persons with disabilities to overcome occupational prejudice, prove themselves through actual service performance and pursue their aspirations

Mr. Yang is a person who has been blind since birth. He works full-time as a piano tuner and also takes on part-time work as a barista. He had been engaged in his full-time occupation for many years and values it highly, as work opportunities generally perceived to be suitable for visually impaired individuals are relatively limited. At the same time, he had long aspired to become a barista, but had not previously attempted to do so due to concerns about the risk of losing his full-time position.

Through our LYGO Platform (靈工打卡), Mr. Yang took up a barista task at a leading hotel chain. The flexible working arrangement allowed him to take the first step towards pursuing his aspiration during his spare time without giving up his full-time occupation, while our “instant payment” function enabled him to receive timely and positive feedback for his work.

According to Mr. Yang, the LYGO Platform (靈工打卡) has created more possibilities in his life and enabled him to pursue his personal aspiration outside his full-time occupation. Compared with traditional employment platforms, he considers our platform to be more accessible and friendly to persons with disabilities, as it does not impose complicated or inaccessible rules. He also believes that the platform does not apply preconceived bias against persons with disabilities; instead, by providing more suitable tasks and maintaining authentic attendance records for each completed tasks, it gives him an opportunity to demonstrate his capabilities. He is willing to recommend our platform to other friends with physical disabilities.

BUSINESS



Ms. Yao: Assisting college students to step beyond campus through social practice, providing financial support for independent living and building confidence.

Ms. Yao is a 22-year-old senior college student who is about to graduate and begin a new stage of life. Two years ago, with the intention of earning extra income during weekends, she found a task with an industry-leading coffee chain enterprise through our LYGO Platform, despite having no prior relevant work experience.

With clear work instructions and guidance provided on our platform, Ms. Yao quickly accumulated practical task fulfillment experience. She grew from a beginner with no prior experience into a barista proficient in preparing pastries and coffee, while also becoming capable of responding to customer needs and completing her tasks efficiently. This marked her first step in the transition from being a student to becoming a working individual. At the same time, our platform allowed her to flexibly select time for the task based on her own schedule, enabling her to balance part-time work with her academic commitments and personal interests for basketball. Our “Instant Payment” function enabled her to cover her living and study expenses from her first day on the task, and to save her part-time earnings as initial financial resources for entering society. The LYGO Platform provided Ms. Yao with greater financial independence and helped her build confidence in living independently.



Ms. He: Assisting a mother to achieve balance between family commitment and personal achievements through utilizing smart task bidding while enhancing unique competitive strength through accumulating visible and trackable records.

Ms. He, a Tibetan woman and a stay-at-home mother taking care of the whole family, started working at a store of a leading fast food chain enterprise, which is located in Shangri-La, Yunnan. She managed to allocate her time based on family care needs, while addressing requests of this enterprise customer for assistance on peak-hour orders. In particular, as a local Tibetan team member, she leverages her language and cultural background to provide a more personalized service experience for certain customers, enhancing communication between the store and local consumers.

Through consistent attendance, training and practicable experience, all of which constitute a clearly trackable record in client’s system based on our data-driven solutions, she has been recognized as an outstanding flexible worker with raise in compensation. Ms. He commented that the flexible scheduling model has helped her better manage both family and work, while strengthening her income stability and sense of personal achievement.



Ms. Gao: Assisting retired people to maintain a certain work rhythm and a sense of social engagement through participating flexible tasks.

Ms. Gao retired in 2017, prior to which, she had worked on an assembly line in a manufacturing company. In 2021, she determined to undertake flexible working task at a hotel in Shenzhen, which is operated by a global leading hotel brand. Ms. Gao hopes to, through joining flexible work, maintain a lifestyle that features certain level of work rhythm and a sense of social engagement, while ensuring intensity that fit her age and retired status.

Utilizing our solutions, hotel can offer Ms. Gao with consistently clear task guidance, easy-to-follow working instructions and daily management, a transparent and friendly working environment, as well as flexible scheduling, which allows her to balance life and work quite well. Through this part-time job, Ms. Gao not only earns a steady income but has also rebuilt social connections and life rhythm that she expects. Ms. Gao also actively recommends our services to her retired friends, hoping that more people of her generation can continue to participate in the real-life work that brings self-esteem and a more colorful experience in retirement lives.

BUSINESS



Mr. Wu: Assisting young people to explore diverse life possibilities, and supporting their personal development.

Mr. Wu used to work as a graphic designer where he has to bear long working hours with high intensity. This task does not fit Mr. Wu's initial plan, as he intends to devote more time to further studying programming skills and building his personal website, while maintaining certain level of income during this transition period. He chose to use our platform to take on flexible task opportunities offered by a leading retail store chain operator in China where he can allocate suitable time slots for tasks which do not affect his daily study and personal pursuance target.

Mr. Wu comments that, far from being a fallback option, or a desperate choice of tasks that offer unqualified rewards, many flexible employment opportunities have become a development path that young people embrace, which can help them explore diverse life possibilities and personal development.



Mr. Feng: Constituting a cross-city and cross-brand platform that brings flexible workers with a work-life-balance experience with sustainable support and income-security confidence.

Mr. Feng, a 36-year-old flexible worker, has taken on flexible task opportunities across restaurant, retail, beverage and cafe, and hotel industries, which are located at different cities for the past two years through our services. In 2024 alone, he recorded approximately 290 attendance, covering 98 stores and 9 brands across cities such as Beijing, Hangzhou, and Shanghai. He enjoys the flexibility of arranging his work and life rhythm according to the task needs of different brands across various cities, where past working experience at previous tasks got recognized and rewarded in his subsequent work, thanks to our technology-backed services.

Mr. Feng is of the view that, compared to traditional fixed positions, flexible part-time work offers more autonomy over scheduling and more immediate income feedback. In addition, his experience working across multiple brands and scenarios has exposed him to different service industry roles and operational environments, giving him strong cross-context adaptability. In particular, he feels the same-day settlement model realized through our technology-backed solutions, allowing him to achieve income certainty and a sense of security.

He is of the opinion that the sense of security and control realized through our data-driven technology services helps him to be determined to continue this work style. He comments that our platform allows him to steer away unemployment anxiety, because our platform can bring suitable tasks that recognize his capability and experience across different enterprises and in different cities, making him visible at a much broader horizon with abundance opportunities. He has also invited friends to join him on the platform, forming collaborative community to accomplish flexible tasks in a more enjoyable way.

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Ms. Wang: Earning incremental income and personal fulfillment through flexible work tasks that fit around formal employment schedules.

Working as a full-time staff at a hospital, Ms. Wang uses free time around her formal employment schedules to take on flexible work tasks, primarily at a global leading fast food restaurant chain, as well as at retail chains and hotels. Instead of financial pressure, the driving force for Ms. Wang to take on flexible tasks is her pursuance of self-worth and content feeling. She enjoys the feeling of accomplishment built up through gradual accumulation of recognition and promotion, as well as the convenience brought up by our advanced technologies.

Ms. Wang has recommended our services to many people around her. She herself also won trust and favorable comments from relevant enterprise customers. This positive cycle exhibits our social value as not only a task matching platform, but also an engine promoting long term trust between our users and relevant enterprise customers. Her track record demonstrated the factors that the value of our platform lies not simply in solving the challenges of “finding a task opportunity,” but in offering opportunities for people with formal employment to explore personal pursuance through a convenient, secure and predictable way.

Online Recruitment Matching Services

We provide online recruitment matching services through our proprietary platform named *Qing Tuan She* (青團社). We facilitate connections between enterprise customers and task seekers by allowing businesses to post task openings on the platform and attracting task seekers to register and apply. Enterprise customers purchase access to candidate leads in the form of task applications (報名單) through our platform, and utilize such information to review and contract applicants for their recruitment needs. Being the key platform to facilitate highly efficient and convenient matching services, our *Qing Tuan She* (青團社) Platform had accumulated nearly 2.0 million registered enterprise customers and nearly 57.0 million registered task seekers as of December 31, 2025, demonstrating the scale and activity of our recruitment matching ecosystem.

In terms of revenue in 2025, *Qing Tuan She* (青團社) is the largest flexible employment recruitment platform in China. Leveraging our strong technology capabilities, we set competitive edges of our *Qing Tuan She* (青團社) solidly upon our R&D breakthroughs in terms of development and/or applications of AI technologies, as well as cognitive tools/function modules based on studying massive data. This allows us to enjoy leading advantages across various third-party platforms and applications to stay close with both enterprise customers and task seekers.

We generate revenue from charging enterprise customers service fees for access to candidate leads in the form of task applications (報名單), and customers typically make advance payments on the platform with revenue later recognized based on the amount of task applications (報名單) received by customers. As of the Latest Practicable Date, calculated on a standalone basis, the price of task applications (報名單) purchased by enterprise customers ranged from approximately RMB3.0 to approximately RMB4.0 per task application (報名單), depending on the supply and demand of tasks and applicants for the task in a set geographic region.

We request task seekers to agree to the terms and conditions set forth in the user agreement of our platform. By acknowledging the terms and conditions of the user agreement, task seekers provide consent to our collection, use and disclosure of their data subject to the limitations set forth therein and undertakes to, among others, (i) use authentic, accurate, complete and valid identity information to register an account to create, publish and distribute information, (ii) not to upload or distribute content that violates PRC laws or regulations or infringes the intellectual property rights of others, and (iii) bear liabilities caused by any loss or damage to themselves, us, the enterprise customers or any collaborating entities, due to their failure to comply with requirements from us and/or relevant enterprise customers, or their own default.

BUSINESS

TECHNOLOGY

R&D team

We place great emphasis on the application of data analytics and AI technologies in flexible task fulfillment businesses. We have established a dedicated R&D team comprising 142 members as of December 31, 2025, accounting for 43.4% of our total employees. Capitalizing on our integrated expertise in flexible task fulfillment scenarios, AI-enabled matching and scheduling, big data analytics, our R&D team positions us as having distinguished edges in terms of one-stop flexible employment, intelligent supply-demand matching and scalable platform-based service capabilities. During the Track Record Period, our research and development expenses amounted to RMB51.0 million, RMB52.7 million and RMB61.6 million, respectively, accounting for 11.0%, 4.4% and 2.5% of our total revenue for the respective years.

The following table sets out profile of our core R&D team members:

Core R&D team member	Profile
Mr. Ying Xiang (應翔)	Mr. Ying Xiang (應翔) (“Mr. Ying”) received a master’s degree in software engineering from Tsinghua University in 2017. He has nearly ten years of experience in big data and AI algorithms. Mr. Ying joined our Group in 2026 and has been serving as our chief technology officer since then. Mr. Ying is primarily responsible for our Company’s AI technology and product development.
Mr. Zhang Pengfei (張鵬飛)	Mr. Zhang Pengfei (張鵬飛) (“Mr. Zhang”) graduated from the College of Control Science and Engineering of Zhejiang University with a master’s degree. He has deep market insights and extensive experience in business ecosystem design, platform architecture development and product development. Mr. Zhang joined our Group in 2024 and currently serves as the head of our product team. He is mainly responsible for overseeing the product development and operation functions of our Group, with a focus on platform ecosystem development, product value delivery and user service enhancement.
Mr. Hao Zhiheng (郝智恒)	Mr. Hao Zhiheng (郝智恒) (“Mr. Hao”) graduated from Nankai University with a master’s degree in probability and statistics in 2012. He has over 12 years of experience in data-related functions, with extensive expertise in data intelligence and data-driven operational strategy. Mr. Hao joined our Group in 2025 and currently serves as the head of our Data Intelligence Department. He is primarily responsible for leading the development of our data intelligence capabilities, including business analytics, data technology infrastructure, data products and automated data-driven business strategies.
Mr. Shi Ling (史靈)	Mr. Shi Ling (史靈) (“Mr. Shi”) graduated from the University of Alberta in Canada with a master’s degree in transportation Engineering. He has experience in technology development and management, intelligent marketing technologies and entrepreneurship.

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Core R&D team member	Profile
	Mr. Shi joined our Group in 2023 and currently serves as the head of our application research and development team. He is primarily responsible for the research and development, iteration and technology management of our application products.

We place significant emphasis on talent acquisition and retention, as we believe that qualified management and technical personnel are critical to our long-term growth and competitiveness. We seek to attract and retain key talent through competitive remuneration packages, welfare benefits and share incentive schemes, and provide regular training to enhance their professional and technical capabilities. We have entered into non-competition agreements, and included confidentiality, invention assignment, and non-competition clauses in the employment contracts with our key technical staff. The salient terms of agreements with management and technical staff are set forth below:

Confidentiality	During the employment and thereafter, the employee shall keep confidential all of our confidential information and shall not disclose or use such information without our prior written consent except as required for performing his duties.
Invention Assignment	We own all right, title and interest in and to any inventions, works of authorship, know-how and other intellectual property made or conceived by the employee during the term of employment (including task-related intellectual achievements), and the employee shall promptly disclose and assist us in protecting such rights.
Non-Competition	During the employment and for up to two years after termination, the employee shall not directly or indirectly engage in any business competing with us or our affiliates, nor solicit our employees or customers.

During the Track Record Period and up to the Latest Practicable Date, we did not have any legal claims or proceedings that may have a material adverse impact on our key R&D programs and business operations.

Our Key Technologies

Built on our flexible task fulfillment workflow know-how, relevant operational data generated through our platform and agent-based orchestration capabilities, our AI-backed technology architecture adapts general-purpose large language models to flexible task fulfillment scenarios, applies business-rule constraints, and supports task planning, and workflow execution across a wide range of flexible task fulfillment scenarios.

- **Technology Foundation:** Developing Scenario-Specific AI Capabilities through an Agent-Based Approach.

Our technology foundation is built around a unified agent-based architecture. Instead of developing separate AI applications for each scenario, we use a common agent orchestration layer to support intent understanding, context retrieval, task planning, tool invocation and feedback processing across different flexible task fulfillment workflows.

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In developing this technology foundation, we integrate general-purpose large language models with scenario-specific prompts, flexible worker profiles, operational rules and approved business tools. This allows our AI-backed modules to operate within predefined business boundaries while handling different tasks, such as understanding user instructions, generating scheduling or dispatching plans, invoking relevant system capabilities, and recording feedback for subsequent optimization.

We also maintain reusable scenario-based capabilities, including memory and profile management, tool registry, permission control, parameter validation, execution logging and feedback review mechanisms. These capabilities allow new AI scenarios to be extended on a unified Agent foundation, while supporting controllability, auditability and consistency across our AI-backed tools and functional modules.

- **Middle-Platform Module:** Development of Business Capabilities and Integration of External Resources.

At this layer, we abstract internal business systems and external service capabilities into standardized tools, forming a business capability middle-platform that covers core capabilities that can address key flexible task fulfillment scenarios, including as incentive management, attendance management, recruitment, scheduling, matching, contract signing and settlement. Through a unified parameter extraction and task planning mechanism, our tools and functional modules can automatically select and invoke the appropriate business capabilities based on natural language instructions. In addition, we integrate third-party functional modules through a modular integration approach, ensuring that customers can securely and stably invoke external capabilities such as mapping, e-signature, OCR/ID document recognition, push notifications, knowledge base, and computer vision via controllable, auditable, and reusable tool modules.

Our strong middle-platform technology development capability transforms functions originally scattered across multiple business systems into one-stop functional modules that can be properly understood, coordinated, and executed by AI algorithms, providing unified support for user-facing smart tools for both enterprise customers and individual users.

- **End-User Functions:** Integrating AI Technologies to Deliver Practical Product Capabilities.

At the end-user function layer, we integrate the aforementioned technology foundation and middle-platform capabilities into an AI product matrix tailored to different user roles. C-end product functions target individual users, covering scenarios such as check-in, matching, assessment and interview, task recommendations, and smart outreach, helping the platform more accurately understand flexible workers’ capabilities, reliability, fulfillment history, preferences and performance-related signals. B-end product functions serve merchants, store managers, and operations personnel, enabling enterprises to complete complex tasks such as task fulfillment management, on-site quality inspection, scheduling recommendations, personnel incentive management through natural language.

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Leveraging our existing technology architecture and accumulated operational experience, we continue to develop and enhance AI-backed technologies and functional modules designed for flexible task fulfillment scenarios. The table below sets forth certain key technology development projects currently under development.

<u>Solutions</u>	<u>Application Scenarios and Key Functions</u>	<u>Expected Completion Time</u>
AI Scheduling: Intelligent Task Fulfillment Orchestration Engine	Application Scenarios: Primarily designed for store-based labor scenarios across chain restaurants, retail, tea beverage stores, supermarkets, hotels and other service-oriented businesses, aiming to address issues such as the substantial time spent by store managers on weekly scheduling, understaffing during peak hours, labor inefficiencies during off-peak hours, and difficulties in arranging replacement staff for temporary absences. The system is not merely a traditional scheduling optimization tool, but rather a self-learning scheduling framework that combines large-model reasoning capabilities, store-level operational memory, flexible worker profiling, compliance constraints and store managers’ scheduling feedback to generate adaptive scheduling recommendations with relatively low implementation costs.	H1 2027

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<u>Solutions</u>	<u>Application Scenarios and Key Functions</u>	<u>Expected Completion Time</u>
	Key Functions: - Primarily learns from first-party operational signals, including historical schedules, attendance outcomes, staffing gaps, store manager adjustments, employee availability and store operating patterns, and may incorporate contextual signals such as holidays, weather conditions and promotional activities where available, to forecast labor demand and generate weekly schedules, daily schedules and task recommendations. - Automatically matches personnel based on task requirements, employee skill sets, availability, task preferences, historical performance and compliant working-hour requirements. - Automatically triggers staffing supplementation suggestions or task recommendations when labor shortages during specific time periods are identified. - Supports store managers supplementing operational experience through natural language instructions, such as “schedule more experienced staff on weekend afternoons,” which the system converts into scheduling rules. - Continuously learns from store managers’ scheduling adjustments and accumulates scheduling memory at store, regional and enterprise levels, enabling scheduling outcomes to increasingly reflect store-specific practices while sharing reusable scheduling experience across similar stores and management teams.	

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<u>Solutions</u>	<u>Application Scenarios and Key Functions</u>	<u>Expected Completion Time</u>
Intelligent Dispatch Engine: Real-time Supply-Demand Matching and Dynamic Incentive System	Application Scenarios: Designed for platform-based task matching and temporary staffing supplementation scenarios, with the objective of addressing and mitigating additional costs and operational risks arising from labor shortages in urgent situations. Rather than conducting simple keyword-based task-personnel matching, the system is intended to establish a real-time supply-demand graph and perform dynamic decision-making across multiple factors, including task urgency, personnel availability, skill compatibility, attendance probability, historical credibility, distance costs and compensation elasticity, thereby enhancing task fulfillment rates and overall platform transaction efficiency. Key Functions: Simultaneously understands task requirements and flexible workers’ capabilities. Beyond matching basic labels such as “tea beverage staff” or “service staff,” the system comprehensively assesses factors including historical fulfillment records, skill proficiency, commuting radius, scheduling preferences, behavioral profiles, income preferences and stability to automatically identify suitable candidates for stores, while taking into account factors such as distance, timing, skill compatibility, fulfillment credibility, historical collaboration records and income preferences.	H2 2027

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<u>Solutions</u>	<u>Application Scenarios and Key Functions</u>	<u>Expected Completion Time</u>
	- Provides AI-empowered dynamic incentive strategies, targeted invitations, batch re-engagement and priority outreach recommendations based on task urgency, real-time supply-demand conditions and fulfillment risks. In cases of insufficient task fulfillment rates, urgent time slots or limited labor supply, the system analyzes factors such as labor availability, historical response patterns, incentive responsiveness, budget constraints and predicted attendance probability, and dynamically generates incentive strategies, including subsidy recommendations, bonus incentive options and priority exposure arrangements. These AI-generated strategies are designed to help improve fulfillment rates for critical tasks while operating within predefined business rules, budget controls and implementation workflows. - Automatically initiates staffing supplementation processes for scenarios such as peak-hour operations, temporary labor shortages and event-based staffing demand. The system also predicts candidate application probability, attendance probability and fulfillment quality, and prioritizes candidates with a higher likelihood of successfully completing assignments. - Supports upgrading from single-store staffing supplementation to regional dispatch management, enabling dynamic allocation of available labor resources among multiple stores.	

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<u>Solutions</u>	<u>Application Scenarios and Key Functions</u>	<u>Expected Completion Time</u>
Xiao Ling (小靈) Personal Agent for Individual users: Proactive Growth Agent for Flexible Workers	Application Scenarios: A personal work assistant designed for flexible workers, covering task seeking, order acceptance, matching, attendance tracking, task fulfillment check, training, community interaction and long-term personal achievements, with the objective of enhancing user activity, retention and cross-store utilization. Rather than functioning as a passive customer service tool or a simple task recommendation system, Xiao Ling (小靈) is positioned as a proactive intelligent agent operating throughout users’ task fulfillment lifecycles. Upon the occurrence of relevant events, Xiao Ling (小靈) may be triggered by the system to proactively conduct feedback collection, task recommendations, skill development, community interaction and user profile updates, thereby assisting users in transitioning from single-store part-time work opportunities to platform-based opportunities across multiple stores, tasks and scenarios. Key Functions: Proactively recommends suitable task opportunities to users instead of requiring users to independently search for tasks. Through the establishment of an event-driven proactive agent framework, Xiao Ling (小靈) may be triggered by events such as attendance completion, task completion, missing assessment, task vacancies, training completion, income fluctuations and community trends to assist users in completing matching documentation, training, assessments and attendance reminders, and proactively initiate conversations or recommendations.	H2 2027

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<u>Solutions</u>	<u>Application Scenarios and Key Functions</u>	<u>Expected Completion Time</u>
	- Proactively collects checks and feedback after users complete assignments, thereby assisting the platform in enriching fulfillment-related data. - Continuously accumulates user profiles, including capabilities, preferences, stability, availability, commuting radius, income objectives trajectories through interactions such as conversations, attendance records, task fulfillment check, training, order acceptance and community activities, and subsequently recommends more suitable stores, tasks, time and development pathways based on such profiles. - Assists users in generating community posts, including work experience sharing posts, task-seeking posts, experience-sharing posts and task feedback posts, thereby enhancing community engagement while simultaneously feeding such content back into user profiling and task quality assessment signals. - Continuously develops a deeper understanding of users through repeated interactions and fulfillment behaviors, thereby forming increasingly accurate personal work profiles.	

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BUSINESS SUSTAINABILITY AND PATH TO PROFITABILITY

We plan to implement following business initiatives to maintain sustainable growth, enhance operating efficiency and achieve profitability. In particular, we believe that, leveraging growing industry trend, as well as our leading technology and market positions, we are well positioned to capture business opportunities arising from expected growth in market demands for our services.

Achieving Revenue Growth

We intend to drive revenue growth through (i) expanding client base with particular focus on those with strong payment willingness and growth potential; (ii) continuously improving market penetration through expanding our service scope and utilization scenario; and (iii) keep innovating and/or iterating our products and services to address evolving demands from clients, with particular focus on application of AI technologies.

With expected continuous growth of flexible employment industry, driven by economic, technological and regulatory dynamics, as explained in the “Industry Overview” sector, we believe our proved track record, and distinguished achievements in client engagement and services, will help us to achieve continuous client base expansion, resulting in revenue growth.

- **Client Bases Expansion.** During the Track Record Period, we have recorded continuous growth in the total number of enterprise customers, with significant increase in additions of new clients each year. In addition, such increase takes place across different industry sectors, laying a clear track record of successful replication among various vertical domains, while effectively solving challenges brought up by complex organization structure of a select group, and/or sophistication created by vast number of tasks, personnel and broad geographic regions. Such factors exhibited our robust technology strength in developing tools and services that can accurately address clients’ needs in relation to flexible employment, as well as our strong technology capabilities to convert R&D milestones into well-received products and services, which demand profound knowledge and insight into business communities.

Furthermore, the number of Key Account Customers experienced strong growth as well from eight in 2023 to 32 in 2025. In particular, during the Track Record Period, we have offered one-stop flexible employment solutions five out of top ten companies in the catering industry in China, five out of top ten companies in the retail industry in China, and four out of top five hotel groups in terms of revenue around the world, according to CIC. Qualification for serving industry leaders generally takes long time to complete and has to pass stringent evaluation. However, such success, once get accomplished, could bring group-wide recognition across different subsidiaries and entities, while creating strong loyalty due to seamless coordination of flexible employment functions and their business operation environment. More importantly, our services to industry leaders further enhance our market recognition and brand influence, laying a solid foundation for future expansion in a more efficient way.

- **Enhance Market Penetration.** Leveraging our robust technology strength in developing tools and services that can accurately address enterprise customers’ needs in relation to flexible employment, we managed to achieve continuous improvement in market penetration in terms of adoption of our services with a select group, as well as expansion of services offered to an existing client. While achieving rapid client base expansion, we have recorded distinguished results in terms of client loyalty and procurement increase. For the year ended December 31, 2025, we maintained a Key Account Customer retention rate of 100.0% and a Key Account Customer net dollar retention rate of 180.5%. For more details on our successful track record of achieving expansion of services along with enterprise customers’ growth, please see “Our Business — One-stop Flexible Employment Solutions — Highlighted Cases.”

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Such factors exhibited our as well as our strong technology capabilities to convert R&D milestones into well-received products and services, which demand profound knowledge and insight into business communities.

- **Service Portfolio Expansion and Innovation.** During the Track Record Period, we successfully launched a series of well-received products that lead industry trends, constituting a comprehensive matrix that can bring convenient, as well as well-needed functions for enterprise customers and individual users, creating strong purchasing and payment willingness, as proved by our strong revenue growth in the past. Such success can well serve as a leverage for our continuous product portfolio expansion, that may drive revenue increase in the future.

Moreover, the successful introduction of numerous products over time reflects not only our ability to serve existing market demands, but also our capabilities of uncovering and shaping business development needs that have been either inadequately addressed or not yet understood. For instance, our “Tasks Bidding” (搶班崗位) was launched in 2021, allows enterprises to break down those tasks that involve a substantial amount of idling time into more granular time-based units, by applying scheduling logic and work-hour demand analysis where we realized through data-driven R&D efforts. In 2025, we launched Xiao Ling (小靈), which transform key tasks involving flexible employment into a seamless, intelligent, and highly customized experience for both enterprise customers and individual users, covering AI assessment and interview, AI clock-in, AI check, AI assistant in a copilot way.

Going forward, by improving application scenarios of our existing product portfolio, as well as continuing to pioneer in product innovation and iteration, we are well-positioned to tap into expected growth in industry needs in relation to flexible employment.

Improving Profitability

We plan to continue optimizing our profitability by (i) enhancing profitability through continuous launching well-received products and services and (ii) improving our cost structure and operation efficiency.

- In recognizing diversified demands from clients of different industries and/or at different development stages, we invested in developing and innovating our product and service portfolio to properly address their specific needs, thus creating distinguished pricing competitiveness in relevant sectors. During the Track Record Period, capitalizing on our successful business expansion, particularly growth of one-stop flexible employment solutions business segment that particularly demonstrates our technology achievements, we recorded adjusted loss (non-IFRS measures) from RMB26.3 million in 2023, to RMB8.1 million in 2024, and further to RMB3.4 million in 2025. We believe that adjusted loss (non-IFRS measures) helps identify underlying trends in our business, provides useful information about our results of operations, and enhances the overall understanding of our past performance and future prospects. In addition, our one-stop flexible employment solutions business segment recorded improvement of gross margin along with increase in absolute amount of gross profit during the Track Record Period. Such increase exhibited our successful efforts in achieving scale of business, while steadily establishing our market leading position capitalizing on our historical upfront investment in technology R&D.

As explained in detail in “Industry Overview” and “Business — Competitive Strength”, we believe that the flexible employment industry is still growing, notwithstanding the fact that it has long existed around the world. As a front runner, as well as leading market player in the industry, we are well positioned to leverage our early mover advantages to continuously improving profitability.

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- We highly value contribution of technology advancement in improving our cost structure. During the Track Record Period, we recorded continuous improvement in terms of cost control and expense management. For instance, we have improved our operating efficiency during the Track Record Period as we continued to optimize our selling and distribution expenses, administrative expenses and research and development expenses. As a result, our operating expenses (including selling and distribution expenses, administrative expenses, and research and development expenses) as a percentage of revenue decreased from 25.4% in 2023 to 11.1% in 2024 and remained at a relatively stable level of 11.4% in 2025.

Such optimization demonstrated our strong technology strength that allows us to achieve significant revenue expansion without relying on increase in hands and expense growth. Capitalizing on the exemplary influence of our leading clients and the technological strengths of our products, as mentioned above in details, we are confident that we are well-equipped to achieve continuous optimization of cost-efficiency in future growth.

CUSTOMERS

Our customers include nationwide enterprises operating across a wide range of industries, including restaurant, retail, beverage and cafe, and hotel industries, such as well-known chain restaurant operations, supermarket operations, and hotel chains. For certain chain brand customers, due to their centralized brand management and coordinated procurement arrangements, we initially established cooperation with the relevant group-level entities and/or brand management entities and became part of their supply chain systems. Such cooperation provided a foundation for expanding our services to their controlled entities and/or other entities operating within the relevant chain brand networks. Depending on the specific arrangements, we entered into framework agreements with the relevant group-level entities and/or brand management entities in certain cases, while in other cases, we entered into procurement agreements directly with the individual controlled entities or entities operating within the relevant chain brand networks. According to CIC, such arrangements with chain brand customers are in line with industry norms.

We generated revenue of RMB276.4 million, RMB890.8 million and RMB1,645.0 million from our top five customers, representing 59.5%, 74.1% and 67.5%, respectively, to our total revenue for the years ended December 31, 2023, 2024 and 2025. In addition, our largest customer in each year during the Track Record Period contributed 33.4%, 41.0% and 30.0%, respectively, to our total revenue in the same year.

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The following tables set forth the details of our five largest customers during the Track Record Period.

For the year ended December 31, 2025

Customers	Background	Products/ Services Provided	Commencement of Business Relationship	Credit Period	Revenue Contribution ⁽¹⁾ RMB'000	Percentage of Total Revenue %
Customer A	A Hong Kong public company listed in Hong Kong focused on merchandise retail and supermarket operations	Flexible employment solutions	2022	Payment shall be made within one month upon confirmation of the reconciliation statement	730,426	30.0
Customer B	A U.S. public company listed in Hong Kong and New York focused on the operation of restaurant brands and chain restaurant	Flexible employment solutions	2023	Payment shall be made within one month upon confirmation of the reconciliation statement	607,321	24.9
Customer E	A Chinese private company that serves as the local brand management company for a major international hotel chain in China	Flexible employment solutions	2023	Payment shall be made within one month upon confirmation of the reconciliation statement	113,146 ⁽¹⁾	4.6
Customer D	A Chinese private company focused on the operation of hotpot brands and chain hotpot restaurants	Flexible employment solutions	2023	Payment shall be made within one month upon confirmation of the reconciliation statement	103,963	4.3
Customer C	A Chinese private company focused on tea beverage brand management and tea beverage retail	Flexible employment solutions	2022	Payment shall be made within one month upon confirmation of the reconciliation statement	90,186	3.7
Total					1,645,042	67.5

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For the year ended December 31, 2024

Customers	Background	Products/ Services Provided	Commencement of Business Relationship	Credit period	Revenue Contribution ⁽¹⁾ RMB'000	Percentage of Total Revenue %
Customer A	A Hong Kong public company listed in Hong Kong focused on merchandise retail and supermarket operations	Flexible employment solutions	2022	Payment shall be made within one month upon confirmation of the reconciliation statement	492,957	41.0
Customer B	A U.S. public company listed in Hong Kong and New York focused on the operation of restaurant brands and chain restaurant	Flexible employment solutions	2023	Payment shall be made within one month upon confirmation of the reconciliation statement	194,384	16.2
Customer C	A Chinese private company focused on tea beverage brand management and tea beverage retail	Flexible employment solutions	2022	Payment shall be made within one month upon confirmation of the reconciliation statement	94,579	7.9
Customer F	A Chinese private company focused on coffee brand management and coffee retail	Flexible employment solutions	2023	Payment shall be made within one month upon confirmation of the reconciliation statement	55,786	4.6
Customer E	A Chinese private company that serves as the local brand management company for a major international hotel chain in China	Flexible employment solutions	2023	Payment shall be made within one month upon confirmation of the reconciliation statement	53,134	4.4
Total					890,840	74.1

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For the year ended December 31, 2023

Customers	Background	Products/ Services Provided	Commencement of Business Relationship	Credit Period	Revenue Contribution ⁽¹⁾ RMB'000	Percentage of Total Revenue %
Customer A	A Hong Kong public company listed in Hong Kong focused on merchandise retail and supermarket operations	Flexible employment solutions	2022	Payment shall be made within one month upon confirmation of the reconciliation statement	154,839	33.4
Customer C	A Chinese private company focused on tea beverage brand management and tea beverage retail	Flexible employment solutions	2022	Payment shall be made within one month upon confirmation of the reconciliation statement	82,670	17.8
Customer G	A Chinese private company focused on entertainment venue operations	Flexible employment solutions	2021	Payment shall be made within one month upon confirmation of the reconciliation statement	14,011	3.0
Customer F	A Chinese private company focused on coffee brand management and coffee retail	Flexible employment solutions	2023	Payment shall be made within one month upon confirmation of the reconciliation statement	13,648	2.9
Customer E	A Chinese private company that serves as the local brand management company for a major international hotel chain in China	Flexible employment solutions	2023	Payment shall be made within one month upon confirmation of the reconciliation statement	11,214	2.4
Total					276,382	59.5

Note:

- (1) Customers herein are chain brand operators in restaurant, retail, beverage and café and hotel industries. Based on the actual business relationships, purchase amounts from the group entity or brand owner as well as from entities controlled by them or operating within the relevant chain brand networks are aggregated and presented as revenue contribution by a single customer.

We generally enter into legally binding service agreements with our enterprise customers for a term of one to two years. Upon expiry, the parties may enter into a separate renewal agreement by mutual agreement. We generally collect payments from customers on a monthly basis. For details of the key terms of our service agreements, see “— Our Business — One-stop Flexible Employment Solutions — Key Terms of Our Agreements with Enterprise Customers” in this section.

As of the Latest Practicable Date, none of our Directors, their close associates or any of our Shareholder which to the best knowledge of our Directors owned more than 5% of the issued share capital of our Company, had any interest in our five largest customers in each year during the Track Record Period. To the best knowledge of our Directors, each of our five largest customers in each year during the Track Record Period was an Independent Third Party.

SUPPLIERS

We procure certain services from third-party suppliers and service providers, primarily including marketing channel services, cloud storage services and other related services. Our purchase from five largest suppliers amounted to RMB29.8 million, RMB47.7 million and RMB64.4 million each year during the Track Record Period, representing 8.0%, 4.4% and 2.9%, respectively, to our

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total purchases in the same year. In addition, our largest supplier in each year during the Track Record Period contributed 2.9%, 3.2% and 2.0%, respectively, to our total purchase in the same year.

The following tables set forth the details of our five largest suppliers during the Track Record Period.

For the year ended December 31, 2025

Suppliers	Background	Products/ Services Purchases	Commencement of Business Relationship	Credit period	Purchase Amount <i>RMB'000</i>	Percentage of Total Purchases %
Supplier A	A Chinese private company focused on advertising services	Marketing channel services	2021	Not Applicable	45,387	2.0
Supplier B	A Chinese private company focused on advertising services	Marketing channel services	2025	Not Applicable	5,875	0.3
Supplier C	A Chinese private company focused on advertising services	Marketing channel services	2025	Not Applicable	5,466	0.2
Supplier D	A Chinese private company focused on cloud computing services and data technology research and development	Cloud storage services	2013	Payment shall be made within one month upon confirmation of the reconciliation statement	3,965	0.2
Supplier E	A Chinese private company focused on advertising services	Marketing channel services	2020	Payment shall be made within one month upon confirmation of the reconciliation statement	3,750	0.2
Total					64,443	2.9

For the year ended December 31, 2024

Suppliers	Background	Products/ Services Purchases	Commencement of Business Relationship	Credit period	Purchase Amount <i>RMB'000</i>	Percentage of Total Purchases %
Supplier A	A Chinese private company focused on advertising services	Marketing channel services	2021	Not Applicable	34,792	3.2
Supplier F	A Chinese private company focused on advertising services	Marketing channel services	2022	Not Applicable	6,130	0.6
Supplier D	A Chinese private company focused on cloud computing services and data technology research and development	Cloud storage services	2013	Payment shall be made within one month upon confirmation of the reconciliation statement	4,553	0.4
Supplier G	A Chinese private company focused on advertising services	Marketing channel services	2017	Payment shall be made within one month upon confirmation of the reconciliation statement	1,325	0.1
Supplier E	A Chinese private company focused on advertising services	Marketing channel services	2020	Payment shall be made within one month upon confirmation of the reconciliation statement	930	0.1
Total					47,730	4.4

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For the year ended December 31, 2023

Suppliers	Background	Products/ Services Purchases	Commencement of Business Relationship	Credit period	Purchase Amount <i>RMB'000</i>	Percentage of Total Purchases %
Supplier A	A Chinese private company focused on advertising services	Marketing channel services	2021	Not Applicable	10,812	2.9
Supplier F	A Chinese private company focused on advertising services	Marketing channel services	2022	Not Applicable	8,165	2.2
Supplier D	A Chinese private company focused on cloud computing services and data technology research and development	Cloud storage services	2013	Payment shall be made within one month upon confirmation of the reconciliation statement	6,265	1.7
Supplier H	A Chinese private company focused on advertising services	Marketing channel services	2022	Not Applicable	2,375	0.6
Supplier I	A Chinese private company focused on advertising services	Marketing channel services	2023	Not Applicable	2,228	0.6
Total					29,845	8.0

We conduct regular assessments of our suppliers' performance to ensure the quality of services provided by them. We primarily evaluate the performance of our suppliers during the course of our cooperation based on the following factors: (i) the quality of services provided by the suppliers; (ii) whether the suppliers respond to our requests in a timely manner and proactively address any issues identified; and (iii) service costs. For suppliers whose performance exceeds our expectations, we may give priority to them when selecting service providers in the future. Conversely, for suppliers whose performance fails to meet our standards, we may cease our cooperation with them. During the Track Record Period, we did not experience any material disputes with suppliers, difficulties in procurement, or interruptions in our operations due to a delay in delivery of raw materials.

The salient terms of our standard procurement agreements are set forth below:

Term	The agreement generally has a fixed term of one year.
Scope of services	The suppliers shall provide us with promotion services through certain social media platforms, including promotion account operation, promotion information release, and other promotion related services.
Fees and payment	The promotion fees are generally be settled on a prepaid basis.
Termination	The parties may amend or terminate the agreement upon mutual agreement.
Confidentiality	Each party is required to keep confidential the other party's trade secrets and confidential information obtained during the performance of the agreement.

As of the Latest Practicable Date, none of our Directors, their close associates or any of our Shareholder which to the best knowledge of our Directors owned more than 5% of the issued share capital of our Company, had any interest in our five largest suppliers in each year during the Track Record Period. To the best knowledge of our Directors, each of our five largest suppliers in each year during the Track Record Period was an Independent Third Party.

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OVERLAPPING CUSTOMERS AND SUPPLIERS

During the Track Record Period, certain of our major customers were also our suppliers in the respective years. This is mainly due to the factors that, our major customers are enterprises in the service sectors, including restaurant, retail, beverage and cafe, and hotel industries, from whom we may procure services from time to time in the ordinary course of our business based on our operational needs and in recognition of their established service capabilities and brand reputation in the industry.

During the Track Record Period, we procured catering products and services for employee welfare purposes from Customer C, which was our major customer in 2023, 2024 and 2025, and the total purchase amount was RMB19,580, RMB60,890 and RMB16,465, respectively, accounting for 0.0%, 0.0% and 0.0% of our total purchase amount in the same year, respectively. In 2023, 2024 and 2025, we offered our one-stop flexible employment solutions to Customer C, and the total amount of revenue generated from Customer C was RMB82.7 million, RMB94.6 million and RMB90.2 million, respectively, accounting for 17.8%, 7.9% and 3.7% of our total revenue for the same period, respectively.

In 2024, we procured catering products and services for employee welfare purposes from Customer F, which was our major customer in 2023 and 2024, and the total purchase amount was RMB20,800, accounting for 0.0% of our total purchase amount in the same year. In 2024, we offered our one-stop flexible employment solutions to Customer F, and the total amount of revenue generated from Customer F was RMB55.8 million, accounting for 4.6% of our total revenue for the same period.

According to CIC, the overlapping of our customers and suppliers is common in flexible employment industry, particularly where platform operators serve enterprise customers across consumer service sectors and, in the ordinary course of business, procure certain products or services from such customers based on their operational needs. As a result, it is not uncommon for enterprises like us to, from time to time, use their catering offerings in connection with our internal administration, employee-related arrangements and offline business activities.

Our Directors confirm that all transactions with these overlapping customers and suppliers were conducted in the ordinary course of business, on normal commercial terms, and were not inter-conditional. The contractual terms were substantially the same as those with our other customers and suppliers.

AWARDS AND RECOGNITION

The following table sets out a summary of the major awards and recognition we have received.

<u>Award or Recognition</u>	<u>Year</u>	<u>Issuing Authority</u>
Demonstration Enterprise for Innovative Development of the Digital Economy	2026	Yuhang District Bureau of Economy and Information Technology
2025 Smart HR Pioneer Award	2025	Yuhang District Bureau of Human Resources and Social Security; Talent Office of the Yuhang District Committee
Unicorn & Quasi-Unicorn Enterprise	2025	Hangzhou Venture Capital Association; WeLink
Second Prize in the 9th National Human Resources Service Innovation and Entrepreneurship Competition	2024	Ningbo Bureau of Human Resources and Social Security

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<u>Award or Recognition</u>	<u>Year</u>	<u>Issuing Authority</u>
2024 Smart HR Pioneer Award	2024	Yuhang District Bureau of Human Resources and Social Security; Talent Office of the Yuhang District Committee
First Prize in the 2nd National Human Resources Service Innovation and Entrepreneurship Competition	2023	Ministry of Human Resources and Social Security
National High and New Technology Enterprise	2023	Ministry of Science and Technology; Ministry of Finance; State Taxation Administration
Specialized, Sophisticated, Distinctive and Innovative SME	2023	Zhejiang Provincial Department of Economy and Information Technology
Leading Enterprise in the Service Industry	2023	Zhejiang Provincial Development and Reform Commission
Golden Key Award of Yuhang International Human Resources Service Industrial Park	2023	Yuhang District Bureau of Human Resources and Social Security
Annual Most Investment-Valuable Brand	2022	iiMedia Research
Recognized Enterprise/Platform for Promoting New Business Forms and Models through Digital Empowerment	2021	Zhejiang Provincial Development and Reform Commission
Enterprise with Innovation Potential in Digital Services	2021	CYZone (CYZone Research Center)

SALES AND MARKETING

We believe that our brand reputation and high-quality services are critical to our ability to continuously attract customers and expand our market share. As of December 31, 2025, our sales and marketing team consisted of 26 employees. We incur selling and distribution expenses to acquire and attract task seekers for our *Qing Tuan She* (青團社), including expenditures on traffic acquisition, online advertising and channel promotion through third-party platforms, in order to increase user traffic and encourage more task seekers to access our platform and apply for available task opportunities. For the years ended December 31, 2023, 2024 and 2025, our marketing and promotion fees amounted to RMB42.6 million, RMB54.3 million and RMB85.2 million, respectively, representing 80.1%, 84.7% and 88.5% of our selling and distribution expenses for the respective years.

We have established a dedicated client development function to support the acquisition, conversion and ongoing operation of enterprise customers for our *LYGO Platform* (靈工打卡). Our client development function primarily consists of two teams, namely our Key Account department and client growth center. Our Key Account department is primarily responsible for business development and solutions design for leading chain brands and other major enterprise customers, while our client growth center is primarily responsible for the daily operation, maintenance, renewal and further development of service modules for existing enterprise customers that have commenced stable cooperation with us. As of the Latest Practicable Date, our Key Account department consisted of nine members, and our client growth center consisted of eight members.

For enterprise customer acquisition, we primarily adopt a targeted and referral-driven approach. Leveraging our existing client base and industry network, we organize roundtable sharing sessions and industry salons, where our existing clients may serve as reference clients or guest speakers to share their experience in using our services. Our Key Account team invites potential

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target clients, particularly chain brands and other store-based enterprises with flexible staffing needs, to attend these sessions. Such arrangements allow potential clients to better understand the practical application and operational value of our solutions through peer sharing and real-world use cases, and also help us enhance client trust, improve conversion efficiency and expand our brand influence within relevant industry circles. We may also provide speaking fees to guest speakers and referral bonuses upon successful client referrals.

Our enterprise customer service process is designed to address clients’ operational pain points and ensure smooth implementation of our solutions. At the pre-sales stage, we communicate with both the senior management of the client group and store-level personnel, conduct store-level surveys to obtain first-hand operational data and information, and formulate tailored solutions by taking into account both store-level staffing needs and the client group’s strategic objectives and management requirements. During implementation, we typically assist clients through testing and full-scale rollout phases, conduct interviews and reporting with clients on a periodic basis, and carry out phased reviews after the project enters stable operation to assess service performance and identify opportunities for further optimization. For complaint handling and after-sales support, we maintain communication with the senior management of enterprise customers and store-level users to provide guidance on system operation and service procedures. We believe this multi-level service mechanism enables us to address both headquarters-level management requirements and store-level operational needs, thereby improving implementation efficiency, service quality and client stickiness.

PRICING POLICY

Typically, we negotiate pricing with our clients on a case-by-case basis. Our pricing is determined based on a variety of factors, including our cost of sales, prevailing market conditions, competitors’ pricing levels, customer demand, project scale and duration, and our overall business and pricing strategies. For further details on pricing terms for services provided under our different business segments, please refer to “— Our Business” in this section.

During the Track Record Period, we did not experience any material pricing fluctuations for our services. In the future, we may revisit our pricing policy based on the market and industry environment as well as client feedback.

COMPETITION

China’s flexible employment platform industry has developed rapidly in recent years, driven by enterprises’ increasing demand for employment flexibility, cost efficiency and digitalized employment management, as well as flexible workers’ growing preference for more autonomous and diversified work arrangements. The flexible employment platform industry in China is highly competitive and continues to evolve rapidly. According to CIC, the market size of China’s flexible employment platform industry, in terms of revenue, increased from RMB1.6 billion in 2020 to RMB14.1 billion in 2025, representing a CAGR of 53.9% from 2020 to 2025. In 2025, the top five service providers accounted for approximately 35.4% of the market size, indicating that leading market participants have begun to accumulate scale advantages, while the overall market remains subject to competition from various types of service providers.

For further details regarding the competitive landscape of the industry in which we operate, please refer to the sections headed “Industry Overview” and “Risk Factors — Risks Relating to Our Business and Industry — We face significant competition from other flexible employment services providers and may suffer from a loss of enterprise customers and individual users as a result.”

We believe that we are able to compete effectively by leveraging our competitive strengths. These include our one-stop, modularized closed-loop capabilities, which enable us to provide comprehensive flexible employment services across key stages of flexible employment; our in-house AI development capabilities, which support functions such as rapid task matching, automated assessment and smart settlement; and our industry-specific insight and expertise, which allow us to develop meaningful services that satisfy the demand of flexible employment for different industries

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and scenarios. We also believe that our data-driven system, accumulated enterprise customer and user base, and nationwide service capability further enhance our ability to improve matching efficiency, service quality, user experience and client stickiness, thereby strengthening our long-term competitiveness.

THIRD PARTY PAYMENT

In 2023 and 2024, 32 and nine of our customers (the “**Relevant Customer(s)**”), primarily, settled their outstanding payments (the “**Third-Party Payments**”) to us through third parties other than contractual counterparties under relevant sales and purchase agreements (the “**Third-Party Payor(s)**”). The aggregate amounts that were settled through Third-Party Payments by the Relevant Customers were approximately RMB6.6 million, RMB3.4 million and nil in 2023, 2024 and 2025, respectively, representing approximately 1.4%, 0.3% and nil of our total revenue for the respective years. During the Track Record Period, the settlement methods used under the Third-Party Payment Arrangements primarily included bank transfers from corporate accounts and bank transfers from individual bank accounts.

During the Track Record Period, certain Relevant Customers opted to settle with us through Third-Party Payors and arranged the Third-Party Payments (the “**Third-Party Payment Arrangement**”) due to commercial convenience and operational needs in the ordinary course of business, mainly including: (i) many small and medium-sized enterprises and individual-run industrial and commercial households, and especially those in the lower-tier market, settled through persons or entities related to the Relevant Customers, such as business partners or family members; and (ii) many small and medium-sized enterprises and individual-run industrial and commercial households, and especially those in the lower-tier market, settled through persons or entities affiliated with the Relevant Customers, such as legal representatives, directors or employees. Once payment was made, the Relevant Customer informed our sales staff and provided us with the proof of the relevant payment to allow us to reconcile the amount we receive in our bank accounts. During the Track Record Period, we have not experienced any difficulties in reconciling the payments that we have received.

According to CIC, it is not uncommon for China-based companies in our industry to accept Third-Party Payments to facilitate payments. They utilized Third-Party Payment Arrangements primarily because some Relevant Customers may arrange their related parties or business partners to settle with us for convenience and flexibility. To the best knowledge of our Directors, the Third-Party Payors primarily include family members, employees or related entities of the Relevant Customers. All the Relevant Customers and Third-Party Payors are Independent Third Parties.

During the Track Record Period, (i) we had not proactively initiated any Third-party Payment Arrangement; (ii) our Group had not provided any discount, commission, rebate or other benefit to any of the Relevant Customers or Third-Party Payors to facilitate or incentivize the Third-party Payment Arrangement; and (iii) the pricing and payment terms of the agreements we entered into with the Relevant Customers were generally in line with those of customers not involved in the Third-party Payment Arrangement.

We had ceased all Third-party Payment Arrangements as of the date of this document. As of the Latest Practicable Date, all outstanding amounts under the Third-Party Payment Arrangements had been fully settled. Thereafter, we only accept payments from the contractual counterparties under relevant sales and purchase agreements, and no payments from any other parties will be accepted.

We have adopted enhanced internal control measures in 2026 to safeguard our interest against risks associated with the Third-party Payment Arrangement, including but not limited to the following:

- customers are required to provide authorization documents or tripartite agreements specifying the relevant contract information, payment amount and payer information before any third-party payment arrangement is accepted;

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- our sales and finance personnel are responsible for reviewing the commercial rationale and supporting documents relating to third-party payment arrangements and monitoring any inconsistency between payment information and authorized arrangements;
- different personnel within our finance department are assigned with different duties relating to payment verification, bookkeeping, account management and settlement review to ensure the accuracy of accounting records and reduce operational risks;
- we strictly prohibit unauthorized third-party payment arrangements, falsification of authorization documents and any conduct involving corruption, money laundering or other improper activities; and
- we implement relevant anti-money laundering measures to spot and identify suspicious transactions.

During the Track Record Period, our cessation of the Third-Party Payment Arrangement has not had any material adverse impact on our subsequent sales to the Relevant Customers, and we did not have, nor will have, any material adverse effect on our business operations and financial results. During the Track Record Period and up to the Latest Practicable Date, we had not experienced any material claims or been subject to any investigation arising from the Third-Party Payment Arrangements. According to the *Criminal Law of the PRC* (《中華人民共和國刑法》), we may be subject to risks of money laundering in relation to the Third-party Payment Arrangements that had occurred if we (i) clearly know that the Third-party Payment Arrangements represent proceeds and/or gains obtained from drug-related crimes, crimes committed by criminal organizations, crimes of terrorism, smuggling, bribery and corruption, crimes undermining the financial order of society and financial fraud; and (ii) commit certain acts for the purpose of covering up or concealing the source and nature of the above proceeds or gains. As advised by our PRC Legal Advisor, the Third-party Payment Arrangement did not violate any mandatory requirements of the applicable PRC laws or regulations (including anti-money laundering laws).

DATA PRIVACY AND INFORMATION SECURITY RISK MANAGEMENT

Data Privacy Risk Management

In the ordinary course of business, we collect, store and process personal information of individual users, personnel of enterprise customers, and other platform participants. In connection with the task information publishing and matching services, we primarily process registration and qualification information, personal experience data, and other information necessary for task matching, for purposes of qualification verification and matching facilitation. In connection with the digitalized flexible workers coordination services, we further process comprehensive personal information of flexible workers throughout the task fulfillment lifecycle, including attendance records, compensation settlement, insurance arrangements, training and assessment, and task fulfillment data, to support enterprise customers in implementing intelligent scheduling, compensation administration, and digitalized personnel coordination. We believe that the protection of personal information and user privacy is critical to maintaining the trust of our enterprise customers and individual users, and have established internal policies and procedures governing the collection, use, storage, processing, sharing and deletion of personal information. All such processing activities are conducted on the basis of informed consent of the relevant data subjects or other lawful processing grounds as required under applicable regulations.

When individual users register with or use our platform, we require them to review and agree to our user agreement and privacy policy, which set out the types of personal information we collect, the purposes, methods and scope of collection and use, the circumstances under which personal information may be shared, and users’ rights in relation to their personal information. We collect and use personal information on the basis of legality, propriety, necessity and good faith, and will obtain separate consent where required by applicable laws and regulations or where the relevant use is not covered by the scope of authorization under our user agreement and privacy policy. We have formulated internal policies and procedures, including the Data Compliance Policy and the Data Classification and Grading Management Standards. Pursuant to these policies and procedures, we have established internal rules covering the full lifecycle of personal information, including collection, storage, use, transferring and deletion, and have adopted a data classification and hierarchical protection mechanism. We have also designated responsible personnel for cybersecurity, personal information protection and data security management, who perform their respective duties

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in accordance with the requirements of applicable laws and regulations, thereby standardizing and implementing the legal and regulatory requirements relating to data security and personal information protection. We have adopted the following measures to protect our information systems and network infrastructure and ensure security of users’ person data:

- *Access control.* Access to data is strictly limited to authorized personnel with a legitimate business need. Employees who have access to personal information are required to comply with internal policies on data protection and confidentiality. We encrypted sensitive data during storage and transmission in accordance with industry-standard encryption technologies. We apply data masking, anonymization, and de-identification techniques when appropriate to reduce exposure risks.
- *Employee training and internal review.* We provide regular training to relevant employees to enhance their awareness of personal information protection and applicable legal and regulatory requirements, and conduct internal reviews on the implementation of our privacy protection policies.
- *Incident response.* We maintain established procedures for the identification, reporting, assessment, containment, remediation, and recovery of cybersecurity, data security, and personal information security incidents. In the event of a suspected or actual data leakage or breach, unauthorized access, or other security incident, we will promptly activate its incident response procedures, conduct investigations, implement remediation measures, and make notifications to affected parties and competent authorities where required by applicable laws and regulations.

During the Track Record Period and up to the Latest Practicable Date, we had not experienced any material data privacy incident, nor had we been subject to any material administrative penalty or investigation by competent authorities in relation to personal information protection.

Information Security Risk Management

We believe that the stable operation and security of our information systems are fundamental to our business operations. We have adopted internal policies and technical measures to safeguard our information systems, protect user data and business information, and reduce the risk of system disruption, data leakage, data loss, unauthorized access and cybersecurity attacks. We maintain information security and privacy certifications, including Information System Security Graded Protection Filing Certificate: Level III and ISO 27001. Our data security framework is designed to comply with applicable PRC laws and regulations, including the Cybersecurity Law, the Data Security Law, the Personal Information Protection Law and related administrative rules. These laws require us, among other things, to establish internal management systems, designate responsible personnel, adopt technical safeguards, retain logs, conduct incident response and protect personal information.

As of December 31, 2025, our information technology and information security function consisted of 29 employees, who are responsible for system development, operation and maintenance, information security management, data protection, system monitoring and incident response. We provide regular training to our information technology and relevant business teams, and continuously review and enhance our information security policies and technical measures in light of our business development and applicable regulatory requirements.

We have adopted the following information security measures:

- *System access management.* Access rights are assigned based on employees’ roles and responsibilities and are subject to internal approval and review. We adopt account management, password complexity requirements, login verification, operation logs and access monitoring to track system access and usage.
- *Sensitive data protection.* For sensitive data and key system functions, we may apply additional authorization requirements, data masking, encryption and other protective measures to prevent unauthorized access, copying, downloading or disclosure.
- *Data storage and backup.* Our key business data is stored on third-party cloud infrastructure, and is subject to periodically backup and off-site and disaster recovery arrangements to reduce the risk of data loss and business interruption.

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- *Network and system security.* We use secured communication channels, encryption, firewalls, anti-virus software, vulnerability scanning and intrusion detection measures to prevent, identify and respond to cybersecurity threats.
- *Incident response.* We have established internal procedures for system incidents and cybersecurity emergencies, including incident identification, escalation, isolation, remediation, recovery and post-incident review.
- *Third-party service provider management.* Where we engage third-party suppliers or service providers in connection with cloud computing, technical development, data processing, system maintenance or other services, we assess their qualifications, service capabilities and information security measures, and generally require them to comply with confidentiality, data protection and information security obligations.

During the Track Record Period and up to the Latest Practicable Date, we had not experienced any material interruption to our information systems due to software or hardware malfunction, nor had we experienced any material data leakage, data loss, cybersecurity incident or other information security incident that had a material adverse impact on our business operations. We will continue to enhance our information security infrastructure, internal control procedures and incident response capabilities as our business scale and platform usage continue to grow.

INTELLECTUAL PROPERTY

As of December 31, 2025, we owned 126 registered trademarks, 12 registered patents, 14 registered copyrights, 104 registered computer software copyrights, and 10 registered domain names. We recognize the utmost importance of intellectual property rights for our success. Therefore, we rely primarily on a combination of trade secrets, patents, copyrights, trademarks, unfair competition laws and contractual rights, such as confidentiality agreements, to protect our intellectual property rights. Each of our employees is required to sign an integrity and intellectual property agreement when they join us, and our key management personnel and certain employees holding key positions are also required to enter into a non-compete and non-solicitation agreement with us. We also strictly control access to our facilities via a secure entry system, and we adopt comprehensive policies to prevent unauthorized communication of sensitive information to external parties. In employees' integrity and intellectual property agreements and some commercial agreements we enter into, we generally state all rights and obligations regarding the ownership and protection of intellectual properties. In addition, we have taken the following key measures to protect our intellectual property rights: (i) implementing a set of comprehensive internal policies to establish robust management over our intellectual property rights, (ii) deploying a special team to guide, manage, supervise and monitor our daily work regarding intellectual properties, (iii) timely registration, filing and application for ownership of our intellectual properties, (iv) actively tracking the registration and authorization status of intellectual properties and take action in a timely manner if any potential conflicts with our intellectual properties are identified, and (v) engaging professional intellectual property service providers.

As of the Latest Practicable Date, we had not been subject to any material disputes or claims for infringement upon third parties' intellectual property rights in the PRC. Despite our efforts to protect our proprietary rights, unauthorized parties may attempt to copy or otherwise obtain and use our IP rights. Please also see “Risk Factors — Risks Relating to Our Business and Industry — We may not be able to prevent others from unauthorized use of our intellectual property, which could harm our business and competitive position.”

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EMPLOYEES

As of December 31, 2025, we had 327 full-time employees, all of whom are based in China. The following table sets forth the numbers of our employees categorized by function as of the date indicated.

	As of December 31, 2025
Employees Categorized by Function	
Sales and Marketing	26
R&D	142
Operations	131
General and administration	28
Total	327

To streamline human resource management, we established a comprehensive set of internal management measures, outlining the procedures and criteria for recruitment, training, internal referrals, among others.

We use various recruitment methods, including campus recruitment, online recruitment, other external recruitment channels as well as internal referrals and transfers. In addition to salaries and benefits, we generally provide performance-based bonuses for our full-time employees. We have established a comprehensive system for employee training and development, including general trainings covering corporate culture, employee rights and responsibilities, workplace safety, data security and other logistics aspects, as well as specific trainings that improve employee knowledge and expertise in certain important areas related to our business. We are committed to making continual efforts to provide an engaging working environment for our employees.

We enter into standard labor contracts and confidentiality agreements with our employees with standard noncompetition clauses with our key management and professionals. We believe we maintain a good working relationship with our employees, and we have not experienced any material labor dispute or any difficulty in recruiting staff for our operations during the Track Record Period and up to the Latest Practicable Date.

As required under PRC laws and regulations, we participate in various employee social security plans that are organized by applicable local municipal and provincial governments, including housing, pension, medical, work-related injury, maternity and unemployment benefit plans, under which we make contributions at specific percentages of the salaries of our employees.

During the Track Record Period, we had certain instances where social insurance were not calculated based on employees’ actual wages. The shortfall amounts of contributions of social insurance was RMB9.8 million, RMB11.3 million and RMB13.4 million in 2023, 2024 and 2025, respectively. We had not made any provision for the shortfall in our social insurance contributions during the Track Record Period and up to the Latest Practicable Date. For the shortfall of social insurance, as advised by our PRC Legal Advisor, pursuant to relevant PRC laws and regulations, the under-contribution of social insurance within a prescribe period may subject us to a daily overdue charge of 0.05% of the delayed payment amount. If such

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payment is not made within the stipulated period, the competent authority may further impose a fine of one to three times of the outstanding amount. We had not received any notice or been subject to any administrative penalties or other disciplinary actions from the relevant governmental authorities in relation to such shortfall during the Track Record Period and up to the Latest Practicable Date. As advised by our PRC Legal Advisor, based on the current regulatory policies, the current enforcement practices and the foregoing as stated above, the risk of us being subject to any material administrative penalties or make supplementary contributions by the relevant competent PRC government authorities for failure to pay the social insurance for the relevant employees in full amount during the Track Record Period is remote.

We have established a comprehensive system for employee training and development, including general training covering corporate culture, employee rights and responsibilities, data security and other logistics aspects, as well as specific training provided by company instructors, external courses, and expert lectures that improve employee knowledge and expertise in certain important areas related to our business.

During the Track Record Period, We have not experienced any significant difficulty in recruiting employees, nor have we experienced any labor shortages during the Track Record Period that materially affected our operations. We believe that we maintain good working relationships with our employees, and we did not experience any strikes, work stoppages, labor disputes or actions which had a material adverse effect on our business and operations during the Track Record Period and up to the Latest Practicable Date.

PROPERTIES

During the Track Record Period and up to the Latest Practicable Date, we did not have any owned property. While as of the Latest Practicable Date, we leased two properties in Hangzhou, with an aggregated GFA of approximately 2,837.7 sq.m., used as office.

As of the Latest Practicable Date, our two leased properties with an aggregate GFA of approximately 2,837.7 sq.m. was not properly registered and filed with the relevant land and real estate administration bureaus in the PRC. As advised by our PRC Legal Advisor, the failure to register the lease agreements would not affect the validity of the lease agreements according to PRC laws. However, we may be subject to a fine of no less than RMB1,000 and not exceeding RMB10,000 for each lease agreement not properly registered if the relevant PRC government authorities require us to rectify and we fail to do so within the prescribed time period. We estimate that the maximum penalty we may be subject to for these unregistered lease agreements will be RMB20,000. As of the Latest Practicable Date, we had not received any notice from any regulatory authority with respect

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to potential administrative penalties or enforcement actions because of our failure to register the lease agreements. Based on the foregoing, our Directors are of the view that, this will not have a material adverse impact on the overall business of the Company.

INSURANCE

We consider our insurance coverage to be adequate and believe we maintain insurance policies covering risks in line with the norm of the flexible employment industry in China, as of the Latest Practicable Date. We do not maintain business liability or disruption insurance to cover our business operations, nor do we maintain insurance policies against risks relating to our properties and key management personnel. During the Track Record Period, we did not make any material insurance claims in relation to our business. See “Risk Factors — Risks Relating to our Business and Industry — We have limited business insurance coverage.”

CERTIFICATES, LICENSES AND PERMITS

During the Track Record Period and up to the Latest Practicable Date, we had obtained all licenses, permits, approvals, filings and certifications that are material to our operations, and such licenses, permits, approvals, filings and certifications all remain in full effect. See “Regulatory Overview” for more details regarding the laws and regulations to which we are subject. As advised by our PRC Legal Advisor, as of the Latest Practicable Date, we have obtained all material certificates, licenses, approvals and permits necessary for our operations.

We renew all such material permits and licenses from time to time to comply in all material aspects with the relevant laws and regulations and we do not expect any material difficulties in such renewals so long as we comply with the applicable requirements and conditions set by the relevant laws and regulations. The following table sets out a list of material licenses and permits currently held by us:

<u>No.</u>	<u>Entity</u>	<u>Name of License</u>	<u>Issuing Authority</u>	<u>Grant Date</u>	<u>Expiry Date</u>
1	The Group	Value-added Telecommunications Business Operating License	Ministry of Industry and Information Technology of the PRC	2026/3/18	2031/3/18
2	The Group	Human Resources Service License	Yuhang District Human Resources and Social Security Bureau of Hangzhou	2020/11/25	/
3	The Group	Human Resources Service License	Yuhang District Human Resources and Social Security Bureau of Hangzhou	2021/2/23	/
4	The Group	Information System Security Graded Protection Filing Certificate: Level III (網絡安全登記保護第三級)	Hangzhou Public Security Bureau	2019/7/1	/

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<u>No.</u>	<u>Entity</u>	<u>Name of License</u>	<u>Issuing Authority</u>	<u>Grant Date</u>	<u>Expiry Date</u>
5	The Group	Information System Security Graded Protection Filing Certificate: Level III (網絡安全登記保護第三級)	Hangzhou Public Security Bureau	2021/11/26	/

LEGAL PROCEEDINGS AND COMPLIANCE

During the Track Record Period and up to the Latest Practicable Date, we had not been involved in any actual or pending legal, arbitration or administrative proceedings (including any bankruptcy or receivership proceedings) that we believe would have a material adverse effect on our business, financial condition, results of operations, reputation or compliance. During the same period, we were not involved in any non-compliance incidents which would, individually or in aggregate, have a material adverse effect on our business as a whole.

From time to time, we may be involved in legal proceedings, investigations, administrative penalties or other claims or disputes arising in the ordinary course of our business. For risks and uncertainties relating thereto, see “Risk Factors — Risks Relating to our Business and Industry — We may be subject to regulatory actions, legal proceedings, disputes, and other liabilities in our ordinary course of business” in this document. As advised by our PRC Legal Advisor, we were in compliance with applicable laws and regulations in all material aspects during the Track Record Period.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE

We have established an ESG management framework covering environmental protection, product quality, human resources and supply chain management to identify and manage relevant environmental and social risks. We undertake to publish ESG reports annually upon [REDACTED] in accordance with the requirements of the *Environmental, Social and Governance Reporting Code* (《環境、社會及管治報告守則》), so as to ensure that our governance practices and information disclosures comply with regulatory requirements.

ESG Governance

We have established an ESG governance structure that meets our current business development needs. We have formulated the *ESG Management System* (《ESG管理制度》) and established an ESG governance mechanism under which the Strategy and Sustainable Development Committee under the Board is responsible for overall decision-making and supervision, while the ESG Working Group and relevant functional departments coordinate implementation. Responsibilities at each level are clearly defined.

The Strategy and Sustainable Development Committee is responsible for reviewing and approving the Company’s *Environmental, Social and Governance Report* (《環境、社會及管治報告》) and ESG policies, supervising the implementation of ESG policies, and reviewing ESG training and continuing professional development of Directors and senior management. The ESG Working Group, headed by the Company’s CEO and comprising heads of headquarters departments, principal leaders of subsidiaries and ESG liaison personnel of each department, is responsible for ESG reporting, policy formulation and review, risk assessment, internal coordination, supervision of departmental implementation and ESG report disclosure.

ESG Risk Management

Based on our business model and stage of development, we identify and assess ESG issues that may have a material impact on the Company, and integrate such issues into strategic planning, financial decision-making and operations management. We have identified the following key ESG

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issues: response to climate change, resource and energy management, waste management, employee management, supply chain management, product quality and safety, information security and customer privacy protection. We have established corresponding management mechanisms for these key ESG issues. For details, please refer to the respective ESG issue sections below.

Environmental Management

After careful assessment, our business does not involve production or operational activities with material environmental impact, such as high energy consumption or high emissions. We strictly comply with relevant laws and regulations, including the *Environmental Protection Law of the People’s Republic of China* (《中華人民共和國環境保護法》), the *Energy Conservation Law of the People’s Republic of China* (《中華人民共和國節約能源法》), the *Water Law of the People’s Republic of China* (《中華人民共和國水法》), the *Water Pollution Prevention and Control Law of the People’s Republic of China* (《中華人民共和國水污染防治法》) and the *Law of the People’s Republic of China on the Prevention and Control of Environmental Pollution by Solid Wastes* (《中華人民共和國固體廢物污染環境防治法》). We have formulated environmental protection policies and continuously monitor and review their implementation. To date, the Company has not been subject to any significant fines or other penalties for violations of environmental regulations, nor have any such violations had any material adverse effect on the Company’s financial condition or business operations.

Response to Climate Change

Our operations primarily involve office operations, platform service support, customer service and business development. Based on prudent assessment, the potential risks arising from climate change are not expected to have a material impact on the Company’s overall operations. Following [REDACTED], the Company will continue to enhance its identification, assessment and management of climate-related risks in accordance with ESG regulatory disclosure requirements, further improve greenhouse gas emissions data management, formulate greenhouse gas reduction targets aligned with the Company’s business development, and review progress against such targets on an annual basis.

The Company has implemented various measures in office administration and business travel management, including optimizing office lighting systems, adopting electric vehicles for business use and standardizing air-conditioning usage. In addition, through travel approval and reimbursement management procedures, employees are encouraged to arrange business travel in a cost-efficient and environmentally responsible manner.

The Company’s greenhouse gas emissions for 2023, 2024 and 2025 are shown in the table below.

	Unit	2023	2024	2025
Scope 1 Greenhouse Gas Emissions	tCO ₂ e	0	0	0
Scope 2 Greenhouse Gas Emissions ⁽¹⁾	tCO ₂ e	148.64	183.38	182.84
Scope 3 Greenhouse Gas Emissions ⁽²⁾	tCO ₂ e	766.05	916.32	1,415.06
Total Greenhouse Gas Emissions	tCO ₂ e	914.69	1,099.70	1,597.90
Greenhouse Gas Emissions Intensity (Scope 1 + Scope 2)	tCO ₂ e/RMB million	0.32	0.15	0.08

Note:

- (1) Scope 2 Greenhouse Gas Emissions were generated from purchased electricity consumption.
- (2) Scope 3 Greenhouse Gas Emissions mainly arose from purchased goods and services, fuel- and energy-related activities and business travel.

Resource and Energy Management

We have formulated the *Administrative Management System* (《行政管理制度》), which sets out environmental and resource management requirements and regulates energy conservation, emissions reduction and resource use in office and daily operations.

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Our energy consumption in daily operations mainly consists of purchased electricity. We have adopted energy conservation measures, including upgrading office lighting to energy-saving lamps and replacing high-voltage lamps with low-voltage lamps; fully electrifying official vehicles; setting air-conditioning temperatures reasonably, with cooling activated when the indoor temperature exceeds 26 degrees Celsius in summer and heating activated when the indoor temperature falls below 10 degrees Celsius in winter; and switching off air-conditioning units outside office hours to reduce energy consumption.

The Company’s energy consumption data and intensity for 2023, 2024 and 2025 are shown in the table below.

	<u>Unit</u>	<u>2023</u>	<u>2024</u>	<u>2025</u>
Purchased Electricity	MWh	280.14	345.60	344.59
Comprehensive Energy Consumption Intensity	Tonnes of standard coal/RMB million	0.07	0.04	0.02

Our water for daily operations is sourced from municipal water supply. To strengthen water management, we post water-saving signs in key areas such as restrooms, pantries and cleaning tool rooms, maintain a rapid repair and response mechanism, and regularly inspect faucets and sanitary facilities to promptly identify and address leaks. For office resource management, we encourage employees to collect office supplies based on actual needs and reduce paper consumption. The Company’s operations do not involve the use of packaging materials in production processes.

The Company’s water consumption and intensity for 2023, 2024 and 2025 are shown in the table below.

	<u>Unit</u>	<u>2023</u>	<u>2024</u>	<u>2025</u>
Water Consumption	Tonnes	2,399.00	2,471.00	2,951.00
Water Consumption Intensity	Tonnes/RMB million	5.18	2.06	1.21

Waste Management

Our waste mainly comprises non-hazardous waste and hazardous waste. Non-hazardous waste primarily consists of domestic waste, while hazardous waste is mainly generated from administrative office activities, including ink cartridges, light strips and batteries. We have established a fixed asset disposal process to ensure proper disposal of office equipment and items. All waste is handled by qualified third-party service providers in compliance with applicable requirements.

The Company’s non-hazardous waste and intensity, as well as hazardous waste and intensity, for 2023, 2024 and 2025 are shown in the table below.

	<u>Unit</u>	<u>2023</u>	<u>2024</u>	<u>2025</u>
Non-hazardous Waste	Tonnes	59.82	69.74	79.98
Non-hazardous Waste Intensity	Tonnes/RMB million	0.13	0.06	0.03
Hazardous Waste	Tonnes	0.03	0.06	0.09
Hazardous Waste Intensity	Tonnes/RMB million	0.00006	0.00005	0.00004

Employee Management

The Company strictly complies with applicable laws and regulations, including the *Labor Law of the People’s Republic of China* (《中華人民共和國勞動法》) and the *Labor Contract Law of the People’s Republic of China* (《中華人民共和國勞動合同法》). Through internal policies such as the *Employee Handbook* (《員工手冊》), the *Performance Management Plan* (《績效管理方案》) and the

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Attendance Management Policy (《考勤管理規定》), the Company continuously improves its compensation and incentive framework and safeguards the lawful rights and interests of employees throughout their employment lifecycle. We adhere to fair and compliant employment principles. During recruitment, we strictly verify identity information to prevent any form of child labor or forced labor. We enter into labor contracts with employees and make social insurance contributions for all employees in accordance with applicable laws and regulations. We respect employees’ freedom of belief and expressly prohibit any discriminatory practices based on ethnicity, race, nationality, religion, gender or age in areas including recruitment, compensation, training opportunities, promotion, dismissal and retirement. As of the end of 2023, 2024 and 2025, the total number of employees was 251, 276 and 327, respectively.

We follow the principles of remuneration based on work performed and equal pay for equal work, and safeguard employees’ rights to fair compensation and career development opportunities in accordance with applicable laws and regulations. In the future, we intend to establish formal, accessible and confidential grievance channels to encourage employees to report discrimination, harassment or unfair treatment, while ensuring the confidentiality of reports and whistleblowers’ information and facilitating the proper resolution of relevant matters. Through the implementation of the *Annual Training Plan* (《年度培訓計劃》) and the *Training Management Policy* (《培訓管理制度》), we have established an internal training system covering induction training, business training and product training. In addition, we provide external training opportunities for high-potential employees, including courses relating to e-commerce platform operations, talent selection and management capability enhancement, to support the continuous improvement of employees’ professional competencies and overall capabilities. In 2023, 2024 and 2025, the average training hours per employee were 3.14 hours, 7.23 hours and 7.93 hours, respectively.

We strictly comply with applicable laws and regulations, including the *Work Safety Law of the People’s Republic of China* (《中華人民共和國安全生產法》) and the *Law of the People’s Republic of China on the Prevention and Control of Occupational Diseases* (《中華人民共和國職業病防治法》). We have established an occupational health protection system and provide annual medical examinations and professional health report interpretation services for all employees. We regularly organize health seminars, fire evacuation and first-aid training, and provide health consultation and medical outreach services. The Company did not experience any work-related fatalities or material workplace injuries during the past three years. In addition, we promote employee engagement and communication through departmental activities, interest clubs and company-wide cultural events.

Supply Chain Management

Through policies such as the *Sales Management Policy* (《銷售管理制度》) and the *Procurement Management Policy* (《採購管理制度》), we regulate supplier selection, admission and daily management, and manage suppliers by category based on supplier type. We review supplier qualifications, performance capabilities and service levels, and manage supply chain risks through business training, regular assessment, performance evaluation, inspection and termination of cooperation. As of the end of 2023, 2024 and 2025, the number of suppliers was 239, 339 and 452, respectively.

Product Quality and Safety

We strictly comply with relevant laws and regulations, including the *Law of the People’s Republic of China on the Protection of Consumer Rights and Interests* (《中華人民共和國消費者權益保護法》) and the *Product Quality Law of the People’s Republic of China* (《中華人民共和國產品質量法》). We have also formulated core management policies, including the *User Agreement* (《用戶協議》) and the *Merchant Agreement* (《商戶協議》), to regulate service conduct on both the user side and the merchant side.

For merchant cooperation, we have formulated the *Merchant Qualification Review Measures* (《商家資質審核管理辦法》), the *Merchant Admission Rules* (《商戶准入規則》) and the *Task Posting Rules for Merchants* (《商戶發佈崗位規則》), which set out requirements for, and provide for the

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review of, information such as business licenses, real-name authentication and human resources service permits. We also manage merchant qualifications and task posting information by category. Through risk identification, tiered approval and emergency response mechanisms, we promptly remove problematic task postings with material risks, suspend merchant access rights, notify affected users and provide necessary support, followed by review and rectification.

For feedback and complaints, we have established multiple channels, including the official service hotline, online customer service, WeChat official account/mini-program, feedback module on our application and email. We have also established a standardized handling process covering receipt of work orders, classification and grading, verification, solution matching, user communication and execution of handling measures. We achieve an average initial response time of less than four seconds for user inquiries, handle customer complaints within 24 hours on average, and conduct follow-up visits to confirm user satisfaction. As of the end of 2023, 2024 and 2025, the total number of substantiated customer complaints was 88, 52 and 91, respectively. To date, 100% of the above customer complaints have been resolved.

We strictly comply with relevant laws and regulations, including the *Patent Law of the People's Republic of China* (《中華人民共和國專利法》). To protect our own intellectual property rights, we apply encryption and access controls to core technologies, isolate or encrypt key documents for storage, and require departing employees to fulfill confidentiality obligations. To mitigate infringement risks, we implement licensed software management and require suppliers under procurement and cooperation contracts to warrant that they do not infringe third-party intellectual property rights and to assume liability for infringement, thereby protecting our rights and reducing intellectual property risks.

Information Security and Customer Privacy Protection

We strictly comply with relevant laws and regulations, including the *Cybersecurity Law of the People's Republic of China* (《中華人民共和國網絡安全法》), the *Data Security Law of the People's Republic of China* (《中華人民共和國數據安全法》) and the *Personal Information Protection Law of the People's Republic of China* (《中華人民共和國個人信息保護法》), and have established a sound information security management system. For users and internal employees, the Company has formulated core policies including the *Privacy Policy* (《隱私政策》), the *Information Security Management Rules* (《信息安全管理制度》), the *Data Security Classification Management Standards* (《數據安全分級管理規範》) and the *Information and Data Protection Security Standards* (《信息數據保護安全規範》), covering information collection, use, storage, transmission and access permission management.

The Company implements multi-level data classification management, classifying customer data, merchant data and company data into four levels: confidential, secret, internal and public. We adopt measures such as encrypted storage, access control and secure transmission to reduce the risk of sensitive information leakage or misuse. The Company also implements the principle of least privilege, two-factor authentication and regular audit mechanisms, and promptly revokes access rights for employees who leave the Company or change positions.

Business Ethics

We strictly comply with the laws and regulations of the jurisdictions in which we operate. The *Employee Handbook* (《員工手冊》) expressly prohibits employees from engaging in bribery, extortion, fraud, money laundering and other misconduct. We require business partners to sign the *Integrity Undertaking Agreement* (《廉潔承諾協議》) and have established integrity reporting channels for real-name or anonymous reports. Reporting email: affairs@qtshe.com. Going forward, we will regularly conduct anti-corruption training, improve reporting and supervision mechanisms, and prohibit any form of retaliation.

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Social Welfare

We actively encourage employees to participate in social welfare projects and volunteer activities in areas such as culture, education and assistance for persons with disabilities. In 2025, we participated in the Yunshang Charity initiative for persons with disabilities, as well as volunteer activities including Blue Envelope, New Sunshine Ward, Qing'ai Project and Shantao Charity Store, and supported related social welfare projects through designated donations. In 2025, employees contributed 139 volunteer hours in total.

RISK MANAGEMENT AND INTERNAL CONTROL

We have established a comprehensive risk management and internal control process through which we address risks associated with every aspect of our business process. We have put in place a set of operational risk analysis and response measures so as to achieve risk aversion, risk reduction and risk response by properly identifying, categorizing and analyzing various risks.

Each department of our Company is responsible for compiling their own risk reports based on their specific considerations on various factors such as legal compliance, culture, technology, competition, and market and economic condition. We will periodically review the risks reports submitted by various departments, follow up on the implementation and evaluate the effectiveness of the responses taken to address those risks. In particular, we have adopted the following measures to mitigate the risks on bribery and corruption:

- a policy relating to anti-bribery and anti-corruption was issued by us in June 2026. Our internal audit and internal control team is responsible for monitoring, accepting escalation, processing investigation and reporting of incompliance behavior including bribery and corruption;
- a whistle-blower mechanism was set up by us, including report channels (hotline and mailbox), investigation procedures and responding to detected problems; and
- compliance training is provided to all employees including new employees.

We have adopted, or expected to adopt, a series of changes in our internal control policies, programs and procedures to strengthen our risk management and internal control capability and prevent non-compliance event from happening. These measures include:

- We engaged an independent third-party consultant to conduct internal control review over selected areas of our financial reporting internal controls. We have adopted the corresponding remediation actions to improve our internal control system. The Internal Control Consultant performed a follow-up review with regard to those actions taken by us, and there was no further material finding identified in the design of internal control process of the follow up review;
- the engagement of external legal advisor to facilitate compliance with the relevant requirements under the Listing Rules after [REDACTED];
- the regular training provided by external legal advisor to our Directors and senior management after [REDACTED] on the subject of compliance of relevant Listing Rules requirements and applicable PRC laws and regulations; and
- the establishment of our Audit Committee which comprises three independent non-executive Directors to oversee our risk management and internal control systems, and review the financial statements of our Company from the perspective of compliance with applicable rules and regulations.

DIRECTORS AND SENIOR MANAGEMENT

BOARD OF DIRECTORS

Our Board consists of nine Directors, with three executive Directors, three non-executive Directors and three independent non-executive Directors. The table below sets out certain information in respect of the members of our Board.

Name	Age	Position	Date of appointment as Director	Date of joining our Group	Role and responsibilities
Mr. DENG Jianbo (鄧建波)	36	Executive Director, chairman of our Board and chief executive officer	August 29, 2013	August 29, 2013	Responsible for our Group’s overall strategic planning and business management
Ms. PAN Hong (潘泓)	33	Executive Director and senior vice president	December 31, 2020	December 13, 2016	Responsible for operation management of <i>Qing Tuan She</i> (青團社)
Mr. HE Wenyi (何文意)	48	Executive Director and senior vice president	September 1, 2017	September 1, 2017	Responsible for sales and business expansion of LYGO Platform (靈工打卡)
Mr. WANG Yunan (王雲安)	40	Non-executive Director	June 3, 2026	June 3, 2026	Responsible for monitoring and providing advice on the overall management and operation
Mr. LE Yutao (樂宇濤)	40	Non-executive Director	June 3, 2026	June 3, 2026	Responsible for monitoring and providing advice on the overall management and operation
Mr. CAO Jiajun (曹佳俊)	42	Non-executive Director	June 3, 2026	June 3, 2026	Responsible for monitoring and providing advice on the overall management and operation
Mr. ZHENG Yong (鄭勇)	46	Independent non-executive Director	June 3, 2026	June 3, 2026	Responsible for supervising and providing independent advice and judgment to our Board
Ms. ZHOU Junhua (周軍花)	51	Independent non-executive Director	June 3, 2026	June 3, 2026	Responsible for supervising and providing independent advice and judgment to our Board
Mr. GAO Yifeng (高奕峰)	47	Independent non-executive Director	June 3, 2026	June 3, 2026	Responsible for supervising and providing independent advice and judgment to our Board

Executive Directors

Mr. DENG Jianbo (鄧建波), aged 36, is an executive Director, chairman of our Board and the chief executive officer of our Company. Mr. Deng founded our Group in August 2013 and has served as a Director, chairman of our Board and the chief executive officer of our Company since then. He was re-designated as an executive Director in June 2026. Mr. Deng has concurrently served as the chief executive officer in Qingtuanbao, a subsidiary of our Company since September 2018. He is primarily responsible for our Group’s overall strategic planning and business management.

Mr. Deng has over ten years of experience in corporate management and business management since he founded the Group. Since founding our Group, Mr. Deng has been responsible for setting the strategies and directions for our Company, and led us to maintain our industry-leading position.

Mr. Deng obtained his bachelor’s degree in applied physics from Zhejiang University of Technology (浙江工業大學) in the PRC in April 2018. Mr. Deng is currently pursuing a doctoral degree in business administration in Singapore Management University.

Ms. PAN Hong (潘泓), aged 33, is an executive Director and a senior vice president of our Company. She joined our Group in December 2016 as a senior vice president and has served as a Director since December 2020. Ms. Pan was re-designated as an executive Director in June 2026. She is primarily responsible for operation management of *Qing Tuan She* (青團社).

Ms. Pan has over ten years of experience in business development and product development. Prior to joining our Group, from July 2015 to September 2016, she served as a senior product design manager at Hangzhou ShiQu Information Technology Co., Ltd. (杭州時趣信息技術有限公司), where she was primarily responsible for the overall planning and iteration of the UNI product line.

DIRECTORS AND SENIOR MANAGEMENT

Ms. Pan obtained her bachelor’s degree in business administration from Zhejiang Gongshang University (浙江工商大學) in the PRC in June 2015.

Mr. HE Wenyi (何文意), aged 48, is an executive Director and a senior vice president of our Company. He joined our Group in September 2017 as a Director and has served as a senior vice president since February 2026. Mr. He was re-designated as an executive Director in June 2026. He is primarily responsible for sales and business expansion of LYGO Platform (靈工打卡).

Mr. He has over 25 years of experience in investment and corporate management. Prior to joining our Group, from September 1997 to 1999, he served successively as a manager of the client department, a vice president and a supervisor at Shanghai Zhigao Advertising Co., Ltd. (上海智高廣告有限公司) (“**Shanghai Zhigao**”), where he was primarily responsible for sales and marketing. From January 2000 to December 2008, he served as a vice president at Helio Media Shanghai Co., Ltd (翰榮廣告(上海)有限公司) (“**Helio Media**”), where he was primarily responsible for sales and marketing. From March 2009 to March 2015, he served as the chairman of the board of Aegis Environmental Protection (Shanghai) Co., Ltd. (安潔士環保(上海)股份公司), where he was primarily responsible for corporate management. Since April 2015, Mr. He has been serving as a partner of Anzhi Investment Management (Shanghai) Co., Ltd. (安持投資管理(上海)有限公司), where he was primarily responsible for investment management and successively served positions in its portfolio companies. From January 2019 to April 2023, he served as the vice chairman of the board at Shanghai JianGao Medical Technology (Group) Co., Ltd. (上海健高醫療技術(集團)有限公司), where he was primarily responsible for investment and merger and acquisition. From May 2023 to December 2025, he served as the chief executive officer in Huayi Tencent Entertainment Company Limited (華誼騰訊娛樂有限公司, currently known as Hony Media Group (弘毅文化集團), a company listed on the Stock Exchange, stock code: 419), where he was primarily responsible for corporate management.

Mr. He obtained his associate degree in law from Guangdong Police and Judicial Administration Cadre College (廣東公安司法管理幹部學院) in the PRC in July 1997, and his degree of executive master of business administration (EMBA) from Antai College of Economics and Management of Shanghai Jiao Tong University (上海交通大學管理學院) in the PRC in November 2005. He acquired the fund qualification certificate from the Asset Management Association of China (中國證券投資基金業協會) in March 2017.

Mr. He was previously the chairman of the board of Shanghai Zhixiao Advertising Co., Ltd. (上海直效廣告有限公司) (“**Shanghai Zhixiao**”), a limited liability company established in the PRC, which was dissolved on May 22, 2012 due to its failure to undergo the required annual inspection. Mr. He was previously a supervisor of (i) Shanghai Zhigao, a limited liability company established in the PRC, which was declared bankrupt on October 29, 2021; (ii) Shanghai Hanrong Culture Communication Co., Ltd. (上海翰榮文化傳播有限公司) (“**Hanrong Culture**”), a limited liability company established in the PRC, which was declared bankrupt on September 2, 2021; and (iii) Shanghai Desheng Advertising Media Co., Ltd. (上海得勝廣告傳媒有限公司) (“**Desheng Media**”), a limited liability company established in the PRC, which was declared bankrupt on July 11, 2022. None of Shanghai Zhixiao, Shanghai Zhigao, Hanrong Culture or Desheng Media has any past or present relationship with our Group. Mr. He confirmed that (i) Shanghai Zhixiao was solvent immediately prior to its dissolution; (ii) no material litigations in any jurisdiction had been involved in the dissolution of Shanghai Zhixiao or bankruptcy of each of Shanghai Zhigao, Hanrong Culture and Desheng Media; (iii) there was no wrongful act on his part leading to or during the dissolution of Shanghai Zhixiao or bankruptcy of each of Shanghai Zhigao, Hanrong Culture and Desheng Media; and (iv) he was not aware of any claim which had been made against him as a result of such dissolution of Shanghai Zhixiao or bankruptcy of each of Shanghai Zhigao, Hanrong Culture and Desheng Media.

DIRECTORS AND SENIOR MANAGEMENT

Non-executive Directors

Mr. WANG Yunan (王雲安), aged 40, is a non-executive Director of our Company. He joined our Group in June 2026 as a Director and was re-designated as a non-executive Director in the same month. He is primarily responsible for monitoring and providing advice on the overall management and operation.

Mr. Wang has extensive experience in corporate management. He is the founder, chairman of the board, executive director and the chief executive officer of Guming Holdings Limited. He has been serving as the chief executive officer of Guming Technology Group Co., Ltd. (古茗科技集團有限公司) since its establishment in 2018.

Mr. Wang received a bachelor’s degree in material science and engineering from Keyi College of Zhejiang Sci-Tech University (浙江理工大學科技與藝術學院) in the PRC in June 2010.

Mr. Wang was previously a director of Hangzhou Baiwei E-commerce Co., Ltd. (杭州拜維電子商務有限公司), a limited liability company established in the PRC, which was dissolved on August 20, 2020 as it had not carried out any substantive business operations for an extended period of time. There are no past or present relationships between this company and our Group. Mr. Wang confirmed that (i) the company was solvent immediately prior to its dissolution; (ii) no material litigations in any jurisdiction had been involved in the dissolution of the company; (iii) there was no wrongful act on his part leading to or during the dissolution of the company; and (iv) he was not aware of any claim which had been made against him as a result of such dissolution.

Mr. LE Yutao (樂宇濤), aged 40, is a non-executive Director of our Company. He joined our Group in June 2026 as a Director and was re-designated as a non-executive Director in the same month. He is primarily responsible for monitoring and providing advice on the overall management and operation.

Mr. Le has nearly 15 years of experience in investment management. Prior to joining our Group and since June 2013, he has been serving as a senior expert in the investment and corporate development department at Ant Group (螞蟻科技集團股份有限公司), where he was primarily responsible for investment management.

Mr. Le received a bachelor’s degree of commerce in accounting and finance and a master’s degree in financial analysis, both from the University of New South Wales in Australia in April 2009 and March 2010, respectively.

Mr. CAO Jiajun (曹佳俊), aged 42, is a non-executive Director of our Company. He joined our Group in June 2026 as a Director and was re-designated as a non-executive Director in the same month. He is primarily responsible for monitoring and providing advice on the overall management and operation.

Mr. Cao has over ten years of experience in investment and management. From March 2009 to May 2015, he served as a product manager and a client manager at Hangzhou branch of Shanghai Pudong Development Bank Co., Ltd (上海浦東發展銀行股份有限公司杭州分行), where he was primarily responsible for financial products and offshore/onshore trade business. From May 2015 to April 2021, he served as a vice president at Zhe Shang Wan Jia (Beijing) Venture Capital Management Co., Ltd (浙商萬嘉(北京)創業投資管理有限公司), where he was primarily responsible for investments in the technology sector. Mr. Cao has been serving as the executive president at Hangzhou Milli Venture Capital Co., Ltd (杭州米立創業投資有限公司) since May 2021, where he was primarily responsible for investments in the technology sector.

Mr. Cao received his bachelor’s degree in software engineering and his master’s degree in technical economy and management, both from Zhejiang University of Technology (浙江工業大學) in the PRC in June 2006 and January 2009, respectively. He acquired the fund qualification certificate from the Asset Management Association of China (中國證券投資基金業協會) in February

DIRECTORS AND SENIOR MANAGEMENT

2026. He was certified as a mid-level database system engineer by Zhejiang Provincial Department of Personnel in August 2005. Mr. Cao also passed CFA Level I, as certified by the CFA Institute in December 2020.

Independent Non-executive Directors

Mr. ZHENG Yong (鄭勇), aged 46, is an independent non-executive Director of our Company. He joined our Group as a Director in June 2026 and was re-designated as an independent non-executive Director in the same month. He is primarily responsible for supervising and providing independent advice and judgment to our Board.

Mr. Zheng has extensive experience in robotics and supply chain management industry. Prior to joining our Group, from July 2004 to October 2009, he served as an operations manager at various subsidiaries of ABB Ltd, where he was primarily responsible for manufacture and operation management. From April 2010 to April 2013, he served as a plant manager at a subsidiary of Compagnie de Saint-Gobain S.A., where he was primarily responsible for overseeing comprehensive operations from engineering to quality control and logistics at major production sites in the PRC. Leveraging his industrial knowledge and expertise gained from both academy and prior working experience, from May 2013 to June 2015, Mr. Zheng served as a senior manager at Beijing Mingrui Hengfeng Management Consulting Co., Ltd, where he was primarily responsible for post-investment management of portfolio companies and new investments in the TMT and robotics sectors, gaining profound insights into both investments and robotics sector. Mr. Zheng founded Beijing Geekplus Technology Co., Ltd. (北京極智嘉科技股份有限公司, a company listed in the Stock Exchange, stock code: 2590) (“**Geekplus**”) in February 2015 and has been serving as a Director since then. Mr. Zheng is currently serving as the chairman of the board, an executive director and the chief executive officer of Geekplus. From December 2019 to February 2021, Mr. Zheng served as a director of Beijing Kutuo Technology Co., Ltd. (北京酷拓科技有限公司).

Mr. Zheng obtained his bachelor’s degree in management science and engineering from Tsinghua University (清華大學) in the PRC in July 2001. Mr. Zheng obtained his master’s degree in management science and engineering from Tsinghua University in the PRC, and a master’s degree in production engineering from RWTH Aachen University in Germany through its joint master’s program with Tsinghua University, both in July 2004.

Ms. ZHOU Junhua (周軍花), aged 51, is an independent non-executive Director of our Company. She joined our Group as a Director in June 2026 and was re-designated as an independent non-executive Director in the same month. She is primarily responsible for supervising and providing independent advice and judgment to our Board.

Ms. Zhou has nearly 30 years of experience in import and export trade business and corporate management. From September 1999 to March 2003, she served as a business manager at Shenzhen Hubei Baofeng Industrial Co., Ltd. (深圳市湖北寶豐實業有限公司) where she was primarily responsible for import and export trade business management. Since April 2003, Ms. Zhou has been serving as the chairman of the board of Shenzhen Kailuda Industrial Co., Ltd. (深圳市凱路達實業有限公司), where she was primarily responsible for corporate management.

Ms. Zhou has graduated from Shenzhen Open University (深圳開放大學, formerly known as Shenzhen Radio and TV University (深圳市廣播電視大學)) with a major in International Trading in the PRC in August 1996. She further obtained her executive master of business administration (EMBA)’s degree from China Europe International Business School (中歐國際工商學院) in the PRC in September 2016.

Mr. GAO Yifeng (高奕峰), aged 47, is an independent non-executive Director of our Company. He joined our Group as a Director in June 2026 and was re-designated as an independent non-executive Director in the same month. He is primarily responsible for supervising and providing independent advice and judgment to our Board.

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Mr. Gao has over 25 years of experience in auditing and financial management. From July 2001 to November 2011, Mr. Gao worked and last served as a senior manager of audits and assurance at Deloitte Touche Tohmatsu Certified Public Accountants LLP (德勤華永會計師事務所(特殊普通合夥)), where he was primarily responsible for auditing and assurance. From November 2011 to November 2018, he successively served as the chief financial officer, director and board secretary of Baixing Co., Ltd. (百姓網股份有限公司, a company quoted on the National Equities Exchange and Quotations, stock code: 836012), where he was primarily responsible for accounting and reporting finance and investment. From January 2019 to October 2020, Mr. Gao served as the chief financial officer of Frontage Holdings Corporation (方達控股公司, a company listed on the Stock Exchange, stock code: 1521), where he was primarily responsible for accounting and reporting, finance and investment and investor relations. Since February 2021, Mr. Gao has been serving as the chief financial officer in Singleron Biotechnologies, where he was primarily responsible for accounting and reporting, finance and analysis and investor relations.

From February 2020 to December 2025, Mr. Gao served an independent director of Inmyshow Digital Technology (Group) Co., Ltd. (天下秀數字科技(集團)股份有限公司, a new media marketing company listed on the Shanghai Stock Exchange, stock code: 600556).

Mr. Gao obtained his bachelor's degree in international accounting from Shanghai International Studies University (上海外國語大學) in Shanghai in July 2001. He has been a certified internal auditor certified by the China Institute of Internal Auditors since November 2005, a certified management accountant certified by the U.S. Institute of Certified Management Accountants since February 2008, a non-practicing certified public accountant by the Chinese Institute of Certified Public Accountants (中國註冊會計師協會) since December 2014. He is currently a certified public accountant in the State of Maine of the United States.

General

Save as disclosed in this section and the section headed “Statutory and General Information” in Appendix V to this document, each of our Directors has confirmed that:

- (1) he/she has obtained legal advice referred to under Rule 3.09D of the Listing Rules in May 2026 and understood his/her obligations as a director of a listed issuer under the Listing Rules and the possible consequences of making a false declaration or giving false information to the Stock Exchange;
- (2) as of the Latest Practicable Date, he/she did not have any interest in a business which competes or is likely to compete, either directly or indirectly, with our Company's business which would require disclosure under Rule 8.10 of the Listing Rules.
- (3) he/she does not have any existing or proposed service contract with our Company or any of its subsidiaries other than contracts expiring or determinable by the relevant member of our Company within one year without payment of compensation (other than statutory compensation);
- (4) he/she does not have any interests in the Shares within the meaning of Part XV of the SFO;
- (5) he/she has not been a director of any other publicly listed company during the three years prior to the Latest Practicable Date and as of the Latest Practicable Date;
- (6) other than being a Director of our Company, he/she does not have any relationship with any other Directors or senior management of our Company or substantial shareholders of our Company; and
- (7) he/she has not completed his/her education programs as disclosed in this section by way of attendance of long distance learning or online courses.

DIRECTORS AND SENIOR MANAGEMENT

Each of our independent non-executive Directors has confirmed:

- (1) his/her independence after taking into consideration each of the factors referred to under Rules 3.13(1) to 3.13(8) of the Listing Rules;
- (2) that he/she does not have any past or present financial or other interest in the business of our Company or our subsidiaries, or any connection with any core connected person of our Company; and
- (3) that there are no other factors which may affect his/her independence at the time of his/her appointment as our independent non-executive Director.

Save as disclosed in this document, to the best of the knowledge, information and belief of our Directors having made all reasonable enquiries:

- (1) there is no other matter with respect to the appointment of our Directors that needs to be brought to the attention to the Shareholders as of the Latest Practicable Date; and
- (2) there is no other information relating to our Directors that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules as of the Latest Practicable Date.

SENIOR MANAGEMENT

Our senior management is responsible for the day-to-day management and operation of our business.

The table below sets out certain information in respect of the senior management of our Company.

Name	Age	Position	Date of appointment as senior management	Date of joining our Group	Role and responsibilities
Mr. DENG Jianbo (鄧建波)	36	Executive Director, chairman of our Board and chief executive officer	August 29, 2013	August 29, 2013	Responsible for our Group's overall strategic planning and business management
Ms. PAN Hong (潘泓)	33	Executive Director and senior vice president	December 13, 2016	December 13, 2016	Responsible for operation management of <i>Qing Tuan She</i> (青團社)
Mr. HE Wenyi (何文意)	48	Executive Director and senior vice president	February 1, 2026	September 1, 2017	Responsible for sales and business expansion of LYGO Platform (靈工打卡)
Mr. YING Xiang (應翔)	33	Chief technology director	April 30, 2026	April 30, 2026	Responsible for our Company's AI technology and product development
Mr. JIA Tianyu (賈天宇)	35	Board secretary and chief financial officer	June 3, 2026	December 31, 2020	Responsible for investment management, legal affairs and overall financial management of our Company
Ms. HUANG Luqi (黃璐琦)	36	Financial director	June 3, 2026	November 13, 2025	Responsible for financial management of our Company

Mr. DENG Jianbo (鄧建波), is our executive Director, chairman of our Board and chief executive officer. For further details, see “— Board of Directors — Executive Directors” in this section.

Ms. PAN Hong (潘泓), is our executive Director and a senior vice president of our Company. For further details, “— Board of Directors — Executive Directors” in this section.

Mr. HE Wenyi (何文意), is our executive Director and a senior vice president of our Company. For further details, “— Board of Directors — Executive Directors” in this section.

Mr. YING Xiang (應翔), aged 33, is the chief technology director of our Company. He joined our Group in April 2026 and has been serving as our chief technology officer since then. Mr. Ying is primarily responsible for our Company's AI technology and product development.

DIRECTORS AND SENIOR MANAGEMENT

Mr. Ying has nearly ten years of experience in big data and AI algorithms. Prior to joining our Group, from July 2017 to April 2020, he served as a senior engineer at Hangzhou Research Institute of Huawei Enterprise Communication Technologies Co., Ltd. (華為企業通訊技術有限公司杭州研究所), where he was primarily responsible for graph data mining, natural language processing and deep learning algorithms. From April 2020 to February 2022, he worked as an algorithm expert at Aliyun Computing Co., Ltd. (阿里雲計算有限公司). From February 2022 to April 2026, he co-founded and served as the chief technology officer at Mindverse AI Ltd. (杭州心識宇宙科技有限公司), a company focused on AI Agent products, where he was primarily responsible for designing the agent runtime framework, develop the personalized large model post-training framework, and leading the team in launching multiple AI-native products.

Mr. Ying received a bachelor’s degree and a master’s degree both in software engineering from Tsinghua University (清華大學) in the PRC in July 2014 and June 2017, respectively.

Mr. JIA Tianyu (賈天宇), aged 35, is the Board secretary and the chief financial officer of our Company. He joined our Group in December 2020 and has served as a supervisor from December 2020 to June 2026. He was appointed as the board secretary and the chief financial officer in June 2026. He is primarily responsible for investment management, legal affairs and overall financial management of our Company.

Mr. Jia has nearly ten years of experience in equity investment and management. From July 2017 to March 2026, he worked at Hundsun Technologies Inc. (恒生電子股份有限公司, a company listed on the Shanghai Stock Exchange, stock code: 600570) and its subsidiary Hangzhou Yima Private Equity Fund Management Co., Ltd. (杭州翌馬私募基金管理有限公司) as a deputy general manager.

Mr. Jia received a bachelor’s degree in software engineering from Huazhong University of Science and Technology (華中科技大學) and a master’s degree in software engineering from Tsinghua University (清華大學) in the PRC in June 2014 and June 2017, respectively.

Ms. HUANG Luqi (黃璐琦), aged 36, is the financial director of our Company. She joined our Group in November 2025 and has been serving as an internal control specialist at Qingtuanbao since then. She was appointed as our financial director since June 2026. Ms. Huang is primarily responsible for financial management of our Company.

Ms. Huang has nearly 15 years of experience in accounting and internal control. Prior to joining our Group, from October 2012 to November 2015, she served as a senior assistant at Hangzhou branch of Ernst&Young Hua Ming LLP (安永華明會計師事務所杭州分所), where she was primarily responsible for auditing. From December 2015 to December 2016, she served as a financial management specialist at Hangzhou SKY Network Technologies Co., Ltd. (杭州斯凱網絡科技有限公司, a company listed on the NASDAQ, stock code: MOBI), where she was primarily responsible for internal auditing, post-investment management and tax management. From May 2017 to September 2019, she served as a senior internal auditing specialist at Netease Bao Co., Ltd. (網易寶有限公司, a company listed on the NASDAQ, stock code: NETS), where she was primarily responsible for internal auditing. From April 2021 to November 2025, she served as an internal control expert at Hangzhou Tuya Information Technology Co., Ltd. (杭州塗鴉信息科技有限公司, a company listed on the New York Stock Exchange, stock code: TUYA, and the Stock Exchange, stock code: 2391), where she was primarily responsible for internal auditing and ESG compliance matters.

Ms. Huang received a bachelor’s degree in accounting from Zhejiang University of Finance and Economics (浙江財經大學) in the PRC in June 2012. She was certified as a non-practicing CICPA member by Zhejiang Institute of Certified Public Accountants in July 2017 and a member of the Association of Chartered Certified Accountants in July 2023.

DIRECTORS AND SENIOR MANAGEMENT

General

Save as disclosed in this section, each of our senior management members has confirmed that:

- (1) he/she does not hold and has not held any other positions in our Company and any other members of our Company as of the Latest Practicable Date;
- (2) other than being a Director and/or a member of our Company’s senior management, he/she does not have any relationship with any Directors, any other senior management members of our Company or substantial shareholders of our Company;
- (3) he/she has not been a director of any other publicly listed company during the three years prior to the Latest Practicable Date and as of the Latest Practicable Date; and
- (4) he/she has not completed his/her education programs as disclosed in this section by way of attendance of long distance learning or online courses.

JOINT COMPANY SECRETARIES

Mr. JIA Tianyu (賈天宇) was appointed as one of our joint company secretaries with effect from the [REDACTED]. Mr. Jia is the Board secretary and the chief financial officer of our Company. For further details, see “— Senior Management” in this section.

Mr. Tam Ka Lung (譚家龍) was appointed as one of our joint company secretaries with effect from [REDACTED].

Mr. Tam graduated from the Hong Kong University of Science and Technology with a Bachelor of Business Administration (Hons) Accounting degree. Mr. Tam is a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants. Mr. Tam has over 20 years’ experience in auditing, financial management, company secretary and corporate governance, merger and acquisitions and [REDACTED]. Mr. Tam has worked in KPMG with last position as audit senior manager. He is currently the chief financial officer and company secretary of China Huajun Group Limited (中國華君集團有限公司) (a company listed on the Stock Exchange, stock code: 377) and a company secretary at each of Shenzhen Woer Heat-Shrinkable Material Co., Ltd. (深圳市沃爾核材股份有限公司) (a company listed on the Stock Exchange with stock code 9981, and the Shenzhen Stock Exchange with stock code 002130) and Shuangdeng Group Co., Ltd. (雙登集團股份有限公司) (a company listed on the Stock Exchange, stock code: 6960). He is the director of Danok Corporate Services Limited.

COMPLIANCE ADVISOR

We have appointed Ignite Capital (Asia Pacific) Limited as our compliance advisor pursuant to Rule 3A.19 of the Listing Rules. Pursuant to Rule 3A.23 of the Listing Rules, the compliance advisor will advise us on the following circumstances:

- before the publication of any announcements, circulars or financial reports;
- where a transaction, which might be a notifiable or connected transaction under Chapters 14 and 14A of the Listing Rules is contemplated, including share issues, sales or transfers of treasury shares and share repurchases;
- where we propose to use the [REDACTED] of the [REDACTED] in a manner different from that detailed in this document or where our business activities, developments or results deviate from any forecast, estimate or other information in this document; and
- where the Stock Exchange makes an inquiry of us regarding unusual [REDACTED] and [REDACTED] or other issues under Rule 13.10 of the Listing Rules.

Pursuant to Rule 3A.24 of the Listing Rules, Ignite Capital (Asia Pacific) Limited will, in a timely manner, inform us of any amendment or supplement to the Listing Rules and new or amended laws and regulations in Hong Kong applicable to us.

DIRECTORS AND SENIOR MANAGEMENT

The terms of the appointment shall commence on the [REDACTED] and end on the date which we distribute our annual report of our financial results for the first full financial year commencing after the [REDACTED].

BOARD COMMITTEES

We have established the following committees on our Board: the Audit Committee, the Remuneration and Appraisal Committee, the Nomination Committee and the ESG Committee. The committees operate in accordance with the terms of reference established by our Board.

Audit Committee

Our Company has established the Audit Committee with written terms of reference in compliance with Rule 3.21 of the Listing Rules and paragraph C.4 and paragraph D.3 of Part 2 of the Corporate Governance Code. The Audit Committee consists of three Directors, namely Mr. LE Yutao, Ms. ZHOU Junhua and Mr. GAO Yifeng, with Mr. GAO Yifeng serving as the chairperson. Mr. GAO Yifeng holds the appropriate professional qualifications and accounting or related financial management expertise as required under Rules 3.10(2) and 3.21 of the Listing Rules.

The primary duties of the Audit Committee are to consider issues in relation to the external auditors and their appointment, oversee the financial reporting system, risk management and internal control systems of our Group, review the financial information of our Group and review policies and practices in relation to corporate governance.

As advised by our PRC Legal Advisor, a joint stock limited company may, as stipulated in its articles of association, establish an audit committee within the board of directors composed of directors to exercise the functions and powers prescribed for the board of supervisors by the Company Law, without establishing a board of supervisors. The Company has established the Audit Committee under the Board in June 2026, and the supervisory committee was cancelled accordingly.

Remuneration and Appraisal Committee

Our Company has established a remuneration and appraisal committee with written terms of reference in compliance with Rule 3.25 of the Listing Rules and paragraph E.1 of the Corporate Governance Code. The Remuneration and Appraisal Committee consists of three Directors, namely Mr. GAO Yifeng, Mr. ZHENG Yong, and Mr. Deng, with Mr. GAO Yifeng serving as the chairperson.

The primary duties of the Remuneration and Appraisal Committee are to review the remuneration policy and make recommendations to our Board on the remuneration packages of our Directors and other senior management.

Nomination Committee

Our Company has established a nomination committee with written terms of reference in compliance with Rule 3.27A of the Listing Rules and paragraph B.3 of the Corporate Governance Code. The Nomination Committee consists of three Directors, namely Ms. ZHOU Junhua, Mr. GAO Yifeng, and Mr. CAO Jiajun, with Ms. ZHOU Junhua serving as the chairperson.

The primary duties of the Nomination Committee are to assess and make recommendations on appropriate candidates for directorship, propose procedures and criteria for the appointment of Directors and senior management, review the structure, size and composition of our Board, and assess the independence of independent non-executive Directors.

ESG Committee

Our Company has established an ESG Committee (effective from the [REDACTED]) with written terms of reference. The ESG Committee consists of three Directors, namely Mr. Deng, Ms. PAN Hong and Mr. HE Wenyi, with Mr. Deng serving as the chairperson. The primary duties of the

DIRECTORS AND SENIOR MANAGEMENT

ESG committee are to research on making recommendations to our Board on our long-term development strategies and major investment decisions, and supervise the implementation of environmental, social and governance matters.

CORPORATE GOVERNANCE

Code Provision C.2.1 of the Corporate Governance Code

Under paragraph C.2.1 of the Corporate Governance Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Deng is the chairman of our Board and the chief executive officer of our Company. With experience in corporate management and business management, and having founded our Group since August 2013, Mr. Deng is in charge of overall strategic planning and business management of our Group. Despite the fact that the roles of the chairman of our Board and the chief executive officer of our Company are both performed by Mr. Deng which constitutes a deviation from paragraph C.2.1 of the Corporate Governance Code, our Board considers that vesting the roles of both the chairman of our Board and the chief executive officer all in Mr. Deng has the benefit of ensuring consistent leadership and more effective and efficient overall strategic planning of our Group. The balance of power and authority is ensured by the operation of our Board and our senior management, each of which comprises experienced and diverse individuals. Our Board currently comprises three executive Directors, three non-executive Directors and three independent non-executive Directors. Therefore, our Board possesses a strong independence element in its composition. Save as disclosed above, our Company intends to comply with all code provisions under the Corporate Governance Code after the [REDACTED].

Board Diversity

We have adopted a diversity policy (the “**Board Diversity Policy**”) which sets out the objective and approach to achieve and maintain diversity in our Board in order to enhance the effectiveness of our Board. Pursuant to the Board Diversity Policy, we seek to achieve diversity in our Board through the consideration of a number of factors when selecting candidates to our Board, including but not limited to professional experience, skills, knowledge, educational background, age, gender, cultural background and ethnicity, and length of service.

Our Directors have a balanced mix of knowledge and skills, and we have six non-executive Directors, including three independent non-executive Directors, with different industry backgrounds. Our Directors are diverse in terms of age, gender and background. The ages of our Directors range from 33 to 51 years old. In particular, our Company currently has two female Directors on the Board. Taking into account our existing business model and specific needs as well as the different backgrounds of our Directors, the composition of our Board satisfies our Board Diversity Policy. The Board will review the Board Diversity Policy periodically to evaluate its effectiveness.

REMUNERATION

Our Directors and senior management receive compensation in the form of fees, salaries, allowances and benefits in kind, performance related bonuses, pension scheme contributions and share-based payment expenses from our Company subject to applicable laws, rules and regulations. For details of the service contracts that we have entered into with our Directors, see the section headed “Statutory and General Information — Further Information about our Directors and Substantial Shareholders — 3. Particulars of Service Contracts” in Appendix V to this document.

Further information on the remuneration of our Directors and/or the five highest paid individuals during the Track Record Period is set out in the Accountants’ Report in Appendix I to this document, and in the section headed “Statutory and General Information — Further Information about our Directors and Substantial Shareholders — 4. Directors’ Remuneration” in Appendix V to this document.

RELATIONSHIP WITH OUR SINGLE LARGEST SHAREHOLDERS

OUR SINGLE LARGEST SHAREHOLDERS

Mr. Deng, directly and indirectly through Enya Investment, Qingtuan Investment, Datuanzi Investment and Qingtuanyun, is entitled to exercise approximately 35.21% of the voting rights in the Company as of the Latest Practicable Date, and approximately [REDACTED]% of the voting rights in the Company upon completion of the [REDACTED] (assuming the [REDACTED] is not exercised). As Mr. Deng’s voting rights will fall below 30% upon the completion of the [REDACTED], Mr. Deng, Enya Investment, Qingtuan Investment, Datuanzi Investment and Qingtuanyun will not be regarded as our controlling shareholders under the Listing Rules, but will remain as our Single Largest Shareholders. For further details of Mr. Deng, please refer to the section headed “Directors and Senior Management”, and for details of the shareholding interests of our Single Largest Shareholders, please refer to the section headed “Substantial Shareholders”.

INDEPENDENCE FROM OUR SINGLE LARGEST SHAREHOLDERS

As of the Latest Practicable Date, our Single Largest Shareholders confirmed that they did not have any interest in a business, apart from the business of our Group, which competes or is likely to compete, directly or indirectly, with our business, and requires disclosure under Rule 8.10 of the Listing Rules. Having considered the following factors, our Directors are satisfied that we are capable of carrying on our business independently of our group of Single Largest Shareholders and their respective close associates after the [REDACTED].

Management Independence

Our Board comprises nine Directors, including three executive Directors, three non-executive Directors and three independent non-executive Directors. Although Mr. Deng, one of our Single Largest Shareholders, also serves as our executive Director and senior management, our Directors believe that our Board and senior management will function independently from our Single Largest Shareholders for the following reasons:

- (a) each of our Directors is aware of his/her fiduciary duties as a Director which require, among others, that he/she acts for the benefit of and in the best interests of our Company and does not allow any conflict between his/her duties as a Director and his/her personal interests;
- (b) in the event that there is a potential conflict of interest arising out of any transaction to be entered into between our Company and our Directors or their respective associates, the interested Director(s) shall abstain from voting at the relevant board meetings of our Company in respect of such transactions, and shall not be counted in the quorum;
- (c) our Board comprises nine Directors, and three of them are independent non-executive Directors, which represents one third of the members of our Board. Our independent non-executive Directors have extensive experience in different areas and have been appointed in accordance with the requirements of the Listing Rules to ensure that the decisions of our Board are made after due consideration of independent and impartial opinions; and
- (d) other members of our senior management are independent from our Single Largest Shareholders. They are experienced in the industry which we are engaged in. Accordingly, they are able to discharge their duties independently from our Single Largest Shareholders.

Having considered the above factors, our Directors are satisfied that they are able to perform their roles in our Company independently, and our Director are of the view that we are capable of managing our business independently from our Single Largest Shareholders following the completion of the [REDACTED].

RELATIONSHIP WITH OUR SINGLE LARGEST SHAREHOLDERS

Operational Independence

We have full rights to make all decisions on, and to carry out, our own business operations independently. Our Company, through itself and our subsidiaries, holds the licenses and qualifications necessary to carry on our current business, and has sufficient capital, facilities, technology and employees to operate the business independently from our Single Largest Shareholders. We have access to third parties independently from and not connected to our Single Largest Shareholders for sources of suppliers and customers.

Based on the above, our Directors believe that we will be able to operate independently from our Single Largest Shareholders and their close associates.

Financial Independence

We have an independent financial system. We make financial decisions according to our own business needs, and neither our Single Largest Shareholders nor their close associates intervene with our use of funds. We have established an independent finance department with a team of finance staff and an independent audit, accounting and financial management system. In addition, we have been and are capable of obtaining financing from third parties without relying on any guarantee or security provided by Single Largest Shareholders or their close associates.

During the Track Record Period, certain loans our Group were secured by the guarantees provided by Mr. Deng and his associates. Please refer to Note 21 to the Accountant’s Report as set out in Appendix I to this document for details. As of the Latest Practicable Date, the relevant banks have given its consent in principle to release such guarantees provided before the [REDACTED]. Save as disclosed above, there were no other outstanding guarantees provided for our benefit by our Single Largest Shareholders or their close associates.

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

CORPORATE GOVERNANCE MEASURES

Our Directors recognize the importance of good corporate governance in protecting our Shareholders’ interests. We have adopted the following measures to safeguard good corporate governance standards and to avoid potential conflicts of interests between our Group and our Single Largest Shareholders:

- (a) our Articles provide that, unless otherwise provided, a Director shall not vote on any resolution approving any contract or arrangement or any other proposal in which such Director or any of his or her associates have a material interest nor shall such Director be counted in the quorum present at the meeting;
- (b) a Director with material interests shall make full disclosure in respect of matters that may have conflict or potentially conflict with any of our interest and abstain from the board meetings on matters in which such Director or his or her associates have a material interest, unless attendance or participation of such Director at such meeting of our Board is specifically requested by a majority of our independent non-executive Directors;
- (c) we are committed that our Board should include a balanced composition of executive Directors and independent non-executive Directors. We have appointed independent non-executive Directors and we believe our independent non-executive Directors possess sufficient experience and they are free of any business or other relationship which could interfere in any material manner with the exercise of their independent judgement and will be able to provide an impartial, external opinion to protect the interests of our public Shareholders. For details of our independent non-executive Directors, please see “Directors and Senior Management”;

RELATIONSHIP WITH OUR SINGLE LARGEST SHAREHOLDERS

- (d) as required by the Listing Rules, our independent non-executive Directors shall review all connected transactions (if any) annually and confirm in our annual report that such transactions have been entered into in our ordinary and usual course of business, are either on normal commercial terms or on terms no less favorable to us than those available to or from independent third parties and on terms that are fair and reasonable and in the interest of our Shareholders as a whole;
- (e) our Company will disclose decisions on matters reviewed by the independent non-executive Directors either in its annual reports or by way of announcements as required by the Listing Rules;
- (f) where our Directors reasonably request the advice of independent professionals, such as financial advisors, the appointment of such independent professionals will be made at our Company’s expenses; and
- (g) we have appointed Ignite Capital (Asia Pacific) Limited as our compliance advisor to provide advice and guidance to us in respect of compliance with the applicable laws and regulations in Hong Kong, as well as the Listing Rules, including various requirements relating to corporate governance.

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

CONNECTED TRANSACTIONS

Upon the [REDACTED], transactions that are carried out on a continuing basis between us and our connected persons will constitute our continuing connected transactions under Chapter 14A of the Listing Rules.

CONNECTED PERSONS

The table below sets forth the connected persons of our Company involved in the continuing connected transactions set out in this section and the nature of its connection with us:

Name of Connected Persons	Connected Relationship
Alipay (Hangzhou) Digital Service Technology Co., Ltd. (支付寶(杭州)數字服務技術有限公司) (“ Alipay Hangzhou ”)	Alipay Hangzhou is wholly-owned by Ant Group Co., Ltd. (螞蟻科技集團股份有限公司) (“ Ant Group ”), the holding company of Shanghai Yun Yang, our substantial Shareholder. Therefore, pursuant to Chapter 14A of the Listing Rules, Alipay Hangzhou is an associate of Shanghai Yun Yang and will become a connected person of our Company upon the [REDACTED]
Alipay Payment Technology Co., Ltd. (支付寶支付科技有限公司) (“ Alipay Payment ”)	Alipay Payment is wholly-owned by Ant Group, the holding company of Shanghai Yun Yang, our substantial Shareholder. Therefore, pursuant to Chapter 14A of the Listing Rules, Alipay Payment is an associate of Shanghai Yun Yang and will become a connected person of our Company upon the [REDACTED]
Guming Technology Group Co., Ltd. (古茗科技集團有限公司) (“ Guming Technology ”)	Our non-executive Director, Mr. WANG Yunan (王雲安), is a controlling shareholder (as defined under the Listing Rules) of Guming Holdings Limited (1364.HK), which in turn wholly owns Guming Technology. Therefore, pursuant to Chapter 14A of the Listing Rules, Guming Technology is an associate of Mr. Wang and will become a connected person of our Company upon the [REDACTED]
Cathay Insurance Co., Ltd. (國泰財產保險有限公司) (“ Cathay Property ”)	Cathay Property is owned as to 51% by Ant Group, the holding company of Shanghai Yun Yang, our substantial Shareholder. Therefore, pursuant to Chapter 14A of the Listing Rules, Cathay Property is an associate of Shanghai Yun Yang and will become a connected person of our Company upon the [REDACTED]

FULLY-EXEMPT CONTINUING CONNECTED TRANSACTIONS

1. Cloud-Based Ground Promotion Services

During the Track Record Period, Alipay Hangzhou engaged us to provide cloud-based ground promotion services, through which we recruited and matched field marketing personnel online, provided Alipay Hangzhou with outcome-based offline promotion and field marketing services. For the years ended December 31, 2023, 2024 and 2025, the amounts of services provided to Alipay Hangzhou were RMB1.2 million, RMB0.4 million and RMB0.6 million, respectively. After the [REDACTED], we expect such transactions will continue, and the aggregate transaction amount for each of 2026, 2027 and 2028 will be less than HK\$3.0 million.

CONNECTED TRANSACTIONS

2. Payment Processing Services

During the Track Record Period, we engaged Alipay Payment as one of our principal payment collection channels. Alipay Payment automatically charges a transaction fee equal to 0.6% of each payment collected through the Alipay platform, which is generally consistent with the rate charged by other mainstream payment platforms. For the years ended December 31, 2023, 2024 and 2025, the transaction fee paid to Alipay Payment were RMB82.6 thousand, RMB406.5 thousand and RMB515.6 thousand, respectively. After the [REDACTED], we expect such transactions will continue, and the aggregate transaction amount for each of 2026, 2027 and 2028 will be less than HK\$3.0 million.

3. Flexible Employment Solutions

Since September 2025, Guming Technology has engaged us to provide flexible employment solutions according to its project requirements, and we staffed the relevant personnel through our LYGO Platform. For the year ended December 31, 2025, the aggregate advance payments received from Guming Technology amounted to RMB362.8 thousand. After the [REDACTED], we expect such transactions will continue, and the aggregate transaction amount for each of 2026, 2027 and 2028 will be less than HK\$3.0 million.

As all applicable percentage ratios calculated for the purpose of Chapter 14A of the Listing Rules in respect of each of the aforesaid fully-exempt continuing connected transactions, which are conducted on normal commercial terms or better, are expected to be less than 5% and the total consideration for each of the transaction is expected to be less than HK\$3.0 million on an annual basis, will fall within the de minimis threshold under Rule 14A.76(1) of the Listing Rules and will be exempted from the reporting, annual review, announcement and independent Shareholders’ approval requirements under Chapter 14A of the Listing Rules.

NON-EXEMPT CONTINUING CONNECTED TRANSACTION

1. Insurance Procurement

Principal Terms

We entered into a flexible workers insurance procurement cooperation agreement with Cathay Property on [•] (the “**Insurance Procurement Cooperation Agreement**”), pursuant to which Cathay Property agreed to provide insurance coverage products for eligible flexible workers of the relevant member(s) of our Group, for a period from the [REDACTED] to December 31, 2028 (both days inclusive).

The insurance products mainly comprise commercial insurance together with ancillary extensions. Under the Insurance Procurement Cooperation Agreement, Cathay Property offers six standard plans, which provide different levels of coverage for death and disability, medical expenses, wage loss and hospitalization allowance, and certain plans also cover third-party liability and sudden death. The daily premium vary depending on the selected plan, taking into account the coverage offered under the relevant plan.

Pursuant to the Insurance Procurement Cooperation Agreement, Cathay Property is responsible for underwriting, issuing policies and providing claims services in accordance with the agreed insurance product, while the relevant member of our Group is responsible for submitting policyholder and insured information and paying the corresponding premiums. The agreement provides that the relevant member of our Group shall not resell the insurance products or act as an insurance agent of Cathay Property.

CONNECTED TRANSACTIONS

Pursuant to the Insurance Procurement Cooperation Agreement, premiums are settled on a monthly basis. The parties shall complete reconciliation of the premiums for the preceding month within five business days of each month and confirm the reconciliation results by email, and the relevant member of our Group shall pay the premiums to Cathay Property within five business days after such confirmation.

Reasons for and Benefits of the Transaction

We entered into the Insurance Procurement Cooperation Agreement with Cathay Property for the following reasons:

Supporting our one-stop flexible employment solutions

The procurement of insurance products forms an integral part of our one-stop flexible employment solutions. By procuring insurance coverage for eligible flexible workers through Cathay Property, we are able to provide our enterprise customers with a more comprehensive service offering and facilitate the administration of insurance arrangements under our flexible employment business model.

Enhancing protection for flexible workers and assisting enterprise customers in risk management

The Insurance Procurement Cooperation Agreement enables us to provide appropriate insurance protection for flexible workers during the performance of their work, which enhances worker protection and assists our enterprise customers in managing operational risks associated with flexible employment arrangements. We believe that such arrangement is consistent with our service philosophy of providing more transparent and accessible protection and benefits to flexible workers.

Facilitating standardized and efficient insurance administration

The Insurance Procurement Cooperation Agreement establishes a standardized framework covering insurance products, policy issuance, premium settlement and claims handling, with system interface connection for policy and claims information exchange. We believe that such arrangement improves the efficiency of insurance procurement and claims coordination and supports the stable operation of our flexible employment business.

The terms of the Insurance Procurement Cooperation Agreement were determined after arm’s length negotiation between us and Cathay Property with reference to the prevailing market rates. Accordingly, our Directors (including our independent non-executive Directors) are of the view that the terms of the Insurance Procurement Cooperation Agreement are fair and reasonable and in the interests of our Company and our Shareholders as a whole.

Pricing Policies

The premiums payable by our Group to Cathay Property under the Insurance Procurement Cooperation Agreement are determined with reference to the insurance plan selected for the relevant flexible workers and the corresponding premium rates applicable to such plan as agreed between us and Cathay Property and set out in the Insurance Procurement Cooperation Agreement. The daily premium varies depending on the selected plan, taking into account the coverage offered under the relevant plan. If there is any proposed adjustment to the insurance products, underwriting terms or premium rates, Cathay Property shall communicate and discuss the same with us in advance, and such adjustment may only be implemented after the parties have reached an agreement.

CONNECTED TRANSACTIONS

Historical Amounts

The table below sets out the historical aggregate amount of insurance premiums paid by the Group to Cathay Property pursuant to the Insurance Procurement Cooperation Agreement for the years ended December 31, 2023, 2024 and 2025:

	For the years ended December 31,		
	2023	2024	2025
	<i>(RMB in thousands)</i>		
Total premium paid by us to Cathay Property	N/A	715.3	2,832.0

The transaction amount in 2024 was relatively lower primarily due to the fact that (i) the transactions only commenced in April 2024; and (ii) the Group’s rapid business growth in 2025, which increased its demand for insurance coverage and consequently the relevant insurance premiums.

Annual Caps

The following table sets forth the proposed annual caps for the aggregate amount of insurance premiums which may become payable to Cathay Property by the Group pursuant to the Insurance Procurement Cooperation Agreement for the years ending December 31, 2026, 2027 and 2028:

	For the years ending December 31,		
	2026	2027	2028
	<i>(RMB in thousands)</i>		
Estimated total maximum premium paid by us to Cathay Property	6,500	12,000	19,500

In arriving at the above annual caps, our Directors have considered the following factors: (i) the historical transaction amounts; and (ii) the Group’s estimated insurance coverage requirements and the likely level of premiums payable for such coverage, having regard to the Group’s rapid business growth, as evidenced by a revenue CAGR of 129.2% during the Track Record Period, which may necessitate (a) the procurement of additional insurance policies and (b) increases in the coverage limits under existing insurance policies.

Listing Rules Implications

In respect of the transaction under the Insurance Procurement Cooperation Agreement, the highest applicable percentage ratio calculated for the purpose of Chapter 14A of the Listing Rules will be more than 5% on an annual basis. Under Rule 14A.03 of the Listing Rules, this transaction will be subject to the reporting, annual review, announcement, circular and independent Shareholders’ approval requirements under Chapter 14A of the Listing Rules.

APPLICATION FOR WAIVER

Under Rule 14A.03 of the Listing Rules, the aforesaid non-exempt continuing connected transaction will be subject to the reporting, annual review, announcement, circular and independent Shareholders’ approval requirements under Chapter 14A of the Listing Rules. As such transaction is expected to continue on a recurring and continuing basis and has been fully disclosed in this document, our Directors consider that compliance with the announcement requirement would be impractical, and such requirement would lead to unnecessary administrative costs and would be unduly burdensome to us. Accordingly, we have applied to the Stock Exchange for, and the Stock Exchange [has granted], a waiver exempting us from strict compliance with requirements under

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CONNECTED TRANSACTIONS

Chapter 14A of the Listing Rules in respect of the abovementioned continuing connected transaction, subject to the condition that the aggregate amounts of the continuing connected transaction for each financial year shall not exceed the relevant amounts set forth in the annual caps (as stated above).

CONFIRMATION FROM OUR DIRECTORS

Our Directors (including our independent non-executive Directors) are of the view that the non-exempt continuing connected transactions as set out above have been and will continue to be carried out in the ordinary and usual course of our business and on normal commercial terms or better, and are fair and reasonable and in the interests of our Company and our Shareholders as a whole, and the proposed annual caps for such transactions are fair and reasonable and in the interests of our Company and our Shareholders as a whole.

CONFIRMATION FROM THE JOINT SPONSORS

Based on due diligence findings, including but not limited to information provided by the Company, the Joint Sponsors are of the view that the non-exempt continuing connected transactions as set out above have been and will continue to be carried out in the ordinary and usual course of business of our Company and on normal commercial terms or better, and are fair and reasonable and in the interests of our Company and our Shareholders as a whole, and the proposed annual caps for such transactions are fair and reasonable and in the interests of our Company and our Shareholders as a whole.

SUBSTANTIAL SHAREHOLDERS

So far as our Directors are aware, immediately following the completion of the [REDACTED] and without taking into account any H Shares which may be issued pursuant to the exercise of the [REDACTED], the following persons will have an interest or short position in the Shares or the underlying Shares which would fall to be disclosed to our Company and the Hong Kong Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or, will be, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of our Company:

Name of Shareholder	Nature of interest	As of the Latest Practicable Date		Following the completion of the [REDACTED], the Share Subdivision and the Conversion of Unlisted Shares into H Shares ⁽¹⁾			
		Number of Unlisted Shares (as adjusted by the Share Subdivision)	Approximate percentage of shareholding in our total share capital	Number of Shares	Description of Shares	Approximate percentage of shareholding in the relevant class of Shares	Approximate percentage of shareholding in our total share capital ⁽¹⁾
Mr. Deng ⁽²⁾	Interest in controlled corporations	31,224,550	7.03%	[REDACTED]	Unlisted Shares	[REDACTED]%	[REDACTED]%
	Beneficial owner	125,084,500	28.18%	[REDACTED]	H Shares	[REDACTED]%	[REDACTED]%
				[REDACTED]	Unlisted Shares	[REDACTED]%	[REDACTED]%
Enya Investment ⁽²⁾	Interest in controlled corporations	31,224,550	7.03%	[REDACTED]	Unlisted Shares	[REDACTED]%	[REDACTED]%
				[REDACTED]	H Shares	[REDACTED]%	[REDACTED]%
Shanghai Yun Yang	Beneficial owner	70,980,650	15.99%	[REDACTED]	Unlisted Shares	[REDACTED]%	[REDACTED]%
				[REDACTED]	H Shares	[REDACTED]%	[REDACTED]%

Notes:

- (1) The calculation is based on the assumption that (i) the Share Subdivision is completed; (ii) the [REDACTED] is not exercised, (iii) the [REDACTED] Unlisted Shares will be converted into H Shares, and (iv) the total number of the H Shares in issue will be [REDACTED] H Shares immediately after completion of the [REDACTED].
- (2) Mr. Deng is a beneficial owner of the Company.

Enya Investment was controlled as to 99% by Mr. Deng. As such, under the SFO, Mr. Deng is deemed to be interested in Shares held by Enya Investment by virtue of the SFO.

Each of Qingtuan Investment (being our ESOP Platform), Datuanzi Investment and Qingtuanyun is a limited partnership with Enya Investment being its general partner. As such, under the SFO, Enya Investment is deemed to be interested in Shares held by each of Qingtuan Investment, Datuanzi Investment and Qingtuanyun. For details, please see “Relationship with Our Single Largest Shareholders — Our Single Largest Shareholders.”

For details of the substantial shareholders who will be, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of our Group other than our Company, see “Further Information about Our Directors and Substantial Shareholders — 1. Disclosure of Interests” in Appendix V to this document.

Save as disclosed herein, our Directors are not aware of any persons who will, immediately following completion of the [REDACTED] (assuming the [REDACTED] is not exercised), without taking into account the [REDACTED] that may be taken up under the [REDACTED], have interests or short positions in Shares or underlying Shares which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO or, will be, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of our Company.

SHARE CAPITAL

This section presents certain information regarding our share capital prior to and upon the completion of the [REDACTED].

BEFORE THE [REDACTED]

As of the Latest Practicable Date, the registered share capital of our Company was RMB8,878,932 comprising 8,878,932 Unlisted Shares with a nominal value of RMB1.00 each.

Immediately prior to the [REDACTED], the Shares will be subdivided on a one-for-fifty basis, and the nominal value of the Shares will be changed from RMB1.00 each to RMB0.02 each.

UPON COMPLETION OF THE [REDACTED]

Immediately upon completion of the [REDACTED], the Share Subdivision, the conversion of Unlisted Shares into H Shares and assuming the [REDACTED] is not exercised, the share capital of our Company will be as follows:

Description of Shares	Number of Shares	Approximate percentage of the total issued share capital (%)
Unlisted Shares in issue ^(note)	[REDACTED]	[REDACTED]
H Shares to be converted from Unlisted Shares ^(note)	[REDACTED]	[REDACTED]
H Shares to be issued pursuant to the [REDACTED]	[REDACTED]	[REDACTED]
Total	[REDACTED]	[REDACTED]

Immediately upon completion of the [REDACTED], the Share Subdivision and the conversion of Unlisted Shares into H Shares and assuming the [REDACTED] is fully exercised, the share capital of our Company will be as follows:

Description of Shares	Number of Shares	Approximate percentage of the total issued share capital (%)
Unlisted Shares in issue ^(note)	[REDACTED]	[REDACTED]
H Shares to be converted from Unlisted Shares ^(note)	[REDACTED]	[REDACTED]
H Shares to be issued pursuant to the [REDACTED]	[REDACTED]	[REDACTED]
Total	[REDACTED]	[REDACTED]

Note:

For details of the identities of the Shareholders whose Unlisted Shares will be converted into H Shares upon [REDACTED], see “History, Development and Corporate Structure — Capitalization of Our Company” in this document.

[REDACTED]

SHARE CAPITAL

[REDACTED]

CONVERSION OF OUR UNLISTED SHARES INTO H SHARES

All our Unlisted Shares are not listed or traded on any stock exchange. The holders of our Unlisted Shares may, at their own option, authorize us to apply to the CSRC for conversion of their respective Unlisted Shares to H Shares. After the conversion of Unlisted Shares, such converted Shares may be [REDACTED] or [REDACTED] on an overseas stock exchange, provided that such conversion shall have gone through any requisite internal approval process and complied with the regulations prescribed by the securities regulatory authorities of the State Council and the regulations, requirements and procedures prescribed by the overseas stock exchange(s) and the filing procedure with the CSRC shall have been completed. The [REDACTED] of such converted Shares on the Hong Kong Stock Exchange will also require the approval of the Hong Kong Stock Exchange. In addition, such conversion, [REDACTED] and [REDACTED] shall in all respects comply with the regulations prescribed by the State Council’s securities regulatory authorities and the regulations, requirements and procedures prescribed by the relevant overseas stock exchange.

Based on the procedures for the conversion of our Unlisted Shares into H Shares as disclosed in this section, we can apply for the [REDACTED] of all or any portion of our Unlisted Shares on the Hong Kong Stock Exchange as H Shares in advance of any proposed conversion to ensure that the conversion process can be completed promptly upon notice to the Hong Kong Stock Exchange and delivery of Shares for entry on the [REDACTED]. As any [REDACTED] of additional Shares after our [REDACTED] on the Hong Kong Stock Exchange is ordinarily considered by the Hong Kong Stock Exchange to be a purely administrative matter, it will not require such prior application for [REDACTED] at the time of our [REDACTED] in Hong Kong.

No class Shareholder voting is required for the [REDACTED] and [REDACTED] of the converted Shares on the Hong Kong Stock Exchange. Any application for [REDACTED] of the converted Shares on the Hong Kong Stock Exchange after our [REDACTED] is subject to prior notification by way of announcement to inform Shareholders and the public of such proposed conversion.

After all the requisite approvals have been obtained, the following procedure will need to be completed in order to effect the conversion: the relevant Unlisted Shares will be withdrawn from the [REDACTED] and we will re-register such Shares on our [REDACTED] maintained in Hong Kong and instruct the [REDACTED] to issue H Share certificates. Registration on our [REDACTED] will be conditional on (a) our [REDACTED] lodging with the Hong Kong Stock Exchange a letter confirming the proper entry of the relevant H Shares on the [REDACTED] of members and the due dispatch of H Share certificates; and (b) the admission of the H Shares to trade on the Hong Kong Stock Exchange in compliance with the Listing Rules, the General Rules of [REDACTED] and the [REDACTED] in force from time to time. Until the converted shares are re-registered on our [REDACTED], such Shares would not be [REDACTED] as H Shares.

TRANSFER OF SHARES ISSUED PRIOR TO [REDACTED]

Pursuant to the PRC Company Law, our Shares issued prior to the [REDACTED] shall not be transferred within one year from the [REDACTED].

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SHARE CAPITAL

REGISTRATION OF SHARES NOT LISTED ON THE OVERSEAS STOCK EXCHANGE

According to the Guidelines for the “Full Circulation” Program for Domestic Unlisted Shares of H-Share Listed Companies (《H股公司境內未上市股份申請「全流通」業務指引》) announced by the CSRC, the domestic shareholders of Unlisted Shares shall handle share transfer registration business in accordance with the relevant business rules of the China Securities Depository and Clearing Corporation Limited. Further, H-share companies should submit the relevant status reports to the CSRC within 15 days after the transfer registration with the China Securities Depository and Clearing Corporation Limited of the Unlisted Shares involved in the application is completed.

CIRCUMSTANCES UNDER WHICH A GENERAL MEETING IS REQUIRED

For details of circumstances under which a general meeting of our Company is required, see “Summary of Articles of Association” in Appendix IV to this document.

FINANCIAL INFORMATION

You should read the following discussion and analysis in conjunction with our consolidated financial information and the related notes thereto included in the Accountants’ Report in Appendix I to this document. Our consolidated financial information has been prepared in accordance with IFRS Accounting Standards.

The following discussion and analysis contain forward-looking statements that involve risks and uncertainties. These statements are based on our assumptions and analysis in light of our experience and perception of historical trends, current conditions, and expected future developments, as well as other factors that we believe are appropriate under the circumstances. However, our actual results could differ materially from those anticipated in these forward-looking statements due to various factors, including those set forth under “Risk Factors” and elsewhere in this document. For further details, see “Forward-Looking Statements.”

For the purposes of this section, unless the context otherwise requires, references to 2023, 2024 and 2025 refer to our financial years ended December 31 of such years.

OVERVIEW

We are the leading flexible employment platform in China, offering solutions for enterprises across a variety of industries, such as restaurant, retail, beverage and cafe, and hotel industries. While effectively addressing challenges associated with significant fluctuations in labor demands, an inherent feature of their business operations, our platform allows flexible worker to enjoy fast matching, reliable rewards, as well as convenient handling of routines that used to be of tedious and labor-intensive nature. According to CIC, in terms of revenue in 2025, we are the largest flexible employment platform in China. For the year ended December 31, 2025, we have served approximately 440 thousand flexible workers, recording over 16.7 million attendance, bringing nearly RMB5,000 incremental annual income for these flexible workers on average, among whom those with five or more attendances accounted for 73.4% of the total.

For the year ended December 31, 2025, we have offered one-stop flexible employment solutions through our LYGO Platform (靈工打卡) to 319 enterprise customers, including five out of top ten companies in the catering industry (including restaurants, beverage and cafe) in China, five out of top ten companies in the retail industry in China, and four out of top five hotel groups in terms of revenue around the world, according to CIC. For the year ended December 31, 2025, we maintained a Key Account Customer retention rate of 100.0% and a Key Account Customer net dollar retention rate of 180.5%.

BASIS OF PREPARATION AND PRESENTATION

Our historical financial information during the Track Record Period has been prepared in accordance with IFRS Accounting Standards, which comprise all standards and interpretations approved by the International Accounting Standards Board (“IASB”). For details of the basis of preparation, see Note 2.1 to the Accountants’ Report included in Appendix I to this document. Further details of the material accounting policies information adopted are set out in Note 2.3 to the Accountants’ Report included in Appendix I to this document.

The preparation of our historical financial information during the Track Record Period in conformity with IFRS Accounting Standards requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying our accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to our historical financial information during the Track Record Period are disclosed in Note 3 to the Accountants’ Report included in Appendix I to this document.

FINANCIAL INFORMATION

MAJOR FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business and results of operations have been, and are expected to continue to be, affected by a number of factors, many of which are outside of our control, including overall macroeconomic growth and development, market demand for flexible employment, competitive landscape of China’s flexible employment industry, government policies and regulations affecting China’s flexible employment industry.

Specific Factors Affecting Our Results of Operations

Our business and results of operations are also affected by specific factors, including the following major factors.

Our Ability to Attract and Retain Enterprise Customers and Further Expand Our Market Penetration

Our revenue growth and profitability are significantly affected by our ability to attract and retain enterprise customers and further expand our market penetration. Market demand for flexible employment services directly affects the transaction volume conducted on our platform. In particular, the continued increase in penetration of China’s gig economy, the ongoing expansion of the flexible employment market, and the growing demand from enterprises for flexible employment solutions have contributed to the growth of the industry and will continue to drive demand for our services.

In addition, a substantial portion of our revenue is derived from service fees charged to enterprise customers. Accordingly, our revenue scale is primarily determined by the number of enterprise customers we serve and the scale of flexible employment facilitated and managed on our platform. Any changes in enterprises’ demand for flexible employment, our ability to acquire and retain enterprise customers, or the scale of our service offerings may materially affect our results of operations. Our ability to grow revenue also depends on whether we can continue to optimize and upgrade our technology to assist enterprise customers in relation to flexible worker scheduling capabilities, as well as our technology capabilities, can effectively fulfill enterprise customers’ flexible employment needs. Furthermore, our ability to continuously attract and retain a large pool of individual users for sourcing is critical to maintaining service quality and meeting enterprise customers’ demands. We also rely on our ability to provide attractive benefits, supporting services, and overall user experience to flexible workers in order to enhance flexible worker engagement and attract additional participants to our platform. Any changes in enterprises’ demand for flexible employment, our ability to acquire and retain enterprise customers and flexible workers, or the scale of our service offerings may materially affect our results of operations.

Furthermore, our profitability are also affected by our ability to continue to enhance the value-added components of our flexible employment solutions and services by improving service quality, optimizing matching and management capabilities and expanding integrated service offerings, which we believe will strengthen customer stickiness, enhance our competitiveness and improve our gross profit margin.

Our Ability to Enhance Cost Control and Operational Efficiency

Our ability to effectively control operating costs (including cost of sales and operating expenses) also significantly affects our ability to maintain competitiveness and improve profitability. In 2023, 2024 and 2025, our cost of sales amounted to RMB376.2 million, RMB1,078.1 million and RMB2,264.6 million, representing 81.2%, 89.8% and 93.0% of total revenue, respectively. In the same years, our operating expenses including selling and distribution expenses, administrative expenses, and research and development expenses, amounted to RMB117.7 million, RMB133.0 million, and RMB278.4 million, representing 25.4%, 11.1% and 11.4% of total revenue, respectively. Our principal cost of sales primarily include flexible workers related costs, employee compensation expenses, and server operation and maintenance and utility costs, among others. In a highly competitive market environment, traffic acquisition costs through third-party channels may

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increase significantly, which may adversely affect our sales and marketing costs and profitability levels. In addition, personnel costs for technology and operational employees, as well as expenses related to third-party cloud infrastructure services, including cloud server costs, are relatively fixed costs in nature and continue to affect our profitability and gross margins. As a result, our ability to further enhance operational efficiency, optimize cost structure, and strengthen overall cost control capabilities is critical to sustaining profitability and supporting our long-term growth.

Our Ability to Enhance Brand Recognition and Marketing Effectiveness and Expand Customer Base

Our future growth depends in part on our ability to strengthen our market reputation, increase customer acquisition efficiency and expand our customer base across industries and geographic regions. We had offered one-stop flexible employment solutions to 319 enterprise customers for the year ended December 31, 2025, primarily concentrated in the service industries, such as restaurant, retail, beverage and cafe, and hotel industries, with retail and restaurant customers representing a significant portion of our customer base. Our customers’ headquarters are primarily located in major cities, such as Beijing, Shanghai, Guangzhou and Shenzhen, while their store networks are broadly distributed across cities nationwide. In addition, our Key Account Customers currently contribute a significant portion of our revenues, with our five largest customers accounting for 67.5% of our total revenue for the year ended December 31, 2025. As a result, our ability to continuously acquire, retain and expand relationships with both existing and new customers is critical to sustaining our growth.

We acquire customers through multiple channels, including word-of-mouth referrals, industry seminars, sharing sessions and participation in industry conferences and summits. We believe referrals from existing customers and offline events targeting potential enterprise customers in first- and second-tier cities have contributed to relatively strong customer conversion rates and enhanced our brand visibility among large enterprise customers. However, there can be no assurance that these marketing and customer acquisition efforts will continue to be effective or cost-efficient. If we fail to further improve our customer acquisition efficiency, maintain our reputation in the market or effectively promote our brand, our ability to attract high-quality customers and expand our market share may be adversely affected.

In addition, our growth strategy includes further penetrating existing Key Account Customers, expanding into new customer segments, including among mid-sized and smaller enterprise customers. Maintaining and expanding our customer base may require substantial investments in sales and marketing, local operational support and service capabilities, and there can be no assurance that such efforts will achieve the expected results. If we fail to effectively execute our customer expansion strategy, respond to evolving customer needs or compete successfully for new customers, our business growth, financial condition and results of operations could be materially and adversely affected.

Our Ability to Drive Technology-Driven Innovation and Upgrade

Our ability to continuously innovate and upgrade our technology capabilities, including our ability to effectively integrate and deploy AI technologies, may materially affect our competitiveness and results of operations.

Our industry is characterized by rapid technological evolution and changing customer demands. To maintain and strengthen our market position, we continuously invest in enhancing our system architecture, service capabilities and data-driven operational capabilities. For example, rather than developing separate systems for different industries, such as retail-specific or restaurant-specific versions, we have designed our platform with a flexible underlying architecture that can adapt to diverse industry scenarios through configurable mechanisms, enabling us to address similar operational needs across different customers through a unified system framework. If we fail to continue improving our system functionality, scalability and user experience in a timely and cost-effective manner, our services may become less attractive to existing and potential customers, which could adversely affect customer retention, acquisition and our operating results.

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In addition, our ability to collect, process and utilize employment lifecycle data is critical to our long-term competitiveness. We accumulate data across the full lifecycle of flexible workers and leverage such data to enhance operational decision-making capabilities, including improving task fulfillment matching efficiency, predicting flexible worker performance and optimizing recruitment and retention outcomes. Over time, customer-specific preferences and employment behavior patterns may become embedded within our data ecosystem, further strengthening the effectiveness of our services and customer reliance on our platform. However, if we fail to effectively develop and utilize these data capabilities, maintain data quality, or comply with applicable data security and privacy requirements, our ability to deliver differentiated services and maintain customer loyalty may be materially impaired.

Furthermore, we intend to continue investing significantly in AI technologies, which we believe will fundamentally transform human resources and flexible employment. We expect AI applications to enhance automation, operational efficiency matching accuracy and decision-making capabilities across our platform. However, AI-related technologies remain rapidly evolving and highly competitive, and substantial investments in AI may not generate anticipated returns within expected timeframes, or at all. In addition, the successful integration of AI technologies may require significant expenditures in technology infrastructure, research and development and talent acquisition. If our AI initiatives fail to achieve expected technological, commercial or operational outcomes, or if competitors develop superior technologies or solutions, our business, financial condition and results of operations could be materially and adversely affected.

MATERIAL ACCOUNTING POLICIES AND ESTIMATES

Some of our accounting policies require us to apply estimates and assumptions as well as complex judgments relating to accounting items. The estimates and assumptions we use and the judgments we make in applying our accounting policies have a significant impact on our financial position and results of operations. Our management continually evaluates such estimates, assumptions and judgments based on past experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances. There has not been any material deviation between our management’s estimates or assumptions and actual results, and we have not made any material changes to these estimates or assumptions during the Track Record Period. We do not expect any material changes in these estimates and assumptions in the foreseeable future.

Set forth below are discussions of the accounting policies that we believe are of critical importance to us or involve the most significant estimates, assumptions and judgments used in the preparation of our financial statements. Other significant accounting policies, estimates, assumptions and judgments, which are important for understanding our financial condition and results of operations, are set forth in detail in Notes 2.3 and 3 of the Accountants’ Report in Appendix I to this document.

Revenue Recognition

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of services is transferred to the customers at an amount that reflects the consideration to which we expect to be entitled in exchange for those services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

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(a) Provision of one-stop flexible employment solutions services

We enter into agreements with enterprise customers to offer one-stop flexible employment solutions services. In determining the fees for the services provided, we take into account various factors including (i) the expected timing of flexible works involved and the underlying costs of the workforce, including expected incentives payable to the service providers; and (ii) the extent of the usage of the Group’s online platform.

The one-stop flexible employment solutions services are treated as one performance obligation since these services are highly interdependent and interrelated as the customers are not able to benefit from the subsequent service without the implementation. We recognise the revenue from one-stop flexible employment solutions during the period from the initiation to the completion of the service based on the time incurred and contractual agreed hourly rate.

(b) Online recruitment matching services and other services

Revenue from online recruitment matching services and other services are mainly generated from the provision of online recruitment matching services through our online platform. The revenue generated from these services is recognised at the point in time upon the acceptance of such services by customers.

In determining whether we act as a principal or an agent in our one-stop flexible employment solutions services, our management has made significant judgements regarding the control of services provided by third-party flexible workers.

We have concluded that we act as a principal because:

- (i) We are primarily responsible for the fulfilment of the customers’ contracts by ensuring the stability and quality of the flexible workers’ performance;
- (ii) We are subject to the contractual rights and obligations under the contracts entered into with the flexible workers;
- (iii) We have the right to determine the remuneration paid for the services provided by the flexible workers.

Consequently, our revenue is recognised on a gross basis. Had we determined we acted as an agent, revenue would have been recognised on a net basis (commission only), which would have significantly reduced reported revenue but increased gross profit margins.

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DESCRIPTION OF MAJOR COMPONENTS OF OUR RESULTS OF OPERATIONS

The following table sets forth a summary of our consolidated statements of profit or loss in absolute amount and as a percentage of our revenue for the years indicated.

	Year Ended December 31,					
	2023		2024		2025	
	RMB	%	RMB	%	RMB	%
Revenue	463,368	100.0	1,201,001	100.0	2,435,161	100.0
Cost of sales	(376,206)	(81.2)	(1,078,119)	(89.8)	(2,264,554)	(93.0)
Gross profit	87,162	18.8	122,882	10.2	170,607	7.0
Other income and gains	5,359	1.2	5,039	0.4	11,016	0.5
Selling and distribution expenses	(53,197)	(11.5)	(64,029)	(5.3)	(96,197)	(4.0)
Administrative expenses	(13,537)	(2.9)	(16,319)	(1.4)	(120,627)	(5.0)
Research and development expenses	(50,995)	(11.0)	(52,664)	(4.4)	(61,603)	(2.5)
Share of (loss)/profit of an associate	(246)	(0.1)	90	0.0	220	0.0
(Impairment loss)/reversal of impairment loss on trade receivables, net	(157)	(0.0)	(400)	(0.0)	203	0.0
Other expenses	(804)	(0.2)	(437)	(0.0)	(1,284)	(0.1)
Finance costs	(579)	(0.1)	(2,764)	(0.2)	(6,006)	(0.2)
Fair value losses of financial liabilities at fair value through profit or loss	(83,237)	(18.0)	(12,274)	(1.0)	(165,345)	(6.8)
LOSS BEFORE TAX	(110,231)	(23.8)	(20,876)	(1.7)	(269,016)	(11.0)
Income tax	—	—	—	—	—	—
LOSS AND TOTAL COMPREHENSIVE LOSS FOR THE YEAR	(110,231)	(23.8)	(20,876)	(1.7)	(269,016)	(11.0)

Non-IFRS Measures

We use adjusted loss, a non-IFRS financial measure, in evaluating our operating results and for financial and operational decision-making purposes. We believe that adjusted loss (non-IFRS measures) helps identify underlying trends in our business, provides useful information about our results of operations, and enhances the overall understanding of our past performance and future prospects.

Adjusted loss (non-IFRS measures) should not be considered in isolation or construed as an alternative to loss for the year or any other measure of performance or as an indicator of our operating performance. Adjusted loss (non-IFRS measures) presented here may not be comparable to similarly titled measures presented by other companies. Other companies may calculate similarly titled measures differently, limiting their usefulness as comparative measures to our data. We encourage [REDACTED] and others to review our financial information in its entirety and not rely on a single financial measure.

Adjusted loss (non-IFRS measures) represents loss for the year excluding share-based payment expenses, which is a non-cash item, and fair value losses of financial liabilities at fair value through profit or loss, which mainly represent changes in the fair value of equity shares with redemption rights issued by us to pre-[REDACTED] investors and relate to changes in our valuation. We do not expect to record any further fair value losses of financial liabilities at fair value through profit or loss upon the [REDACTED] as such issuance of equity shares with redemption rights will be re-designated and reclassified from liabilities to equity as a result of the termination of the redemption rights upon the [REDACTED].

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The table below sets forth a reconciliation of our loss for the year to adjusted loss (non-IFRS measures) for the years indicated.

	Year Ended December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Loss for the year	(110,231)	(20,876)	(269,016)
Add:			
Fair value losses of financial liabilities at fair value through profit or loss	83,237	12,274	165,345
Share-based payment expenses	685	536	100,309
Adjusted loss (non-IFRS measure)	(26,309)	(8,066)	(3,362)

Revenue

During the Track Record Period, we generated revenue primarily from (i) our one-stop flexible employment solutions that enable enterprise customers to efficiently source, recruit, and manage flexible workers in response to fluctuating staffing and human resources management demands; (ii) our online recruitment matching services provided through our proprietary *Qing Tuan She* (青團社) platform to enterprise customers and individual task seekers; and (iii) others.

Revenue by Business Lines

The following table sets forth the breakdown of our revenue by business lines in absolute amounts and as a percentage of our total revenue for the years indicated.

	Year Ended December 31,					
	2023		2024		2025	
	RMB	%	RMB	%	RMB	%
Revenue:						
One-stop flexible employment solutions	350,715	75.7	1,082,268	90.1	2,299,973	94.5
Online recruitment matching services	98,877	21.3	115,981	9.7	129,545	5.3
Others ⁽¹⁾	13,776	3.0	2,752	0.2	5,643	0.2
Total	463,368	100.0	1,201,001	100.0	2,435,161	100.0

Note:

- (1) Others mainly represent ancillary business initiatives launched from time to time in response to customer demand, such as cloud-based ground promotion services.

During the Track Record Period, our revenue growth was primarily driven by the following businesses:

- **One-stop flexible employment solutions.** We offer LYGO Platform (靈工打卡), our one-stop flexible employment solutions covering the full lifecycle of flexible employment to our enterprise customers. We assist enterprise customers in recruiting and engaging flexible workers, including recruitment, scheduling, attendance management, and compensation settlement, among others. For flexible workers, we provide a digital interface (such as, WeChat mini-program) through which they can clock in and out, view assignments, and manage their schedules. In addition, we handle compensation settlement with flexible workers (including withholding and payment of individual income taxes for them) for enterprise customers on monthly basis, depending on customer requirements.

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We generate revenue on a gross basis from charging enterprise customers service fees for our one-stop flexible employment solutions, in which case we act as the principal in providing such solutions to enterprise customers, and flexible workers earnings and benefits are charged to cost of sales.

We entered into agreements with enterprise customers to offer one-stop flexible employment solutions accordingly through our LYGO Platform (靈工打卡). In determining fees, we take into account various factors including (i) the expected timing of flexible works involved and the underlying costs of the workforce, including expected incentives payable to relevant flexible workers; and (ii) the extent of the usage of our LYGO Platform (靈工打卡).

- **Online recruitment matching services.** We generate revenue from charging enterprise customers service fees for access to candidate leads in the form of task applications (報名單). Enterprise customers typically make advance payments on the platform with revenue later recognized based on the amount of task applications (報名單) received by customers.

We provide online recruitment matching services through our proprietary platform named *Qing Tuan She* (青團社), through which we facilitate connections between enterprise customers and task seekers by allowing enterprises to post task openings on the platform and attracting task seekers to register and apply. Enterprise customers purchase access to candidate leads in the form of task applications (報名單) through our platform, and utilize such information to review and contact applicants for their recruitment needs.

Revenue from One-stop Flexible Employment Solutions by Downstream Sectors

The following table sets forth the breakdown of our revenue from one-stop flexible employment solutions by downstream sectors in absolute amounts and as a percentage of our total revenue from one-stop flexible employment solutions for the years indicated.

	Year Ended December 31,					
	2023		2024		2025	
	RMB'000	%	RMB'000	%	RMB'000	%
Revenue from one-stop flexible employment solutions:						
Restaurants	18,612	5.3	251,035	23.2	1,020,544	44.4
Retail	171,751	49.0	506,497	46.8	776,031	33.7
Beverage and cafe	101,034	28.8	182,017	16.8	230,295	10.0
Hotels	11,468	3.3	56,640	5.2	163,449	7.1
Others ⁽¹⁾	47,850	13.6	86,079	8.0	109,654	4.8
Total	350,715	100.0	1,082,268	100.0	2,299,973	100.0

(1) Others primarily include human resources, apparel retail, fast consumption and other sectors.

Cost of Sales

Our cost of sales primarily consists of (i) flexible workers related costs, which mainly include flexible worker compensation, insurances and incentives; (ii) employee benefit expenses, which mainly consist of salaries, bonuses, and welfare (including share-based compensation) paid to employees involved in our principal business operations; and (iii) others, including utility and cloud costs, among others.

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The following table sets forth the breakdown of our cost of sales by nature in absolute amounts and as a percentage of our total cost of sales for the years indicated.

	Year Ended December 31,					
	2023		2024		2025	
	RMB'000	%	RMB'000	%	RMB'000	%
Cost of Sales:						
Flexible workers related costs	333,220	88.6	1,033,646	95.9	2,195,293	96.9
Employee benefit expenses	18,046	4.8	23,874	2.2	31,771	1.4
Others	24,940	6.6	20,599	1.9	37,490	1.7
Total	376,206	100.0	1,078,119	100.0	2,264,554	100.0

Gross Profit and Gross Profit Margin

We recorded gross profit of RMB87.2 million, RMB122.9 million and RMB170.6 million in 2023, 2024 and 2025, respectively, representing gross profit margin of 18.8%, 10.2% and 7.0% respectively, during the same years.

The following table sets forth the breakdown of our gross profit and gross profit margin by major components of revenue for the years indicated.

	Year Ended December 31,					
	2023		2024		2025	
	Gross Profit RMB'000	Gross Profit Margin %	Gross Profit RMB'000	Gross Profit Margin %	Gross Profit RMB'000	Gross Profit Margin %
Gross Profit and Gross Profit Margin:						
One-stop flexible employment solutions	2,860	0.8	23,413	2.2	54,854	2.4
Online recruitment matching services	79,618	80.5	97,723	84.3	112,745	87.0
Others ⁽¹⁾	4,684	34.0	1,746	63.4	3,008	53.3
Total	87,162	18.8	122,882	10.2	170,607	7.0

Note:

- (1) Others mainly represent ancillary business initiatives launched from time to time, such as cloud-based ground promotion services.

Other Income and Gains

Our other income and gains primarily consist of (i) government grants, (ii) interest income, (iii) fair value gains on financial assets at fair value through profit or loss, and (iv) others, including refunds of individual income tax collection service fees. Our gains represent fair value gains on financial assets at fair value through profit or loss.

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The following table sets forth the breakdown of our other income and gains in absolute amounts and as a percentage of our total other income and gains for the years indicated.

	Year Ended December 31,					
	2023		2024		2025	
	RMB'000	%	RMB'000	%	RMB'000	%
Other income						
Government grants	3,294	61.5	3,541	70.3	9,640	87.5
Interest income	109	2.0	315	6.2	450	4.1
Others	372	6.9	273	5.4	105	0.9
Gains:						
Fair value gains on financial assets at fair value through profit or loss	1,584	29.6	910	18.1	821	7.5
Total	5,359	100.0	5,039	100.0	11,016	100.0

Selling and Distribution Expenses

Our selling and distribution expenses primarily consist of (i) marketing and promotion fees, mainly including traffic acquisition and channel promotion fees paid to third-party platforms, (ii) employee benefit expenses, mainly including salaries, bonuses, welfare and share-based compensation paid to our sales personnel, and (iii) others, including travel expenses, IT maintenance fees, rental and utility costs, among others.

The following table sets forth the breakdown of our selling and distribution expenses in absolute amounts and as a percentage of our total selling and distribution expenses for the years indicated.

	Year Ended December 31,					
	2023		2024		2025	
	RMB'000	%	RMB'000	%	RMB'000	%
Selling and Distribution Expenses:						
Marketing and promotion fees	42,596	80.1	54,262	84.7	85,176	88.6
Employee benefit expenses	9,242	17.4	8,837	13.8	9,356	9.7
Share-based compensation	106	0.2	40	0.1	22	0.0
Others	1,253	2.3	890	1.4	1,643	1.7
Total	53,197	100.0	64,029	100.0	96,197	100.0

Administrative Expenses

Our administrative expenses primarily consist of (i) employee benefit expenses, mainly including salaries, bonuses, welfare and share-based compensation paid to our administrative personnel, (ii) office and travel expenses, (iii) professional service fees, mainly including legal and audit fees, and (iv) others, including recruitment fees, utilities, rental and property management fees, and other surcharges.

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The following table sets forth the breakdown of our administrative expenses in absolute amounts and as a percentage of our total administrative expenses for the years indicated.

	Year Ended December 31,					
	2023		2024		2025	
	RMB'000	%	RMB'000	%	RMB'000	%
Administrative Expenses:						
Employee benefit expenses	8,218	60.7	9,840	60.3	11,659	9.7
Share-based compensation	339	2.5	114	0.7	99,276	82.3
Office and travel expenses	1,145	8.5	1,343	8.2	2,433	2.0
Professional service fees	432	3.2	802	4.9	1,141	0.9
Others	3,403	25.1	4,220	25.9	6,118	5.1
Total	13,537	100.0	16,319	100.0	120,627	100.0

Research and Development Expenses

Our research and development expenses primarily consist of (i) employee benefit expenses, mainly including salaries, bonuses and welfare paid to our R&D personnel, (ii) IT and cloud service fees, and (iii) others, including conference and travel expenses incurred by our R&D personnel, rental and property management fees and utility costs, among others.

The following table sets forth the breakdown of our research and development expenses by absolute amounts and as a percentage of our total research and development expenses for the years indicated.

	Year Ended December 31,					
	2023		2024		2025	
	RMB'000	%	RMB'000	%	RMB'000	%
Research and Development Expenses:						
Employee benefit expenses	45,385	89.0	46,738	88.8	54,303	88.1
Share-based compensation	183	0.4	316	0.6	572	0.9
IT and cloud service fees	3,324	6.5	2,743	5.2	2,991	4.9
Others	2,103	4.1	2,867	5.4	3,737	6.1
Total	50,995	100.0	52,664	100.0	61,603	100.0

Share of (Loss)/Profit of an associate

Our share of (loss)/profit of an associate represent the profits and losses from long-term investments in an associate. During the Track Record Period, we recorded share of losses of an associate of RMB0.2 million in 2023 and share of profits of an associate of RMB90 thousand and RMB0.2 million in 2024 and 2025, respectively.

(Impairment Loss)/Reversal of Impairment Loss on the Trade Receivables, Net

(Impairment loss)/reversal of impairment loss on trade receivables, net represents expected credit losses for trade receivables, amounting to RMB0.2 million and RMB0.4 million in 2023 and 2024, respectively. We recorded a reversal of impairment losses of RMB0.2 million in 2025.

Finance Costs

Our finance costs mainly represent (i) interest expense on bank and other borrowings, and (ii) interest on lease liabilities. Our finance costs amounted to RMB0.6 million, RMB2.8 million and RMB6.0 million for the years ended December 31, 2023, 2024 and 2025, respectively.

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Fair value losses of financial liabilities at fair value through profit or loss

Our fair value loss on financial liabilities represents changes in the carrying amount of our equity share with redemption rights issued to pre-[REDACTED] investors. These changes are non-cash in nature. The investments from these pre-[REDACTED] investors were classified as financial liabilities and designated at fair value through profit or loss. See “— Financial Assets at Fair Value Through Profit or Loss.”

We recorded losses from fair value changes of financial liabilities through profit or loss of RMB83.2 million, RMB12.3 million and RMB165.3 million in 2023, 2024 and 2025, respectively, primarily attributable to changes in the valuation of our Company.

TAXATION

We are subject to the relevant PRC income tax rules and regulations. Generally, our operation in the PRC are subject to enterprise income tax on their taxable income in the PRC at a rate of 25%, except where a special preferential rate applies. During the Track Record Period, certain of our subsidiaries in the PRC were accredited as “High and New Technology Enterprises” and therefore entitled to a preferential income tax rate of 15% for a valid period of three years. Other subsidiaries in the PRC were subject to the PRC corporate income tax at the rate of 25% for the years ended December 31, 2023, 2024 and 2025.

YEAR-TO-YEAR COMPARISON OF RESULTS OF OPERATION

Year Ended December 31, 2025 Compared with Year Ended December 31, 2024

Revenue

Our revenue increased by 102.8% from RMB1,201.0 million in 2024 to RMB2,435.2 million in 2025, primarily attributable to the expansion of our one-stop flexible employment solutions business, driven by the increased scale of service offerings for existing enterprise customers and acquisition of new enterprise customers, and to a lesser extent to our online recruitment matching services business.

Revenue from one-stop flexible employment solutions. Our revenue from one-stop flexible employment solutions increased by 112.5% from RMB1,082.3 million in 2024 to RMB2,300.0 million in 2025, driven by both the increased amount of services purchased by existing enterprise customers and orders from new customers. This increase primarily resulted from a variety of factors, including the continued growth in market demand for flexible employment services in recent years, especially among enterprises in the labor-intensive industries with fluctuating staffing needs, such as restaurant, retail, beverage and cafe, and hotel industries. In addition, continued technology-driven industry upgrades and our ongoing enhancement of core service offerings and technology capacity as well as strengthened marketing and promotion efforts have led to growing customer recognition of our one-stop flexible employment solutions as effectively meeting their demands. From 2024 to 2025, the number of enterprise customers using our one-stop flexible employment solutions through our LYGO Platform (靈工打卡) increased from 142 to 319, among which our Key Account Customers increased from 12 in 2024 to 32 in 2025, and revenues from Key Account Customers increased from RMB1,026.0 million in 2024 to RMB2,220.7 million in 2025. Our Key Account Customers net dollar retention rate remained at a high level of 180.5% in 2025, evidencing strong revenue growth from our existing Key Account Customers. In addition, the aggregate number of attendance of flexible workers increased by 114.7% from approximately 7.8 million in 2024 to approximately 16.7 million in 2025, as client demand in sectors, such as catering and retail, and our service execution capabilities continued to grow.

Revenue from online recruitment matching services. Our revenue from online recruitment matching services increased by 11.7% from RMB116.0 million in 2024 to RMB129.5 million in 2025, primarily driven by orders from new customers acquired as we continued to invest in traffic acquisition and channel promotions to attract new customers. In particular, the total number of

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registered enterprise customers increased from nearly 1.7 million as of December 31, 2024 to nearly 2.0 million as of December 31, 2025, and the number of task applications (報名單) received by enterprise customers increased by 15.9% from approximately 34.5 million in 2024 to approximately 40.6 million in 2025.

Cost of Sales

Our cost of sales increased by 110.0% from RMB1,078.1 million in 2024 to RMB2,264.6 million in 2025, primarily due to (i) an increase of RMB1,161.6 million in flexible workers related costs, which was in line with the expansion of our flexible employment services and business growth, (ii) an increase of RMB16.9 million in others, which was mainly as a result of our operational expansion, and (iii) an increase of RMB7.9 million in employee benefit expenses, which was mainly due to higher headcounts as a result of the expansion of our core business departments (including our customer success and platform operation departments).

Gross Profit and Gross Profit Margin

Our gross profit increased by 38.8% from RMB122.9 million in 2024 to RMB170.6 million in 2025, primarily as a result of revenue growth from our one-stop flexible employment solutions business, and our gross profit margin decreased from 10.2% in 2024 to 7.0% in 2025, primarily driven by the significant increase in revenue contribution of one-stop flexible employment solutions, which has a lower gross profit margin. While our overall gross profit margin decreased, the gross profit margin of each of our two business lines improved during the period. Our gross profit margin of one-stop flexible employment solutions increased from 2.2% in 2024 to 2.4% in 2025, and our gross profit margin of online recruitment matching services increased from 84.3% in 2024 to 87.0% in 2025, respectively.

Other Income and Gains

Our other income and gains increased by 118.6% from RMB5.0 million in 2024 to RMB11.0 million in 2025, primarily due to an increase of RMB6.1 million in government grants as we received additional grants from local governments.

Selling and Distribution Expenses

Our selling and distribution expenses increased by 50.2% from RMB64.0 million in 2024 to RMB96.2 million in 2025, primarily due to an increase of RMB30.9 million in marketing and promotion fees, primarily due to higher investment in traffic acquisition and channel promotion.

Administrative Expenses

Our administrative expenses increased by 639.2% from RMB16.3 million in 2024 to RMB120.6 million in 2025, primarily driven by an increase of RMB99.2 million in share-based compensation paid to our administrative personnel in 2025, and to a lesser extent by an increase of RMB1.8 million in employee benefit expenses.

Research and Development Expenses

Our research and development expenses increased by 17.0% from RMB52.7 million in 2024 to RMB61.6 million in 2025, primarily attributable to an increase of RMB7.6 million in employee benefit expenses as a result of the expansion of our R&D team and the corresponding increase in remuneration for core technical personnel, as we accelerated iteration of core products and strengthened the development of new technologies, including our investment in AI related research and development.

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(Impairment loss)/reversal of impairment loss on trade receivables, net

We recorded impairment loss on trade receivables, net of RMB0.4 million in 2024 and a reversal of impairment loss on trade receivables, net of RMB0.2 million in 2025, primarily attributable to lower expected credit loss rate.

Finance Costs

Our finance costs increased from RMB2.8 million in 2024 to RMB6.0 million in 2025, primarily due to the increase of RMB3.2 million in our interest expenses on bank and other borrowings as a result of higher level of bank and other borrowings resulting from our growing operational funding needs. See, “— Indebtedness.”

Fair value losses of financial liabilities at fair value through profit or loss

We recorded fair value losses of financial liabilities through fair value through profit or loss of RMB12.3 million and RMB165.3 million in 2024 and 2025, respectively, primarily due to the increase in the fair value of our equity shares as a result of changes in the valuation of our Company. See Note 23 to the Accountants’ Report in Appendix I to this document for details.

Loss for the Year

As a result of the foregoing, our loss for the year increased from RMB20.9 million in 2024 to RMB269.0 million in 2025.

Year Ended December 31, 2024 Compared with Year Ended December 31, 2023

Revenue

Our revenue increased by 159.2% from RMB463.4 million in 2023 to RMB1,201.0 million in 2024, primarily driven by revenue growth from our one-stop flexible employment solutions business, and to a lesser extent by our online recruitment matching services business.

Revenue from one-stop flexible employment solutions. Our revenue from one-stop flexible employment solutions increased by 208.6% from RMB350.7 million in 2023 to RMB1,082.3 million in 2024, primarily driven by revenue generated from increased amount of services purchased by existing enterprise customers and acquisition of new enterprise customers. From 2023 to 2024, the number of enterprise customers using our one-stop flexible employment solutions increased from 100 in 2023 to 142 in 2024, among which our Key Account Customers increased from 8 in 2023 to 12 in 2024, and revenues generated from our Key Account Customers increased from RMB301.4 million in 2023 to RMB1,026.0 million in 2024. Our Key Account Customers net dollar retention rate remained at a high level of 310.5% in 2024, demonstrating our ability to drive significant revenue expansion from existing Key Account Customers. In addition, the aggregate number of attendance of flexible workers managed by us for enterprise customers increased by 246.5% from approximately 2.2 million in 2023 to approximately 7.8 million in 2024.

Revenue from online recruitment matching services. Our revenue from online recruitment matching services increased by 17.3% from RMB98.9 million in 2023 to RMB116.0 million in 2024, primarily driven by acquisition of new enterprise customers due to our continued traffic acquisition and channel promotion efforts. In particular, the total number of registered enterprise customers increased from nearly 1.4 million as of December 31, 2023 to nearly 1.7 million as of December 31, 2024, and the number of task applications (報名單) received by enterprise customers increased by 24.8% from approximately 24.3 million in 2023 to approximately 34.5 million in 2024.

Cost of Sales

Our cost of sales increased by 186.6% from RMB376.2 million in 2023 to RMB1,078.1 million in 2024, primarily driven by (i) an increase of RMB700.4 million in flexible workers related costs, which was in line with the expansion of our flexible employment services and business growth, and

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(ii) an increase of RMB5.8 million in wages and salaries paid to employees in our core business departments, which was mainly due to expansion of our customer success and platform operation teams as well as higher salaries.

Gross Profit and Gross Profit Margin

Our gross profit increased by 41.0% from RMB87.2 million in 2023 to RMB122.9 million in 2024 as a result of our revenue growth, and our gross profit margin decreased from 18.8% in 2023 to 10.2% in 2024, primarily due to the increased revenue contribution from our one-stop flexible employment solutions business with relatively lower gross profit margin. Each of our two business lines recorded an improvement in gross profit margin on a standalone basis. Our gross profit margin of one-stop flexible employment solutions increased from 0.8% in 2023 to 2.2% in 2024, and our gross profit margin of online recruitment matching services increased from 80.5% in 2023 to 84.3% in 2024, respectively.

Other Income and Gains

Our other income and gains decreased by 6.0% from RMB5.4 million in 2023 to RMB5.0 million in 2024, primarily due to a decrease of RMB0.7 million in fair value gains on financial investments at fair value through profit or loss, partially offset by increases in government grants and interest income.

Selling and Distribution Expenses

Our selling and distribution expenses increased by 20.4% from RMB53.2 million in 2023 to RMB64.0 million in 2024, primarily due to an increase of RMB11.7 million in marketing and promotion costs, which was primarily attributable to our increased investment in traffic acquisition and channel promotion.

Administrative Expenses

Our administrative expenses increased by 20.6% from RMB13.5 million in 2023 to RMB16.3 million in 2024, primarily due to (i) an increase of RMB1.6 million in employee benefit expenses as a result of higher administrative overheads to support the continued expansion of our business scale and growing operations, and (ii) an increase of RMB0.8 million in others.

Research and Development Expenses

Our research and development expenses remained relatively stable at RMB51.0 million and RMB52.7 million in 2023 and 2024, respectively.

(Impairment loss)/reversal of impairment loss on trade receivables, net

Our impairment loss on trade receivables, net increased from RMB0.2 million in 2023 to RMB0.4 million in 2024, primarily attributable to the increased trade receivables in line with our business growth.

Finance Costs

Our finance costs increased from RMB0.6 million in 2023 to RMB2.8 million in 2024, primarily due to an increase of RMB2.2 million in interest on bank and other borrowings as a result of a higher level of bank and other borrowings to meet the increased funding requirements in response to our continued business expansion. See, “— Indebtedness.”

Fair value losses of financial liabilities at fair value through profit or loss

We recorded fair value losses of financial liabilities through fair value through profit or loss of RMB83.2 million and RMB12.3 million in 2023 and 2024, respectively, primarily due to changes in the fair value of our equity shares as a result of changes in the valuation of our Company. See Note 23 to the Accountants’ Report in Appendix I to this document for details.

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Loss for the Year

As a result of the foregoing, our loss for the year decreased from RMB110.2 million in 2023 to RMB20.9 million in 2024.

DISCUSSION OF CERTAIN KEY ITEMS 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, which have been extracted from the Accountants’ Report in Appendix I to this document.

	As of December 31,		
	2023	2024	2025
	(RMB in thousands)		
Total non-current assets	3,331	5,741	4,374
Total current assets	148,286	233,893	460,568
Total assets	151,617	239,634	464,942
Total non-current liabilities	—	810	—
Total current liabilities	681,300	788,847	1,183,672
Total liabilities	681,300	789,657	1,183,672
Net current liabilities	(533,014)	(554,954)	(723,104)
Net liabilities	(529,683)	(550,023)	(718,730)
Total deficits	(529,683)	(550,023)	(718,730)

Current Assets and Current Liabilities

The following table sets forth our current assets and current liabilities as of the dates indicated.

	As of December 31,			As of
	2023	2024	2025	May 31,
	(RMB in thousands)			2026
				(Unaudited)
Current assets:				
Trade receivables	55,098	152,570	330,142	433,768
Prepayments, other receivables and other assets	5,888	7,907	12,178	21,017
Amounts due from related parties	2,574	3,592	3,715	9,236
Financial assets at fair value through profit or loss	57,083	52,560	20,079	19,761
Restricted cash	—	—	5,000	—
Cash and cash equivalents	27,643	17,264	89,454	109,960
Total current assets	148,286	233,893	460,568	593,742

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	As of December 31,			As of May 31,
	2023	2024	2025	2026
	(RMB in thousands)			(Unaudited)
Current liabilities:				
Trade payables	25,865	57,005	132,490	168,742
Other payables and accruals	16,810	25,001	44,821	51,088
Contract liabilities	9,795	9,266	10,971	11,049
Amounts due to related parties	—	88	1,244	4,009
Lease liabilities	956	1,571	810	—
Financial liabilities at fair value through profit or loss	577,335	589,609	754,954	1,005,829
Interest-bearing bank and other borrowings	50,539	106,307	238,382	320,452
Total current liabilities	681,300	788,847	1,183,672	1,561,169
Net current liabilities	(533,014)	(554,954)	(723,104)	(967,427)

We recorded net current liabilities of RMB533.0 million, RMB555.0 million, RMB723.1 million and RMB967.4 million as of December 31, 2023, 2024, 2025 and May 31, 2026, respectively, primarily due to the significant amounts of financial liabilities at fair value through profit or loss in connection with equity shares with redemption rights issued to investors, which are recorded as current liabilities. Our equity shares with redemption rights issued to investors will be re-designated from liabilities to equity as a result of the termination of redemption rights upon the [REDACTED], after which we do not expect to recognize any further financial liabilities and will return to a net current assets position from a net current liabilities position.

Our net current liabilities increased from RMB723.1 million as of December 31, 2025 to RMB967.4 million as of May 31, 2026. The increase was mainly due to (i) an increase in financial liabilities at fair value through profit or loss of RMB250.9 million as a result of the change in the valuation of our Company, (ii) an increase in interest-bearing bank and other borrowings of RMB82.1 million as a result of adjustments for operational funding needs, (iii) an increase in trade payables of RMB36.3 million in line with our business growth, and (iv) an increase in other payables and accruals of RMB6.3 million, partially offset by (i) an increase in trade receivables of RMB103.6 million in line with our business growth, and (ii) an increase in cash and cash equivalents of RMB20.5 million.

Our net current liabilities increased from RMB555.0 million as of December 31, 2024 to RMB723.1 million as of December 31, 2025, primarily due to (i) an increase of RMB19.8 million in other payables and accruals, (ii) an increase of RMB132.1 million in interest-bearing bank and other borrowings as a result of adjustments for operational funding needs, and (iii) an increase of RMB165.3 million in financial liabilities at fair value through profit or loss primarily due to the increase in the fair value of our equity shares as a result of changes in the valuation of our Company, and (iv) a decrease of RMB32.5 million in financial assets at fair value through profit or loss, partially offset by (i) an increase of RMB177.6 million in trade receivables in line with our business growth and (ii) an increase of RMB72.2 million in cash and cash equivalents.

Our net current liabilities increased from RMB533.0 million as of December 31, 2023 to RMB555.0 million as of December 31, 2024, primarily due to (i) an increase of RMB55.8 million in interest-bearing bank and other borrowings, (ii) an increase of RMB8.2 million in other payables

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and accruals, and (iii) a decrease of RMB10.4 million in cash and cash equivalents, and (iv) an increase of RMB12.3 million in financial liabilities at fair value through profit or loss primarily due to the increase in the fair value of our equity shares as a result of changes in the valuation of our Company, partially offset by an increase of RMB97.5 million in trade receivables in line with our business growth.

Trade Receivables

Our trade receivables primarily represent outstanding amounts of service fees due from our enterprise customers. The credit terms granted by us are generally up to one month.

Our trade receivables increased from RMB55.1 million as of December 31, 2023 to RMB152.6 million as of December 31, 2024, and further increased to RMB330.1 million as of December 31, 2025. The increases in our trade receivables were generally in line with our robust revenue growth. As of December 31, 2023, 2024 and 2025, we recorded provision for impairment of trade receivables of RMB0.7 million, RMB1.1 million and RMB0.8 million, respectively.

The following table sets forth the details of our trade receivables as of the dates indicated.

	As of December 31,		
	2023	2024	2025
	<i>(RMB in thousands)</i>		
Trade receivables:			
Trade receivables	55,819	153,683	330,962
Impairment	(721)	(1,113)	(820)
Total	55,098	152,570	330,142

The following table sets forth the aging analysis of our trade receivables, net of impairment, as of the dates indicated.

	As of December 31,		
	2023	2024	2025
	<i>(RMB in thousands)</i>		
Trade receivables:			
Within 1 year	54,919	152,448	329,782
1 to 2 years	169	82	339
2 to 3 years	10	40	21
Total	55,098	152,570	330,142

The following table sets forth our trade receivable turnover days for the years indicated.

	For the Year Ended December 31,		
	2023	2024	2025
Trade receivable turnover days ⁽¹⁾	30.4	31.8	36.3

Note:

- (1) Trade receivables turnover days for the year equal the average of the beginning and ending balances of trade receivables divided by revenue for that year and multiplied by 365 days.

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Our trade receivable turnover days remained relatively stable at 30.4 days, 31.8 days, and 36.3 days in 2023, 2024 and 2025, respectively, primarily because we generally granted customers the credit terms of approximately one month, and payments from customers were generally settled within approximately one month.

As of May 31, 2026, RMB326.4 million, or 98.4%, of our trade receivables as of December 31, 2025 had been settled.

Prepayments, Other Receivables and Other Assets

Our prepayments, other receivables and other assets primarily consist of advances to third-party platform providers for advertising placement and traffic acquisition, performance security deposits, rental deposits and staff advance fund receivables.

The following table sets forth our prepayments, other receivables and other assets as of the dates indicated.

	As of December 31,		
	2023	2024	2025
	<i>(RMB in thousands)</i>		
Prepayments, other receivables and other assets:			
Prepayments	4,790	5,927	7,273
Value-added tax recoverable	159	606	2,673
Deposits and other receivables	939	1,374	2,232
Impairment allowance	—	—	—
Total	5,888	7,907	12,178

Our prepayments, other receivables and other assets increased from RMB5.9 million as of December 31, 2023 to RMB7.9 million as of December 31, 2024, mainly due to an increase of RMB1.1 million in prepayments to suppliers, primarily due to the increased purchase of advertising and traffic acquisition services in response to our business growth.

Our prepayments, other receivables and other assets further increased from RMB7.9 million as of December 31, 2024 to RMB12.2 million as of December 31, 2025, primarily due to (i) an increase of RMB2.1 million in value-added tax recoverable as a result of our business growth, (ii) an increase of RMB1.3 million in prepayments, and (iii) an increase of RMB0.9 million in deposits and other receivables.

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Amounts Due from Related Parties

The following table sets forth a breakdown of our amounts due from as of the dates indicated:

	As of December 31,		
	2023	2024	2025
	<i>(RMB in thousands)</i>		
Trade related:			
Amounts due from related parties			
Hangzhou Qingtuan She Internet Co., Ltd.	45	50	50
Cathay Insurance Co., Ltd.	—	1,719	295
Alipay Payment Technology Co., Ltd.	10	10	—
Alipay (Hangzhou) Digital Service Technology Co., Ltd.	698	704	782
Total	753	2,483	1,127
Non-trade related:			
Amounts due from related parties			
Lin Xiaolei	1,821	1,109	2,588
Total	2,574	3,592	3,715

Our amounts due from related parties primarily represent amounts to be paid by related parties (i) of trade nature, for the cloud-based ground promotion services we provided; (ii) of non-trade nature, that are loans, representing the loans we made to an individual related party, which had been fully settled as of the Latest Practicable Date. See, “History, Development and Corporate Structure — Capitalization of Our Company” and Note 29 of the Accountants’ Report in Appendix I to this document; and (iii) that are prepayments, primarily representing prepayments paid to related parties for payment processing services and commercial insurance services provided to us. The balances of trade nature are unsecured and non-interest bearing. The balances of non-trade nature are unsecured and interest-bearing at 3.06% annum and repayable on demand. Our Directors confirm that our transactions with related parties during the Track Record Period were conducted on an arm’s-length basis, and they did not distort our results of operations or make our historical results not reflective of our future performance.

Our amounts due from related parties increased by 38.5% from RMB2.6 million as of December 31, 2023 to RMB3.6 million as of December 31, 2024, primarily because we purchased commercial insurance services from Cathay Insurance Co., Ltd and made prepayments to it. Our amounts due from related parties increased by 2.8% from RMB3.6 million as of December 31, 2024 to RMB3.7 million as of December 31, 2025, primarily attributable to loans made to Mr. Lin Xiaolei, which had been fully settled as of the Latest Practicable Date, partially offset by a decrease in amounts due from related parties of trade nature.

Financial Assets at Fair Value through Profit or Loss

Our financial assets at fair value through profit or loss consists of (i) wealth management products issued by commercial banks in Chinese mainland at variable interest with a maturity period of less than one year; and (ii) investment other unlisted investments, which are stated at fair value.

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The following table sets forth the breakdown of our financial assets at fair value through profit or loss as of the dates indicated.

	As of December 31,		
	2023	2024	2025
	<i>(RMB in thousands)</i>		
Current:			
Wealth management products	57,083	52,560	20,079
Non-current:			
Other unlisted investments, at fair value	—	1,000	1,000
Total	57,083	53,560	21,079

Our financial assets at fair value through profit or loss decreased from RMB57.1 million as of December 31, 2023 to RMB53.6 million as of December 31, 2024, and further decreased to RMB21.1 million as of December 31, 2025, primarily due to the decrease in wealth management products from RMB57.1 million as of December 31, 2023 to RMB52.6 million as of December 31, 2024 and further to RMB20.1 million as of December 31, 2025, as we adjusted our investment amounts in wealth management products.

With regard to the purchase of wealth management products, we manage and evaluate our financial investments on a fair value basis in line with our business needs and investment strategy. We use idle cash and bank balances to invest in highly liquid, low-risk capital management products to enhance returns while controlling risks. Our finance department is responsible for proposing, analyzing and monitoring such investments under established internal policies and guidelines. Our management team has experience in overseeing financial and treasury management activities. Material investments in wealth management products, as well as significant changes to our investment portfolio, require approval from the officer overseeing financial matters and the authorization from the Board.

Prior to making an investment, we will evaluate the sufficiency of our remaining working capital for our business needs, operating activities, research and development need, and capital expenditures to assess and determine the amount available for investment following the proposed transaction. We adopt a prudent approach in selecting financial assets. Our investment strategy related to financial assets focuses on prudently minimizing financial risks by aligning investment maturities with anticipated operating cash needs, while aiming to deliver stable and reasonable returns to benefit our shareholders. We make investment decisions related to financial assets on a case-by-case basis after thoroughly considering a number of factors, including but not limited to the macro-economic environment, general market conditions, risk control and credit of invested subjects, our own working capital conditions, and the expected profit or potential loss of the investment. To control our risk exposure, we have in the past sought and may continue in the future to seek other low-risk wealth management products. After the [REDACTED], we intend to continue our investment in wealth management products strictly in compliance with internal policies and guidelines, Articles of Association, and the requirements under Chapter 14 of the Listing Rules.

Cash and Cash Equivalents

We had cash and cash equivalents of RMB27.6 million, RMB17.3 million and RMB89.5 million as of December 31, 2023, 2024 and 2025, respectively. See “— Liquidity and Capital Resources — Cash Flow Analysis.”

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Right-of-use Assets

Our right-of-use assets represent our leased properties. The carrying amount of our right-of-use assets increased from RMB1.6 million as of December 31, 2023 to RMB2.9 million as of December 31, 2024, primarily due to additional lease agreements entered into in 2024. The carrying amount of our right-of-use assets decreased from RMB2.9 million as of December 31, 2024 to RMB1.3 million as of December 31, 2025, primarily due to depreciation of existing leases.

Trade Payables

Our trade payables primarily include (i) remuneration payable to flexible workers, mainly representing unsettled amounts payable to flexible workers and amounts pending withdrawal by flexible workers through our platform; and (ii) amounts due to our suppliers for channel promotion services and cloud server services. Our trade payables increased from RMB25.9 million as of December 31, 2023 to RMB57.0 million as of December 31, 2024, and further increased to RMB132.5 million as of December 31, 2025, which was in line with our business growth.

We are generally granted a credit period of 30 days by our suppliers on purchases of services.

The following table sets forth the breakdown of our trade payables by nature as of the dates indicated.

	As of December 31,		
	2023	2024	2025
	<i>(RMB in thousands)</i>		
Trade Payable:			
Remuneration of flexible workers	24,767	55,891	130,265
Other trade payables	1,098	1,114	2,225
Total	25,865	57,005	132,490

The following table sets forth the aging analysis of our trade payables as of the dates indicated.

	As of December 31,		
	2023	2024	2025
	<i>(RMB in thousands)</i>		
Trade Payables:			
Within 1 year	25,865	56,996	132,481
1 to 2 years	—	9	9
Total	25,865	57,005	132,490

As of May 31, 2026, RMB132.5 million, or 92.3%, of our trade payables as of December 31, 2025 had been settled.

Other Payables and Accruals

Our other payables and accruals primarily consist of (i) salary payables to our employees, (ii) other tax payables, mainly including VAT payables and (iii) other payables, mainly representing security deposits and miscellaneous payables.

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The following table sets forth our other payables and accruals as of the dates indicated.

	As of December 31,		
	2023	2024	2025
	(RMB in thousands)		
Other payables and accruals:			
Salary payables	10,803	12,561	16,227
Other tax payables	4,317	8,245	21,703
Other payables	1,690	4,195	6,891
Total	16,810	25,001	44,821

Our other payables and accruals increased from RMB16.8 million as of December 31, 2023, to RMB25.0 million as of December 31, 2024, primarily driven by an increase of RMB3.9 million in other tax payables in line with our business growth. Our other payables and accruals further increased to RMB44.8 million as of December 31, 2025, primarily driven by an increase of RMB13.5 million in other tax payables as our business continued to expand.

Contract Liabilities

Our contract liabilities mainly arise from the advance payments received from our enterprise customers for our online recruitment matching services yet to be provided through our *Qing Tuan She* (青團社) platform. Our contract liabilities remained relatively stable at RMB9.8 million, RMB9.3 million and RMB11.0 million as of December 31, 2023, 2024 and 2025, respectively.

Amounts Due to Related Parties

The following table sets forth a breakdown of our amounts due to related parties as of the dates indicated:

	As of December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Trade related:			
Amounts due to related parties			
Cathay Insurance Co., Ltd.	—	88	1,244

Our amounts due to related parties were nil, RMB88.0 thousand and RMB1.2 million as of December 31, 2023, 2024 and 2025, respectively. Our amounts due to related parties primarily represent amounts payable to Cathay Insurance Co., Ltd. of trade nature for the commercial insurance services provided to us.

Interest-bearing Bank and Other Borrowings

Our interest-bearing bank and other borrowings consist of bank loans with a maturity period of less than one year or on demand, including secured and non-secured, and other borrowings. Our interest-bearing bank and other borrowings were RMB50.5 million, RMB106.3 million and RMB238.4 million as of December 31, 2023, 2024 and 2025, respectively. All of our interest-bearing bank and other borrowings are denominated in RMB and are adjusted according to our operational needs. For details of the effective interest rates and maturity of our bank loans and other borrowings, see Note 22 to the Accountants' Report in Appendix I to this document.

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Our Directors confirm that as of the Latest Practicable Date, the agreements under our borrowings did not contain any covenant that would have a material adverse effect on our ability to make additional borrowings or issue debt or equity securities in the future. Our Directors further confirm that we had no defaults in bank and other borrowings, nor did we breach any covenants (that were not waived) during the Track Record Period and up to the Latest Practicable Date. Our Directors further confirm that during the Track Record Period and up to the Latest Practicable Date, we did not experience any material difficulties in obtaining credit facilities, or withdrawal of facilities or requests for early repayment. As of May 31, 2026, being the most recent practicable date for determining our indebtedness, we had unutilized committed credit facilities of RMB319.7 million. Our Directors confirm that there has not been any material change in our indebtedness since the Latest Practicable Date and as of the date of this document.

Lease Liabilities

Our lease liabilities primarily represent the amount to be paid for leased properties for office space. Our lease liabilities increased from RMB1.0 million as of December 31, 2023 to RMB2.4 million as of December 31, 2024, and then decreased to RMB0.8 million as of December 31, 2025. The current portion of our lease liabilities amounted to RMB1.0 million, RMB1.6 million and RMB0.8 million as of December 31, 2023, 2024 and 2025, respectively. The non-current portion of our lease liabilities amounted to nil, RMB0.8 million and nil as of December 31, 2023, 2024 and 2025, respectively. The increase in our lease liabilities from 2023 to 2024 was primarily attributable to the extension of existing leases. The lease term was renewed from one year to two years in 2024, with lease payments made on a semi-annual basis. As a result, a portion of the outstanding lease payments under the two-year lease agreements was recognized as non-current lease liabilities, while the remaining portion was recognized as current lease liabilities. The decrease in our lease liabilities from 2024 to 2025 was primarily as a result of payments made for the existing lease.

TRANSACTIONS WITH RELATED PARTIES

With respect to the related party transactions set forth in Note 29 of the Accountants’ Report in Appendix I to this document, our Directors confirm that these transactions were conducted on normal commercial terms or such terms that were no less favourable to our Group than those available to Independent Third Parties and were fair and reasonable and in the interest of our Shareholders as a whole.

LIQUIDITY AND CAPITAL RESOURCES

During the Track Record Period and up to the Latest Practicable Date, we funded our cash requirements principally from cash generated from our business operations, bank and other loans and capital contribution from shareholders. After the [REDACTED], we intend to finance our future capital requirements through cash generated from our business operations, the [REDACTED] from the [REDACTED], and if needed, other future equity or debt financings. We currently do not anticipate any changes to the availability of financing to fund our operations in the near future.

Cash Flow Analysis

The following table sets forth our cash flows for the years indicated.

	For the Year Ended December 31,		
	2023	2024	2025
	<i>(RMB in thousands)</i>		
Net cash flows used in operating activities	(37,921)	(66,916)	(79,441)
Net cash flows from investing activities	11,848	5,282	27,133
Net cash flows from financing activities	48,058	51,255	124,498
Net increase/(decrease) in cash and cash equivalents	21,985	(10,379)	72,190
Cash and cash equivalents at the beginning of year	5,658	27,643	17,264
Cash and cash equivalents at end of year	27,643	17,264	89,454

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Net cash flows used in operating activities

In 2025, net cash used in operating activities were RMB79.4 million, primarily consisting of our loss before tax of RMB269.0 million, adjusted for certain non-cash and non-operating items. Adjustments for certain non-cash and non-operating items primarily include (i) fair value losses of financial liabilities at fair value through profit or loss of RMB165.3 million, (ii) share-based payment expenses of RMB100.3 million, (iii) finance costs of RMB6.0 million, and (iv) depreciation of right-of-use assets of RMB1.6 million. The amount was further adjusted by changes in working capital, which primarily resulted from (i) an increase in other payables and accruals of RMB19.8 million, (ii) an increase in trade payables of RMB75.5 million, and (iii) an increase in contract liabilities of RMB1.7 million, partially offset by (i) an increase in trade receivables of RMB177.4 million, and (ii) an increase in prepayments, other receivables and other assets of RMB4.3 million.

In 2024, net cash used in operating activities were RMB66.9 million, primarily consisting of our loss before tax of RMB20.9 million, adjusted for certain non-cash and non-operating items. Adjustments for certain non-cash and non-operating items primarily include (i) fair value losses of financial liabilities at fair value through profit or loss of RMB12.3 million, (ii) finance costs of RMB2.8 million, and (iii) depreciation of right-of-use assets of RMB1.9 million. The amount was further adjusted by changes in working capital, which primarily resulted from an increase in other payables and accruals of RMB8.2 million, partially offset by (i) an increase in trade receivables of RMB97.9 million, and (ii) an increase in prepayments, other receivables and other assets of RMB2.0 million.

In 2023, net cash used in operating activities were RMB37.9 million, primarily consisting of our loss before tax of RMB110.2 million, adjusted for certain non-cash and non-operating items. Adjustments for certain non-cash and non-operating items primarily include (i) fair value losses of financial liabilities at fair value through profit or loss of RMB83.2 million, (ii) depreciation of right-of-use assets of RMB1.9 million, (iii) share-based payment expenses of RMB0.7 million, and (iv) finance costs of RMB0.6 million. The amount was further adjusted by changes in working capital, which primarily resulted from (i) an increase in trade receivables of RMB34.4 million and (ii) a decrease in other payables and accruals of RMB7.8 million, partially offset by (i) an increase in trade payables of RMB24.1 million, (ii) a decrease in amounts due from related parties of RMB4.4 million and (iii) a decrease in prepayments, other receivables and other assets of RMB1.0 million.

Our net cash outflow position during the Track Record Period was primarily attributable to our rapid business growth, which required additional working capital investment to support its expansion. In view of our net operating cash outflows during the Track Record Period, we plan to improve our net cash flow position and continue to strengthen our working capital management and enhance capital utilization efficiency. For instance, we will continue to optimize our customer credit management mechanism by strengthening customer onboarding review, credit assessment and ongoing monitoring, and adopt differentiated settlement arrangements based on customers’ credit profiles and further enhance the management of settlement cycles, overdue collection and late payment mechanisms to accelerate accounts receivable collection. In addition, we will enhance our existing IT systems to monitor customer receivables in real time and improve the efficiency of accounts receivable management. We will also continue to plan our working capital arrangement based on our business development needs and improve the efficiency of capital allocation, while supporting sustainable business growth. Furthermore, we will continue to enhance our financial and internal control systems, strengthen end-to-end management of cash inflows and outflows and improve working capital turnover efficiency to maintain working capital at an appropriate level.

Net cash flows from investing activities

In 2025, net cash flows from investing activities were RMB27.1 million, primarily attributable to maturity of financial assets through profit or loss of RMB486.8 million, partially offset by (i) purchases of financial assets at fair value through profit or loss of RMB453.5 million, (ii) an increase in restricted cash of RMB5.0 million, and (iii) an increase in amounts due from related parties of RMB1.2 million.

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In 2024, net cash flows from investing activities were RMB5.3 million, primarily attributable to maturity of financial assets through profit or loss of RMB506.4 million and a decrease in amounts due from related parties of RMB0.8 million, partially offset by purchases of financial assets at fair value through profit or loss of RMB502.0 million.

In 2023, net cash flows from investing activities were RMB11.8 million, primarily attributable to maturity of financial assets through profit or loss of RMB499.3 million, partially offset by (i) purchases of financial assets at fair value through profit or loss of RMB485.6 million, and (ii) an increase in amounts due from related parties of RMB1.8 million.

Net cash flows from financing activities

In 2025, net cash flows from financing activities were RMB124.5 million, primarily attributable to proceeds from bank and other loans of RMB1,765.3 million, partially offset by (i) repayment of bank and other loans of RMB1,633.2 million, (ii) interest paid for interest-bearing bank and other borrowings of RMB5.9 million, and (iii) principal portion of lease payments of RMB1.6 million.

In 2024, net cash flows from financing activities were RMB51.3 million, primarily attributable to proceeds from bank and other loans of RMB311.0 million, partially offset by (i) repayment of bank and other loans of RMB255.2 million, (ii) interest paid for interest-bearing bank and other borrowings of RMB2.7 million, and (iii) principal portion of lease payments of RMB1.7 million.

In 2023, net cash flows from financing activities were RMB48.1 million, primarily attributable to proceeds from bank and other loans of RMB53.5 million, partially offset by (i) repayment of bank and other loans of RMB3.0 million, (ii) principal portion of lease payments of RMB1.9 million, and (iii) interest paid for interest-bearing bank and other borrowings of RMB0.6 million.

Working Capital Sufficiency

Taking into account the financial resources available to us, including anticipated cash flow from our business operations, existing cash on hand (including cash and cash equivalents, the current portion of our financial assets at fair value through profit or loss, and unutilized committed credit facilities), and the estimated [REDACTED] from the [REDACTED], our Directors are of the view that we have sufficient working capital to meet our present needs and for the next twelve months from the date of this document.

INDEBTEDNESS

The following table sets forth the breakdown of our indebtedness as of the dates indicated.

	As of December 31,			As of
	2023	2024	2025	May 31,
				2026
				(Unaudited)
	(RMB in thousands)			
Current:				
Interest-bearing bank and other borrowings	50,539	106,307	238,382	320,452
Lease liabilities	956	1,571	810	—
Non-current:				
Lease liabilities	—	810	—	—
Total	51,495	108,688	239,192	320,452

For further details, see “— Discussion of Certain Key Items of Consolidated Statements of Financial Position.”

CONTINGENT LIABILITIES

During the Track Record Period and up to the Latest Practicable Date, we did not have any material contingent liabilities. Our Directors confirm that there has been no material change in our contingent liabilities as of the Latest Practicable Date. Save as otherwise disclosed under sections

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headed “— Indebtedness” and “— Capital Expenditures and Commitments — Capital Commitments”, as of June 18, 2026, being the latest practicable date for determining our indebtedness, we did not have any outstanding mortgages, charges, debentures, other issued debt capital, bank overdrafts, borrowings, liabilities under acceptance or other similar indebtedness, hire purchase commitments, guarantees or other material contingent liabilities.

KEY FINANCIAL RATIOS

The following table sets forth certain of our key financial ratios for the years indicated.

	For the Year Ended/As of December 31,		
	2023	2024	2025
Revenue growth rate	N/A	159.2%	102.8%
Trade receivables turnover days ⁽²⁾	30.4	31.8	36.3

Notes:

- (1) Trade receivables turnover days for the year equal the average of the beginning and ending balances of trade receivables divided by revenue for that year and multiplied by 365 days.

OFF-BALANCE SHEET COMMITMENTS AND ARRANGEMENTS

As of the Latest Practicable Date, we had not entered into any financial guarantees or other commitments to guarantee the payment obligations of any third parties. We have not entered into any derivative contracts that are indexed to our shares and classified as Shareholder’s equity or that are not reflected in our consolidated financial statements. Furthermore, we do not have any retained or contingent interest in assets transferred to an unconsolidated entity that serves as credit, liquidity or market risk support to such entity. We do not have any variable interest in any unconsolidated entity that provides financing, liquidity, market risk or credit support to us or engages in leasing, hedging or product development services with us.

FINANCIAL RISK DISCLOSURE

We are exposed to a variety of financial risks, including interest rate risk, credit risk and liquidity risk. Our overall risk management program focuses on these financial risks and seeks to minimize potential adverse effects on our financial performance. Our Board reviewed and agreed the risk management policies. For a detailed analysis of our financial risks, see Note 32 to the Accountants’ Report in Appendix I to this document.

DIVIDEND AND DIVIDEND POLICY

No dividend has been paid or declared by our Company and our subsidiaries during the Track Record Period. As of the Latest Practicable Date, we did not have a formal dividend policy or a fixed dividend distribution ratio. PRC laws require that dividends be paid only out of our distributable profits. Distributable profits are our after-tax profits, less appropriations to statutory and other reserves that we are required to make. Pursuant to our Articles of Association, our Board may declare dividends in the future after taking into account our results of operations, financial conditions, cash requirements and availability, and other factors as it may deem relevant at such time. Any declaration and payment as well as the amount of dividends will be subject to our Articles of Association, applicable PRC laws and approval by our Shareholders.

After the [REDACTED], we may declare and pay dividends mainly by cash or by stock that we consider appropriate. Decisions to declare or to pay any dividends in the future, will depend on, among other things, our Company’s profitability, operations and development plans, external financing environment, costs of capital, our Company’s cash flows and other factors that our Directors may consider relevant. Our ability to distribute dividends in the future also depends on whether we can receive dividends from our subsidiaries.

THIS DOCUMENT IS IN DRAFT FORM, INCOMPLETE AND SUBJECT TO CHANGE AND THAT THE INFORMATION MUST BE READ IN CONJUNCTION WITH THE SECTION HEADED “WARNING” ON THE COVER OF THIS DOCUMENT.

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DISTRIBUTABLE RESERVES

As of December 31, 2025, we did not have any distributable reserves available for distribution to our shareholders.

[REDACTED]

[REDACTED]

NO MATERIAL ADVERSE CHANGE

Our Directors have confirmed 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, being the end date of our latest consolidated financial statements, and there has been no event since December 31, 2025 that would materially affect the information shown in the Accountants’ Report set out in Appendix I to this document.

DISCLOSURE UNDER RULES 13.13 TO 13.19 OF THE LISTING RULES

Our Directors confirm that, as of the Latest Practicable Date, there was no circumstance that would give rise to a disclosure requirement under Rules 13.13 to 13.19 of the Listing Rules.

UNAUDITED PRO FORMA STATEMENT OF ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS

Please refer to “Appendix II — [REDACTED]” for further details.

FUTURE PLANS AND USE OF [REDACTED]

FUTURE PLANS

See “Business — Our Strategies” in this document for a detailed description of our future plans.

USE OF [REDACTED]

Assuming an [REDACTED] of HK\$[REDACTED] per Share (being the mid-point of the [REDACTED] Range of between HK\$[REDACTED] and HK\$[REDACTED] per Share), we estimate that we will receive [REDACTED] of approximately HK\$[REDACTED] million from the [REDACTED] after deducting the [REDACTED] and other estimated expenses paid and payable by us in connection with the [REDACTED] and assuming that the [REDACTED] is not exercised.

In line with our strategies, we intend to use our [REDACTED] in the next five years from the [REDACTED] for the purposes and in the amounts set forth below:

- Approximately [REDACTED]% of the [REDACTED], or approximately HK\$[REDACTED] million, will be used for enhancing our research and development capabilities as well as improving and expanding our platform and service capabilities. In particular:
 - o Approximately [REDACTED]% of the [REDACTED], or approximately HK\$[REDACTED] million, will be used to develop and enhance our AI agents for flexible employment services. We plan to further invest in the development of our AI technology infrastructure and foundational capabilities to drive operational efficiency and cost reductions for our customers. For flexible worker users, we intend to enhance multimodal AI capabilities to improve user experience and engagement, while for enterprise customers, we plan to build intelligent agents that support one-stop flexible employment planning, staffing decisions and fulfillment management. In particular, we intend to expand the application of AI across our platform and establish closed-loop workflows in key processes to enable intelligent matching between flexible workers’ skills and employers’ requirements, more precise recommendations and efficient management as well as reduced manual intervention, such as real-time supply-and-demand matching, scheduling optimization and proactive engagement systems connecting both enterprise customers and flexible workers. We optimize AI-assisted assessment and interview, AI-empowered clock-in, AI check and AI assistant in a copilot way. For details, see “Business — Our Business — One-stop Flexible Employment Solutions.” We also develop additional capabilities, such as personal assistant for individual users, intelligent dispatch engine, and AI scheduling. See, “Business — Technology — Our Key Technologies.” We will continue to invest in algorithm and data engineering, cloud and/or GPU computing resources, AI-related infrastructure and the expansion of our AI and data teams to support our AI-related R&D initiatives.
 - o Approximately [REDACTED]% of the [REDACTED], or approximately HK\$[REDACTED] million, will be used to further develop and enhance the mini-programs and mobile applications that support our one-stop flexible employment solutions. We plan to continue upgrading and optimizing key functional modules across the flexible employment workflow, including recruitment, interviewing, scheduling, performance assessment and payroll calculation, among others. We also intent to deepen our accumulation and utilization of data assets to improve operational efficiency and service capabilities. In addition, we will continue to iterate and enhance the functionality of our mini-programs and mobile applications to improve the user experience for flexible workers, particularly with respect to innovative tools like task bidding and track record accumulation, which help thousands of people enjoy a convenient and transparent experience with self-respect and dignity.

FUTURE PLANS AND USE OF [REDACTED]

- o Approximately [REDACTED]% of the [REDACTED], or approximately HK\$[REDACTED] million, will be used to support the continued development of our *Qing Tuan She* (青團社) platform and its mobile application. We plan to further enhance the platform’s technology infrastructure and core functionalities, including intelligent recommendation algorithms, task matching systems, user growth tools and community features, to improve user experience and platform efficiency. Through these investments, we intend to drive the continued expansion of our flexible employment user base and further enhance the value of our *Qing Tuan She* (青團社) platform and ecosystem.
- Approximately [REDACTED]% of the [REDACTED], or approximately HK\$[REDACTED] million, will be used to continuously advance our sales and marketing capabilities, further increase market penetration and promote business expansion into overseas markets, including:
 - o Approximately [REDACTED]% of the [REDACTED], or approximately HK\$[REDACTED] million will be used to strengthen our internal sales and marketing capacities for our one-stop flexible employment solutions business to enhance enterprise customer acquisition and drive our continued business growth. We plan to expand our sales force and further develop our business development functions to increase market penetration and improve customer coverage. In addition, we intend to enhance the brand awareness and industry influence of our LYGO Platform (靈工打卡) through a variety of marketing and promotional initiatives, including hosting industry summits and thematic closed-door seminars, participating in large-scale industry exhibitions and conferences, and publishing industry research reports. Through these efforts, we aim to strengthen our market position, attract new enterprise customers and support the sustainable growth of our flexible employment solutions business.
 - o Approximately [REDACTED]% of the [REDACTED], or approximately HK\$[REDACTED] million will be used for customer acquisition and market promotion initiatives for our *Qing Tuan She* (青團社) online recruitment matching services. On the one hand, we plan to strengthen our marketing and business development efforts to continuously acquire new enterprise customers each year and further expand our customer base. On the other hand, we intend to enhance individual flexible worker user acquisition and brand awareness of our *Qing Tuan She* (青團社) platform by increasing traffic acquisition and promotional activities through various online channels, including in-app information feeds, short-video platforms and traffic acquisition on third-party social media platforms, thereby expanding the scale of our flexible worker user community and increasing user engagement.
- Approximately [REDACTED]% of the [REDACTED], or approximately HK\$[REDACTED] million, will be allocated to potential strategic investment and acquisition opportunities. We intend to pursue investment and acquisition targets that complement our existing business and support our long-term growth strategy, particularly in areas related to AI applications in employment services, vocational training and flexible employment solutions. We will identify and evaluate technology-driven companies with capabilities in emerging fields, such as artificial intelligence and big data, as well as businesses that offer strategic operational or customer synergies with our human resources service offerings. As of the Latest Practicable Date, we have not identified any potential investment or acquisition target or entered into any definite investment or acquisition agreement; and
- Approximately [REDACTED]% of the [REDACTED], or approximately HK\$[REDACTED] million, will be used for working capital and general corporate purposes. These funds will provide financial flexibility to support our ongoing operational needs and general corporate requirements.

FUTURE PLANS AND USE OF [REDACTED]

In the event that the [REDACTED] is set at the maximum [REDACTED] or the minimum [REDACTED] of the indicative [REDACTED] range, the [REDACTED] of the [REDACTED] will increase or decrease to approximately HK\$[REDACTED] million and HK\$[REDACTED] million, respectively. If we make an upward or downward [REDACTED] adjustment to set the final [REDACTED] to be above or below the mid-point of the [REDACTED] range, we will increase or decrease the allocation of the [REDACTED] to the above purposes on a pro rata basis.

The additional [REDACTED] that we would receive if the [REDACTED] were exercised in full would be (i) HK\$[REDACTED] million (assuming an [REDACTED] of HK\$[REDACTED] per Share, being the maximum [REDACTED]), (ii) HK\$[REDACTED] million (assuming an [REDACTED] of HK\$[REDACTED] per Share, being the mid-point of the [REDACTED] range) and (iii) HK\$[REDACTED] million (assuming an [REDACTED] of HK\$[REDACTED] per Share, being the minimum [REDACTED]). To the extent that the [REDACTED] from the [REDACTED] (including the [REDACTED] from the exercise of the [REDACTED]) are either more or less than expected, we may adjust our allocation of the [REDACTED] for the above purposes on a pro rata basis.

To the extent that the [REDACTED] of the [REDACTED] are not immediately required for the above purposes or if we are unable to put into effect any part of our plan as intended, we will hold such funds in short-term deposits with licensed banks and/or authorized financial institutions (as defined under the Securities and Futures Ordinance or applicable laws and regulations in other jurisdictions) so long as it is deemed to be in the best interests of the Company. In such event, we will comply with the appropriate disclosure requirements under the Listing Rules.

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APPENDIX I

ACCOUNTANTS’ REPORT

[To insert the firm’s letterhead]

ACCOUNTANTS’ REPORT ON HISTORICAL FINANCIAL INFORMATION TO THE DIRECTORS OF HANGZHOU LYGO TECHNOLOGY CO., LTD., CHINA INTERNATIONAL CAPITAL CORPORATION HONG KONG SECURITIES LIMITED AND SPDB INTERNATIONAL CAPITAL LIMITED

Introduction

We report on the historical financial information of Hangzhou Lygo Technology Co., Ltd. (the “Company”) and its subsidiaries (together, the “Group”) set out on pages [•] to [•], which comprises the consolidated statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows of the Group for each of the years ended 31 December 2023, 2024 and 2025 (the “Relevant Periods”), and the consolidated statements of financial position of the Group and the statements of financial position of the Company as at 31 December 2023, 2024 and 2025 and material accounting policy information and other explanatory information (together, the “Historical Financial Information”). The Historical Financial Information set out on pages [•] to [•] forms an integral part of this report, which has been prepared for inclusion in the document of the Company dated [•] (the “Document”) in connection with the [REDACTED] of the shares of the Company on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

Directors’ responsibility for the Historical Financial Information

The directors of the Company are responsible for the preparation of the Historical Financial Information that gives a true and fair view in accordance with the basis of preparation set out in note 2.1 to the Historical Financial Information, and for such internal control as the directors determine is necessary to enable the preparation of the Historical Financial Information that is free from material misstatement, whether due to fraud or error.

Reporting accountants’ responsibility

Our responsibility is to express an opinion on the Historical Financial Information and to report our opinion to you. We conducted our work in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 200 *Accountants’ Reports on Historical Financial Information in Investment Circulars* as issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). This standard requires that we comply with ethical standards and plan and perform our work to obtain reasonable assurance about whether the Historical Financial Information is free from material misstatement.

Our work involved performing procedures to obtain evidence about the amounts and disclosures in the Historical Financial Information. The procedures selected depend on the reporting accountants’ judgement, including the assessment of risks of material misstatement of the Historical Financial Information, whether due to fraud or error. In making those risk assessments, the reporting accountants consider internal control relevant to the entity’s preparation of the Historical Financial Information that gives a true and fair view in accordance with the basis of preparation set out in note 2.1 to the Historical Financial Information, in order to design procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity’s internal control. Our work also included evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the Historical Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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Opinion

In our opinion, the Historical Financial Information gives, for the purposes of the accountants’ report, a true and fair view of the financial position of the Group and the Company as at 31 December 2023, 2024 and 2025 and of the financial performance and cash flows of the Group for each of the Relevant Periods in accordance with the basis of preparation set out in note 2.1 to the Historical Financial Information.

Report on matters under the Rules Governing the Listing of Securities on the Stock Exchange and the Companies (Winding Up and Miscellaneous Provisions) Ordinance***Adjustments***

In preparing the Historical Financial Information, no adjustments to the Underlying Financial Statements as defined on page [•] have been made.

Dividends

We refer to note 11 to the Historical Financial Information which states that no dividends have been paid by the Company in respect of the Relevant Periods.

[•]

Certified Public Accountants

Hong Kong

[date]

APPENDIX I

ACCOUNTANTS’ REPORT

I. HISTORICAL FINANCIAL INFORMATION**Preparation of Historical Financial Information**

Set out below is the Historical Financial Information which forms an integral part of this accountants’ report.

The financial statements of the Group for the Relevant Periods, on which the Historical Financial Information is based, were audited by Ernst & Young in accordance with Hong Kong Standards on Auditing as issued by the Hong Kong Institute of Certified Public Accountants (the “Underlying Financial Statements”).

The Historical Financial Information is presented in Renminbi (“RMB”) and all values are rounded to the nearest thousand (RMB’000) except when otherwise indicated.

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ACCOUNTANTS’ REPORT

CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	<i>Notes</i>	Year ended 31 December		
		2023	2024	2025
		<i>RMB’000</i>	<i>RMB’000</i>	<i>RMB’000</i>
REVENUE	5	463,368	1,201,001	2,435,161
Cost of sales		<u>(376,206)</u>	<u>(1,078,119)</u>	<u>(2,264,554)</u>
Gross profit		87,162	122,882	170,607
Other income and gains	5	5,359	5,039	11,016
Selling and distribution expenses		(53,197)	(64,029)	(96,197)
Administrative expenses		(13,537)	(16,319)	(120,627)
Research and development expenses		(50,995)	(52,664)	(61,603)
Share of (loss)/profit of an associate		(246)	90	220
(Impairment loss)/reversal of impairment loss on trade receivables, net		(157)	(400)	203
Other expenses		(804)	(437)	(1,284)
Finance costs	7	(579)	(2,764)	(6,006)
Fair value losses of financial liabilities at fair value through profit or loss	23	<u>(83,237)</u>	<u>(12,274)</u>	<u>(165,345)</u>
LOSS BEFORE TAX	6	(110,231)	(20,876)	(269,016)
Income tax	10	<u>—</u>	<u>—</u>	<u>—</u>
LOSS AND TOTAL COMPREHENSIVE LOSS FOR THE YEAR		<u><u>(110,231)</u></u>	<u><u>(20,876)</u></u>	<u><u>(269,016)</u></u>
LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT				
Basic and diluted (RMB)	12	<u><u>N/A</u></u>	<u><u>N/A</u></u>	<u><u>N/A</u></u>

APPENDIX I

ACCOUNTANTS’ REPORT

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	<i>Notes</i>	As at 31 December		
		2023	2024	2025
		<i>RMB’000</i>	<i>RMB’000</i>	<i>RMB’000</i>
NON-CURRENT ASSETS				
Right-of-use assets	13	1,589	2,909	1,322
Investment in an associate	14	1,742	1,832	2,052
Equity investments at fair value through profit or loss	17	—	1,000	1,000
Total non-current assets		3,331	5,741	4,374
CURRENT ASSETS				
Trade receivables	15	55,098	152,570	330,142
Prepayments, other receivables and other assets	16	5,888	7,907	12,178
Amounts due from related parties	29	2,574	3,592	3,715
Financial assets at fair value through profit or loss	17	57,083	52,560	20,079
Restricted cash	18	—	—	5,000
Cash and cash equivalents	18	27,643	17,264	89,454
Total current assets		148,286	233,893	460,568
CURRENT LIABILITIES				
Trade payables	19	25,865	57,005	132,490
Other payables and accruals	20	16,810	25,001	44,821
Contract liabilities	21	9,795	9,266	10,971
Amounts due to related parties	29	—	88	1,244
Lease liabilities	13	956	1,571	810
Financial liabilities at fair value through profit or loss	23	577,335	589,609	754,954
Interest-bearing bank and other borrowings	22	50,539	106,307	238,382
Total current liabilities		681,300	788,847	1,183,672
NET CURRENT LIABILITIES		(533,014)	(554,954)	(723,104)
TOTAL ASSETS LESS CURRENT LIABILITIES		(529,683)	(549,213)	(718,730)
NON-CURRENT LIABILITIES				
Lease liabilities	13	—	810	—
Total non-current liabilities		—	810	—
Net liabilities		(529,683)	(550,023)	(718,730)
DEFICITS				
Paid-in capital	24	6,899	6,899	6,899
Accumulated losses	27	(555,100)	(575,976)	(844,992)
Other reserves	27	18,518	19,054	119,363
Total deficits		(529,683)	(550,023)	(718,730)

APPENDIX I

ACCOUNTANTS’ REPORT

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

Year ended 31 December 2023

		Paid-in capital	Capital reserve*	Share- based payment reserve*	Accumulated losses	Total
	<i>Note</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
At 1 January 2023		6,899	3,436	14,397	(444,869)	(420,137)
Loss and total comprehensive loss for the year		—	—	—	(110,231)	(110,231)
Share-based payment expenses	26	—	—	685	—	685
At 31 December 2023		<u>6,899</u>	<u>3,436</u>	<u>15,082</u>	<u>(555,100)</u>	<u>(529,683)</u>

Year ended 31 December 2024

		Paid-in capital	Capital reserve*	Share- based payment reserve*	Accumulated losses	Total
	<i>Note</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
At 1 January 2024		6,899	3,436	15,082	(555,100)	(529,683)
Loss and total comprehensive loss for the year		—	—	—	(20,876)	(20,876)
Share-based payment expenses	26	—	—	536	—	536
At 31 December 2024		<u>6,899</u>	<u>3,436</u>	<u>15,618</u>	<u>(575,976)</u>	<u>(550,023)</u>

Year ended 31 December 2025

		Paid-in capital	Capital reserve*	Share- based payment reserve*	Accumulated losses	Total
	<i>Note</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
At 1 January 2025		6,899	3,436	15,618	(575,976)	(550,023)
Loss and total comprehensive loss for the year		—	—	—	(269,016)	(269,016)
Share-based payment expenses	26	—	—	100,309	—	100,309
At 31 December 2025		<u>6,899</u>	<u>3,436</u>	<u>115,927</u>	<u>(844,992)</u>	<u>(718,730)</u>

* These reserve accounts comprise the consolidated other reserves of RMB18,518,000, RMB19,054,000 and RMB119,363,000 in the consolidated statements of financial position as of 31 December 2023, 2024 and 2025, respectively.

APPENDIX I

ACCOUNTANTS’ REPORT

CONSOLIDATED STATEMENTS OF CASH FLOWS

		Year ended December 31		
		2023	2024	2025
	Notes	RMB'000	RMB'000	RMB'000
CASH FLOWS FROM OPERATING ACTIVITIES				
Loss before tax		(110,231)	(20,876)	(269,016)
Adjustments for:				
Finance costs	7	579	2,764	6,006
Fair value losses of financial liabilities at fair value through profit or loss	23	83,237	12,274	165,345
Interest income	5	(109)	(315)	(450)
Fair value gains on financial assets at fair value through profit or loss, net	5	(1,584)	(910)	(821)
Share of loss/(profit) of an associate		246	(90)	(220)
Depreciation of right-of-use assets	6	1,896	1,854	1,587
Impairment loss/(reversal of impairment loss) on trade receivables, net	6	157	400	(203)
Share-based payment expenses	6	685	536	100,309
		(25,124)	(4,363)	2,537
Increase in trade receivables		(34,398)	(97,872)	(177,369)
Decrease/(increase) in prepayments, other receivables and other assets		1,041	(2,019)	(4,271)
Increase in trade payables		24,079	31,140	75,485
Decrease/(increase) in amounts due from related parties		4,386	(1,730)	1,356
Increase in amounts due to related parties		—	88	1,156
(Decrease)/increase in contract liabilities		(227)	(529)	1,705
(Decrease)/increase in other payables and accruals		(7,751)	8,191	19,820
Cash used in operating activities		(37,994)	(67,094)	(79,581)
Interest received		73	178	140
Net cash flows used in operating activities		(37,921)	(66,916)	(79,441)

APPENDIX I

ACCOUNTANTS’ REPORT

		Year ended December 31		
		2023	2024	2025
	Notes	RMB'000	RMB'000	RMB'000
CASH FLOWS FROM INVESTING ACTIVITIES				
Purchases of financial assets at fair value through profit or loss		(485,595)	(502,011)	(453,508)
Maturity/redemption of financial assets at fair value through profit or loss		499,264	506,444	486,810
(Increase)/decrease in amounts due from related parties		(1,821)	849	(1,169)
Increase in restricted cash		—	—	(5,000)
Net cash flows from investing activities		11,848	5,282	27,133
CASH FLOWS FROM FINANCING ACTIVITIES				
Proceeds from bank and other borrowings		53,539	310,992	1,765,297
Repayment of bank and other borrowings		(3,000)	(255,224)	(1,633,222)
Interest paid for bank and other borrowings		(552)	(2,736)	(5,949)
Principal portion of lease payments		(1,902)	(1,749)	(1,571)
Interest portion of lease payments		(27)	(28)	(57)
Net cash flows from financing activities		48,058	51,255	124,498
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS				
Cash and cash equivalents at beginning of year		5,658	27,643	17,264
CASH AND CASH EQUIVALENTS AT END OF YEAR				
		27,643	17,264	89,454
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS				
Cash and bank balances	18	27,643	17,264	94,454
Less: Restricted cash	18	—	—	(5,000)
Cash and cash equivalents as stated in the consolidated statements of cash flows and consolidated statements of financial position		27,643	17,264	89,454

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STATEMENTS OF FINANCIAL POSITION OF THE COMPANY

		As at 31 December		
		2023	2024	2025
	Notes	RMB'000	RMB'000	RMB'000
NON-CURRENT ASSETS				
Right-of-use assets	13	794	1,455	661
Investments in subsidiaries	1	5,000	5,000	10,000
Investment in an associate	14	1,742	1,832	2,052
Equity investments at fair value through profit or loss	17	—	1,000	1,000
Total non-current assets		7,536	9,287	13,713
CURRENT ASSETS				
Trade receivables	15	7,799	41,438	5,905
Amounts due from subsidiaries	33	69,754	97,420	159,398
Amounts due from related parties	29	2,424	1,537	693
Prepayments, other receivables and other assets	16	3,211	4,539	9,781
Financial assets at fair value through profit or loss	17	57,083	52,524	15,079
Restricted cash	18	—	—	5,000
Cash and cash equivalents	18	16,962	2,632	1,267
Total current assets		157,233	200,090	197,123
CURRENT LIABILITIES				
Trade payables	19	6,001	1,113	2,223
Amounts due to subsidiaries	33	2,208	—	5,169
Other payables and accruals	20	8,851	9,031	9,395
Contract liabilities	21	10,235	7,477	6,697
Lease liabilities	13	478	786	405
Financial liabilities at fair value through profit or loss	23	577,335	589,609	754,954
Interest-bearing bank borrowings	22	43,000	84,900	85,000
Total current liabilities		648,108	692,916	863,843
NET CURRENT LIABILITIES		(490,875)	(492,826)	(666,720)
TOTAL ASSETS LESS CURRENT LIABILITIES		(483,339)	(483,539)	(653,007)
NON-CURRENT LIABILITIES				
Lease liabilities	13	—	405	—
Total non-current liabilities		—	405	—
Net liabilities		(483,339)	(483,944)	(653,007)
DEFICITS				
Paid-in capital	24	6,899	6,899	6,899
Accumulated losses	27	(508,756)	(509,897)	(779,269)
Other reserves	27	18,518	19,054	119,363
Total deficits		(483,339)	(483,944)	(653,007)

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II. NOTES TO THE HISTORICAL FINANCIAL INFORMATION

1. CORPORATE AND GROUP INFORMATION

Hangzhou Lygo Technology Co., Ltd. (the “Company”, formerly known as “杭州弧途科技有限公司”) was incorporated as a limited liability company in the People’s Republic of China (the “PRC”) on 29 August 2013. Upon approval by the Company’s owners’ general meeting held on 3 June 2026, the Company was converted into a joint stock company with limited liability under the Company Law of the PRC and was renamed as Hangzhou Lygo Technology Co., Ltd. (“杭州靈卡科技股份有限公司”). The registered office of the Company is located at Room 1106, 11th Floor, No. 1380 Wenyi West Road, Cangqian Street, Yuhang District, Hangzhou, Zhejiang Province.

During the Relevant Periods, the Company and its subsidiaries (together, the “Group”) were principally engaged in providing one-stop flexible employment solutions business and online recruitment matching services in the PRC.

As at the date of this report, the Company had direct and indirect interests in its subsidiaries, all of which are private limited liability companies, the particulars of which are set out below:

Name*	Notes	Place of registration/ operation and date of registration/operations	Registered paid-in capital	Percentage of equity attributable to the Company		Principal activities
				Direct	Indirect	
Hangzhou Qingtuanbao Network Technology Co., Ltd. (杭州青團寶網絡科技 有限責任公司)	(a)	PRC/Chinese mainland 17 September 2018	RMB10,000,000	100	—	Provision of services
Shanghai Arcway Network Technology Co., Ltd. (上海弧途網絡科技 有限公司)	(b)	PRC/Chinese mainland 24 January 2018	RMB2,000,000	100	—	Provision of services
Hangzhou Yunditui Network Technology Co., Ltd. (杭州雲地推網絡科技 有限責任公司)	(b)	PRC/Chinese mainland 08 January 2019	RMB2,000,000	100	—	Provision of services
Hangzhou Yima Light Fertilizer Network Technology Co., Ltd. (杭州衣馬輕肥網絡科 技有限公司)	(b)	PRC/Chinese mainland 12 May 2023	—	—	100	Provision of services
Hangzhou Dingshi Mingzhong Network Technology Co., Ltd. (杭州鼎食鳴鐘網絡科 技有限公司)	(b)	PRC/Chinese mainland 12 May 2023	—	—	100	Provision of services
Hangzhou Zhonggu Zhuanyu Information Technology Co., Ltd. (杭州鐘鼓饌玉信息科 技有限公司)	(b)	PRC/Chinese mainland 01 September 2022	—	—	100	Provision of services
Hangzhou Qingtuanlingka Technology Co., Ltd. (杭州青團靈卡科技有 限公司)	(b)	PRC/Chinese mainland 12 June 2025	—	100	—	Research and development
Shanghai Qingtuanbao Human Resources Co., Ltd. (上海青團寶人力 資源有限公司)	(c)	PRC/Chinese mainland 16 June 2021	RMB2,000,000	—	100	Provision of services
Hangzhou Qingxin Drive Network Technology Co., Ltd. (杭州青心驅 動網絡科技有限公司)	(c)	PRC/Chinese mainland 21 May 2025	RMB2,000,000	—	100	Provision of services
Hangzhou Slash Star Culture Media Co., Ltd. (杭州斜槓星文化傳媒 有限公司)	(d)	PRC/Chinese mainland 09 October 2025	—	—	100	Dormant

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- * The English names of the subsidiaries established in the Chinese mainland represent the best effort made by the directors of the Company (the “Directors”) to translate the Chinese names as these companies have not been registered with any official English names.
- (a) The statutory financial statements of this entity for the years ended 31 December 2023, 2024 and 2025 prepared in accordance with generally accepted accounting principles in the Chinese mainland (“PRC GAAP”) were audited by 杭州太炎會計師事務所(普通合夥) (Hangzhou Taiyan Certified Public Accountants Firm (General Partnership)), certified public accountants registered in the Chinese mainland.
- (b) No audited financial statements have been prepared for these entities for the years ended 31 December 2023, 2024 and 2025 as these entities were not subject to any statutory audit requirements under the relevant rules and regulations in their jurisdiction of incorporation/registration.
- (c) The statutory financial statements of this entity for the years ended 31 December 2025 prepared in accordance with generally accepted accounting principles in the Chinese mainland (“PRC GAAP”) were audited by 杭州太炎會計師事務所(普通合夥) (Hangzhou Taiyan Certified Public Accountants Firm (General Partnership)), certified public accountants registered in the Chinese mainland. No audited financial statements have been prepared for these entities for the years ended 31 December 2023, 2024 as these entities were not subject to any statutory audit requirements under the relevant rules and regulations in their jurisdiction of incorporation/registration.
- (d) As at the date of this report, no audited financial statements have been prepared since these entities were either newly incorporated in 2025 or have not started operation.

The Company’s investments in subsidiaries are as follows:

	As at 31 December		
	2023	2024	2025
	RMB’000	RMB’000	RMB’000
Investments in subsidiaries, at cost	9,000	9,000	14,000
impairment loss	(4,000)	(4,000)	(4,000)
Carrying amount	5,000	5,000	10,000

2.1 BASIS OF PREPARATION

The Historical Financial Information has been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (“IASB”). All IFRS Accounting Standards effective for the accounting period commencing from 1 January 2025, together with the relevant transitional provisions, have been early adopted on a consistent basis by the Group in the preparation of the Historical Financial Information throughout the Relevant Periods.

The Historical Financial Information has been prepared under the historical cost convention except for financial instruments at fair value through profit or loss which have been measured at fair value at the end of each of the Relevant Periods.

The Historical Financial Information has been prepared under the going concern basis notwithstanding the fact that, (i) the Group incurred net loss of RMB269,016,000 for the year ended 31 December 2025; (ii) the Group and the Company have net current liabilities of RMB723,104,000 and RMB666,720,000, respectively, at 31 December 2025, and (iii) the Group and the Company have net liabilities of RMB718,730,000 and RMB653,007,000, respectively, at 31 December 2025, which primarily arose from the financial liabilities at fair value through profit or loss (i.e., those financial instruments issued by the Company with redemption rights) amounting to RMB754,954,000 as at 31 December 2025 granted to certain existing equity holders. As disclosed in note 23 to the Historical Financial Information, in April 2026, the Company and the holders of the financial instruments with redemption rights have entered into a supplemental agreement, and the directors of the Company are of the view that the Company is not required to return the capital in relation to the financial instruments with redemption rights on or before 31 December 2026. As a result, these instruments are not expected to be redeemed within twelve months after 31 December 2025. Besides, in February and June 2026, total cash contribution of RMB34,881,000 was paid by the Company’s owners. In addition, the Group had unutilised invoice factoring facilities of RMB61,618,000 as at 31 December 2025. Having taken into above considerations, and together with the cashflow forecast which covers a period of not less than twelve months from 31 December 2025 prepared by management of the Group, the directors of the Company are of the opinion that the Group has sufficient financial resources to continue as a going concern for the next twelve months. Accordingly, the directors of the Company consider that it is appropriate to prepare the Historical Financial Information for the Relevant Periods on a going concern basis.

The Historical Financial Information is presented in RMB and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

The Historical Financial Information includes the financial statements of the Company and its subsidiaries for the Relevant Periods. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

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Generally, there is a presumption that a majority of voting rights results in control. When the Company has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group’s voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, any non-controlling interest and the exchange fluctuation reserve; and recognises the fair value of any investment retained and any resulting surplus or deficit in profit or loss. The Group’s share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2.2 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS

The Group has not applied the following new and amended IFRS Accounting Standards, that have been issued but are not yet effective, in the Historical Financial Information.

IFRS 18	<i>Presentation and Disclosure in Financial Statements</i> ²
IFRS 19 and its amendments	<i>Subsidiaries without Public Accountability: Disclosures</i> ²
IFRS 20	<i>Regulatory Assets and Regulatory Liabilities</i> ³
Amendments to IFRS 9 and IFRS 7	<i>Amendments to the Classification and Measurement of Financial Instruments</i> ¹
Amendments to IFRS 9 and IFRS 7	<i>Contracts Referencing Nature-dependent Electricity</i> ¹
Amendments to IFRS 10 and IAS 28	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ⁴
Amendments to IAS 21	<i>Translation to a Hyperinflationary Presentation Currency</i> ²
Annual Improvements to IFRS Accounting Standards — Volume 11	<i>Amendments to IFRS 1, IFRS 7, IFRS 9, IFRS 10 and IAS 7</i> ¹

¹ Effective for annual periods beginning on or after 1 January 2026

² Effective for annual/reporting periods beginning on or after 1 January 2027

³ Effective for annual periods beginning on or after 1 January 2029

⁴ No mandatory effective date yet determined but available for adoption

Further information about those IFRS Accounting Standards that are expected to be applicable to the Group is described below.

IFRS 18 replaces IAS 1 *Presentation of Financial Statements*. While a number of sections have been brought forward from IAS 1 with limited changes, IFRS 18 introduces new requirements for presentation within the statement of profit or loss and other comprehensive income, including specified totals and subtotals. Entities are required to classify all income and expenses within the statement of profit or loss and other comprehensive income into one of the five categories: operating, investing, financing, income taxes and discontinued operations and to present two new defined subtotals. It also requires disclosures about management-defined performance measures in a single note and introduces enhanced requirements on the grouping (aggregation and disaggregation) and the location of information in both the primary financial statements and the notes. Some requirements previously included in IAS 1 are moved to IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors*, which is renamed as IAS 8 *Basis of Preparation of Financial Statements*. As a consequence of the issuance of IFRS 18, limited, but widely applicable, amendments are made to IAS 7 *Statement of Cash Flows*, IAS 33 *Earnings per Share* and IAS 34 *Interim Financial Reporting*. In addition, there are minor consequential amendments to other IFRS Accounting Standards. IFRS 18 and the consequential amendments to other IFRS Accounting Standards are effective for annual periods beginning on or after 1 January 2027 with earlier application permitted. Retrospective application is required. The application of IFRS 18 is not expected to have any impact on the financial position of the Group but is expected to affect the presentation of the statement of profit or loss and other comprehensive income and statement of cash flows, and additional disclosure will be included in the financial statements upon initial application.

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The Group has already commenced an assessment of the impact of other new and amended IFRS Accounting Standards. According to the preliminary assessment made by the directors of the Company, except for IFRS 18, no significant impact on the financial performance or financial position of the Group is expected when other new and amended IFRS Accounting Standards become effective.

2.3 MATERIAL ACCOUNTING POLICIES

Fair value measurement

The Group measures its wealth management products, equity investments and the Company’s financial instruments with redemption rights (i.e., financial liabilities at fair value through profit or loss) at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant’s ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each of the reporting periods.

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than deferred tax assets and financial assets), the asset’s recoverable amount is estimated. An asset’s recoverable amount is the higher of the asset’s or cash-generating unit’s value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

In testing a cash-generating unit for impairment, a portion of the carrying amount of a corporate asset (e.g., a headquarters building) is allocated to an individual cash-generating unit if it can be allocated on a reasonable and consistent basis or, otherwise, to the smallest group of cash-generating units.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each of the reporting periods as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to profit or loss in the period in which it arises.

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Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person’s family and that person:
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group.

or

- (b) the party is an entity where any of the following conditions applies:
 - (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group; and the sponsoring employers of the post-employment benefit plan;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

Intangible assets (other than goodwill)

Research and development costs

All research costs are charged to profit or loss as incurred.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred.

Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Office buildings

13 months to 2 years

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

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(b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate the lease. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

(c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to leases of office equipment and laptop computers that are considered to be of low value.

Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

Investment in an associate

An associate is an entity in which the Group has a long-term interest of generally not less than 20% of the equity voting rights and over which it has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The investment in an associate is stated in the Company’s and consolidated statement of financial position at the Company’s/Group’s share of net assets under the equity method of accounting, less any impairment losses. The Company’s/Group’s share of the post-acquisition results and other comprehensive income of an associate is included in profit or loss and other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of an associate, the Company/Group recognises its share of any changes, when applicable, in the statement of changes in equity. Unrealised gains and losses resulting from transactions between the Company/Group and its associate are eliminated to the extent of the Company’s/Group’s investment in the associate, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of the associate is included as part of the investment in an associate.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of significant influence over the associate, the Company/Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset’s contractual cash flow characteristics and the Group’s business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under IFRS 15 *Revenue from Contracts with Customers* in accordance with the policies set out for “Revenue recognition” below.

In order for a financial asset (a debt instrument) to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest (“SPPI”) on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group’s business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial

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assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

Purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in profit or loss.

This category includes wealth management products and equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on the equity investments are also recognised as other income in profit or loss when the right of payment has been established.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group’s consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a “pass-through” arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group’s continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

The Group recognises an allowance for expected credit losses (“ECLs”) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information. The Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

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The Group considers a financial asset in default when contractual payments are 30 days past due. The Group may consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group.

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs, except for trade receivables which apply the simplified approach as detailed below:

Stage 1	—	Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs
Stage 2	—	Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs
Stage 3	—	Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

For trade receivables that contain a significant financing component, the Group chooses as its accounting policy to adopt the general approach in calculating ECLs with policies as described above.

Simplified approach

For trade receivables that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at the end of each of the reporting periods. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Classification as equity and financial liabilities

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of financial liability and equity instrument.

A financial liability is any liability that is (a) a contractual obligation (i) to deliver cash or another financial asset to another entity; or (ii) to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavourable to the entity; or (b) a contract that will or may be settled in the entity’s own equity instruments and is: (i) a non derivative for which the entity is or may be obliged to deliver a variable number of the entity’s own equity instruments; or (ii) a derivative that will or may be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the entity’s own equity instruments.

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as at amortised cost or at fair value through profit or loss, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of financial liabilities at amortised cost, net of directly attributable transaction costs.

The Group’s financial liabilities include trade payables, other payables and accruals, amounts due to related parties, interest-bearing bank and other borrowings, and the financial instruments issued by the Company with redemption rights.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at amortised cost (loans and borrowings, or payables)

After initial recognition, loans and borrowings, or payables are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

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Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in profit or loss.

Financial liabilities at fair value through profit or loss

For the financial instruments issued by the Company with redemption rights in note 23, the financial liabilities are measured at fair value with changes in fair value recognised in profit or loss.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in profit or loss.

Cash and cash equivalents

Cash and cash equivalents in the statements of financial position comprise cash on hand and at banks, and short-term highly liquid deposits with a maturity of generally within three months that are readily convertible into known amounts of cash, subject to an insignificant risk of changes in value and held for the purpose of meeting short-term cash commitments.

For the purpose of the consolidated statements of cash flows, cash and cash equivalents comprise cash on hand and at banks, and short-term deposits as defined above, less any bank overdrafts which are repayable on demand and form an integral part of the Group’s cash management.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of each reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and
- in respect of taxable temporary differences associated with investments in subsidiaries and associates, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, and the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and
- in respect of deductible temporary differences associated with investments in subsidiaries and associates, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

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Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of each reporting period.

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, for which it is intended to compensate, are expensed.

Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to profit or loss over the expected useful life of the relevant asset by equal annual instalments or deducted from the carrying amount of the asset and released to profit or loss by way of a reduced depreciation charge.

Revenue recognition

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

(a) Provision of one-stop flexible employment solutions services

The Group enters into agreements with enterprise customers to offer one-stop flexible employment solutions services. In determining the fees for the services provided, the Group takes into account various factors including (i) the expected timing of flexible works involved and the underlying costs of the workforce, including expected incentives payable to the service providers; and (ii) the extent of the usage of the Group’s online platform.

The one-stop flexible employment solutions services are treated as one performance obligation since these services are highly interdependent and interrelated as the customers are not able to benefit from the subsequent service without the implementation. The Group recognises the revenue from one-stop flexible employment solutions during the period from the initiation to the completion of the service based on the time incurred and contractual agreed hourly rate.

(b) Online recruitment matching services and other services

Revenue from online recruitment matching services and other services are mainly generated from the provision of online recruitment matching services through the Group’s online platform. The revenue generated from these services is recognised at the point in time upon the acceptance of such services by customers.

Other income

Interest income is recognised on an accrual basis using the effective interest rate method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

Share-based payments

The Company operates an employee share-based incentive scheme. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services in exchange for equity instruments (“equity-settled transactions”).

The cost of equity-settled transactions with employees for grants is measured by reference to the fair value at the date at which they are granted. The fair value of the share options or awarded equity granted determined by an external valuer using the equity allocation model, taking into account the recent capital injection price. Further details of which are given in note 26 to the Historical Financial Information.

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The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in “share-based payment reserve” in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the lock-up restricted period has expired and the Group’s best estimate of the number of equity instruments that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service conditions are not taken into account when determining the grant date fair value of share options, but the likelihood of the conditions being met is assessed as part of the Group’s best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately.

This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

Other employee benefits

Social pension plans

The Group has social pension plans for its employees arranged by local government labour and security authorities in the Chinese mainland. The Group makes contributions on a monthly basis to the social pension plans. The contributions are charged to profit or loss as they become payable in accordance with the rules of the social pension plans. The Group’s liability in respect of these funds is limited to the contributions payable in each reporting period.

Housing fund and other social insurances

The Group has participated in defined social security contribution schemes for its employees pursuant to the relevant laws and regulations of the PRC. These include a housing fund, basic medical insurance, unemployment insurance, injury insurance and maternity insurance. The Group makes monthly contributions to the housing fund and other social insurances. The contributions are charged to profit or loss on an accrual basis. The Group’s liability in respect of these funds is limited to the contributions payable in each reporting period.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Events after the reporting period

If the Group receives information after the reporting period, but prior to the date of authorisation for issue, about conditions that existed at the end of the reporting period, it will assess whether the information affects the amounts that it recognises in its financial statements. The Group will adjust the amounts recognised in the Historical Financial Information to reflect any adjusting events after the reporting period and update the disclosures that relate to those conditions in light of the new information. For non-adjusting events after the reporting period, the Group will not change the amounts recognised in the Historical Financial Information, but will disclose the nature of the non-adjusting events and an estimate of their financial effects, or a statement that such an estimate cannot be made, if applicable.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group’s Historical Financial Information requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

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Judgements

In the process of applying the Group’s accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the Historical Financial Information:

Revenue Recognition

In determining whether the Group acts as a principal or an agent in its one-stop flexible employment solutions services, management has made significant judgements regarding the control of services provided by third-party workers.

The Group concluded that it acts as a principal because:

- (i) the Group is primarily responsible for the fulfilment of the customers’ contracts by ensuring the stability and quality of the flexible workers’ performance;
- (ii) the Group is subject to the contractual rights and obligations under the contacts entered into with the flexible workers;
- (iii) the Group has the right to determine the remuneration paid for the services provided by the workers.

Consequently, revenue is recognised on a gross basis. Had the Group determined it acted as an agent, revenue would have been recognised on a net basis (commission only), which would have significantly reduced reported revenue but increased gross profit margins.

Deferred tax assets

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits, together with future tax planning strategies.

The Group has accumulated tax losses of RMB285,104,000, RMB319,167,000 and RMB338,507,000 at 31 December 2023, 2024 and 2025, respectively. These losses related to the entities of the Group that have a history of losses, have not expired, and may not be used to offset taxable income elsewhere in the Group. The entities have neither any taxable temporary difference nor any tax planning opportunities available that could partly support the recognition of these losses as deferred tax assets. On this basis, the Group has determined that it cannot recognise deferred tax assets on the tax losses carried forward.

If the Group had been able to recognise all unrecognised deferred tax assets, the loss and the deficits would have decreased by RMB7,826,000 RMB5,088,000 and RMB2,726,000 for the year ended 31 December 2023, 2024 and 2025, respectively.

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of each reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below:

Fair value measurement of financial liabilities at fair value through profit or loss

The fair value of the financial liabilities at fair value through profit or loss is determined by using valuation techniques, including the discounted cash flow method and option-pricing method. Such valuation requires the Group to make estimates of the key assumptions include the risk-free interest rate, discounts for lack of marketability (“DLOM”) and volatility, which are subject to uncertainty.

The fair values of financial liabilities at fair value through profit or loss as at 31 December 2023, 2024 and 2025 were RMB577,335,000, RMB589,609,000 and RMB754,954,000, respectively. Further details are included in note 23 to the Historical Financial Information.

Share-based payments

The Group operates a share-based incentive scheme for the purpose of providing incentives to the Group’s employees (including directors). The fair value of the share options or awarded equity at the dates of grant were determined by an external valuer, taking into account the terms and conditions upon which the share options or awarded equity were granted. The Group has used the discounted cash flow method, back-solve method and extrapolation method to determine the underlying equity’s fair value of the Group, adopted an equity value allocation model to derive the per-share value of ordinary shares, and used the binomial options pricing model to determine the fair value of the underlying employee share options or awarded equity. Significant estimates on assumptions, including the underlying equity value, risk-free interest rate, expected volatility, and dividend yield, are made by management. Further details are disclosed in note 26 to the Historical Financial Information.

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Provision for expected credit losses on trade receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on the ageing or credit rating of groupings of various customer segments that have similar loss patterns.

The provision matrix is initially based on the Group’s historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing sector, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group’s historical credit loss experience and forecast of economic conditions may also not be representative of a customer’s actual default in the future. The information about the ECLs on the Group’s trade receivables is disclosed in note 15 to the Historical Financial Information.

4. OPERATING SEGMENT INFORMATION

The Group manages its businesses as a whole by the chief operating decision maker for the purposes of resource allocation and performance assessment. The Group’s chief operating decision maker is the chief executive officer of the Company who reviews the Group’s consolidated results of operations for the purpose of making decisions about resource allocation and performance assessment. Accordingly, no reportable segment information is presented.

Geographical information

As the Group generated its revenue in the PRC during the Relevant Periods, and its non-current assets (excluding financial assets) were located in the PRC at the end of each of the Relevant Periods, no geographical information is presented.

Information about major customers

The major customers who contributed 10% or more of the Group’s revenue for the Relevant Periods are set out below:

	Year ended 31 December		
	2023	2024	2025
	RMB’000	RMB’000	RMB’000
Customer A**	154,839	492,957	730,426
Customer B**	*	194,384	607,321
Customer C**	82,670	*	*

* Represents less than 10% of the Group’s total revenue.

** Including sales of a group of entities which are known to under common control with that customer.

5. REVENUE, OTHER INCOME AND GAINS

An analysis of the Group’s revenue is as follows:

	Year ended 31 December		
	2023	2024	2025
	RMB’000	RMB’000	RMB’000
Revenue from contracts with customers	463,368	1,201,001	2,435,161

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Revenue from contracts with customers

(i) Disaggregated revenue information

	Year ended 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Types of services			
Revenue from one-stop flexible employment solutions services	350,715	1,082,268	2,299,973
Revenue from online recruitment matching services	98,877	115,981	129,545
Others	13,776	2,752	5,643
Total	463,368	1,201,001	2,435,161
Timing of revenue recognition			
Services transferred over time	350,715	1,082,268	2,299,973
Services transferred at a point in time	112,653	118,733	135,188

The following table shows the amounts of revenue recognised in each of the Relevant Periods that were included in the contract liabilities at the beginning of each of the Relevant Periods:

	Year ended 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Provision of services	10,022	9,795	9,266

(ii) Performance obligations

Information about the Group’s performance obligations is summarised below:

One-stop flexible employment solutions services

The performance obligation is recognised over time and payment is generally due within 30 days from completion of services.

Online recruitment matching services and other services

Online recruitment matching services revenue and other revenue are mainly generated from provision of online recruitment matching services. Based on the terms of contracts, the performance obligation is satisfied at the point in time as the services are accepted and prepayment is generally required from customers.

All the amounts of transaction prices allocated to the remaining performance obligations as at the end of each of the Relevant Periods are expected to be recognised as revenue within one year.

Other income and gains

An analysis of other income and gains is as follows:

	Year ended 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Other income			
Government grants*	3,294	3,541	9,640
Interest income	109	315	450
Others	372	273	105
	3,775	4,129	10,195
Gains			
Fair value gains on financial assets at fair value through profit or loss, net	1,584	910	821
Total	5,359	5,039	11,016

* Various government grants have been received mainly for conducting research activities or generating taxable revenue in an enterprise zone within Zhejiang Province, the Chinese mainland. Government grants related to income are recognised in the consolidated profit or loss as “other income” in the period in which the related research and development expenses are incurred. There are no unfulfilled conditions or contingencies relating to these grants.

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6. LOSS BEFORE TAX

The Group’s loss before tax is arrived at after charging/(crediting):

	<i>Notes</i>	Year ended 31 December		
		2023	2024	2025
		<i>RMB’000</i>	<i>RMB’000</i>	<i>RMB’000</i>
Cost of services provided		376,206	1,078,119	2,264,554
Depreciation of right-of-use assets	13	1,896	1,854	1,587
Lease payments not included in the measurement of lease liabilities	13	343	323	320
Auditor’s remuneration		17	18	21
[REDACTED]		—	—	—
Employee benefit expense (including directors’, chief executive’s and supervisors’ remuneration (<i>note 8</i>)):				
— Wages and salaries		71,412	78,077	94,626
— Pension scheme contributions		9,420	11,165	12,977
— Share-based payment expenses		685	536	100,309
Total		81,517	89,778	207,912
Impairment loss/(reversal of impairment loss) on trade receivables, net	15	157	400	(203)
Fair value loss of financial liabilities at fair value through profit or loss	23	83,237	12,274	165,345
Interest income		109	315	450

7. FINANCE COSTS

An analysis of the Group’s finance costs is as follows:

	Year ended 31 December		
	2023	2024	2025
	<i>RMB’000</i>	<i>RMB’000</i>	<i>RMB’000</i>
Interest on lease liabilities	27	28	57
Interest expenses on bank and other borrowings	552	2,736	5,949
Total	579	2,764	6,006

8. DIRECTORS’ AND CHIEF EXECUTIVE’S REMUNERATION

The remuneration of directors and the chief executive of the Company recorded in each of the Relevant Periods is set out below:

	Year ended 31 December		
	2023	2024	2025
	<i>RMB’000</i>	<i>RMB’000</i>	<i>RMB’000</i>
Fees	—	—	—
Other emoluments:			
Salaries, allowances and benefits in kind	1,463	1,560	1,782
Performance related bonuses	298	196	454
Pension scheme contributions	24	27	30
Share-based payment expenses	314	92	99,249
Subtotal	2,099	1,875	101,515
Total	2,099	1,875	101,515

During the Relevant Periods, certain directors were granted share options, in respect of their services to the Group, under the share options scheme of the Company, further details of which are set out in note 26 to the Historical Financial Information. The fair value of such share options, which has been recognised in the statement of profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for each of the Relevant Period is included in the above directors’ and chief executive’s remuneration disclosures.

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(a) Directors and supervisors

The remuneration of each directors, supervisors and the chief executive of the Company during the Relevant Periods is set out below:

Year ended 31 December 2023

	Salaries, allowances and benefits in kind <i>RMB'000</i>	Performance related bonuses <i>RMB'000</i>	Pension scheme contributions <i>RMB'000</i>	Share-based payment expenses <i>RMB'000</i>	Total remuneration <i>RMB'000</i>
Executive Directors:					
Deng Jianbo (“Mr. Deng”)*	662	100	8	—	770
Pan Hong	553	144	8	302	1,007
Lin Xiaolei	248	54	8	12	322
Non-executive directors:					
He Wenyi	—	—	—	—	—
Zhang Jie	—	—	—	—	—
Sun Wei	—	—	—	—	—
He Yongming	—	—	—	—	—
Supervisors:					
Zhou Zhaofeng	—	—	—	—	—
Jia Tianyu	—	—	—	—	—
Total	1,463	298	24	314	2,099

Year ended 31 December 2024

	Salaries, allowances and benefits in kind <i>RMB'000</i>	Performance related bonuses <i>RMB'000</i>	Pension scheme contributions <i>RMB'000</i>	Share-based payment expenses <i>RMB'000</i>	Total remuneration <i>RMB'000</i>
Executive Directors:					
Mr. Deng*	663	38	9	—	710
Pan Hong	645	144	9	89	887
Lin Xiaolei	252	14	9	3	278
Non-executive directors:					
He Wenyi	—	—	—	—	—
Zhang Jie	—	—	—	—	—
Sun Wei	—	—	—	—	—
He Yongming	—	—	—	—	—
Supervisors:					
Zhou Zhaofeng	—	—	—	—	—
Jia Tianyu	—	—	—	—	—
Total	1,560	196	27	92	1,875

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Year ended 31 December 2025

	Salaries, allowances and benefits in kind <i>RMB'000</i>	Performance related bonuses <i>RMB'000</i>	Pension scheme contributions <i>RMB'000</i>	Share-based payment expenses <i>RMB'000</i>	Total remuneration <i>RMB'000</i>
Executive Directors:					
Mr. Deng*	667	150	10	99,233	100,060
Pan Hong	820	250	10	16	1,096
Lin Xiaolei	295	54	10	—	359
Non-executive directors:					
He Wenyi	—	—	—	—	—
Zhang Jie	—	—	—	—	—
Sun Wei	—	—	—	—	—
He Yongming	—	—	—	—	—
Supervisors:					
Zhou Zhaofeng	—	—	—	—	—
Jia Tianyu	—	—	—	—	—
Total	<u>1,782</u>	<u>454</u>	<u>30</u>	<u>99,249</u>	<u>101,515</u>

* Mr. Deng was also chairman of board and chief executive officer of the Company.

There was no arrangement under which a director waived or agreed to waive any remunerations during the Relevant Periods.

9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the years ended 31 December 2023, 2024 and 2025 included two, one, and two directors, respectively, details of whose remuneration are set out in note 8 to the Historical Financial Information.

Details of the remuneration for the remaining three, four and three highest paid employees who are neither directors nor the chief executive of the Company during the years ended 31 December 2023, 2024 and 2025 are as follows:

	Year ended 31 December		
	2023	2024	2025
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Salaries, allowances and benefits in kind	1,963	2,887	2,291
Performance related bonuses	260	526	429
Pension scheme contributions	23	35	30
Share-based payment expenses	84	201	340
Total	<u>2,330</u>	<u>3,649</u>	<u>3,090</u>

The number of non-director and non-chief executive highest paid employees whose remuneration fell within the following bands is as follows:

	Year ended 31 December		
	2023	2024	2025
Nil to HKD1,000,000	3	2	—
HKD1,000,001 to HKD1,500,000	—	2	3
Total	<u>3</u>	<u>4</u>	<u>3</u>

10. INCOME TAX

The Group is subject to income tax on an entity basis on profits arising in or derived from the countries or jurisdictions in which members of the Group are domiciled and operate.

Under the Law of the PRC on Enterprise Income Tax (the “EIT Law”) and the Implementation Regulation of the EIT Law, the EIT rate of the PRC subsidiaries is 25% except for those that are entitled to preferential tax as set out below:

The Company and Hangzhou Qingtuanbao Network Technology Co., Ltd. have been qualified as High and New Technology Enterprises (“HNTes”) under relevant tax rules and regulations, and accordingly, were entitled to a preferential EIT rate of 15% from 2023 to 2025.

In addition, some subsidiaries of the Group entitle to the preferential policy of Small and Micro-sized enterprises, for which the applicable income tax rate is 5%.

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Given that none of the entities in the Group generated assessable profits for each of the Relevant Periods, no provision of current income tax is made. No deferred tax assets or liabilities is recognised at end of each of the Relevant Periods (note 25). Accordingly, no deferred tax charge or credit is recognised in profit or loss in each reporting period. A reconciliation of the income tax credit applicable to loss before tax using the statutory tax rate for the country or jurisdiction in which the majority of the Company’s subsidiaries are domiciled and/or operate to the income tax expense at the effective tax rate is as follows:

	Year ended 31 December		
	2023	2024	2025
	RMB’000	RMB’000	RMB’000
Loss before tax	(110,231)	(20,876)	(269,016)
Tax at the statutory tax rate of 25%	(27,558)	(5,219)	(67,254)
Effect of preferential tax rate	10,973	2,045	26,889
Expenses not deductible for tax*	12,685	1,964	39,962
Additional deductible allowance for research and development expenses	(4,497)	(4,011)	(3,689)
Effect of deductible temporary difference and tax losses not recognised	8,397	5,221	4,092
Tax charge at the Group’s effective rate	—	—	—

* Expenses not deductible for tax mainly represent the impact of non-deductible share-based payment expenses and fair value loss of financial instruments issued by the Company with redemption rights.

11. DIVIDENDS

No dividends were declared or distributed by the Company during the Relevant Periods.

12. LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

Loss per share information for the Relevant Periods is not presented. Its inclusion for the purpose of this report is considered not meaningful as the Company was converted into a joint stock company with limited liability under the Company Law of the PRC after the end of the Relevant Period on 4 June 2026.

13. LEASES

The Group as a lessee

The Group has lease contracts mainly for various items of buildings used in its operations. Leases of office buildings generally have lease terms between 1 and 2 years. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group.

(a) Right-of-use assets

The carrying amounts of the Group’s right-of-use assets and the movements during each of the Relevant Periods are as follows:

The Group

	Office buildings
	RMB’000
As at 1 January 2023	1,578
Additions	1,907
Depreciation charge	(1,896)
As at 31 December 2023 and 1 January 2024	1,589
Additions	3,174
Depreciation charge	(1,854)
As at 31 December 2024 and 1 January 2025	2,909
Additions	—
Depreciation charge	(1,587)
As at 31 December 2025	1,322

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The Company

	<u>Office buildings</u> <i>RMB'000</i>
As at 1 January 2023	789
Additions	953
Depreciation charge	<u>(948)</u>
As at 31 December 2023 and 1 January 2024	794
Additions	1,587
Depreciation charge	<u>(926)</u>
As at 31 December 2024 and 1 January 2025	1,455
Additions	—
Depreciation charge	<u>(794)</u>
As at 31 December 2025	<u><u>661</u></u>

(b) Lease liabilities

The carrying amounts of lease liabilities and the movements during each of the Relevant Periods are as follows:

The Group

	31 December		
	<u>2023</u>	<u>2024</u>	<u>2025</u>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Carrying amount at the beginning of the year	951	956	2,381
New lease	1,907	3,174	—
Accretion of interest recognised during the year	27	28	57
Payments	<u>(1,929)</u>	<u>(1,777)</u>	<u>(1,628)</u>
Carrying amount at the end of the year	<u><u>956</u></u>	<u><u>2,381</u></u>	<u><u>810</u></u>
Analysed into:			
Current portion	956	1,571	810
Non-current portion	<u>—</u>	<u>810</u>	<u>—</u>

The maturity analysis of lease liabilities is disclosed in note 32 to the Historical Financial Information.

The Company

	31 December		
	<u>2023</u>	<u>2024</u>	<u>2025</u>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Carrying amount at the beginning of the year	476	478	1,191
New lease	953	1,587	—
Accretion of interest recognised during the year	13	14	29
Payments	<u>(964)</u>	<u>(888)</u>	<u>(815)</u>
Carrying amount at the end of the year	<u><u>478</u></u>	<u><u>1,191</u></u>	<u><u>405</u></u>
Analysed into:			
Current portion	478	786	405
Non-current portion	<u>—</u>	<u>405</u>	<u>—</u>

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(c) The amounts recognised in profit or loss in relation to leases are as follows:

The Group

	Year ended 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Interest on lease liabilities	27	28	57
Depreciation charge of right-of-use assets	1,896	1,854	1,587
Expenses relating to leases of low-value and short-term assets	343	323	320
Total amount recognised in profit or loss	2,266	2,205	1,964

(d) The total cash outflow for leases is disclosed in note 28 to the Historical Financial Information.

14. INVESTMENT IN AN ASSOCIATE

The Group and the Company

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Share of net assets	1,742	1,832	2,052

The associate is not considered material. The associate is accounted for by the Company using the equity method.

15. TRADE RECEIVABLES

The Group

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Trade receivables	55,819	153,683	330,962
Impairment	(721)	(1,113)	(820)
Total	55,098	152,570	330,142

The Group’s trading terms with its customers are mainly on credit. The credit term is generally one month. The Group seeks to maintain strict control over its outstanding receivables and has a credit control process to minimise credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

An ageing analysis of the Group’s trade receivables, based on the invoice date and net of loss allowance, as at the end of each of the Relevant Periods is as follows:

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Within 1 year	54,919	152,448	329,782
1 year to 2 years	169	82	339
2 years to 3 years	10	40	21
Total	55,098	152,570	330,142

The movements in the loss allowance for impairment of trade receivables are as follows:

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
At the beginning of the year	564	721	1,113
Impairment losses provided/(reversed), net	157	400	(203)
Amounts written off as uncollectible	—	(8)	(90)
At the end of the year	721	1,113	820

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The Group applies the simplified approach in calculating ECLs for trade receivables. Trade receivables relating to customers with known financial difficulties or significant doubt on collection are assessed individually for impairment allowance. The remaining trade receivables are grouped and collectively assessed for impairment allowance. Under the collective approach, an impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on the ageing analysis for grouping of customers that have similar loss patterns. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written off according to management’s approval.

During the Relevant Periods, there was no significant fluctuation of the overall expected credit loss rates, so the Group adopted similar expected credit loss rates.

Set out below is the information about the credit risk exposure on the Group’s trade receivables using a provision matrix:

As at 31 December 2023

	Expected credit loss rate (%)	Gross carrying amount RMB’000	Expected credit losses RMB’000	Net carrying amount RMB’000
For credit loss allowance analysed by ageing				
— Within 1 year	0.87	55,404	(485)	54,919
— 1 year to 2 years	27.60	234	(65)	169
— 2 years to 3 years	83.24	59	(49)	10
— Over 3 years	100.00	122	(122)	—
Total		55,819	(721)	55,098

As at 31 December 2024

	Expected credit loss rate (%)	Gross carrying amount RMB’000	Expected credit losses RMB’000	Net carrying amount RMB’000
For credit loss allowance analysed by ageing				
— Within 1 year	0.56	153,309	(861)	152,448
— 1 year to 2 years	23.90	108	(26)	82
— 2 years to 3 years	55.78	90	(50)	40
— Over 3 years	100.00	176	(176)	—
Total		153,683	(1,113)	152,570

As at 31 December 2025

	Expected credit loss rate (%)	Gross carrying amount RMB’000	Expected credit losses RMB’000	Net carrying amount RMB’000
For credit loss allowance analysed by ageing				
— Within 1 year	0.13	330,212	(430)	329,782
— 1 year to 2 years	27.40	468	(129)	339
— 2 years to 3 years	70.70	74	(53)	21
— Over 3 years	100.00	208	(208)	—
Total		330,962	(820)	330,142

The Company

	As at 31 December		
	2023	2024	2025
	RMB’000	RMB’000	RMB’000
Trade receivables	8,063	41,908	6,217
Impairment	(264)	(470)	(312)
Total	7,799	41,438	5,905

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ACCOUNTANTS’ REPORT

An ageing analysis of the Company’s trade receivables, based on the invoice date and net of loss allowance, as at the end of each of the Relevant Periods is as follows:

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Within 1 year	7,724	41,357	5,730
1 year to 2 years	66	46	161
2 year to 3 years	9	35	14
Total	7,799	41,438	5,905

The movements in the loss allowance for impairment of trade receivables are as follows:

	31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
At the beginning of the year	217	264	470
Impairment losses, net	47	206	(158)
At the end of the year	264	470	312

Set out below is the information about the credit risk exposure on the Company’s trade receivables using a provision matrix:

As at 31 December 2023

	Expected credit loss rate (%)	Gross carrying amount RMB'000	Expected credit losses RMB'000	Net carrying amount RMB'000
For credit loss allowance analysed by ageing				
— Within 1 year	0.87	7,796	(72)	7,724
— 1 year to 2 years	27.60	91	(25)	66
— 2 years to 3 years	83.24	54	(45)	9
— Over 3 years	100.00	122	(122)	—
Total		8,063	(264)	7,799

As at 31 December 2024

	Expected credit loss rate (%)	Gross carrying amount RMB'000	Expected credit losses RMB'000	Net carrying amount RMB'000
For credit loss allowance analysed by ageing				
— Within 1 year	0.56	41,592	(235)	41,357
— 1 year to 2 years	23.90	60	(14)	46
— 2 years to 3 years	55.78	80	(45)	35
— Over 3 years	100.00	176	(176)	—
Total		41,908	(470)	41,438

As at 31 December 2025

	Expected credit loss rate (%)	Gross carrying amount RMB'000	Expected credit losses RMB'000	Net carrying amount RMB'000
For credit loss allowance analysed by ageing				
— Within 1 year	0.13	5,738	(8)	5,730
— 1 year to 2 years	27.40	223	(62)	161
— 2 years to 3 years	70.70	48	(34)	14
— Over 3 years	100.00	208	(208)	—
Total		6,217	(312)	5,905

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ACCOUNTANTS’ REPORT

16. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

The Group

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Prepayments	4,790	5,927	7,273
Value-added tax recoverable	159	606	2,673
Deposits and other receivables	939	1,374	2,232
	5,888	7,907	12,178
Impairment allowance	—	—	—
Total	5,888	7,907	12,178

The Company

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Prepayments	2,774	3,787	6,426
Value-added tax recoverable	44	44	2,057
Deposits and other receivables	393	708	1,298
	3,211	4,539	9,781
Impairment allowance	—	—	—
Total	3,211	4,539	9,781

17. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

The Group

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Unlisted equity investments — non-current	—	1,000	1,000
Wealth management products — current	57,083	52,560	20,079
Total	57,083	53,560	21,079

The Company

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Unlisted equity investments — non-current	—	1,000	1,000
Wealth management products — current	57,083	52,524	15,079
Total	57,083	53,524	16,079

The wealth management products were issued by banks in the Chinese mainland. They were mandatorily classified as financial assets at fair value through profit or loss as their contractual cash flows are not solely payments of principal and interest.

18. CASH AND CASH EQUIVALENTS AND RESTRICTED CASH

The Group

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Cash and bank balances	27,643	17,264	94,454
Less:			
Restricted cash*	—	—	(5,000)
Cash and cash equivalents denominated in RMB	27,643	17,264	89,454

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The Company

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Cash and bank balances	16,962	2,632	6,267
Less:			
Restricted cash*	—	—	(5,000)
Cash and cash equivalents denominated in RMB	16,962	2,632	1,267

* As at 31 December 2025, the restricted cash of RMB5,000,000 represented structured deposits that were subscribed but not yet settled.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and three months, depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances and time deposits are deposited with creditworthy banks with no recent history of default.

19. TRADE PAYABLES

An ageing analysis of the trade payables as at the end of each of the Relevant Periods, based on the invoice date, is as follows:

The Group

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Within 1 year	25,865	56,996	132,481
1 year to 2 years	—	9	9
Total	25,865	57,005	132,490

The Company

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Within 1 year	6,001	1,104	2,214
1 year to 2 years	—	9	9
Total	6,001	1,113	2,223

The trade payables are non-interest-bearing and are normally settled on terms of 30 to 90 days.

20. OTHER PAYABLES AND ACCRUALS

The Group

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Salary payables	10,803	12,561	16,227
Other tax payables	4,317	8,245	21,703
Other payables	1,690	4,195	6,891
Total	16,810	25,001	44,821

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The Company

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Salary payables	6,880	6,550	6,400
Other tax payables	1,211	692	364
Other payables	760	1,789	2,631
Total	8,851	9,031	9,395

Other payables are unsecured, non-interest-bearing and repayable within 1 year. The fair values of other payables at the end of each of the Relevant Periods approximated to their corresponding carrying amounts.

21. CONTRACT LIABILITIES

Details of contract liabilities are as follows:

The Group

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Advances received from customers	9,795	9,266	10,971

The Company

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Advances received from subsidiaries	738	—	—
Advances received from customers	9,497	7,477	6,697
Total	10,235	7,477	6,697

Contract liabilities include advances received to fulfil performance obligations for online recruitment matching services primarily. The contract liabilities of the Group and the Company amounted to RMB10,022,000 and RMB9,248,000, respectively, at 1 January 2023. The changes in contract liabilities during the Relevant Periods were mainly due to the recognition of revenue upon fulfilment of performance obligations.

22. INTEREST-BEARING BANK AND OTHER BORROWINGS

The Group

	As at 31 December 2023			As at 31 December 2024			As at 31 December 2025		
	Effective interest rate (%)	Maturity	RMB'000	Effective interest rate (%)	Maturity	RMB'000	Effective interest rate (%)	Maturity	RMB'000
Current									
Bank loans — unsecured	3.40–4.05	2024	45,000	—	—	—	—	—	—
Bank loans — secured	3.20–3.55	2024	5,539	3.25–3.80	2025	94,900	2.60–3.15	2026	100,000
Other loans — secured	—	—	—	3.20	2025	11,407	3.20	2026	138,382
Total			50,539			106,307			238,382

The Group’s bank and other borrowings are all denominated in RMB and bear fixed interest rates.

As at 31 December 2023, the Group’s bank borrowings with an amount of RMB3,539,000 was guaranteed by Mr. Deng, the Company’s controlling equity holder and executive director, and an amount of RMB2,000,000 was guaranteed by Mr. Deng and Lin Xiaolei, an executive director of the Company.

As at 31 December 2024, the Group’s bank borrowings with an amount of RMB74,900,000 was guaranteed by Mr. Deng, an amount of RMB10,000,000 was guaranteed by Hangzhou Financing Guarantee Group Co., Ltd., and an amount of RMB10,000,000 was guaranteed by Mr. Deng and Lin Xiaolei. The Group’s other borrowings of RMB11,407,000 were secured by the Group’s accounts receivable with balance of RMB124,754,000 and the lender is Shangrong (Shanghai) Commercial Factoring Co., Ltd., which is a fellow subsidiary of Shanghai Yun Yang Business Consulting Co. Ltd. (“Yun yang”).

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As at 31 December 2025, the Group’s bank borrowings with an amount of RMB75,000,000 was guaranteed by Mr. Deng, an amount of RMB10,000,000 was guaranteed by Mr. Deng, and Hangzhou Financing Guarantee Group Co., Ltd., and an amount of RMB15,000,000 was guaranteed by Mr. Deng and Lin Xiaolei. The Group’s other borrowings of RMB138,382,000 were secured by the Group’s accounts receivable with balance of RMB153,758,000 and were provided by Shangrong (Shanghai) Commercial Factoring Co., Ltd..

The Company

	As at 31 December 2023			As at 31 December 2024			As at 31 December 2025		
	Effective interest rate (%)	Maturity	RMB'000	Effective interest rate (%)	Maturity	RMB'000	Effective interest rate (%)	Maturity	RMB'000
Current									
Bank loans — unsecured	3.40–4.05	2024	40,000			—			—
Bank loans — guaranteed	3.40	2024	3,000	3.25–3.80	2025	84,900	2.60–3.15	2026	85,000
Total			43,000			84,900			85,000

As at 31 December 2023, the Company’s bank borrowing with an amount of RMB3,000,000 was guaranteed by Mr. Deng, the Company’s controlling shareholder.

As at 31 December 2024, the Company’s bank borrowings with an amount of RMB74,900,000 was guaranteed by Mr. Deng and an amount of RMB10,000,000 was guaranteed by Hangzhou Financing Guarantee Group Co., Ltd..

As at 31 December 2025, the Company’s bank borrowings with an amount of RMB75,000,000 was guaranteed by Mr. Deng, and an amount of RMB10,000,000 was guaranteed by Mr. Deng and Hangzhou Financing Guarantee Group Co., Ltd..

23. FINANCIAL LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS

The Group and the Company

	Financial instruments with redemption rights RMB'000
At 1 January 2023	494,098
Fair value changes	83,237
As at 31 December 2023 and 1 January 2024	577,335
Fair value changes	12,274
As at 31 December 2024 and 1 January 2025	589,609
Fair value changes	165,345
As at 31 December 2025	754,954

Registered statutory equity holders/owners of the Company have been granted the rights to require the Company to redeem their interests upon the occurrence of any of the following events, including but not limited to:

- (i) The Company’s failure to complete a qualified [REDACTED] (“[REDACTED]”) or a sale of the Company’s entire business before 31 December 2026;
- (ii) Any group member, founding owner, or management owner has material breach of capital increase agreements, the articles of association, or material violation of laws and regulations, or is subject to criminal penalties;
- (iii) A change in control of the Company resulting from a merger or acquisition.

The amount payable by the Company to redeem the Series Seed, Series Pre-A and Series A capital subject to redemption will be sum of 100% of the amount originally paid up by those equity holders minus the profit distributions already received by those equity holders, plus a simple interest of 10% per annum.

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The amount payable by the Company to redeem the Series B capital subject to redemption will be the higher of:

- (i) Sum of 100% of the amount originally paid up by those equity holders plus a simple interest of 10% per annum; and
- (ii) Sum of 100% of the amount originally paid up by those equity holders plus any declared but unpaid dividends of the Company.

The amount payable by the Company to redeem the Series B+ capital subject to redemption will be the highest of:

- (i) The fair market value of the Company at such time multiplied the proportion of the paid-up share capital held by the investor at such time;
- (ii) Sum of 100% of the amount originally paid up by those equity holders plus a simple interest of 10% per annum; and
- (iii) Sum of 100% of the amount originally paid up by those equity holders plus any declared but unpaid dividends of the Company.

The amount payable by the Company to redeem the Series C1 and Series C2 capital subject to redemption will be the higher of:

- (i) The fair market value of the Company at such time multiplied the proportion of the paid-up capital held by the investor at such time; and
- (ii) Sum of 100% of the amount originally paid up by those equity holders plus a simple interest of 10% per annum, and any declared but unpaid dividends of the Company.

The amount payable by the Company to redeem the remaining capital subject to redemption will be the amount of 100% of the amount originally paid up by those equity holders plus a simple interest of 10% per annum, and any declared but unpaid dividends of the Company.

The redemption obligations and other special/preferential rights give rise to financial liabilities, which are measured at fair value through profit or loss.

Cessation of the preferential rights

Pursuant to a termination agreement entered into among those equity holders/owners with redemption and other preferential rights, and the Company on 13 April 2026, the redemption rights ceased to be effective from the date of the termination agreement and all other special rights ceased to be effective upon [REDACTED] of the Company provided that all such special rights shall be automatically reinstated as if the termination of such rights had never taken place in the event where (i) the Company withdraws the [REDACTED] of the Company; or (ii) the [REDACTED] is rejected, refused, or returned by The Stock Exchange of Hong Kong Limited (the “Stock Exchange”); or (iii) twenty-four months have elapsed from the date of the first submission of the Company’s [REDACTED] to the Stock Exchange, and the Company has not completed its [REDACTED] on the Stock Exchange.

The Group applied the discount cash flow method to determine the underlying equity value of the Company and adopted the option-pricing method to determine the fair value of the financial liabilities at fair value through profit or loss. Key assumptions are set out below:

	As at 31 December		
	2023	2024	2025
Discount rate	13.50%	13.00%	13.00%
Risk-free interest rate	2.16%	1.10%	1.31%
DLOM	9.99%	15.59%	9.95%
Volatility	36.20%	51.43%	44.45%

The discount rate was estimated by the weighted average cost of capital as of the valuation date. The Group estimated the risk-free interest rates based on the yields of the China Government Bond as of each of the valuation dates with a maturity life equal to the period from the respective valuation dates to the expected liquidation date. The DLOM was estimated based on the Finnerty method. Under the Finnerty method, the cost of a put option, which can hedge the price change before the privately held share can be sold, was considered as a basis to determine the lack of marketability discount. The volatility was estimated based on implied volatility of comparable companies as of the valuation date. Scenario-based probability weight under each of the redemption features and liquidation preferences was based on the Group’s best estimates. In addition to the assumptions adopted above, the Company’s projections of future performance were also factored into the determination of the fair value of financial instruments with preferential rights on the valuation date.

Management considered that the fair value changes of these financial liabilities that are attributable to changes of credit risk of these instruments are not material.

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Set out below is a summary of significant unobservable inputs to the valuation of financial liabilities categorised within Level 3 of the fair value hierarchy, together with a quantitative sensitivity analysis as at the end of each of the Relevant Periods.

31 December 2023

<u>Valuation technique</u>	<u>Significant unobservable inputs</u>	<u>Range of inputs</u>	<u>Increase/ (decrease) in basis points</u>	<u>Sensitivity of fair value to the inputs</u> <i>RMB'000</i>
Discount cash flow method; option-pricing method	Discount rate	13.50%	100/(100)	(71,480)/80,781
	Risk-free interest rate	2.16%	25/(25)	(354)/339
	DLOM	9.99%	100/(100)	(6,255)/6,255
	Volatility	36.20%	100/(100)	(696)/1,258

31 December 2024

<u>Valuation technique</u>	<u>Significant unobservable inputs</u>	<u>Range of inputs</u>	<u>Increase/ (decrease) in basis points</u>	<u>Sensitivity of fair value to the inputs</u> <i>RMB'000</i>
Discount cash flow method; option-pricing method	Discount rate	13.00%	100/(100)	(94,321)/115,016
	Risk-free interest rate	1.10%	25/(25)	(435)/463
	DLOM	15.59%	100/(100)	(6,830)/6,830
	Volatility	51.43%	100/(100)	(372)/986

31 December 2025

<u>Valuation technique</u>	<u>Significant unobservable inputs</u>	<u>Range of inputs</u>	<u>Increase/ (decrease) in basis points</u>	<u>Sensitivity of fair value to the inputs</u> <i>RMB'000</i>
Discount cash flow method; option-pricing method	Discount rate	13.00%	100/(100)	(123,958)/155,293
	Risk-free interest rate	1.31%	100/(100)	(258)/259
	DLOM	9.95%	100/(100)	(8,268)/8,268
	Volatility	44.45%	100/(100)	90/(243)

24. PAID-IN CAPITAL

The Group and the Company

	<u>Paid-in capital</u> <i>RMB'000</i>
As at 1 January 2023, 31 December 2023, 31 December 2024 and 31 December 2025	<u>6,899</u>

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25. DEFERRED TAX

The movements in deferred tax liabilities and assets during the Relevant Periods are as follows:

Deferred tax liabilities

	Right-of-use assets
	<i>RMB'000</i>
At 1 January 2023	142
Deferred tax credited to profit or loss	<u>1</u>
At 31 December 2023 and 1 January 2024	143
Deferred tax credited to profit or loss	<u>214</u>
At 31 December 2024 and 1 January 2025	357
Deferred tax charged to profit or loss	<u>(235)</u>
At 31 December 2025	<u><u>122</u></u>

Deferred tax assets

	Lease liabilities
	<i>RMB'000</i>
At 1 January 2023	142
Deferred tax charged to profit or loss	<u>1</u>
At 31 December 2023 and 1 January 2024	143
Deferred tax charged to profit or loss	<u>214</u>
At 31 December 2024 and 1 January 2025	357
Deferred tax credited to profit or loss	<u>(235)</u>
At 31 December 2025	<u><u>122</u></u>

For presentation purposes, the deferred tax assets and liabilities have been offset in the consolidated statements of financial position. The following is an analysis of the deferred tax balances of the Group for financial reporting purposes:

	As at 31 December		
	2023	2024	2025
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Net deferred tax assets recognised in the consolidated statement of financial position	—	—	—
Net deferred tax liabilities recognised in the consolidated statement of financial position	<u>—</u>	<u>—</u>	<u>—</u>

The Group had accumulated tax losses arising in the Chinese mainland of RMB285,104,000, RMB319,167,000 and RMB338,507,000 as at 31 December 2023, 2024 and 2025, respectively, which will expire in one to ten years for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax assets have not been recognised in respect of these losses as they have arisen in the Company and subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

26. SHARE-BASED PAYMENTS

To provide incentives and rewards to eligible participants who contribute to the Group’s operation, Mr. Deng, a founder and controlling equity holder of the Company, has established an employee incentive platform through setting up a limited partnership entity for the Company to operate an employee incentive scheme (the “Scheme”). Eligible participants of the Scheme, including members of senior management, mid-level managers and other employees of the Group, were determined by the respective employee incentive platform and approved by the Company’s board of directors.

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In 2020, 2021, 2022, 2024 and 2025, the Company granted 11,335,000, 2,334,000, 1,841,000, 822,000 and 1,223,000 share options of the Company, respectively, to 85 eligible employees at subscription prices ranging from RMB0.1 to RMB0.5 for each option. The eligible employees shall be entitled to exercise 50 share options in exchange for one share. The fair values of the share options and awarded equity at the dates of grant were determined by an external valuer taking into account the terms and conditions upon which the share options and awarded equity were granted. The Group has used the discounted cash flow method, back-solve method and extrapolation method to determine the underlying equity’s fair value of the Company, adopted an equity value allocation model to derive the per-share value of the equity, and used the binomial options pricing model to determine the fair value of the underlying employee stock options. Key assumptions, such as discount rate, risk-free interest rate, expected volatility and projections of future performance, are required to be determined by the Group with best estimate. Key assumptions for the share options are set out below:

	<u>At grant dates</u>
Dividend yield (%)	—
Expected volatility (%)	45.01–46.48
Risk-free interest rate (%)	1.66–3.21
Expected life of options (year)	9.25–9.92

The differences between the fair value of share options and awarded equity granted and the exercise prices were recorded in the share-based payment reserve within equity with the corresponding share-based payment expenses recognised in profit or loss.

These options were scheduled to vest and become exercisable in two annual installments, which are to be released 50% on the secondary anniversary from the grant date, and 50% each on the third anniversary from the grant date.

The following share options were outstanding under the Scheme during the Relevant Periods:

	<u>Weighted average exercise price</u> <i>RMB per option</i>	<u>Number of options</u> <i>’000</i>
At 1 January 2023	0.12	19,958
Granted during the year	—	—
Forfeited during the year	0.10	(726)
As at 31 December 2023 and 1 January 2024	0.12	19,232
Granted during the year	0.10	822
Forfeited during the year	0.10	(141)
As at 31 December 2024 and 1 January 2025	0.12	19,913
Granted during the year	0.10	1,223
Forfeited during the year	0.10	(687)
At 31 December 2025	<u>0.12</u>	<u>20,449</u>

In December 2025, pursuant to the resolution of the Company’s directors, the Company awarded certain equity of the Company to Mr. Deng. The difference between the cash consideration paid by Mr. Deng and the fair value of the awarded equity (note 23) is recognised as a share-based payment expenses immediately as no service conditions were required for the award. As a result, share-based payment expenses of RMB99,233,000 was recognised in profit or loss for the year ended 31 December 2025. The cash consideration was paid by Mr. Deng in February 2026.

Equity-settled share-based payment expenses of RMB685,000, RMB536,000 and RMB100,309,000, were charged to profit or loss during year ended 31 December 2023, 2024 and 2025, respectively.

27. RESERVES

The amounts of the Group’s reserves and the movements therein are presented in the consolidated statements of changes in equity.

Capital reserve

The capital reserve represents the premium arising from capital contribution from equity holders/owners including those with redemption rights (note 23).

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The amounts of the Company’s reserves and the movements therein during each of the Relevant Periods are as follows:

	Capital reserve <i>RMB'000</i>	Share-based payment reserve <i>RMB'000</i>	Accumulated losses <i>RMB'000</i>	Total <i>RMB'000</i>
At 1 January 2023	3,436	14,397	(422,383)	(404,550)
Loss and total comprehensive loss for the year	—	—	(86,373)	(86,373)
Share-based payment expenses	—	685	—	685
At 31 December 2023	<u>3,436</u>	<u>15,082</u>	<u>(508,756)</u>	<u>(490,238)</u>
At 1 January 2024	3,436	15,082	(508,756)	(490,238)
Loss and total comprehensive loss for the year	—	—	(1,141)	(1,141)
Share-based payment expenses	—	536	—	536
At 31 December 2024	<u>3,436</u>	<u>15,618</u>	<u>(509,897)</u>	<u>(490,843)</u>
At 1 January 2025	3,436	15,618	(509,897)	(490,843)
Loss and total comprehensive loss for the year	—	—	(269,372)	(269,372)
Share-based payment expenses	—	100,309	—	100,309
At 31 December 2025	<u>3,436</u>	<u>115,927</u>	<u>(779,269)</u>	<u>(659,906)</u>

28. NOTES TO THE CONSOLIDATED STATEMENTS OF CASH FLOWS

(a) Major non-cash transactions

During the years ended 31 December 2023 and 2024, the Group had non-cash additions to right-of-use assets and lease liabilities of RMB1,907,000 and RMB3,174,000, respectively, in respect of lease arrangements for buildings.

(b) Changes in liabilities arising from financing activities

Year ended 31 December 2023

	Financial liabilities at fair value through profit or loss <i>RMB'000</i>	Interest-bearing bank and other borrowings <i>RMB'000</i>	Lease liabilities <i>RMB'000</i>
At 1 January 2023	494,098	—	951
Interest expense	—	552	27
New lease	—	—	1,907
Fair value changes	83,237	—	—
Changes from financing cash flows	—	49,987	(1,929)
At 31 December 2023	<u>577,335</u>	<u>50,539</u>	<u>956</u>

Year ended 31 December 2024

	Financial liabilities at fair value through profit or loss <i>RMB'000</i>	Interest-bearing bank and other borrowings <i>RMB'000</i>	Lease liabilities <i>RMB'000</i>
At 1 January 2024	577,335	50,539	956
Interest expense	—	2,736	28
New lease	—	—	3,174
Fair value changes	12,274	—	—
Changes from financing cash flows	—	53,032	(1,777)
At 31 December 2024	<u>589,609</u>	<u>106,307</u>	<u>2,381</u>

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Year ended 31 December 2025

	Financial liabilities at fair value through profit or loss <i>RMB'000</i>	Interest-bearing bank and other borrowings <i>RMB'000</i>	Lease liabilities <i>RMB'000</i>
At 1 January 2025	589,609	106,307	2,381
Interest expense	—	5,949	57
Fair value changes	165,345	—	—
Changes from financing cash flows	—	126,126	(1,628)
At 31 December 2025	<u>754,954</u>	<u>238,382</u>	<u>810</u>

(c) Total cash outflow for leases

	As at 31 December		
	2023 <i>RMB'000</i>	2024 <i>RMB'000</i>	2025 <i>RMB'000</i>
Within operating activities	343	323	320
Within financing activities	1,929	1,777	1,628
Total	<u>2,272</u>	<u>2,100</u>	<u>1,948</u>

29. RELATED PARTY TRANSACTIONS AND BALANCES

(a) Name and relationship

Name of related party	Relationship with the Company
Mr. Deng	Controlling equity holder
Lin Xiaolei*	Executive director
Yun yang**	An equity holder of the Company with significant influence
Hangzhou Qingtuan She Internet Co., Ltd.**	Controlled by Mr. Deng
Cathay Insurance Co., Ltd.	Fellow subsidiaries of Yun yang
Alipay Payment Technology Co., Ltd.**	Fellow subsidiaries of Yun yang
Alipay (Hangzhou) Digital Service Technology Co., Ltd.**	Fellow subsidiaries of Yun yang

* Lin Xiaolei was resigned as the executive director with effect from 3 June 2026.

** The English names of these companies registered in the PRC represent the translated names of these companies as no English names have been registered.

(b) The Group had the following material related party transactions during the Relevant Periods:

	Year ended 31 December		
	2023 <i>RMB'000</i>	2024 <i>RMB'000</i>	2025 <i>RMB'000</i>
Interest income from Lin Xiaolei	<u>36</u>	<u>137</u>	<u>310</u>
Services charge to:			
Cathay Insurance Co., Ltd.	—	715	2,832
Alipay Payment Technology Co., Ltd.	83	407	516
Alipay (Hangzhou) Digital Service Technology Co., Ltd.	<u>80</u>	<u>9</u>	<u>—</u>
Total	<u>163</u>	<u>1,131</u>	<u>3,348</u>
Provision of services to:			
Hangzhou Qingtuan She Internet Co., Ltd.	—	5	—
Cathay Insurance Co., Ltd.	—	4	—
Alipay (Hangzhou) Digital Service Technology Co., Ltd.	<u>1,209</u>	<u>426</u>	<u>614</u>
Total	<u>1,209</u>	<u>435</u>	<u>614</u>

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(c) Outstanding balances with related parties

The Group

	As at 31 December		
	2023 RMB'000	2024 RMB'000	2025 RMB'000
Trade related:			
Amounts due from related parties			
Hangzhou Qingtuan She Internet Co., Ltd.	45	50	50
Cathay Insurance Co., Ltd.	—	1,719	295
Alipay Payment Technology Co., Ltd.	10	10	—
Alipay (Hangzhou) Digital Service Technology Co., Ltd.	698	704	782
Total	753	2,483	1,127
Non-trade related:			
Amounts due from related parties			
Lin Xiaolei	1,821	1,109	2,588
Total	2,574	3,592	3,715
Trade related:			
Amounts due to related parties			
Cathay Insurance Co., Ltd.	—	88	1,244

The trade related balances due from related parties are unsecured, interest-free, repayable on demand and aged within one year. The non-trade related balances due from related parties are unsecured, interest bearing at 3.06% per annum and repayable on demand. The management of the Company considers there was no significant credit risk for the amounts due from related parties.

The maximum outstanding amounts due from the Lin Xiaolei during the years ended 31 December 2023, 2024 and 2025 were RMB3,785,000, RMB6,535,000 and RMB20,305,000, respectively.

(d) As at 31 December 2023, 2024 and 2025, the details of loan guarantees provided by the controlling equity holder and an executive director are disclosed in note 22 to the Historical Financial Information.

(e) Compensation of key management personnel of the Group:

	Year ended 31 December		
	2023 RMB'000	2024 RMB'000	2025 RMB'000
Salaries, allowances and benefits in kind	1,803	1,905	2,180
Performance related bonuses	346	219	517
Pension scheme contributions	32	36	40
Share-based payment expenses	320	101	99,249
	2,501	2,261	101,986

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(f) Amounts due from related parties

The Company

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Trade related:			
Amounts due from related parties			
Hangzhou Qingtuan She Internet Co., Ltd.	45	50	50
Cathay Insurance Co., Ltd.	—	4	4
Alipay Payment Technology Co., Ltd.	10	10	—
Alipay (Hangzhou) Digital Service Technology Co., Ltd.	548	364	310
	603	428	364
Non-trade related:			
Amounts due from related parties			
Lin Xiaolei	1,821	1,109	329
Total	2,424	1,537	693

The trade related balances due from related parties are unsecured, interest-free, repayable on demand and aged within one year. The non-trade related balances due from related parties are unsecured, interest bearing at 3.06% per annum and repayable on demand. The management of the Company considers there was no significant credit risk for the amounts due from related parties.

30. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments of the Group as at the end of each of the Relevant Periods are as follows:

Financial assets

As at 31 December 2023

	Financial assets at fair value through profit or loss	Financial assets at amortised cost	Total
	RMB'000	RMB'000	RMB'000
Financial assets at fair value through profit or loss	57,083	—	57,083
Trade receivables	—	55,098	55,098
Financial assets included in prepayments, other receivables and other assets	—	939	939
Amounts due from related parties	—	2,574	2,574
Cash and cash equivalents	—	27,643	27,643
Total	57,083	86,254	143,337

As at 31 December 2024

	Financial assets at fair value through profit or loss	Financial assets at amortised cost	Total
	RMB'000	RMB'000	RMB'000
Financial assets at fair value through profit or loss	53,560	—	53,560
Trade and bills receivables	—	152,570	152,570
Financial assets included in prepayments, other receivables and other assets	—	1,374	1,374
Amounts due from related parties	—	3,592	3,592
Cash and cash equivalents	—	17,264	17,264
Total	53,560	174,800	228,360

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As at 31 December 2025

	Financial assets at fair value through profit or loss <i>RMB'000</i>	Financial assets at amortised cost <i>RMB'000</i>	Total <i>RMB'000</i>
Financial assets at fair value through profit or loss	21,079	—	21,079
Trade and bills receivables	—	330,142	330,142
Financial assets included in prepayments, other receivables and other assets	—	2,232	2,232
Amounts due from related parties	—	3,715	3,715
Restricted cash	—	5,000	5,000
Cash and cash equivalents	—	89,454	89,454
Total	21,079	430,543	451,622

Financial liabilities

As at 31 December 2023

	Financial liabilities at fair value through profit or loss <i>RMB'000</i>	Financial liabilities at amortised cost <i>RMB'000</i>	Total <i>RMB'000</i>
Financial liabilities at fair value through profit or loss	577,335	—	577,335
Financial liabilities included in other payables and accruals	—	1,690	1,690
Trade payables	—	25,865	25,865
Interest-bearing bank and other borrowings	—	50,539	50,539
Lease liabilities	—	956	956
Total	577,335	79,050	656,385

As at 31 December 2024

	Financial liabilities at fair value through profit or loss <i>RMB'000</i>	Financial liabilities at amortised cost <i>RMB'000</i>	Total <i>RMB'000</i>
Financial liabilities at fair value through profit or loss	589,609	—	589,609
Financial liabilities included in other payables and accruals	—	4,195	4,195
Trade payables	—	57,005	57,005
Interest-bearing bank and other borrowings	—	106,307	106,307
Lease liabilities	—	2,381	2,381
Total	589,609	169,888	759,497

As at 31 December 2025

	Financial liabilities at fair value through profit or loss <i>RMB'000</i>	Financial liabilities at amortised cost <i>RMB'000</i>	Total <i>RMB'000</i>
Financial liabilities at fair value through profit or loss	754,954	—	754,954
Financial liabilities included in other payables and accruals	—	6,891	6,891
Trade payables	—	132,490	132,490
Interest-bearing bank and other borrowings	—	238,382	238,382
Lease liabilities	—	810	810
Total	754,954	378,573	1,133,527

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Transfers of financial assets

Transferred financial assets that are not derecognised in their entirety

As part of its normal business, the Group entered into a trade receivable factoring arrangement (the “Arrangement”) and transferred certain trade receivables to a financial institution. Under the Arrangement, the Group may be required to reimburse the financial institution for loss of interest if any trade debtors have late payment up to 3 months. The Group is not exposed to default risks of the trade debtors after the transfer. Subsequent to the transfer, the Group did not retain any rights on the use of the trade receivables, including the sale, transfer or pledge of the trade receivables to any other third parties. The original carrying value of the trade receivables transferred under the Arrangement that have not been settled as at 31 December 2024 and 2025 was RMB124,754,000 and RMB210,525,000, respectively. The carrying amount of the assets that the Group continued to recognise as at 31 December 2024 and 2025 was RMB12,674,000 and RMB153,757,000, respectively, and that of the associated liabilities as at 31 December 2024 and 2025 was RMB11,407,000 and RMB138,382,000, respectively.

31. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

Management has assessed that the fair values of cash and cash equivalents, restricted cash, financial assets included in prepayments, other receivables and other assets, trade receivables, amounts due from related parties, trade payables, financial liabilities included in other payables and accruals, interest-bearing bank and other borrowings approximate to their carrying amounts largely due to the short-term maturities of these instruments.

The Group’s finance department headed by the chief financial officer is responsible for determining the policies and procedures for the fair value measurement of financial instruments. At the end of each of the reporting periods, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the Board of Directors.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The Group invests in equity investments and wealth management products at fair value through profit or loss. The Group has estimated the fair value of these wealth management products by using discounted cash flow valuation model with reference to observable inputs including fluctuations of market prices or valuation models with reference rates.

Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group’s financial instruments.

Assets measured at fair value:

As at 31 December 2023

	Fair value measurement using			Total
	Quoted prices in active markets (Level 1) RMB’000	Significant observable inputs (Level 2) RMB’000	Significant unobservable inputs (Level 3) RMB’000	
Financial assets at fair value through profit or loss	—	57,083	—	57,083

As at 31 December 2024

	Fair value measurement using			Total
	Quoted prices in active markets (Level 1) RMB’000	Significant observable inputs (Level 2) RMB’000	Significant unobservable inputs (Level 3) RMB’000	
Financial assets at fair value through profit or loss	—	52,560	1,000	53,560

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As at 31 December 2025

	Fair value measurement using			Total
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
	RMB'000	RMB'000	RMB'000	RMB'000
Financial assets at fair value through profit or loss	—	20,079	1,000	21,079

Liabilities measured at fair value:

As at 31 December 2023

	Fair value measurement using			Total
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
	RMB'000	RMB'000	RMB'000	RMB'000
Financial liabilities at fair value through profit or loss	—	—	577,335	577,335

As at 31 December 2024

	Fair value measurement using			Total
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
	RMB'000	RMB'000	RMB'000	RMB'000
Financial liabilities at fair value through profit or loss	—	—	589,609	589,609

As at 31 December 2025

	Fair value measurement using			Total
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
	RMB'000	RMB'000	RMB'000	RMB'000
Financial liabilities at fair value through profit or loss	—	—	754,954	754,954

The movements and details of the fair value measurement of financial liabilities at fair value through profit or loss are disclosed in note 23 to the Historical Financial Information.

During the Relevant Periods, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities.

32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group’s principal financial instruments comprise cash and cash equivalents and bank and other borrowings. The main purpose of these financial instruments is to support the Group’s operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

The main risks arising from the Group’s financial instruments are credit risk and liquidity risk. The Company’s board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

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Interest rate risk

The Group’s exposure to the risk of changes in market interest rates relates primarily to the Group’s bank and other borrowings. The Group’s policy is to manage its interest cost using a mix of fixed and variable rate debts. As at 31 December 2023, 2024 and 2025, none of the Group’s interest-bearing borrowings bore interest at floating rates. Accordingly, as at the end of each of the Relevant Periods, the Group did not have any significant exposure to the interest rate risk in the cash flows.

Credit risk

The Group trades only with recognised and creditworthy third parties and there is no requirement for collateral. It is the Group’s policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group’s exposure to bad debts is not significant.

Maximum exposure and year-end staging

The tables below show the credit quality and the maximum exposure to credit risk based on the Group’s credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at the end of each of the Relevant Periods. The amounts presented are gross amounts for financial assets.

31 December 2023

	12 months ECLs	Lifetime ECLs			
	Stage 1 RMB’000	Stage 2 RMB’000	Stage 3 RMB’000	Simplified approach RMB’000	Total RMB’000
Trade receivables*	—	—	—	55,819	55,819
Financial assets included in prepayments, other receivables and other assets					
— Normal**	939	—	—	—	939
Amounts due from related parties					
— Normal**	2,574	—	—	—	2,574
Cash and cash equivalents	27,643	—	—	—	27,643
Total	31,156	—	—	55,819	86,975

31 December 2024

	12 months ECLs	Lifetime ECLs			
	Stage 1 RMB’000	Stage 2 RMB’000	Stage 3 RMB’000	Simplified approach RMB’000	Total RMB’000
Trade receivables*	—	—	—	153,683	153,683
Financial assets included in prepayments, other receivables and other assets					
— Normal**	1,374	—	—	—	1,374
Amounts due from related parties					
— Normal**	3,592	—	—	—	3,592
Cash and cash equivalents	17,264	—	—	—	17,264
Total	22,230	—	—	153,683	175,913

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ACCOUNTANTS’ REPORT

31 December 2025

	12 months ECLs	Lifetime ECLs			
	Stage 1 RMB'000	Stage 2 RMB'000	Stage 3 RMB'000	Simplified approach RMB'000	Total RMB'000
Trade receivables*	—	—	—	330,962	330,962
Financial assets included in prepayments, other receivables and other assets					
— Normal**	2,232	—	—	—	2,232
Amounts due from related parties					
— Normal**	3,715	—	—	—	3,715
Restricted cash	5,000	—	—	—	5,000
Cash and cash equivalents	89,454	—	—	—	89,454
Total	100,401	—	—	330,962	431,363

* For trade receivables to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 15 to the Historical Financial Information.

** The credit quality of the financial assets included in prepayments, other receivables and other assets and amounts due from related parties are considered to be “normal” when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be “doubtful”.

Further quantitative data in respect of the Group’s exposure to credit risk arising from trade receivables and other receivables are respectively disclosed in notes 15 and 16 to the Historical Financial Information, respectively.

At the end of each of the Relevant Periods, the Group had certain concentrations of credit risk as 43%, 49% and 26% of the Group’s trade receivables were due from the Group’s largest customer, respectively, and 71%, 88%, 66% of the Group’s trade receivables were due from the Group’s five largest customers, respectively.

Liquidity risk

The Group monitors its exposure to liquidity risk by regularly monitoring short-term and long-term liquidity requirements, as well as compliance with borrowing agreements to ensure that adequate cash reserves and readily realisable liquidity are maintained.

The liquidity of the Group is primarily dependent on its ability to maintain adequate cash inflows from operations to meet its debt obligations as they fall due, and its ability to obtain external financing to meet its committed future capital expenditure.

The maturity profile of the Group’s financial liabilities as at the end of each of the Relevant Periods, based on the contractual undiscounted payments, is as follows:

	As at 31 December 2023			
	Within 1 year RMB'000	1 to 5 years RMB'000	Over 5 years RMB'000	Total RMB'000
Trade payables	25,865	—	—	25,865
Financial liabilities included in other payables and accruals	1,690	—	—	1,690
Financial liabilities at fair value through profit or loss	577,335	—	—	577,335
Interest-bearing bank and other borrowings	50,539	—	—	50,539
Lease liabilities	964	—	—	964
Total	656,393	—	—	656,393

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	As at 31 December 2024			Total
	Within 1 year	1 to 5 years	Over 5 years	
	RMB'000	RMB'000	RMB'000	RMB'000
Trade payables	57,005	—	—	57,005
Financial liabilities included in other payables and accruals	4,195	—	—	4,195
Financial liabilities at fair value through profit or loss	589,609	—	—	589,609
Interest-bearing bank and other borrowings	106,307	—	—	106,307
Lease liabilities	1,628	820	—	2,448
Total	758,744	820	—	759,564

	As at 31 December 2025			Total
	On demand	Within 1 year	1 to 5 years	
	RMB'000	RMB'000	RMB'000	RMB'000
Trade payables	132,490	—	—	132,490
Financial liabilities included in other payables and accruals	6,891	—	—	6,891
Financial liabilities at fair value through profit or loss	754,954	—	—	754,954
Interest-bearing bank and other borrowings	238,382	—	—	238,382
Lease liabilities	820	—	—	820
Total	1,133,537	—	—	1,133,537

Capital management

The primary objectives of the Group’s capital management are to safeguard the Group’s ability to continue as a going concern, so that it can continue to provide returns to shareholders and benefits to other stakeholders, by pricing services commensurately with the level of risk.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the Relevant Periods.

33. AMOUNTS DUE FROM AND DUE TO SUBSIDIARIES

The Company

Amounts due from subsidiaries

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Other receivables	69,789	97,468	159,478
Impairment	(35)	(48)	(80)
Total	69,754	97,420	159,398

Amounts due to subsidiaries

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Other payables	2,208	—	5,169
Total	2,208	—	5,169

Amounts due from/to subsidiaries are non-trade in nature, unsecured, interest-free and repayable on demand.

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APPENDIX I

ACCOUNTANTS’ REPORT

34. EVENTS AFTER THE RELEVANT PERIODS

- (i) On 4 June 2026, the Company was converted into a joint stock company with limited liability under the Company Law of the PRC. The net assets of the Company as of the conversion base date determined and measured based on the PRC GAAP were converted into 8,796,465 ordinary shares at RMB1.00 each. The excess of the net assets converted over the nominal value of the ordinary shares was credited to the Company’s capital reserve.
- (ii) In February and June 2026, total capital contribution of RMB4,881,000 was received in cash. In June 2026, 82,467 shares of the Company were issued pursuant to the share purchase agreement entered into between the Company and the new investors and total cash consideration of RMB30,000,000 was received by the Group.

35. SUBSEQUENT FINANCIAL STATEMENTS

No audited financial statements have been prepared by the Company, the Group or any of the subsidiaries of the Group in respect of any period subsequent to 31 December 2025.

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APPENDIX II UNAUDITED [REDACTED] FINANCIAL INFORMATION

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APPENDIX II UNAUDITED [REDACTED] FINANCIAL INFORMATION

[REDACTED]

APPENDIX III

SUMMARY OF PRINCIPAL LEGAL AND REGULATORY PROVISIONS

PRC LAWS AND REGULATIONS

PRC Legal System

The PRC legal system is based on the Constitution of the People’s Republic of China (《中華人民共和國憲法》) (the “**Constitution**”), and is composed of written laws, administrative regulations, local regulations, autonomous regulations, separate regulations, rules of the State Council ministries and commissions, rules of local governments, laws of the special administrative regions, international treaties to which the PRC government is a signatory, and other regulatory documents. Court precedents do not constitute legally binding precedents, but may serve as judicial reference and guidance.

Under the Constitution and the Law of the People’s Republic of China on Legislation (2023 Revision) (《中華人民共和國立法法(2023年修正)》) (the “**Legislation Law**”), the NPC and the SCNPC have the power to exercise the legislative power of the State. The NPC has the power to enact and amend basic laws governing criminal offences, civil affairs, state institutions and other matters. The SCNPC has the power to enact and amend laws other than those that should be enacted by the NPC, and when the NPC is not in session, to partially supplement and amend laws enacted by the NPC, provided that such supplements and amendments do not contradict the basic principles of such laws.

The State Council is the highest state administrative organ. It has the power to formulate administrative regulations in accordance with the Constitution and laws. The people’s congresses of provinces, autonomous regions and municipalities directly under the central government and their respective standing committees may formulate local regulations in accordance with the specific circumstances and actual needs of their respective administrative regions, provided that they comply with the Constitution, laws and administrative regulations. The people’s congresses of cities divided into districts and their respective standing committees may, in light of the specific circumstances and actual needs of their respective cities and provided that they do not contradict the Constitution, laws, administrative regulations and the local regulations of their respective provinces or autonomous regions, formulate local regulations on matters relating to urban and rural development and management, ecological conservation, historical and cultural preservation, and grassroots governance. Where laws provide otherwise for matters for which cities divided into districts formulate local regulations, such provisions shall prevail. The local regulations of a city divided into district shall be submitted to the standing committee of the people’s congress of the relevant province or autonomous region for approval before implementation. The standing committee of the people’s congress of a province or autonomous region shall examine the legality of the local regulations submitted for approval, and if they are not in conflict with the Constitution, laws, administrative regulations and the local regulations of the relevant province or autonomous region, they shall issue approval within four months. Where the standing committee of the people’s congress of a province or autonomous region, when reviewing the local regulations of a city divided into district submitted for approval, finds that they conflict with the rules of the people’s government of the province or autonomous region, it shall make a decision on how to handle the matter. The people’s congresses of national autonomous areas have the power to formulate autonomous regulations and separate regulations in light of the political, economic and cultural characteristics of the local ethnic groups.

The ministries and commissions of the State Council, the People’s Bank of China, the National Audit Office and the direct agencies of the State Council with administrative functions may formulate rules and regulations within the jurisdiction of their respective departments in accordance with laws, administrative regulations, and the decisions and orders of the State Council. The provisions of departmental rules and regulations must relate to matters for the purpose of implementing laws, administrative regulations, and the decisions and orders of the State Council. The people’s governments of provinces, autonomous regions, municipalities directly under the

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SUMMARY OF PRINCIPAL LEGAL AND REGULATORY PROVISIONS

central government, cities divided into districts and autonomous prefectures may formulate rules and regulations in accordance with laws, administrative regulations, and local regulations of the relevant provinces, autonomous regions and municipalities directly under the central government.

According to the Resolution of the Standing Committee of the National People’s Congress on Strengthening the Interpretation of Laws (《全國人民代表大會常務委員會關於加強法律解釋工作的決議》) adopted by the SCNPC on 10 June 1981, matters concerning the need to further define the boundaries or make supplementary provisions regarding the provisions of laws and decrees themselves shall be interpreted by the SCNPC or be provided for by decrees; matters concerning the specific application of laws in the judicial work of the people’s courts shall be interpreted by the Supreme People’s Court. Matters concerning the specific application of laws in the procuratorial work of the people’s procuratorates shall be interpreted by the Supreme People’s Procuratorate; matters concerning the specific application of other laws and decrees not involving judicial or procuratorial work shall be interpreted by the State Council and the competent authorities. The State Council and its ministries and commissions also have the power to interpret the administrative regulations and departmental rules and regulations they have enacted. At the local level, the power to interpret local laws and regulations lies with the local legislative and administrative bodies that enacted such laws and regulations.

PRC Judicial System

Under the Constitution and the Organic Law of the People’s Courts of the People’s Republic of China (2018 Revision) (《中華人民共和國人民法院組織法(2018年修訂)》) and the Organic Law of the People’s Procuratorates of the People’s Republic of China (2018 Revision) (《中華人民共和國人民檢察院組織法(2018年修訂)》), the people’s courts in China are classified as the Supreme People’s Court, local people’s courts at various levels and special people’s courts. Local people’s courts at various levels consist of three levels: basic people’s courts, intermediate people’s courts and higher people’s courts. Basic people’s courts may establish a number of people’s tribunals based on factors such as geographical area, population and caseload. The Supreme People’s Court is the highest judicial organ in China. The Supreme People’s Court supervises the adjudicative work of local people’s courts at various levels and special people’s courts, and higher people’s courts supervise the adjudicative work of lower people’s courts. The people’s procuratorates in China consist of the Supreme People’s Procuratorate, local people’s procuratorates at various levels and special people’s procuratorates such as the military procuratorate. The Supreme People’s Procuratorate is the highest procuratorial organ. The Supreme People’s Procuratorate directs the work of local people’s procuratorates at various levels and special people’s procuratorates, and higher-level people’s procuratorates direct the work of lower-level people’s procuratorates.

The people’s courts adopt a system of the second instance being the final instance, meaning that the judgment or ruling of the second instance by a people’s court is final. A party may appeal a first-instance judgment or ruling of a local people’s court. A people’s procuratorate may file a protest with the people’s court at the next higher level in accordance with the procedures prescribed by law. If no appeal is filed by the parties and no protest is filed by the people’s procuratorate within the prescribed time limit, the judgment or ruling of the people’s court is final. The judgment or ruling of the second instance rendered by an intermediate people’s court, a higher people’s court or the Supreme People’s Court is final. The first-instance judgment or ruling of the Supreme People’s Court is also final. However, if the Supreme People’s Court discovers an error in a legally effective judgment or ruling of a people’s court at any level, or if a higher people’s court discovers an error in a legally effective judgment or ruling of a lower people’s court, or if the president of a people’s court at any level discovers an error in a legally effective judgment or ruling of that court and deems a retrial necessary, the case shall be retried in accordance with judicial supervision procedures.

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The Civil Procedure Law of the People’s Republic of China (《中華人民共和國民事訴訟法》) (the “**PRC Civil Procedure Law**”), which was formulated on 9 April 1991 and amended five times on 28 October 2007, 31 August 2012, 27 June 2017, 24 December 2021 and 1 September 2023, stipulates the conditions for filing a civil lawsuit, the jurisdiction of the people’s courts, the procedures for civil litigation and the procedures for enforcing civil judgments or rulings. Parties conducting civil litigation within China must comply with the PRC Civil Procedure Law. Civil cases are generally heard in the court of the place where the defendant has its domicile. The parties to a contract may also expressly agree in writing on the court of competent jurisdiction for civil litigation, provided that the people’s court with jurisdiction is the court of a place with a direct connection to the dispute, such as the place where the plaintiff or defendant is domiciled, the place where the contract is performed or signed, or the place where the subject matter of the lawsuit is located. Nevertheless, the above choices shall not, in any event, violate the provisions on hierarchical jurisdiction and exclusive jurisdiction.

Foreigners, stateless persons, foreign enterprises and organizations generally enjoy the same litigation rights and bear the same litigation responsibilities as Chinese citizens, legal persons and other organizations when suing or responding in a people’s court. If a foreign court restricts the litigation rights of Chinese citizens, legal persons and other organizations, the Chinese court may impose reciprocal restrictions on the litigation rights of that foreign country’s citizens, enterprises and organizations. When foreigners, stateless persons, foreign enterprises and organizations need to appoint a lawyer to represent them in litigation in a people’s court, they must appoint a lawyer of the People’s Republic of China. In accordance with international treaties concluded or acceded to by the People’s Republic of China, or on the basis of reciprocity, Chinese people’s courts and foreign courts may request each other’s assistance in the service of legal documents, the taking of evidence, and the conduct of other litigation acts. If the matter for which a foreign court requests assistance impairs the sovereignty, security or public interest of China, the people’s court shall not execute the request.

The parties must comply with a legally effective civil judgment or ruling. If any party to a civil lawsuit refuses to comply with a judgment or ruling made by a people’s court, or an award made by a PRC arbitral tribunal, the other party may apply to the people’s court for enforcement of the relevant judgment, ruling or award within two years, provided that an application for an extension or setting aside of enforcement may be made. If, within the prescribed time limit, the party fails to enforce the judgment for which the court has issued an enforcement permit, the court shall enforce the judgment upon application by the other party.

If a party applies to the people’s court for enforcement of a legally effective judgment or ruling against another party, and the party against whom enforcement is sought or its assets are located outside China, the applying party may directly apply to the competent foreign court for recognition and enforcement of the judgment or ruling. If China has concluded or acceded to an international convention with the relevant foreign country providing for such recognition and enforcement, or if the judgment or ruling meets the court’s review on the basis of reciprocity, relevant foreign judgments and rulings may also be recognised and enforced by Chinese courts in accordance with Chinese enforcement procedures, unless the people’s court considers that the recognition or enforcement of the relevant judgment or ruling would violate the basic legal principles of China, its sovereignty or national security, or would be contrary to social and public interests, in which case the parties may directly apply to the intermediate people’s court of the People’s Republic of China with competent jurisdiction for recognition and enforcement, or the foreign court may request the people’s court to recognise and enforce it in accordance with the provisions of the international treaties concluded or acceded to by the People’s Republic of China, or on the basis of reciprocity.

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The Company Law of the People’s Republic of China, the Trial Administrative Measures for the Overseas Issuance and Listing of Securities by Domestic Enterprises, and the Model Articles of Association of Listed Companies

The Company Law of the People’s Republic of China (《中華人民共和國公司法》) (the “**PRC Company Law**”) was promulgated at the fifth session of the Standing Committee of the Eighth National People’s Congress on 29 December 1993, became effective on 1 July 1994, and was amended on 25 December 1999, 28 August 2004, 27 October 2005, 28 December 2013, 26 October 2018 and 29 December 2023, respectively. The latest revision of the Company Law of the People’s Republic of China took effect on 1 July 2024.

On 17 February 2023, the CSRC issued the Trial Administrative Measures for the Overseas Issuance and Listing of Securities by Domestic Enterprises (《境內企業境外發行證券和上市管理試行辦法》) (the “**Overseas Listing Trial Measures**”), effective from 31 March 2023, which apply to the direct and indirect overseas subscription and listing of shares by domestic enterprises, and set out the filing management measures and regulatory provisions for the overseas issuance and listing of securities by domestic enterprises.

On 28 March 2025, the CSRC issued the latest revised Model Articles of Association of Listed Companies (《上市公司章程指引》) (the “**Model Articles of Association**”). According to the Overseas Listing Trial Measures and its supporting guideline, the Application Guidelines for Regulatory Rules — Overseas Issuance and Listing Category No. 1 (《監管規則適用指引 — 境外發行上市類第1號》), a domestic enterprise that directly issues and lists overseas shall formulate its articles of association by reference to the Model Articles of Association and other provisions of the CSRC regarding the PRC Company Law, the Overseas Listing Trial Measures, and the main provisions of the Model Articles of Association.

General Provisions

A joint stock company refers to an enterprise legal person incorporated in China under the PRC Company Law, whose registered capital is divided into shares of equal par value. The liability of a company’s shareholders is limited to the shares they hold, and the liability of the company is limited to all of its property.

A joint stock company must comply with laws and administrative regulations in its business activities. A company may invest in other limited liability companies and joint stock companies, and its liability for the company invested in is limited to the amount of its investment. If any law provides that a company may not become a contributor that bears joint and several liability for the debts of the enterprise in which it invests, the relevant provisions shall prevail.

Incorporation

A joint stock company may be incorporated by promotion or by public offering. For the incorporation of a joint stock company, there shall be between one and two hundred promoters, and more than half of the promoters shall have their domicile within China. For the incorporation of a joint stock company by promotion, the promoters shall subscribe for all of the shares that should be issued at the time of the company’s incorporation as stipulated in the company’s articles of association. For the incorporation of a joint stock company by public offering, the shares subscribed for by the promoters shall not be less than 35% of the total number of shares that should be issued at the time of the company’s incorporation as stipulated in the company’s articles of association, unless otherwise provided by laws or administrative regulations.

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When offering shares to the public, the promoters shall publish a document and prepare a subscription form, and subscribers shall fill in the number of shares to be subscribed, the amount, and their domicile, and sign or affix their seal thereto. Subscribers shall pay the full subscription amount for the shares they have subscribed. If the promoters offer shares to the public, the offering shall be underwritten by a securities operating institution established under PRC law, and an underwriting agreement shall be entered into for this purpose. The promoters offering shares to the public shall also sign an agreement with a bank to collect the subscription payments. The receiving bank shall collect and hold the subscription payments, issue receipts to the subscribers who have paid their subscription payments, and provide the relevant authorities with proof of receipt of the subscription payments. After the share capital offered to the public is fully paid up, it shall be verified by a capital verification institution established under PRC law, which shall issue a relevant certificate. If the shares issued at the time of incorporation are not fully paid up, or if the promoters fail to convene an inaugural meeting within 30 days after the issued shares are fully paid up, subscribers may request the promoters to refund their subscription payments plus interest at the bank's deposit rate for the same period. After paying their subscription payments or delivering non-monetary property as capital contributions, the promoters and subscribers may not withdraw their share capital, except where the shares are not fully paid up within the prescribed period, the promoters fail to convene an inaugural meeting on time, or the inaugural meeting decides not to establish the company. Within 30 days after the end of the inaugural meeting, the board of directors shall authorise a representative to apply to the company registration authority for incorporation registration.

The promoters of the company shall bear the following liabilities: (1) if the company cannot be established, joint and several liability for the debts and expenses incurred in the incorporation activities; (2) if the company cannot be established, joint and several liability for refunding the subscription payments paid by subscribers, plus interest at the bank's deposit rate for the same period.

Share Capital

Promoters may make capital contributions in currency or in non-monetary assets such as physical objects, intellectual property, land use rights, equity, creditor's rights, or other non-monetary assets that can be valued in currency and transferred in accordance with the law (other than assets that are prohibited by laws or administrative regulations from being used as capital contributions). If a capital contribution is made in non-monetary assets, the assets contributed must be valued in accordance with the provisions of the relevant laws or administrative regulations on valuation, without overvaluation or undervaluation. If laws or administrative regulations have provisions on value appraisal, such provisions shall prevail.

The issuance of shares shall be carried out on a fair and equitable basis. Shares of the same class shall have the same rights. Shares of the same class issued in the same offering shall have the same issue conditions and price. Each share subscribed for by a subscriber shall be paid for at the same price. Shares may be issued at a price equal to or above their par value, but may not be issued at a price below par value.

According to the PRC Company Law, a joint stock company shall maintain a register of shareholders. The register of shareholders shall record the following matters: (1) the name or title and domicile of the shareholder; (2) the class and number of shares subscribed for by each shareholder; (3) if share certificates in paper form are issued, the serial numbers of the share certificates; and (4) the date on which each shareholder obtained the shares.

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Increase of Share Capital

According to the PRC Company Law, if a company intends to increase its capital by issuing new shares, it must obtain the approval of its shareholders at a general meeting. The articles of association or the general meeting may authorize the board of directors to decide on the issuance of shares not exceeding 50% of the issued shares within three years. However, if capital contribution is made in the form of non-monetary property, a resolution of the general meeting is required. Where the board of directors, upon authorization, decides on the issuance of shares, resulting in a change in the company’s registered capital or the number of issued shares, the relevant provision in the articles of association may be amended without a vote of the shareholders’ meeting. Where the articles of association or the general meeting authorizes the board of directors to decide on the issuance of new shares, the resolution of the board of directors must be approved by more than two-thirds of all directors. In addition, if a domestic enterprise issues and lists overseas, the issuer shall file with the CSRC in accordance with the Overseas Listing Trial Measures, and submit relevant materials such as a filing report and a legal opinion, truly, accurately and completely reflecting shareholder information and other information.

Reduction of Share Capital

A company may reduce its registered capital in accordance with the following procedures under the PRC Company Law:

- (I) The company shall prepare a balance sheet and an inventory of its assets;
- (II) A resolution of the general meeting to reduce the registered capital shall be passed;
- (III) The company shall notify its creditors within 10 days from the date of passing the resolution to reduce the registered capital, and shall make a public announcement in a newspaper or on the National Enterprise Credit Information Publicity System within 30 days;
- (IV) Creditors shall have the right to demand that the company repay its debts or provide corresponding security within 30 days from the date of receipt of the notice, or within 45 days from the date of the public announcement if no notice is received; and
- (V) The company shall apply to the company registration authority for the change of registration.

When a company reduces its registered capital, it shall reduce the amount of capital contribution or the number of shares in proportion to the amount of capital contribution or the number of shares held by each shareholder, unless otherwise provided by law or the company’s articles of association.

If, after covering its losses in accordance with the relevant provisions of the PRC Company Law, the company still has losses, it may reduce its registered capital to cover the losses. When reducing registered capital to cover losses, the company shall not distribute to its shareholders, nor shall it exempt its shareholders from their obligation to make capital contributions or pay up share capital. When reducing registered capital in accordance with the preceding paragraph, the provisions of sub-paragraphs (III) and (IV) of the preceding paragraph shall not apply, provided that a resolution to reduce the registered capital is passed by the general meeting within 30 days from the date of the public announcement in a newspaper or on the National Enterprise Credit Information Publicity System. After reducing its registered capital in accordance with the preceding paragraph, the company may not distribute profits until the accumulated amount of its statutory reserve fund and discretionary reserve fund reaches 50% of the company’s registered capital.

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If a company reduces its registered capital in violation of the provisions of the PRC Company Law, the shareholders shall refund the funds they have received, and where shareholders have been exempted from making capital contributions, such exemption shall be restored to its original state; if the company suffers losses as a result, the shareholders and the responsible directors, supervisors and senior management shall be liable for compensation.

Share Repurchase

According to the PRC Company Law, a company may not purchase its own shares, except under the following circumstances:

- (I) To reduce the company’s registered capital;
- (II) To merge with another company that holds its shares;
- (III) To use the shares for employee shareholding schemes or equity incentive plans;
- (IV) A shareholder requests the company to purchase its shares because the shareholder dissents to a resolution of the general meeting on the company’s merger or division;
- (V) To use the shares for the conversion of convertible corporate bonds issued by a listed company; and
- (VI) Necessary for a listed company to protect its value and the interests of its shareholders.

If a company purchases its own shares due to the circumstances set out in item (I) and (II) above, such purchase shall be subject to a resolution of the general meeting; if a company purchases its own shares due to the circumstances set out in item (III), (V) and (VI) above, it may be resolved by a board meeting attended by more than two-thirds of the directors in accordance with the provisions of the company’s articles of association or the authorization of the general meeting.

After purchasing its own shares in accordance with the above provisions, the company shall cancel the shares within 10 days from the date of purchase in the case of sub-paragraph (I); shall transfer or cancel the shares within six months in the case of item (II) and (IV); and in the case of item (III), (V) and (VI), the total number of shares held by the company shall not exceed 10% of the company’s total issued shares, and shall be transferred or cancelled within three years.

A company may not accept its own shares as the subject matter of a pledge.

A company may not provide financial assistance in the form of gifts, loans, guarantees or other financial assistance to another person for the acquisition of shares of the company or its parent company, except for the implementation of an employee shareholding scheme. In the interests of the company, the company may, through a resolution of the general meeting or the board of directors in accordance with the articles of association or authorization by the general meeting, provide financial assistance to another person for the acquisition of shares of the company or its parent company, provided that the total cumulative amount of financial assistance does not exceed 10% of the total issued share capital. The resolution of the board of directors shall be approved by two-thirds of all directors.

If any director, supervisor or senior management causes losses to the company as a result of violating the preceding paragraph, he/she shall be liable for compensation.

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Transfer of Shares

Shares held by a company’s shareholders may be transferred to other shareholders or to persons other than the company’s shareholders. If the company’s articles of association restrict the transfer of shares, such shares shall be transferred in accordance with the provisions of the company’s articles of association. According to the PRC Company Law, shareholders who transfer their shares must do so on a lawfully established stock exchange or in another manner prescribed by the State Council. When a shareholder transfers shares, the transfer must be effected by means of endorsement or other means prescribed by laws or administrative regulations. After the share transfer, the company shall record the name and domicile of the transferee in the register of shareholders. No change of registration in the register of shareholders as provided for in the preceding paragraph shall be made within 20 days before the convening of a general meeting, or within five days before the record date determined by the company for the distribution of dividends. However, if laws, administrative regulations or the securities regulatory authority under the State Council provide otherwise for the revision of the register of shareholders of a listed company, such provisions shall prevail.

According to the PRC Company Law, shares issued by a company before its public offering shall not be transferred within one year from the date on which the company’s shares are listed and traded on a stock exchange. If laws, administrative regulations or the securities regulatory authority under the State Council provide otherwise for the transfer of shares held by shareholders or de facto controllers of a listed company, such provisions shall prevail. Directors, supervisors and senior management of the company shall, during their term of office, report to the company the shares they hold and any changes in such holdings. The number of shares they may transfer each year during their term of office shall not exceed 25% of the total number of shares of the company they hold. The shares of the company they hold shall not be transferred within one year from the date the company’s shares are listed on a stock exchange. The above-mentioned persons shall not transfer the shares of the company they hold within six months after leaving their posts. The company’s articles of association may impose other restrictions on the transfer of shares of the company held by its directors, supervisors and senior management. If shares are pledged during the period of transfer restriction stipulated by laws or administrative regulations, the pledgee may not exercise the pledge during the period of transfer restriction.

According to the Overseas Listing Trial Measures, if a domestic enterprise is directly listed overseas, a shareholder holding unlisted domestic shares who applies to convert its unlisted domestic shares into overseas listed shares and to list and trade them on an overseas trading venue shall comply with the relevant provisions of the CSRC and shall entrust the domestic enterprise to file with the CSRC.

Shareholders

Under the PRC Company Law and the Guidelines for Articles of Association, the rights of shareholders include the following rights:

- (I) The right to enjoy asset returns, participate in major decisions and select management personnel in accordance with the law;
- (II) The right to request a people’s court to revoke any resolution of a general meeting or a board meeting that is convened or voted on in a manner that violates any law, administrative regulation or the company’s articles of association, or any resolution whose content violates any law, administrative regulation or the company’s articles of association, provided that such request is filed with the people’s court within 60 days from the date of adoption of such resolution;
- (III) The right to transfer their shares in accordance with the law;

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- (IV) The right to attend or appoint a proxy to attend general meetings and exercise the right to vote;
- (V) The right to inspect and copy the company’s articles of association, the register of shareholders, the minutes of general meetings, the resolutions of board meetings, the resolutions of supervisory board meetings and the financial and accounting reports, and to make recommendations or inquiries regarding the company’s operations;
- (VI) The right to receive dividends according to the number of shares held;
- (VII) The right to participate, upon liquidation of the company, in the distribution of the company’s remaining assets in proportion to their shareholdings; and
- (VIII) Any other shareholder rights stipulated by laws, administrative regulations, other regulatory documents and the company’s articles of association.

Shareholders’ obligations include complying with the company’s articles of association, paying the subscription price for the shares subscribed, assuming the company’s liability in respect of the shares accepted, and any other shareholder obligations stipulated in the company’s articles of association.

General Meeting

The general meeting is the company’s authority and exercises its powers under the PRC Company Law. The general meeting may exercise the following powers:

- (I) To elect and replace directors and supervisors, and to decide on matters relating to the remuneration of directors and supervisors;
- (II) To consider and approve the report of the board of directors;
- (III) To consider and approve the report of the supervisory board;
- (IV) To consider and approve the company’s profit distribution plan and loss coverage plan;
- (V) To resolve on an increase or decrease in the company’s registered capital;
- (VI) To resolve on the issuance of corporate bonds;
- (VII) To resolve on the company’s merger, division, dissolution, liquidation or change of corporate form;
- (VIII) To amend the company’s articles of association; and
- (IX) To exercise other powers stipulated in the company’s articles of association.

The general meeting may authorise the board of directors to adopt resolutions on the issuance of corporate bonds.

Under the PRC Company Law and the Guidelines for Articles of Association, the general meeting shall be convened once a year and held within six months after the end of the preceding financial year. An extraordinary general meeting shall be convened within two months under any of the following circumstances:

- (I) The number of directors falls below the number required by law, or below two-thirds of the number specified in the company’s articles of association;
- (II) The company’s uncovered losses reach one-third of its total share capital;

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- (III) Shareholders holding 10% or more of the company’s shares individually or jointly request;
- (IV) The board of directors deems it necessary;
- (V) The supervisory board proposes to convene; or
- (VI) Other circumstances stipulated in the company’s articles of association.

The general meeting shall be convened by the board of directors and presided over by the chairman. If the chairman is unable or fails to perform his/her duties, the vice-chairman shall preside. If the vice-chairman is unable or fails to perform his/her duties, a director jointly nominated by more than half of the directors shall preside. If the board of directors is unable or fails to perform its duty to convene a general meeting, the supervisory board shall convene and preside in a timely manner. If the supervisory board is unable to convene and preside, a shareholder or shareholders individually or jointly holding 10% or more of the company’s shares for more than 90 consecutive days may convene and preside on their own. If a shareholder or shareholders individually or jointly holding 10% or more of the company’s shares request to convene an extraordinary general meeting, the board of directors and the supervisory board shall decide whether to convene an extraordinary general meeting within 10 days from the date of receipt of the request and reply to the shareholders in writing.

Under the PRC Company Law, when convening a general meeting, notice of the time, place and matters to be considered at the meeting shall be given to all shareholders 20 days before the meeting. An extraordinary general meeting shall be notified to all shareholders 15 days before the meeting. A shareholder or shareholders individually or jointly holding 1% or more of the company’s shares may submit an interim proposal in writing to the board of directors 10 days before the general meeting; the board of directors shall notify other shareholders within two days of receiving the proposal and submit the interim proposal to the general meeting for consideration, unless the interim proposal violates laws, administrative regulations or the company’s articles of association or is not within the scope of authority of the general meeting. The company may not increase the shareholding percentage of shareholders submitting interim proposals. A company that offers shares to the public shall announce the items listed in the preceding paragraph. A general meeting may not make a resolution on any matter not stated in the notice.

Under the PRC Company Law, when attending a general meeting, each share held by a shareholder shall be entitled to one vote, except for class shareholders. Shares held by the company itself have no voting rights.

The election of directors and supervisors at a general meeting may be conducted by cumulative voting in accordance with the provisions of the company’s articles of association or a resolution of the general meeting. Under cumulative voting, each share has the same number of votes as the number of directors or supervisors to be elected, and shareholders may cast all their votes for one candidate.

Under the PRC Company Law, a resolution of a general meeting must be approved by more than half of the voting rights held by the shareholders attending the meeting. However, a resolution of the general meeting on amending the articles of association, increasing or decreasing the registered capital, or on a merger, division, dissolution or change of corporate form must be approved by more than two-thirds of the voting rights held by the shareholders attending the meeting.

Minutes of the decisions made on the matters considered at the general meeting shall be prepared, and the chairperson and the directors attending the meeting shall sign the minutes. The minutes shall be kept together with the register of attendance of shareholders and the proxies of attendance.

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Board of Directors

A joint stock company shall have a board of directors. However, a joint stock company with a small size or a small number of shareholders may not have a board of directors but may have one director exercising the powers of the board of directors under the PRC Company Law. If the company has more than three board members, it may include a representative of the company’s employees. If the company has 300 or more employees, the board of directors should include representatives of the company’s employees, unless a supervisory board has been established and includes representatives of the company’s employees. The employee representative of the board of directors shall be democratically elected by the employees through the employee representative assembly, the employee assembly or other methods.

The term of office of directors is specified in the articles of association, but each term shall not exceed three years. Directors may serve consecutive terms upon re-election upon the expiry of their term. If the term of a director expires and no re-election is made in a timely manner, or if a director resigns during his/her term of office, causing the number of directors on the board to fall below the statutory number, the original director shall continue to perform his/her duties as a director in accordance with the provisions of laws, administrative regulations and the company’s articles of association until the newly elected director assumes office. If a director resigns, he/she shall notify the company in writing, and the resignation shall become effective upon the date of receipt of the notice by the company.

However, if the circumstances set out in the preceding paragraph exist, the director shall continue to perform his/her duties.

Under the PRC Company Law, the board of directors may exercise the following powers:

- (I) To convene general meetings and report its work to the general meeting;
- (II) To implement the resolutions of the general meeting;
- (III) To decide on the company’s business plans and investment plans;
- (IV) To formulate the company’s profit distribution plans and loss coverage plans;
- (V) To formulate plans for increasing or decreasing the company’s registered capital and for issuing corporate bonds;
- (VI) To formulate plans for the company’s merger, division, dissolution or change of corporate form;
- (VII) To decide on the establishment of the company’s internal management structure;
- (VIII) To decide on the appointment or dismissal of the company’s manager and his/her remuneration, and to decide on the appointment or dismissal of the company’s deputy manager(s) and financial controller(s) and their remuneration upon the nomination of the manager;
- (IX) To formulate the company’s basic management systems; and
- (X) Other powers stipulated in the articles of association or granted by the general meeting.

Any restrictions on the powers of the board of directors imposed by the company’s articles of association may not be asserted against a bona fide third party.

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Under the PRC Company Law, a company may establish an audit committee composed of board directors in accordance with the company’s articles of association to exercise the powers of the supervisory board, in which case it may not have a supervisory board or supervisor. The audit committee shall be composed of at least three members, more than half of whom shall not hold any position in the company other than that of director and shall not have any relationship with the company that could affect their independent and objective judgment. Among the members of the company’s board of directors, employee representatives may be members of the audit committee. Resolutions of the audit committee shall be adopted by more than half of its members. Each member shall have one vote when voting on a resolution of the audit committee. The deliberation procedures and voting procedures of the audit committee shall be stipulated by the company’s articles of association, unless otherwise provided by the PRC Company Law. Under the articles of association, the company may establish other committees within the board of directors.

The board of directors shall hold at least two meetings each year, and all directors and supervisors shall be notified 10 days before each meeting. A temporary meeting of the board of directors may be proposed by a shareholder representing one-tenth or more of the voting rights, one-third or more of the directors, or the supervisory board. The chairman shall convene and preside over a temporary meeting of the board of directors within 10 days of receiving the proposal. The notice period and method for convening a temporary meeting of the board of directors may be separately stipulated.

A meeting of the board of directors may be held only if more than half of the directors are present. A resolution of the board of directors must be approved by more than half of all the directors. Each director shall have one vote when voting on a resolution of the board of directors. Minutes of the decisions made on the matters considered at the board meeting shall be prepared, and the directors attending the meeting shall sign the minutes.

A director shall attend board meetings in person. If a director is unable to attend a meeting for any reason, he/she may appoint another director in writing to attend on his/her behalf. The power of attorney shall specify the scope of authority. Directors shall be responsible for the resolutions of the board of directors. Directors who participate in adopting a resolution of the board of directors that violates any law, administrative regulation, the articles of association or a resolution of the general meeting, causing the company serious losses, shall be liable to compensate the company. If a director is proven to have expressed opposition to the resolution and such opposition is recorded in the minutes, his/her liability may be exempted.

Under the PRC Company Law, none of the following persons may serve as a director of the company:

- (I) A person who has no capacity for civil conduct or has limited capacity for civil conduct;
- (II) A person who has been sentenced to a criminal penalty for corruption, bribery, embezzlement, misappropriation of property or disruption of the socialist market economic order, where less than five years have elapsed since the expiration of the sentence, or who has been deprived of political rights for a crime, where less than five years have elapsed since the expiration of the sentence; where a suspended sentence has been imposed, less than two years have elapsed since the expiration of the suspended sentence;
- (III) A person who served as a director, factory manager or manager of a company or enterprise that was bankrupt and liquidated, who is personally responsible for the bankruptcy of that company or enterprise, where less than three years have elapsed since the completion of the bankruptcy and liquidation of that company or enterprise;

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- (IV) A person who served as the legal representative of a company or enterprise whose business license was revoked or which was ordered to close due to a violation of the law, who is personally responsible for the violation, where less than three years have elapsed since the revocation of the business license or the order to close the company or enterprise; and
- (V) A person who has been listed by a people’s court as a dishonest person subject to enforcement due to failing to repay a relatively large amount of debt that has become due.

If a director is elected or appointed in violation of the preceding paragraph, such election, delegation or appointment shall be invalid. If a director falls under the circumstances listed above during his/her term of office, the company shall remove him/her from his/her position.

In addition, the Guidelines for Articles of Association of Listed Companies further stipulates other circumstances under which a person may not serve as a director of the company, including: (1) a person who has been subject to securities market entry prohibitions imposed by the CSRC, where the prohibition period has not yet expired; or (2) a person who is prohibited from serving as a director under other laws, administrative regulations or departmental rules.

Under the PRC Company Law, the board of directors shall have a chairman and may have a vice-chairman. The chairman and vice-chairman shall be elected by more than half of all the directors. The chairman shall convene and preside over meetings of the board of directors and inspect the implementation of the resolutions of the board of directors. The vice-chairman shall assist the chairman in his/her work. If the chairman is unable or fails to perform his/her duties, the vice-chairman shall perform such duties. If the vice-chairman is unable or fails to perform his/her duties, a director jointly nominated by more than half of the directors shall perform such duties.

Supervisory Board

A joint stock company shall have a supervisory board with at least three members. However, (i) a joint stock company with a small size or a small number of shareholders may not have a supervisory board but may have one supervisor exercising the powers of the supervisory board; and (ii) a joint stock company that establishes an audit committee composed of directors in the board of directors to exercise the powers of the supervisory board may not have a supervisory board or supervisor. The supervisory board shall include representatives of shareholders and an appropriate number of representatives of the company’s employees, with the proportion of employee representatives not less than one-third, and the specific proportion shall be specified in the company’s articles of association. The employee representatives on the supervisory board shall be democratically elected by the company’s employees through the employee representative assembly, the employee assembly or other forms.

The supervisory board shall have a chairman and may have a vice-chairman. The chairman and vice-chairman of the supervisory board shall be elected by more than half of all the supervisors. Directors and senior management may not serve as supervisors. The chairman of the supervisory board shall convene and preside over meetings of the supervisory board; if the chairman is unable or fails to perform his/her duties, the vice-chairman of the supervisory board shall convene and preside over meetings of the supervisory board; if the vice-chairman of the supervisory board is unable or fails to perform his/her duties, a supervisor jointly nominated by more than half of the supervisors shall convene and preside over meetings of the supervisory board.

The term of office of a supervisor is three years. Supervisors may serve consecutive terms upon re-election upon the expiry of their term. If the term of a supervisor expires and no re-election is made in a timely manner, or if a supervisor resigns during his/her term of office, causing the number of supervisors on the supervisory board to fall below the statutory number, the original supervisor shall continue to perform his/her duties as a supervisor in accordance with the provisions of laws, administrative regulations and the company’s articles of association until the newly elected supervisor assumes office.

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The supervisory board exercises the following powers:

- (I) To inspect the company’s financial affairs;
- (II) To supervise the conduct of directors and senior management in the performance of their duties, and to propose the removal of directors or senior management who violate any law, administrative regulation, the articles of association or a resolution of the general meeting;
- (III) To demand that directors and senior management rectify any act of directors or senior management that damages the company’s interests;
- (IV) To propose the convening of extraordinary general meetings, and to convene and preside over general meetings when the board of directors fails to perform its duty to convene and preside over general meetings as stipulated in the PRC Company Law;
- (V) To submit proposals to the general meeting;
- (VI) To file lawsuits against directors and senior management in accordance with the relevant provisions of the PRC Company Law; and
- (VII) To exercise other powers stipulated in the company’s articles of association.

Supervisors may attend board meetings as non-voting participants and raise questions or make recommendations regarding matters to be resolved by the board of directors. If a supervisor discovers that the company’s operations are abnormal, he/she may conduct an investigation; if necessary, he/she may engage an accounting firm to assist him/her in its work, and the costs shall be borne by the company.

Manager and Senior Management

Under the relevant provisions of the PRC Company Law, a company may have a manager, appointed or dismissed by the board of directors. The manager is responsible to the board of directors and exercises his/her powers in accordance with the company’s articles of association or the authorization of the board of directors. The manager shall attend board meetings as a non-voting participant.

Under the relevant provisions of the PRC Company Law, senior management refers to the company’s manager, deputy manager(s), financial controller, the secretary to the board of directors in a listed company, and other personnel specified in the company’s articles of association.

Obligations of Directors, Supervisors, General Manager and Other Senior Management

Directors, supervisors and senior management shall comply with relevant laws, administrative regulations and the company’s articles of association.

Directors, supervisors and senior management owe a duty of loyalty to the company. They shall take measures to avoid conflicts between their own interests and the interests of the company, and shall not use their positions to seek improper benefits. Directors, supervisors and senior management owe a duty of diligence to the company. When performing their duties, they shall exercise the reasonable care that a manager would ordinarily exercise for the best interests of the company.

The preceding paragraph applies to the controlling shareholder or de facto controller of the company who does not serve as a director but actually executes the company’s affairs.

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In addition, directors, supervisors and senior management must not have the following conduct:

- (I) To embezzle company property or misappropriate company funds;
- (II) To deposit company funds in accounts opened in their own names or in the names of other individuals;
- (III) To use their position to offer bribes or receive other illegal income;
- (IV) To appropriate commissions received for transactions between others and the company;
- (V) To disclose company secrets without authorisation; and
- (VI) Other conduct that violates their duty of loyalty to the company.

If, when performing their duties, directors, supervisors or senior management violate any law, administrative regulation or the provisions of the company’s articles of association, causing losses to the company, they shall be liable for compensation.

If the general meeting requests directors, supervisors or senior management to attend a meeting as non-voting participants, such directors, supervisors and senior management shall attend and accept the shareholders’ questions. The supervisory board may request directors or senior management to submit reports on their performance of duties. Directors and senior management shall truthfully provide relevant information and materials to the supervisory board and shall not obstruct the supervisory board or supervisors from exercising their powers.

If, when directors or senior management, in the performance of their duties, violate any law, administrative regulation or the provisions of the company’s articles of association, causing losses to the company, a shareholder or shareholders individually or jointly holding 1% or more of the company’s shares for more than 180 consecutive days may request in writing the supervisory board to file a lawsuit with a people’s court.

If, when supervisors, in the performance of their duties, violate any law, administrative regulation or the provisions of the company’s articles of association, causing losses to the company, the aforementioned shareholders may request in writing the board of directors to file a lawsuit with a people’s court. If the supervisory board or the board of directors refuses to file a lawsuit after receiving the written request of the shareholder as provided in the preceding paragraph, or fails to file a lawsuit within 30 days from the date of receipt of the request, or if the situation is urgent and failing to file a lawsuit immediately would cause irreparable damage to the company’s interests, the shareholder provided for in the preceding paragraph shall have the right to file a lawsuit directly with a people’s court in its own name for the benefit of the company. If any other person infringes the legitimate rights and interests of the company, causing losses to the company, the shareholder specified in the above paragraph may file a lawsuit with a people’s court in accordance with the above procedures. If a director or senior management violates any law, administrative regulation or the company’s articles of association, thereby harming the interests of a shareholder, the shareholder may file a lawsuit with a people’s court.

If a director, supervisor or senior management of a wholly-owned subsidiary of the company, when performing their duties for the company, violates any law, administrative regulation or the articles of association, causing losses to the company, or if any other person infringes the legitimate rights and interests of such wholly-owned subsidiary, causing losses, a shareholder of a limited liability company, or a shareholder of a joint stock company individually or jointly holding 1% or more of the company’s total shares for more than 180 consecutive days, may request in writing the supervisory board or the board of directors of such wholly-owned subsidiary to file a lawsuit with a people’s court, or may directly file a lawsuit with a people’s court in his/her/its/their own name.

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Financial Affairs, Accounting and Profit Distribution

Under the PRC Company Law, a company shall establish its financial and accounting systems in accordance with the provisions of laws, administrative regulations and the finance department under the State Council. A company shall prepare its financial and accounting reports at the end of each accounting year, and such reports shall be audited by an accounting firm in accordance with the law. The financial and accounting reports shall be prepared in accordance with the provisions of laws, administrative regulations and the finance department under the State Council. The company’s financial and accounting reports shall be made available at the company for inspection by shareholders 20 days before the annual general meeting; a joint stock company that issues shares to the public shall announce its financial and accounting reports.

When distributing its after-tax profits for the year, the company shall appropriate 10% of its after-tax profits to the company’s statutory reserve. However, if the accumulated amount of the company’s statutory reserve exceeds 50% of the company’s registered capital, further appropriation may be discontinued. If the company’s statutory reserve is insufficient to cover losses from prior years, the current year’s profits shall first be used to cover the losses before appropriating to the statutory reserve. After appropriating from its after-tax profits to the statutory reserve, the company may, upon a resolution of the general meeting, appropriate from its after-tax profits to a discretionary reserve. The remaining after-tax profits after covering losses and appropriating to the discretionary reserve shall be distributed to shareholders in proportion to their shareholdings, except where the company’s articles of association provide otherwise for distribution not in proportion to shareholdings. No profits shall be distributed in respect of the shares held by the company.

If a company distributes profits to shareholders in violation of the relevant provisions of the PRC Company Law, the shareholders shall return the distributed profits to the company. If the company suffers losses as a result, the shareholders and the responsible directors, supervisors and senior management shall be liable for compensation.

If the general meeting passes a resolution on the distribution of profits, the board of directors shall make the distribution within six months from the date the resolution of the general meeting is adopted.

The premium received by a company from issuing shares at a price above their par value, the amount of proceeds from the issuance of no-par value shares not included in the registered capital, and other items that the finance department under the State Council stipulates should be included in the capital reserve shall all be classified as the company’s capital reserve.

The company’s reserves shall be used to cover the company’s losses, expand the company’s production and operations, or increase the company’s registered capital. If the company’s common reserves are used to cover losses, the discretionary reserve and statutory reserve shall be used first. If losses still cannot be covered, the capital reserve may be used in accordance with the relevant provisions. When the statutory reserve is converted into increased registered capital, the remaining common reserve shall not be less than 25% of the company’s registered capital before the conversion.

No separate accounting books may be kept other than the statutory accounting books of the company. No company funds may be deposited in accounts opened in any individual name.

After a company reduces its registered capital in accordance with the PRC Company Law, it may not distribute profits until the accumulated amount of its statutory reserve and discretionary reserve reaches 50% of the company’s registered capital.

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Appointment and Dismissal of Auditors

Under the PRC Company Law, the appointment and dismissal of the accounting firm undertaking the audit of the company shall be decided by the general meeting, the board of directors or the supervisory board in accordance with the provisions of the company’s articles of association. When the general meeting, the board of directors or the supervisory board of the company votes on the dismissal of an accounting firm, the accounting firm shall be allowed to state its opinion. The company shall provide the appointed accounting firm with true and complete accounting vouchers, accounting books, financial and accounting reports and other accounting information, and shall not refuse to provide, conceal or misrepresent such information.

Amendment of the Articles of Association

Under the PRC Company Law, a resolution of the general meeting to amend the articles of association must be approved by more than two-thirds of the voting rights held by the shareholders attending the meeting. According to the Guidelines on Articles of Association of Listed Companies, if an amendment to the articles of association adopted by a resolution of the general meeting requires approval by the competent authority, such approval shall be obtained; if the amendment involves matters that must be registered with the company registration authority, the change of registration shall be carried out in accordance with the law. If the amendment to the articles of association is a matter that laws and regulations require to be disclosed, it shall be announced in accordance with the regulations.

Dissolution and Liquidation

Under the PRC Company Law, a company shall be dissolved under any of the following circumstances:

- (I) The term of operation stipulated in the articles of association expires or any other cause of dissolution stipulated in the articles of association occurs;
- (II) The general meeting resolves to dissolve the company;
- (III) The company needs to be dissolved due to a merger or division;
- (IV) The company’s business license is revoked, it is ordered to close, or it is cancelled in accordance with the law; or
- (V) Where the company’s operation and management are in serious difficulty, continued existence would cause material loss to the interests of shareholders, and no resolution can be achieved through other means, a shareholder or shareholders holding 10% or more of the voting rights of all shareholders of the company may request a people’s court to dissolve the company.

If any of the circumstances set out in the preceding paragraph occurs, the company shall make a public announcement through the National Enterprise Credit Information Publicity System within 10 days.

If a company falls under the circumstances set out in items (I) or (II) of the preceding paragraph and has not yet distributed its assets to shareholders, it may survive by amending its articles of association or by a resolution of the general meeting.

An amendment to the articles of association or a resolution of the general meeting in accordance with the preceding paragraph must be approved by more than two-thirds of the voting rights held by the shareholders attending the general meeting.

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A company dissolved due to the circumstances set out in items (I), (II), (IV) or (V) of the preceding paragraph shall be liquidated. The directors are the persons responsible for liquidation and shall form a liquidation group to carry out the liquidation within 15 days from the date the cause of dissolution occurs. Unless otherwise provided in the company’s articles of association or the general meeting elects otherwise, the liquidation group shall be composed of directors.

If the persons responsible for liquidation fail to perform their liquidation obligations in a timely manner, causing losses to the company or creditors, they shall be liable for compensation.

The liquidation group shall exercise the following powers during the liquidation period:

- (I) To take stock of the company’s property and prepare a balance sheet and an inventory of its property, respectively;
- (II) To notify creditors by notice or public announcement;
- (III) To deal with the company’s unfinished business matters relating to the liquidation;
- (IV) To pay taxes owed and taxes arising during the liquidation process;
- (V) To settle claims and pay debts;
- (VI) To distribute the remaining property after repaying the company’s debts; and
- (VII) To participate in civil litigation proceedings on behalf of the company.

The liquidation group shall notify creditors within 10 days of its formation and shall make a public announcement in a newspaper or on the National Enterprise Credit Information Publicity System within 60 days.

Creditors shall, within 30 days of receiving the notice, or within 45 days of the public announcement if no notice is received, submit their claims to the liquidation group.

When submitting claims, creditors shall state the relevant matters concerning their claims and provide supporting materials. The liquidation group shall register the claims. During the period for submitting claims, the liquidation group may not repay the claims to creditors.

After taking stock of the company’s property and preparing a balance sheet and an inventory of its property, the liquidation group shall formulate a liquidation plan and submit it to the general meeting or the people’s court for confirmation. After paying the liquidation expenses, employees’ wages, social insurance premiums and statutory compensation, paying taxes owed, and repaying the company’s debts, the remaining property of the company shall be distributed to shareholders in proportion to their capital contributions. During the liquidation period, the company continues to exist but may not engage in any business activities unrelated to the liquidation. No property of the company may be distributed to shareholders before it has been used to pay off debts in accordance with the provisions of the preceding paragraph.

If, after taking stock of the company’s property and preparing a balance sheet and an inventory of its property, the liquidation group finds that the company’s property is insufficient to pay its debts, it shall apply to a people’s court for bankruptcy liquidation. After the people’s court accepts the bankruptcy application, the liquidation group shall transfer the liquidation matter to the bankruptcy administrator appointed by the people’s court.

Members of the liquidation group, when performing their liquidation duties, owe a duty of loyalty and a duty of diligence to the company. If a member of the liquidation group is negligent in performing its liquidation duties, causing losses to the company, it shall be liable for compensation; if a member of the liquidation group causes losses to creditors intentionally or due to gross negligence, it shall be liable for compensation.

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After the company’s liquidation is completed, the liquidation group shall prepare a liquidation report, submit it to the general meeting or the people’s court for confirmation, and submit it to the company registration authority to apply for cancellation of the company’s registration.

If a company has not incurred any debts during its existence or has paid off all its debts, and if all its shareholders undertake to do so, it may have its company registration cancelled through the simplified procedure in accordance with the relevant provisions. To have its company registration cancelled through the simplified procedure, the company shall make a public announcement through the National Enterprise Credit Information Publicity System, with a public announcement period of not less than 20 days. If no objection is raised after the expiry of the public announcement period, the company may apply to the company registration authority for cancellation of its company registration within 20 days.

If the shareholders of a company whose registration is cancelled through the simplified procedure make an untruthful undertaking, they shall be jointly and severally liable for the debts of the company before the cancellation of registration.

If, three years after a company’s business license has been revoked, it has been ordered to close, or it has been cancelled, no application for cancellation of its company registration has been submitted to the company registration authority, the company registration authority may cancel the registration by public announcement through the National Enterprise Credit Information Publicity System, with a public announcement period of not less than 60 days. If no objection is raised after the expiry of the public announcement period, the company registration authority may cancel the company registration. Such cancellation of registration shall not affect the liability of the former shareholders or the persons responsible for liquidation.

Overseas Listing

According to the Overseas Listing Trial Measures, securities refer to shares, depositary receipts, convertible corporate bonds or other equity-type securities issued and listed overseas, directly or indirectly, by a domestic enterprise. Direct overseas issuance and listing by a domestic enterprise means the overseas issuance and listing by a joint stock company established and registered in China. Indirect overseas issuance and listing by a domestic enterprise means the overseas issuance and listing by an enterprise whose principal business activities are in China, in the name of an enterprise registered overseas, based on the equity, assets, income or other similar interests of the domestic enterprise.

The Overseas Listing Trial Measures also specify the conditions for overseas issuance and listing. A domestic enterprise may not conduct an overseas issuance and listing under any of the following circumstances:

- (I) The laws, administrative regulations or relevant state provisions explicitly prohibit listing and financing;
- (II) The relevant competent authority under the State Council has determined, upon review and assessment in accordance with the law, that an overseas issuance or listing may endanger national security;
- (III) The domestic enterprise and its controlling shareholder and de facto controller have committed a criminal offence of corruption, bribery, embezzlement, misappropriation of property or disruption of the socialist market economic order within the last three years;
- (IV) The domestic enterprise is under lawful investigation with a case filed for suspected criminal offences or material illegal or non-compliant conduct, and no clear conclusion has been reached;

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- (V) The equity held by the controlling shareholder or shareholders controlled by the de facto controller is subject to material ownership disputes.

In addition, under the Overseas Listing Trial Measures, if a domestic enterprise of PRC applies for an initial public offering to a competent overseas regulatory authority or an overseas stock exchange, the issuer must file with the CSRC within three working days after submitting the application.

If any of the following material events occurs after an issuer’s overseas issuance and listing, the issuer shall report the specific circumstances to the CSRC within three working days from the date of occurrence and announcement of the relevant events:

- (I) A change of control;
- (II) An investigation, penalties or other measures being taken by an overseas securities regulatory authority or a relevant competent authority;
- (III) A change in listing status or listing board;
- (IV) Voluntary termination of listing or compulsory termination of listing.

According to the Provisions on Strengthening the Administration of Confidentiality and Archival Management in Connection with the Overseas Issuance and Listing of Securities by Domestic Enterprises (《關於加強境內企業境外發行證券和上市相關保密和檔案管理工作的規定》), promulgated by the CSRC, the Ministry of Finance, the National Administration of State Secrets Protection and the National Archives Administration on 24 February 2023 and effective from 31 March 2023, if a domestic enterprise provides, publicly discloses, or provides or publicly discloses through its overseas listing entity, documents or materials involving state secrets or working secrets of state authorities to securities companies, securities service institutions, overseas regulatory authorities or other entities or individuals, it shall first obtain approval from the competent authority in accordance with the law and file for record with the secrecy administrative authority at the same level. If a domestic enterprise provides accounting files or copies of accounting files to securities companies, securities service institutions, overseas regulatory authorities or other entities or individuals, it shall go through the corresponding procedures in accordance with the relevant state provisions.

Loss of Share Certificates

If a registered share certificate is stolen, lost or destroyed, the shareholder may request a People’s Court to declare the share certificate invalid in accordance with the public summons procedure stipulated in the PRC Civil Procedure Law (《中國民事訴訟法》). After the People’s Court declares the share certificate invalid, the shareholder may apply to the company for a replacement share certificate.

Merger and Division

Under the PRC Company Law, when a company merges, the merging companies shall enter into a merger agreement and prepare a balance sheet and an inventory of their property. The company shall notify its creditors within 10 days from the date of passing the merger resolution, and shall make a public announcement in a newspaper or on the National Enterprise Credit Information Publicity System within 30 days. Creditors may, within 30 days from the date of receipt of the notice, or within 45 days from the date of the public announcement if no notice is received, request the company to repay its debts or provide corresponding security. When a company merges, the claims and debts of the merging parties shall be inherited by the surviving or newly established company.

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When a company divides, its property shall be divided accordingly, and a balance sheet and an inventory of its property shall be prepared. The company shall notify its creditors within 10 days from the date of passing the division resolution, and shall make a public announcement in a newspaper or on the National Enterprise Credit Information Publicity System within 30 days. The debts of the company before the division shall be borne jointly and severally by the companies after the division, unless the company and its creditors have entered into a written agreement before the division providing otherwise with respect to the repayment of debts.

PRC Securities Laws, Regulations and Regulatory System

China has promulgated a series of regulations relating to the issuance and trading of shares and information disclosure. In October 1992, the State Council established the Securities Policy Committee and the CSRC. The Securities Policy Committee was responsible for coordinating the drafting of securities regulations, formulating securities policies, planning the development of the securities market, guiding, coordinating and supervising all securities-related institutions in China, and managing the CSRC. The CSRC was the regulatory enforcement body of the Securities Policy Committee, responsible for drafting regulatory provisions for the securities market, supervising securities companies, regulating the public offering of securities by Chinese companies in China or overseas, regulating securities trading, collecting securities-related statistical information and conducting related research and analysis. In April 1998, the State Council merged the two bodies and reorganised the CSRC.

On 22 April 1993, the State Council promulgated the Provisional Regulations on the Administration of Share Issuance and Trading (《股票發行與交易管理暫行條例》), which set out the procedures for applying for and approving a public offering of shares, the issuance and trading of shares, the acquisition of listed companies, the custody, clearing and transfer of shares, information disclosure by listed companies, investigations, penalties and the resolution of disputes.

The Securities Law of the People’s Republic of China (《中華人民共和國證券法》) (the “**PRC Securities Law**”) became effective on 1 July 1999 and was amended on 28 August 2004, 27 October 2005, 29 June 2013, 31 August 2014 and 28 December 2019. The latest revision of the PRC Securities Law took effect on 1 March 2020. The PRC Securities Law is the first securities law in China and provides for the centralised and unified supervision and administration of securities market activities in China. The PRC Securities Law is divided into 14 chapters and 226 articles, covering matters such as securities issuance, securities trading, the acquisition of listed companies, stock exchanges, securities companies, and the responsibilities of securities registration and settlement institutions and securities regulatory authorities. Article 224 of the PRC Securities Law provides that domestic enterprises that issue securities overseas, directly or indirectly, or that list and trade their securities overseas, shall comply with the relevant provisions of the State Council. Currently, the issuance and trading of overseas issued securities (including shares) are primarily governed by the regulations and rules promulgated by the State Council and the CSRC.

Arbitration and Enforcement of Arbitral Awards

The Arbitration Law of the People’s Republic of China (《中華人民共和國仲裁法》) (the “**PRC Arbitration Law**”) was formulated by the SCNPC on 31 August 1994, became effective on 1 September 1995, and was amended on 27 August 2009, 1 September 2017 and 12 September 2025. The PRC Arbitration Law applies to, among other things, economic disputes involving foreign parties where the parties have entered into a written agreement to submit the matter in dispute to an arbitration commission formed under the PRC Arbitration Law for arbitration. The PRC Arbitration Law stipulates that before the China Arbitration Association promulgates arbitration rules, arbitration commissions may formulate provisional arbitration regulations in accordance with the PRC Arbitration Law and the PRC Civil Procedure Law. If the parties to a dispute have agreed to arbitration as a method of dispute resolution, if one party brings a lawsuit to a People’s Court, the People’s Court will refuse to accept the case, unless the arbitration agreement is invalid.

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Under the PRC Arbitration Law and the PRC Civil Procedure Law, arbitration adopts a system of finality, meaning that the arbitration award is binding on the parties to the arbitration. If one party fails to comply with the arbitration award, the other party may apply to a People’s Court for enforcement of the arbitration award. If the arbitration procedure is illegal (including, but not limited to, the composition of the arbitral tribunal, the subject matter of the award falling outside the scope of the arbitration agreement, or the arbitration commission lacking jurisdiction), the People’s Court may refuse to enforce the arbitration award made by the arbitration commission.

If a party seeks to enforce an award made by a foreign-related arbitration institution in China against another party, and the party against whom enforcement is sought is not located in China, or its assets are not located in China, it may apply to a competent overseas court for recognition and enforcement of the award. Similarly, a Chinese court may, on the basis of reciprocity or any international treaty to which China has acceded or become a party, recognise and enforce an arbitration award made by an overseas arbitration institution.

The SCNPC adopted a resolution on 2 December 1986 for China to accede to the Convention on the Recognition and Enforcement of Foreign Arbitral Awards (《承認及執行外國仲裁裁決公約》) (the “**New York Convention**”) adopted on 10 June 1958. The New York Convention provides that each signatory country shall recognise and enforce all arbitration awards made in another signatory country to the New York Convention, subject to the right of each country to refuse enforcement in certain circumstances (including where the enforcement of the arbitration award would be contrary to the public policy of that country). At the time of China’s accession to the Convention, the SCNPC also declared: (I) China would apply the Convention to the recognition and enforcement of arbitral awards made in the territory of another Contracting State only on the basis of reciprocity; and (II) the New York Convention would only apply to disputes arising out of legal relationships, whether contractual or non-contractual, which are considered commercial under Chinese law.

An agreement has been reached between the Hong Kong Special Administrative Region and the Supreme People’s Court of China regarding the mutual enforcement of arbitral awards. The Supreme People’s Court of China adopted the Arrangement on Mutual Enforcement of Arbitral Awards between the Mainland and the Hong Kong Special Administrative Region (《關於內地與香港特別行政區相互執行仲裁裁決的安排》) on 18 June 1999, which became effective on 1 February 2000. The Supreme People’s Court of China promulgated the Supplementary Arrangement on Mutual Enforcement of Arbitral Awards between the Mainland and the Hong Kong Special Administrative Region (《關於內地與香港特別行政區相互執行仲裁裁決的補充安排》) on 26 November 2020, which became effective on 27 November 2020. This arrangement was made in the spirit of the New York Convention. Under this arrangement, an arbitral award made by a PRC arbitration institution recognised under the Hong Kong arbitration rules may be enforced in Hong Kong, and an award made by an arbitration institution in Hong Kong may also be enforced in Mainland China. If a court in Mainland China determines that enforcing an award made by an arbitration institution in Hong Kong would be contrary to the public policy of Mainland China, it may refuse to enforce the award.

Summary of Significant Differences between Hong Kong and PRC Company Laws

As a joint stock company limited established in China with the intention of having its shares listed on a stock exchange for the first time, the Company is subject to the PRC Company Law and all other rules and regulations promulgated under the PRC Company Law.

The following is a summary of certain significant differences between the Hong Kong company law applicable to companies incorporated in Hong Kong and the PRC Company Law applicable to joint stock companies limited incorporated and existing under the PRC Company Law. However, this summary is not intended to be a comprehensive comparison.

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Company Existence

Under the PRC Company Law, a joint stock company may be incorporated by means of promotion or public offering.

Share Capital

Under the PRC Securities Law, listing applications shall comply with the provisions of the listing rules of the stock exchange.

Under the PRC Company Law, shareholders may make capital contributions in currency or in non-monetary assets such as physical objects, intellectual property, land use rights, equity, creditor’s rights, or other non-monetary assets that can be valued in currency and transferred in accordance with the law, other than assets that are prohibited by laws or administrative regulations from being used as capital contributions. Non-monetary assets contributed as capital shall be appraised and verified, without overvaluation or undervaluation. If laws or administrative regulations have provisions on value appraisal, such provisions shall prevail.

Restrictions on Equity Interests and Share Transfer

Under PRC law, unlisted shares denominated in RMB and subscribed for in RMB may only be subscribed for or traded by Chinese investors, qualified foreign institutional investors or qualified foreign strategic investors. Overseas listed shares denominated in RMB and subscribed for in foreign currency may only be subscribed for and traded by investors from countries and regions outside China or other qualified Chinese institutional investors. If H Shares are eligible securities under the Stock Connect schemes, such shares are also available for subscription and trading by investors in China, subject to the rules and restrictions of the Shanghai-Hong Kong Stock Connect and the Shenzhen-Hong Kong Stock Connect.

Under the PRC Company Law, shares issued by a company before its public offering shall not be transferred within one year from the date on which the company’s shares are listed and traded on a stock exchange. If laws, administrative regulations or the securities regulatory authority under the State Council provide otherwise for the transfer of shares held by shareholders or de facto controllers of a listed company, such provisions shall prevail. Directors, supervisors and senior management of the company shall report to the company the shares they hold and any changes in such holdings. During their term of office, the number of shares they may transfer each year shall not exceed 25% of the total number of shares of the company they hold. The shares of the company they hold shall not be transferred within one year from the date the company’s shares are listed and traded on a stock exchange. The above-mentioned persons shall not transfer the shares of the company they hold within six months after leaving their posts. The company’s articles of association may impose other restrictions on the transfer of shares of the company held by its directors, supervisors and senior management.

Notice of General Meeting

Under the PRC Company Law, notice of an annual general meeting shall be given not less than 20 days before the date of the meeting; notice of an extraordinary general meeting shall be given not less than 15 days before the date of the meeting.

Quorum of a General Meeting

The PRC Company Law does not specifically provide for a quorum of a general meeting.

Voting at a General Meeting

Under the PRC Company Law, a resolution of a general meeting must be adopted by the shareholders representing more than half of the voting rights.

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A resolution of the general meeting to amend the articles of association, increase or decrease the registered capital, or to merge, divide, dissolve or change the corporate form of the company must be adopted by the shareholders representing not less than two-thirds of the voting rights.

Modification of Class Rights

Under the PRC Company Law, where a company issuing class shares handles a matter that may affect the rights of class shareholders, in addition to a resolution of the general meeting, such matter shall also be approved by the shareholders representing not less than two-thirds of the voting rights present at a class shareholders’ meeting.

Directors

Under the PRC Company Law, when a director enters into a contract or carries out a transaction, directly or indirectly, with the company, he/she shall report relevant matters concerning the conclusion of the contract or the carrying out of the transaction to the board of directors or the general meeting, and such contract or transaction shall be subject to a resolution of the board of directors or the general meeting in accordance with the company’s articles of association. The above provisions also apply when any close relative of a director, any enterprise directly or indirectly controlled by a director or any close relative of a director, or any other related party having any other relationship of association with a director, enters into a contract or carries out a transaction with the company. If a director is removed from office before the expiry of his/her term without just cause, he/she may claim compensation from the company.

The PRC Company Law differs from the Companies Ordinance in that it does not contain provisions regarding the declaration of interests in material contracts by directors, restrictions on directors’ powers to make material disposals, restrictions on the provision of certain benefits to directors and the provision of guarantees for directors’ liabilities, or prohibitions on the payment of departure compensation without shareholder approval.

Supervisory Board

Under the PRC Company Law, if a joint stock company has a supervisory board, the directors and senior management of the company shall be subject to the supervision of the supervisory board.

Derivative Actions by Minority Shareholders

Under the PRC Company Law, if any director, supervisor or senior management causes any loss to the company by violating any law, administrative regulation or the company’s articles of association in the performance of his/her duties, a shareholder or shareholders individually or jointly holding 1% or more of the company’s shares for more than 180 consecutive days may request in writing the supervisory board to file a lawsuit with a People’s Court. If a supervisor violates any relevant provision of the Company Law, the aforementioned shareholders may request in writing the board of directors to file a lawsuit with a People’s Court. If the supervisory board or the board of directors refuses to file a lawsuit after receiving the written request of the shareholder, or fails to file a lawsuit within 30 days from the date of receipt of the request, or if the situation is urgent and failing to file a lawsuit immediately would cause irreparable damage to the company’s interests, the aforementioned shareholder(s) shall have the right to file a lawsuit directly with a People’s Court in its/their own name for the benefit of the company.

The Model Articles of Association also provides for other remedies when directors, supervisors and senior management breach their duties to the company. In addition, as a condition for listing its shares on the Hong Kong Stock Exchange, each director and supervisor of a joint stock company must undertake to the shareholders to act as an agent of the shareholders for the benefit of the company. This allows minority shareholders to take action against directors and supervisors in the event of their default.

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Protection of Minority Shareholders’ Interests

The PRC Company Law provides that if the operation and management of a company are in serious difficulty, continued existence would cause material loss to the interests of shareholders, and no resolution can be achieved through other means, a shareholder or shareholders holding 10% or more of the voting rights of the company may request a People’s Court to dissolve the company.

The Model Articles of Association also provides for other remedies when directors, supervisors and senior management breach their duties to the company. In addition, as a condition for listing its shares on the Hong Kong Stock Exchange, each director and supervisor of a joint stock company must undertake to the shareholders to act as an agent of the shareholders for the benefit of the company. This allows minority shareholders to take action against directors and supervisors in the event of their default.

Financial Disclosure

Under the PRC Company Law, the financial reports of a joint stock company shall be made available at the company for inspection by shareholders 20 days before the convening of the general meeting. In addition, a joint stock company that offers shares to the public shall publish its financial reports.

Under the PRC Company Law, a company shall prepare its financial reports at the end of each financial year, and such reports shall be audited by an accounting firm in accordance with the law.

Information Relating to Directors and Shareholders

The PRC Company Law gives shareholders the right to inspect and copy the company’s articles of association, the minutes of general meetings, the resolutions of board of directors or supervisory board meetings, and the financial and accounting reports.

Corporate Restructuring

Under the PRC Company Law, the merger, division, dissolution or change of corporate form of a joint stock company must be approved by the shareholders at a general meeting.

Mandatory Appropriation

Under the PRC Company Law, before distributing its after-tax profits, a company shall appropriate 10% of its profits to its statutory common reserve. The company may discontinue appropriations to the statutory common reserve when the total amount of such reserve reaches 50% of its registered capital. After appropriating from its after-tax profits to the statutory common reserve, the company may, upon a resolution of the general meeting, appropriate from its after-tax profits to a discretionary reserve.

Company Remedies

Under the PRC Company Law, if a director, supervisor or senior management causes any loss to the company by violating any law, administrative regulation or the company’s articles of association in the performance of his/her duties, he/she shall be liable for compensation.

Dividends

Under the PRC Company Law, the after-tax profits of the company after covering losses and making appropriations to the common reserves shall be distributed by the company to shareholders in proportion to their shareholdings, unless otherwise provided in the company’s articles of association.

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Fiduciary Duties

Under the PRC Company Law, directors, supervisors, managers and other senior management of a company owe a duty of loyalty and a duty of diligence to the company. Such persons shall comply with the company’s articles of association, perform their duties faithfully and in good faith, protect the company’s interests, and shall not abuse their positions and powers for their own personal benefit.

Closure of Register of Members

Under the PRC Company Law, the register of members may not be changed within 20 days before the convening of a general meeting, or within five days before the record date determined by the company for the distribution of dividends. If laws, administrative regulations or the securities regulatory authority under the State Council provide otherwise for the change of the register of members of a listed company, such provisions shall prevail.

APPENDIX IV

SUMMARY OF ARTICLES OF ASSOCIATION

The Articles of Association of the Company, which were adopted by the shareholders at the Shareholders’ meeting held on June 19, 2026, will become effective on the date that the H shares of the Company are [REDACTED] on the Stock Exchange of Hong Kong. This appendix is intended to provide prospective [REDACTED] with a summary of Articles of Association of the Company. Accordingly, this appendix may not contain all information that prospective [REDACTED] may consider material or relevant.

1. Directors and the Board of Directors

(1) Power to allot and issue shares

The Articles of Association provide that the shareholders may authorize the Board of Directors through a general mandate at a general meeting to allocate or issue shares of no more than 20% of all outstanding H shares. The Board of Directors shall prepare a proposal for allotment or issue of shares, which shall be submitted to the Shareholders’ meeting for approval by the shareholders in the form of a special resolution.

Any such allotment or issue shall comply with the procedures prescribed by applicable laws, administrative regulations and the securities regulatory rules of the place where the Company’s shares are listed.

(2) Power to dispose of assets of the Company or any subsidiary

The disposal of significant assets exceeding 30% of the total assets of the latest audited financial statements is subject to approval by the shareholders at the Shareholders’ meeting in the form of a special resolution. The Board of Directors may decide on the disposal of the Company’s assets in accordance with the authority granted by the shareholders at the Shareholders’ meeting.

(3) Emoluments or compensation for directors’ loss of office

There is no provision in the Articles of Association regarding the provision of emoluments or compensation to the directors for their loss of office.

(4) Loans to directors

There is no provision in the Articles of Association regarding the provision of loans to the directors.

(5) Financial assistance for the acquisition of the Company’s shares

The Company or its subsidiaries (including affiliates of the Company) shall not provide any financial assistance in the form of gifts, advances, or loans for the acquisition of the Company’s or its parent company’s shares by third parties, except for Employee Stock Ownership Plan.

The Company may provide financial assistance for the acquisition of the Company’s or its parent company’s shares by third parties provided that such financial assistance is for the benefit of the Company and has been duly approved either by a resolution of shareholders in the Shareholders’ meeting or by a resolution of the Board of Directors acting pursuant to authority granted under the Articles of Association or by shareholders. The aggregate amount of any such financial assistance shall in no event exceed 10% of the Company’s total issued share capital. Any resolution of the Board of Directors approving such financial assistance must be passed by a super majority of not less than two-thirds of all directors then in office.

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(6) Disclosure of interests in contracts with the Company and/or its affiliates

No director shall, without prior disclosure to and approval by either the Board of Directors or the Shareholders’ meeting in accordance with the Articles of Association, directly or indirectly enter into any contract or transaction with the Company.

(7) Remuneration

The remuneration of directors shall be approved by the shareholders at a Shareholders’ meeting in the form of an ordinary resolution.

(8) Appointment, resignation and removal

The Board of Directors shall consist of 9 directors, including 3 executive directors, 3 non-executive directors and 3 independent non-executive directors.

Directors shall be elected or replaced by the Shareholders’ meeting. The Shareholders’ meeting may remove any director whose term has not expired by an ordinary resolution without affecting any claim for damages that may be made pursuant to any contract, provided that such removal is in compliance with relevant laws and regulations.

The Board of Directors shall have one chairman. The chairman of the board shall be elected and dismissed by a vote of more than one half of the directors.

The term of office of a director shall be calculated from the date of assuming office until the expiration of the current term of office of the incumbent Board of Directors, which is three years. Upon expiration of the term, the director may be re-elected in accordance with the relevant regulatory rules of the place where the Company’s shares are [REDACTED].

In the event a director is not re-elected in time for the expiration of his/her term of office, or if a director resigns during his/her term of office, resulting in the number of the board of directors being less than the minimum number required by law, before the re-elected director assumes his/her office, the original director shall still perform the duties of a director in accordance with the provisions stipulated by laws, administrative regulations, departmental rules, and the Articles of Association.

In the event a director resigns, the director shall notify the Company in writing, and the resignation shall take effect on the date the Company receives the notification; however, if the circumstances set forth in the preceding paragraph exist, the director shall continue to perform the duties.

None of the following persons shall serve as our director:

- i. A person who has no civil capacity or has limited civil capacity;
- ii. A person who has been imposed a penalty for the offense of corruption, bribery, embezzlement, larceny, disrupting the socialist economic order or has been deprived of political rights because of this conviction and is within five years from the expiry date of the sentence; in the case of a probation, less than two years have elapsed since the date of expiration of the probationary period;
- iii. A person who is a former director, factory manager or general manager of a company or enterprise that is bankrupt and liquidated because of poor operation, was personally liable for the bankruptcy of such company or enterprise, and is within three years from the date of completion of bankruptcy and liquidation of such company or enterprise;

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SUMMARY OF ARTICLES OF ASSOCIATION

- iv. A person who has served as the legal representative of a company or enterprise whose business license was revoked or was ordered to close due to violation of laws, was personally liable, and is within three years from the date on which the business license of such company or enterprise was revoked;
- v. A person listed by the people’s court as dishonest judgment debtor, who has a relatively large sum of debt, which was not paid at maturity;
- vi. A person who is prohibited by relevant securities regulator from entering into the securities market and is still in such prohibition period; or
- vii. A person who has been publicly determined by the stock exchange to be not suitable to serve as a director or senior management of a listed company, and the period has not elapsed; or
- viii. Any other person who is otherwise not eligible under laws, administrative regulations, regulations of the authorities, regulatory documents and other conditions set out in the securities regulatory rules of the place where the Company’s shares are [REDACTED].

The election, appointment or engagement of a director shall be invalid if such election, appointment or engagement violates the above-mentioned provisions. If a director falls into the situations provided in the above-mentioned situations during their term of office, they shall be dismissed by the Company.

(9) *Borrowing powers*

The Articles of Association do not contain any specific provisions regarding the borrowing powers of directors.

The Board of Directors shall be entitled to develop proposals for the Company to issue bonds and to list its Shares, and that such bond issues must be approved by the shareholders by a special resolution at the Shareholders’ meeting.

2. Modification of the Articles of Association

The Company may amend its Articles of Association in accordance with laws, administrative regulations and the provisions of the Articles of Association.

In the event that the amendments to the Articles of Association passed by the Shareholders’ meeting requires examination and approval of the competent authorities, these amendments shall be submitted hereto for approval. Where the amendment of the Articles of Association involves registration, it shall be necessary to carry out the lawfully prescribed procedures for registration change.

3. Modification of existing shares or classes of shares

There are no provisions for modification of rights in respect of existing shares or classes of shares in the Articles of Association.

4. Special resolutions needed to be adopted by absolute majority vote

The resolutions of the Shareholders’ meeting shall be divided into ordinary resolutions and special resolutions.

An ordinary resolution may be adopted by a simple majority of the votes held by the shareholders (including proxies of shareholders) attending the Shareholders’ meeting.

A special resolution may be adopted by a two-thirds majority of the votes held by the shareholders (including proxies of shareholders) attending the Shareholders’ meeting.

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5. Voting rights

When shareholders (including proxies) vote at the Shareholders’ meeting, they exercise their voting rights based on the number of voting shares they represent, and each share has one voting right.

The shares held by the Company itself shall have no voting right and shall not be counted in the total number of voting shares at the Shareholders’ meeting.

Any shareholder who is required by the securities regulatory rules of the place where the Company’s shares are [REDACTED] to abstain from voting on a matter or is limited to an affirmative or negative vote shall abstain from voting or be required to so vote; any vote cast by or on behalf of the relevant shareholder which is cast in violation of such requirement or restriction shall not be counted in the voting result.

6. Rules of the annual Shareholders’ meeting

The Shareholders’ meetings are divided into an annual Shareholders’ meeting and an extraordinary Shareholders’ meeting. The annual Shareholders’ meeting shall be convened once a year and be held within six months of the end of the previous fiscal year.

7. Accounts and audit

(1) Financial and accounting policies

The Company shall formulate its financial and accounting policies in accordance with laws, administrative regulations and rules formulated by the competent authorities.

The Company shall publish financial reports twice in each accounting year. Interim financial reports shall be published within three months of the end of the first six months of a fiscal year, while the annual financial report shall be published within four months of the end of each accounting year.

(2) Appointment and dismissal of accountants

The Company shall engage a reputable accounting firm that meets appropriate requirements of the relevant laws, regulations and regulatory requirements to be responsible for auditing its annual financial report, conduct accounting statement audit, net asset verification and other related consulting services, and the term of service shall be one year, which is renewable upon expiry of the term.

The appointment and removal of an accounting firm providing regular audit services to the Company shall be determined by ordinary resolution of the shareholders in the Shareholders’ meeting.

Prior to the removal or the non-reappointment of an accounting firm, notice of such removal or non-reappointment shall be given to the accounting firm concerned 30 days in advance and such accounting firm shall be entitled to make representation at the Shareholders’ meeting when voting on the dismissal of such firm at the Shareholders’ meeting.

In the event the accounting firm resigns from its post, it shall make clear to the Shareholders’ meeting whether there has been any impropriety on the part of the Company.

If the position of an appointed accounting firm is vacant, the Board of Directors may appoint an accounting firm before the start of the Shareholders’ meeting. However, if during the vacant period, the Company has other incumbent accounting firms, such accounting firm may fill the vacancy.

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8. Notice and agenda of the Shareholders’ meeting

Under any of the following circumstances, the Board of Directors shall convene an extraordinary Shareholders’ meeting within two months:

- i. The number of directors is less than the number specified in the Company Law or less than two thirds of the number required in the Articles of Association;
- ii. The uncovered losses of the Company reach one-third of its total paid-in registered capital;
- iii. Shareholders holding 10% or more shares of the Company (including preference shares with restored voting rights) separately or jointly request in writing to convene an extraordinary Shareholders’ meeting;
- iv. The Board of Directors deems it necessary to convene an extraordinary Shareholders’ meeting;
- v. The audit committee proposes a relevant proposal; or
- vi. Any other circumstances stipulated by laws, regulations, the securities regulatory rules of the place where the Company’s shares are [REDACTED], and the Articles of Association.

In the event that the Shareholders’ meeting is convened, the Board of Directors, the audit committee and shareholders who separately or jointly hold more than 1% of the shares of the Company (including preference shares with restored voting rights) may submit a proposal.

When convening an annual Shareholders’ meeting, the Company shall notify shareholders by announcement 21 days before it is convened. When convening an extraordinary Shareholders’ meeting, the Company shall send a written notice 15 days before it is convened.

The notice of the Shareholders’ meeting shall be made in writing and include the following contents:

- i. The place, date and time of the meeting;
- ii. The matters and proposals to be considered at the meeting;
- iii. A conspicuous statement that all shareholders are entitled to attend the meeting and appoint a proxy to attend and vote and that proxy need not be a shareholder;
- iv. The date of shareholding registration for the shareholders who are entitled to attend the meeting;
- v. The name and telephone number of the contact person for the meeting;
- vi. The voting time and voting procedures for internet or other alternative voting methods; and
- vii. Other requirements stipulated by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company’s shares are [REDACTED], or the Articles of Association.

The notice of the Shareholders’ meeting and any supplementary notice shall contain a full and complete disclosure of all substantive details of every proposed resolution.

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The resolutions of the Shareholders’ meeting include ordinary resolutions and special resolutions. The following matters require approval by the Shareholders’ meeting through ordinary resolution:

- i. Work report of the Board of Directors;
- ii. Plans of earnings distribution and loss make-up schemes drafted by the Board of Directors;
- iii. Appointment or dismissal of the members of the Board of Directors and their remuneration and payment methods;
- iv. Other matters other than those approved by special resolution stipulated in the laws, administrative regulations, the securities regulatory rules of the place where the Company’s shares are [REDACTED], or the Articles of Association.

The following matters shall be approved by special resolution at the Shareholders’ meeting:

- i. Increase or decrease of the Company’s registered capital;
- ii. Division, spin-off, merger, dissolution and liquidation of the Company;
- iii. Amendment of the Articles of Association;
- iv. Acquisition or disposal of material assets of the Company or provision of guarantees to others by the Company within one year exceeding 30% of the latest audited total assets of the Company;
- v. Share incentive plan;
- vi. Other matters recognized by ordinary resolution of the Shareholders’ meeting that could materially affect the Company, and which are stipulated by laws, administrative regulations, the securities regulatory rules of the place where the Company’s shares are [REDACTED], or the Articles of Association to be approved by a special resolution.

In the event that any resolution of the Shareholders’ meeting or resolution of the Board of Directors violates laws or administrative regulations, any shareholder is entitled to request the court to deem it as invalid.

In the event that the convening procedure or voting method of the Shareholders’ meeting or meeting of the Board violates any of laws, administrative regulations or the Articles of Association, or the content of resolution violates the Articles of Association, any shareholder is entitled to request the court to revoke the relevant resolution within 60 days after the resolution was adopted, unless there is only a minor defect in the procedures for convening a Shareholders’ meeting or Board meeting or in the manner of voting, which does not materially affect the resolution

9. Share transfer

The shares issued before the public issuance of shares by the Company shall not be transferred within one year from the date on which the stocks of the Company are listed and traded on a stock exchange.

The directors and senior management of the Company shall declare to the Company information on their holdings of the shares of the Company and the changes thereto. The shares transferrable by them during each year of their term of office shall not exceed 25% of the total shares of the Company held by them. The shares of the Company held by them shall not

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be transferred within one year of the date on which the stocks of the Company are listed and traded on a stock exchange. The aforesaid persons shall not transfer their shares of the Company within six months from the date of their resignation.

If the securities regulatory authority of the place where the Company’s shares are listed and the CSRC (if applicable) have any other provisions on the transfer restrictions of H Shares, such provisions shall prevail.

10. Powers of the Company to repurchase its own shares

The Company shall not repurchase its own shares, except under any of the following circumstances and provided that such repurchase does not violate laws, regulations, the securities regulatory rules of the place where the Company’s shares are listed, and the Articles of Association:

- i. Reduce the registered capital of the Company;
- ii. Merge with another company holding our shares;
- iii. Grant shares to the employees of the Company as an incentive;
- iv. Request the Company to repurchase its shares from shareholders who vote against any resolution adopted at the Shareholders’ meeting concerning the merger and division of the Company;
- v. Convert shares into bonds issued by the Company which is convertible to stock of the Company;
- vi. Necessary for the Company to maintain the Company’s value and shareholders’ interests.

11. Power of any subsidiary of the Company to hold shares in its parent company

There are no provisions in the Articles of Association relating to ownership by subsidiary of the Company of shares in its parent.

12. Dividends and other distribution methods

The Company may distribute dividends in the manner of cash or stock.

The Board of Directors of the Company shall complete the distribution of dividends (or shares) within two months after the Shareholders’ meeting has passed a resolution on the profit distribution plan, or upon the formulation of a specific plan by the Board of Directors in accordance with the conditions and ceiling for interim dividends in the following year approved at the annual Shareholders’ meeting. If the Shareholders’ meeting authorizes the Board of Directors to formulate a specific plan for dividend distribution, the Board of Directors shall complete the distribution of dividends (or shares) within two months of the Board of Directors meeting.

13. SHAREHOLDER PROXIES

Shareholders may attend the Shareholders’ meeting in person or authorize a representative, who is not a shareholder, to attend and vote on their behalf.

Any proxy statement issued by a shareholder who authorizes a proxy to attend the Shareholders’ meeting on his/her behalf shall include the following details:

- i. the name or title of the appointer, class and number of the shares of the Company held;
- ii. the name or title of the proxy;

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- iii. the shareholder’s specific instructions, including respective instructions on for, against or abstention voting on each item for deliberation listed in the Shareholders’ meeting agenda;
- iv. the issuance date and valid period of the proxy statement;
- v. the signature (or seal) of the appointer. Where the appointer is a corporate shareholder, the corporate seal of the legal entity shall be affixed.

14. CALLS ON SHARES AND FORFEITURE OF SHARES

There are no provisions in the Articles of Association regarding the calls on shares and forfeiture of shares.

15. INSPECTION OF THE REGISTER OF SHAREHOLDERS

The Company establishes the register of shareholders according to the rules provided by the securities registration authority. The register of shareholders is sufficient evidence to prove that the shareholders hold the Company’s shares. Shareholders enjoy rights and assume obligations according to the type and number of shares they hold.

Shareholders holding the same type of Shares shall enjoy the same rights and undertake the same obligations.

The original register of the shareholders of the H Shares [REDACTED] in Hong Kong shall be kept in Hong Kong.

When the Company convenes the Shareholders’ meeting, pays dividends, goes into liquidation or is involved in other actions that require the confirmation of identities, the Board of Directors shall fix a date as the equity registration date, upon expiration of which the shareholders whose names registered on the register of shareholders shall be the shareholders entitled to relevant equity.

16. QUORUM FOR SHAREHOLDERS’ MEETINGS

There are no provisions in the Articles of Association regarding the quorum for Shareholders’ meetings.

17. RIGHTS OF MINORITIES IN RELATION TO FRAUD OR OPPRESSION

If any director or senior management (other than a member of the Audit Committee) violates laws, administrative regulations or the Articles of Association in fulfilling his or her duties, thereby causing any loss to the Company, the shareholder(s) severally or jointly holding 1% or more shares of the Company for more than 180 consecutive days shall have the right to request the Audit Committee in writing to institute legal proceedings with the People’s Court; if the member of the Audit Committee violates laws, administrative regulations or the Articles of Association in fulfilling his/her duties, thereby causing any loss to the Company, the aforementioned shareholders shall have the right to request the Board of Directors in writing to institute legal proceedings with the People’s Court.

If the Audit Committee or the Board of Directors refuses to institute legal proceedings after receipt of the aforesaid written request or fails to institute legal proceedings within 30 days after receipt of the aforesaid written request, or if under urgent circumstances that any delay of legal proceedings may cause irrecoverable damages to the interests of the Company, the shareholders specified above shall have the right to directly institute legal proceedings with the People’s Court in their own names for the interests of the Company.

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If any other person infringes upon the legitimate rights and interests of the Company, thereby causing any loss to the Company, the shareholders specified in the first paragraph may institute legal proceedings with the People’s Court pursuant to the preceding provisions.

Where any director or senior management of a wholly-owned subsidiary of the Company violates laws, administrative regulations or the Articles of Association in fulfilling his or her duties, thereby causing any loss to the Company, or where a third party infringes the lawful rights and interests of such wholly-owned subsidiary, thereby causing any loss, the shareholder(s) who individually or jointly holding 1% or more of the Company’s shares for more than 180 consecutive days shall have the right to submit a written request to the board of supervisors or the Board of Directors of the wholly-owned subsidiary to initiate legal proceedings with the People’s Court in accordance with the relevant provisions of the Company Law or directly initiate legal proceedings with the People’s Court in their own names.

If a wholly-owned subsidiary of the Company does not set up the board of supervisors or does not have a supervisor, and sets up an audit committee instead, the relevant procedure specified in paragraph 1 and 2 above shall be followed.

If any director or senior management violates the laws, administrative regulations or the Articles of Association, thereby causing any loss to the shareholders’ interests, the shareholders may institute legal proceedings with the People’s Court.

18. LIQUIDATION PROCEDURES

The Company shall be dissolved under any of the following circumstances:

- (i) the expiration of the business period as stipulated in the Articles of Association or the occurrence of other grounds for dissolution as stipulated in the Articles of Association;
- (ii) the Shareholders’ meeting resolves to dissolve the Company;
- (iii) dissolution is necessary as a result of the merger or division of the Company;
- (iv) the business license of the Company is revoked, or the Company is ordered to be closed down, or it is deregistered according to law; and
- (v) the Company is confronted with serious difficulties in operation and management, and its continued existence may cause material loss to the interests of its shareholders, and the difficulties cannot be resolved through other means, in which case the shareholders holding 10% or more of the voting rights held by all the shareholders of the Company may request a People’s Court to dissolve the Company.

Where any ground for dissolution as specified in the preceding paragraph arises in respect of the Company, the Company shall within 10 days publish such ground for dissolution via the National Enterprise Credit Information Publicity System.

Where the Company is to be dissolved pursuant to items (i), (ii), (iv) or (v) above, it shall undergo liquidation. Directors shall act as the liquidation obligor and establish a liquidation committee within 15 days from the date when the event of dissolution occurs. The members of the liquidation committee shall be composed of the directors or the personnel appointed by the Shareholders’ meeting.

Within 10 days of the establishment of the liquidation committee, the creditors shall be notified and an announcement shall be published within 60 days. Creditors shall file their claims with the liquidation committee within 30 days of receiving the notice, or within 45 days from the publication if any such creditor has not received the notice.

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After identifying the Company’s assets and preparing the balance sheet and schedule of assets, the liquidation committee shall formulate a liquidation plan and submit it to the Shareholders’ meeting or the People’s Court for confirmation.

Upon completion of the Company’s liquidation, the liquidation committee shall prepare a liquidation report, submit it to the Shareholders’ meeting or the People’s Court for confirmation, and file it with the Company Registry to apply for deregistration of the Company.

19. OTHER IMPORTANT PROVISIONS FOR OUR COMPANY OR SHAREHOLDERS

(1) General Provisions

The Company is a joint stock company. The operating period of the Company is from 29 August 2013 to 28 August 2033.

According to the Articles of Association, any shareholder may bring a lawsuit against another shareholder, director, or senior management, any shareholder may bring a lawsuit against the Company, and the Company may bring a lawsuit against any shareholder, director or the senior management.

(2) Capital increase and capital reduction

The Company may increase stock capital by the following means in accordance with laws and regulations, subject to the approval by the Shareholders’ meeting, for management and operation needs:

- i. Issuing shares in a public offering;
- ii. Issuing shares via a private placement;
- iii. Giving bonus shares to existing shareholders;
- iv. Converting reserve funds into shares; and
- v. Other means approved by the laws, administrative regulations, departmental rules and relevant regulatory authorities where the Company’s shares are listed and the CSRC (if necessary).

The Company may decrease its registered capital and shall comply with the procedures stipulated in the Company Law of the PRC, the securities regulatory rules of the place where the Company’s shares are listed, other relevant regulations and the Articles of Association.

(3) Shareholders

A shareholder is entitled to rights and assumes obligations pursuant to the classification of shares he or she holds. Shareholder holding the same classified share has the same rights and assumes the same obligations.

The rights of our ordinary shareholders are as follows:

- i. To receive distribution of dividends and other forms of benefits according to the number of shares held;
- ii. To legally require, convene, preside over, participate in or authorize proxies of shareholders to participate in and exercise corresponding voting rights at the Shareholders’ meeting;
- iii. To supervise and manage business and operational activities of the Company, and to provide suggestions or submit queries;

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- iv. To transfer, grant or pledge the Company’s shares he or she held according to the provisions of the laws, administrative regulations, regulatory rules where the Company’s shares are listed and the Articles of Association;
- v. To obtain relevant information according to the provisions of the Articles of Association, including reading and copying the Articles of Association, register of shareholders, minutes of Shareholders’ meetings, resolutions of Board meetings; eligible Shareholders may inspect the accounting books and accounting vouchers;
- vi. To participate in the distribution of residual properties of the company in proportion to the number of shares held in the event of the termination or liquidation of the Company;
- vii. To request the Company to buy back their shares as dissenting shareholders voting against any resolutions adopted at the Shareholders’ meeting concerning the merger and division of the Company;
- viii. Other rights conferred by the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company’s shares are listed and the Articles of Association.

(4) The Board of Directors

The Board of Directors is responsible to the Shareholders’ meeting.

The Board of Directors exercises the following powers:

- i. To convene the Shareholders’ meeting and report on its work to the Shareholders’ meeting;
- ii. Implement the resolutions of the Shareholders’ meeting;
- iii. Determine the business and investment plans of the Company;
- iv. Formulate the earnings distribution and loss offset plans of the Company;
- v. Formulate the proposals for increasing or decreasing the Company’s registered capital, issuance of corporate bonds or other securities and the listing plan of the Company;
- vi. Prepare plans for major acquisition, stocks buy-back, corporate merger, division, dissolution and change of corporate form of the Company;
- vii. Determine, in accordance with the Articles of Association or within the scope authorized by the Shareholders’ meeting, such matters as the Company’s external investments, the purchase and sale of assets, asset mortgages, external guarantees, entrusted management of finance, related-party transactions and external donations;
- viii. Decide on the establishment of the Company’s internal management organization;
- ix. Appoint or dismiss the general manager, secretary of the Board and other senior management personnel of the Company, and determine their remuneration, reward and disciplinary matters; upon the nomination of the general manager, appoint or dismiss senior management of the Company such as deputy general manager, financial controller etc., and determine their remuneration, reward and disciplinary matters;

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- x. Formulate the basic management systems of the Company;
- xi. Formulate the modification plan to the Articles of Association;
- xii. Manage the information disclosure of the Company;
- xiii. Make proposals to the Shareholders’ meeting on the appointment or replacement of the accounting firm that provides audit services to the Company;
- xiv. Listen to work report of general manager and inspect the general manager’s work;
- xv. Formulate and implement share incentive plan of the Company;
- xvi. Other powers and duties authorized by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company’s shares are listed and the Articles of Association.

Board meeting shall be held only if more than one half of the directors are present. Unless otherwise provided in the Articles of Association, resolutions of the Board of Directors shall be passed by a simple majority of all directors.

The Board of Directors of the Company shall give an explanation to the Shareholders’ meeting on the non-standard audit report issued by the certified public accountants on the financial reports of the Company.

(5) Independent Non-executive director

The Board of Directors of the Company has three independent non-executive directors. At least one independent non-executive director shall have applicable professional qualification or are equipped with applicable accounting or financial management expertise.

(6) Secretary of the Board of Directors

The Secretary of the Board of Directors, as a senior management officer of the Company, shall be responsible for organizing the Shareholders’ meetings and Board meetings, maintaining corporate records, managing shareholders’ information and handling disclosure matters, while complying with all applicable laws, administrative regulations, departmental rules, and the provisions of the Articles of Association. The Company has one secretary of the Board of Directors.

(7) Audit committee

The Company shall set up an audit committee.

The audit committee consists of three directors.

The audit committee shall consist of directors who are not senior managements of the company, with at least two independent directors, and the convener shall be an independent director.

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The audit committee shall be responsible for review of the Company’s financial information and disclosure thereof, supervision and evaluation of internal and external audit work and internal control. The following matters shall, upon consent by more than half of all the members of the audit committee, be present to Board meeting for deliberation:

- i. Disclosure of financial information in financial accounting reports and periodic reports, internal control evaluation report;
- ii. Engagement or dismissal of accounting firm which undertakes audit business of a listed company;
- iii. Engagement or dismissal of the financial controller of a listed company;
- iv. Change in accounting policies or accounting estimates or correction of material accounting error for a reason other than change in accounting standards;
- v. Any other matters stipulated by laws, administrative regulations, the securities regulatory rules of the place where the Company’s shares are listed and the Articles of Association.

(8) General manager

The Company has one general manager, appointed or dismissed by the Board of Directors. The general manager of the Company is responsible to the Board of Directors and exercises the following powers:

- i. Be in charge of the producing and operational management of the Company, organize the implement of resolutions of the Board of Directors and report to the Board of Directors on his/her work;
- ii. Organize the implementation of the Company’s annual operation plans and investment schemes;
- iii. Formulate the plans for establishment of the Company’s internal management organization;
- iv. Formulate the fundamental management systems of the Company;
- v. Formulate the specific regulations and rules of the Company;
- vi. Propose the Board of Directors of engagement or dismissal of the Company’s deputy general manager, financial controller and other senior managements;
- vii. Decide to engage or dismiss other managements except those who shall be appointed or dismissed by the Board of Directors;
- viii. Other responsibilities authorized by the Articles of Association and the Board of Directors.

(9) Reserve fund

When the annual after-tax profits of the Company are distributed, the Company shall allocate 10% of the profits to the statutory reserve fund of the Company. Allocations to the Company’s statutory reserve fund may be waived once the cumulative amount of funds therein exceeds 50% of the Company’s registered capital.

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If the Company’s statutory reserve fund is insufficient to offset our losses during the previous year, the profits generated during the current year shall be used to cover such losses before allocating the statutory reserve in accordance with the requirements set forth above.

After allocation to the statutory reserve fund from the after-tax profits of the Company, we may also allocate to the discretionary reserves fund will from after-tax profits in line with the resolution(s) adopted at the Shareholders’ meeting.

After the Company has covered for its losses and made allocations to its statutory reserve fund, the remaining profits are distributed in proportion to the number of shares held by the shareholders, unless otherwise specified by the Articles of Association.

If the Shareholders’ meeting violates the above provisions and profits are distributed to the shareholders, the profits distributed in violation of the provisions shall be returned by such shareholders to the Company. If the Company suffers losses, the shareholders and responsible directors, senior managements shall be liable for compensation.

The shares held by the Company itself shall not be subject to profit distribution.

The Company’s reserve fund shall be used to offset losses of the Company, expanding the scale of business and operations or for conversion into and increase our capital.

Where reserve fund is used to offset loss of the Company, the discretionary reserve fund and statutory reserve fund shall be firstly used; in the event they are insufficient for offsetting loss, the capital reserve fund may be applied to cover the company’s losses.

Where the statutory reserve fund converses into the registered capital, the remaining statutory reserve fund shall not be less than 25% of the registered capital of the Company before such conversion.

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FURTHER INFORMATION ABOUT OUR COMPANY

1. Incorporation of Our Company

Our Company was established as a limited liability company in the PRC on August 29, 2013 and was converted into a joint stock company with limited liability on June 4, 2026 under the laws of the PRC. As of the Latest Practicable Date, the registered share capital of our Company was RMB8,878,932 divided into 8,878,932 Shares with a nominal value of RMB1.00 each.

Our Company has established a place of business in Hong Kong at [Room 504, 5/F, Cheong Tai Commercial Building, 60–66 Wing Lok Street, Sheung Wan, Hong Kong], and [has been registered] as a non-Hong Kong company in Hong Kong under Part 16 of the Companies Ordinance. Mr. Tam Ka Lung, the joint company secretary of our Company, has been appointed as our authorized representative for the acceptance of service of process in Hong Kong whose correspondence address is the same as our place of business in Hong Kong.

2. Changes in the Share Capital of Our Company

On February 6, 2026, the registered capital of our Company increased from RMB7,916,819 to RMB8,796,465.

On June 16, 2026, the registered capital of our Company increased from RMB8,796,465 to RMB8,878,932.

For further details, see “History, Development and Corporate Structure” in this document. Save as disclosed above, there has been no alteration in the share capital of the Company within two years immediately preceding the date of this document.

3. Changes in the Share Capital of Our Subsidiaries

Our subsidiaries as of the Latest Practicable Date are set out in note 1 to the Accountants’ Report.

On December 25, 2024, the registered capital of Qingtuanbao increased from RMB5 million to RMB10 million, subscribed by our Company.

On May 21, 2025, Hangzhou Qingxin Drive Network Technology Co., Ltd. (杭州青心驅動網絡科技有限公司) was established in the PRC as a limited liability company with a registered capital of RMB2 million.

On October 9, 2025, Hangzhou Slash Star Culture Media Co., Ltd. (杭州斜槓星文化傳媒有限公司) was established in the PRC as a limited liability company with a registered capital of RMB2 million.

On June 12, 2025, Qingtuan Lingka was established in the PRC as a limited liability company with a registered capital of RMB2 million.

Save as disclosed above, as of the Latest Practicable Date, there has been no alteration in the share capital of our subsidiaries within two years immediately preceding the date of this document.

4. Resolutions of the Shareholders

Pursuant to a general meeting of our Company held on June 19, 2026, the following resolutions, among others, were passed by our Shareholders:

- (a) the adoption and implementation of the Share Subdivision immediately prior to the [REDACTED] and the [REDACTED] by our Company of the H Shares of nominal value of RMB0.02 each and such H Shares being [REDACTED] on the Hong Kong Stock Exchange;

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- (b) that the number of H Shares to be [REDACTED] shall not be more than [REDACTED]% of the total issued share capital of our Company as enlarged by the [REDACTED] (without taking into account the H Shares which may be allotted and issued pursuant to the exercise of the [REDACTED]), and the grant to the [REDACTED] (or their representatives) of the [REDACTED] of not more than [REDACTED]% of the number of H Shares issued pursuant to the [REDACTED];
- (c) subject to the completion of the [REDACTED], the adoption of the Articles of Association which shall become effective on the [REDACTED], and the authorization to the Board to amend the Articles of Association in accordance with the requirements of the relevant laws and regulations and the [REDACTED]; and
- (d) authorization of our Board to handle all relevant matters relating to, among other things, the [REDACTED] and [REDACTED] of the H Shares.

FURTHER INFORMATION ABOUT THE BUSINESS OF OUR COMPANY

1. Summary of Material Contract

We have entered into the following contract (not being a contract entered into in the ordinary course of business) within the two years immediately preceding the date of this document that is or may be material:

- (a) the [REDACTED]; and
- (b) [•].

2. Intellectual Property Rights

(a) Trademarks

As of the Latest Practicable Date, we have registered the following trademarks which we consider to be material to our business:

No.	Owner	Registration No.	Place of registration	Trademark	Class	Validity Period
1	Qingtuanbao	79445580	PRC		35	October 21, 2025 – October 20, 2035
2	Our Company	40338335	PRC		35	November 28, 2020 – November 27, 2030
3	Our Company	23825597	PRC		9	April 14, 2018 – April 13, 2028
4	Our Company	23750941	PRC		42	July 21, 2018 – July 20, 2028

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No.	Owner	Registration No.	Place of registration	Trademark	Class	Validity Period
5	Qingtuanbao	86689053	PRC		9	February 21, 2026 – February 20, 2036
6	Qingtuanbao	86705168	PRC		42	February 21, 2026 – February 20, 2036
7	Qingtuanbao	85938322	PRC		9	May 21, 2026 – May 20, 2036
8	Qingtuanbao	84957078	PRC		35	December 7, 2025 – December 6, 2035
9	Our Company	81150105	PRC		35	April 14, 2025 – April 13, 2035
10	Our Company	81148466	PRC		9	April 28, 2025 – April 27, 2035
11	Our Company	38206923	PRC		35	March 14, 2020 – March 13, 2030
12	Our Company	38206866	PRC		9	February 21, 2021 – February 20, 2031
13	Our Company	26886603	PRC	青团社	35	September 28, 2018 – September 27, 2028
14	Our Company	18033460	PRC	青团社	9	November 14, 2016 – November 13, 2036
15	Our Company	23750863	PRC	青团社	42	July 21, 2018 – July 20, 2028

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As of the Latest Practicable Date, we have applied for the registration of the following trademarks which we consider to be material to our business:

No.	Applicant	Applicant No.	Place of Application	Trademark	Class	Application Date
1	Qingtuanbao	90547224	PRC		35	March 13, 2026
2	Qingtuanbao	90177650	PRC		35	February 10, 2026
3	Our Company	90950948	PRC	Lingka	35	April 2, 2026
4	Our Company	90950947	PRC	Lingka	9	April 2, 2026
5	Our Company	90950949	PRC	Lingka	42	April 2, 2026
6	Our Company	91177334	PRC	lygo	35	April 14, 2026
7	Our Company	91177730	PRC	lygo	9	April 14, 2026
8	Our Company	91177335	PRC	lygo	42	April 14, 2026
9	Our Company	91177337	PRC	LYGO	35	April 14, 2026
10	Our Company	91177338	PRC	LYGO	9	April 14, 2026
11	Our Company	91177336	PRC	LYGO	42	April 14, 2026
12	Our Company	91177340	PRC	Lygo	35	April 14, 2026
13	Our Company	91177339	PRC	Lygo	9	April 14, 2026
14	Our Company	91177341	PRC	Lygo	42	April 14, 2026
15	Our Company	91850182	PRC		35	May 18, 2026
16	Our Company	91850180	PRC		9	May 18, 2026
17	Our Company	91850183	PRC		42	May 18, 2026

(b) Domain Name

As of the Latest Practicable Date, we have registered the following domain name which we consider to be material to our business:

No.	Owner	Domain Name	Registration Date
1	Qingtuanbao	linggongdaka.com	October 10, 2025
2	Our Company	qtshe.com	December 6, 2013

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STATUTORY AND GENERAL INFORMATION

(c) Copyrights

As of the Latest Practicable Date, we have registered the following copyrights which we consider to be material to our business:

No.	Copyright	Registration Owner	Registration Number	Registration Date
1		Qingtuanbao	國作登字-2025-F-00259164	September 1, 2025
2		Qingtuanbao	國作登字-2025-F-00259165	September 1, 2025
3		Our company	國作登字-2024-F-00328956	November 11, 2024

(d) Patents

As of the Latest Practicable Date, we have registered the following patents which we consider to be material to our business:

No.	Owner	Type	Patent	Patent Number	Application Date	Grant Date	Expiry Date	Place of Application
1	The Company	Invention	A Method for Intelligent Search and Ranking of Part-time Jobs (一種兼職智能搜索排序方法)	ZL201811212712.4	October 18, 2018	August 21, 2020	October 18, 2038	PRC
2	The Company	Invention	A Method for Accurate Matching of College Student Part-time Jobs Based on Artificial Intelligence (一種基於人工智能的大學生兼職精確匹配方法)	ZL201910417173.6	May 20, 2019	December 03, 2021	May 20, 2039	PRC
3	The Company	Invention	A Method for Aggregating Part-time Job Information Based on Business District Geolocation (基於商圈地理位置匯聚兼職信息的方法)	ZL202010473899.4	May 29, 2020	January 19, 2024	May 29, 2040	PRC
4	The Company	Invention	A Method for Analyzing App User Stickiness Based on User Behavior Log Data (基於用戶行為的日誌數據分析app用戶黏性的方法)	ZL202010485923.6	June 01, 2020	July 04, 2023	June 01, 2040	PRC
5	The Company	Invention	A Recommendation Method Based on User Active Time Zone Prediction and Traffic Distribution Optimization (一種基於用戶活躍時區預測和流量分發優化的推薦方法)	ZL202110473382.X	April 29, 2021	October 18, 2022	April 29, 2041	PRC
6	The Company	Invention	A Cache Method for Reading and Writing Massive User and Job Data in Part-time Job Recommendation Systems (兼職崗位推薦系統中海量用戶和崗位數據讀寫的緩存方法)	ZL202110473400.4	April 29, 2021	August 23, 2022	April 29, 2041	PRC
7	The Company	Invention	A Traffic Control Method for Part-time Job Recommendation Systems (一種兼職崗位推薦系統的流量控制方法)	ZL202110782464.2	July 12, 2021	July 29, 2022	July 12, 2041	PRC

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No.	Owner	Type	Patent	Patent Number	Application Date	Grant Date	Expiry Date	Place of Application
8	The Company	Invention	A Recall Method for Part-time Job Recommendation Engines Combining Big Data Offline Computing and Real-time Monitoring (結合大數據離線計算與實時監控的兼職推薦引擎召回方法)	ZL202110842064.6	July 26, 2021	July 07, 2023	July 26, 2041	PRC
9	The Company	Invention	An Offline Job Recall Method for Part-time Job Recommendation Systems (一種兼職崗位推薦系統的線下崗位召回方法)	ZL202110842049.1	July 26, 2021	January 19, 2024	July 26, 2041	PRC
10	Qingtuanbao	Design	Display Screen Panel for Graphic User Interface of Part-time Scheduling Operation Management (用於兼職排班操作管理圖形用戶界面的顯示屏幕面板)	ZL202230042363.7	January 21, 2022	April 12, 2022	January 21, 2037	PRC
11	Qingtuanbao	Design	Display Screen Panel for Graphic User Interface of Part-time Employee Scheduling Time Slot Application (用於兼職端排班時間段申請圖形用戶界面的顯示屏幕面板)	ZL202230042523.8	January 21, 2022	April 15, 2022	January 21, 2037	PRC
12	The Company	Invention	An Operation Method for Part-time Job Recommendation Systems with Fallback Processing (一種具有兜底處理的兼職崗位推薦系統運行方法)	ZL202211332082.0	October 28, 2022	March 10, 2026	October 28, 2042	PRC
13	The Company	Design	Display Screen Panel for Graphic User Interface of Part-time Job Application Operation Management (帶兼職崗位報名操作管理圖形用戶界面的顯示屏幕面板)	ZL202330688536.7	October 24, 2023	April 09, 2024	October 24, 2038	PRC
14	Qingtuanbao	Design	Design Patent for Label Sticker (Xiaoling) (標貼(小靈))	ZL202530446495.X	July 30, 2025	March 17, 2026	July 30, 2040	PRC

Save as disclosed above, as of the Latest Practicable Date, there was no other trade or service mark, patent, intellectual or industrial property right which was material in relation to our business.

FURTHER INFORMATION ABOUT OUR DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

1. Disclosure of Interests

Save as disclosed below, immediately following completion of the [REDACTED], the Share Subdivision and the conversion of Unlisted Shares into H Shares (without taking into account the H Shares which may be allotted and issued pursuant to the exercise of the [REDACTED]), so far as our Directors are aware, none of our Directors and chief executive has any interest or short positions in our Shares, underlying Shares or debentures of our Company or any associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to our Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO), or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which will be required to be notified to our Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules.

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Name	Position	Capacity/nature of interest	Number of Shares held	Approximate percentage of shareholding in the relevant class of Shares immediately following completion of the [REDACTED] ⁽¹⁾ (%)	Approximate percentage of shareholding in the total issued share capital of our Company immediately following completion of the [REDACTED] ⁽¹⁾ (%)
Mr. Deng ⁽²⁾	Executive Director, chairman of the Board and chief executive officer	Beneficial owner; interest in controlled corporation	[REDACTED] [REDACTED]	[REDACTED] [REDACTED]	[REDACTED] [REDACTED]
Ms. PAN Hong ⁽³⁾	Executive Director and senior vice president	Beneficial owner	[REDACTED] [REDACTED]	[REDACTED] [REDACTED]	[REDACTED] [REDACTED]
Mr. HE Wenyi ⁽⁴⁾	Executive Director and senior vice president	Beneficial owner; interest in controlled corporation	[REDACTED] [REDACTED]	[REDACTED] [REDACTED]	[REDACTED] [REDACTED]
Mr. CAO Jiajun ⁽⁵⁾	Non-executive Director	Beneficial owner	[REDACTED] [REDACTED]	[REDACTED] [REDACTED]	[REDACTED] [REDACTED]

Notes:

- (1) All interests stated are long positions.

The calculation is based on the total number of [REDACTED] Unlisted Shares in issue and [REDACTED] H Shares in issue immediately after completion of the [REDACTED], the Share Subdivision and the conversion of Unlisted Shares into H Shares (assuming the [REDACTED] is not exercised) upon [REDACTED].

- (2) For details of interests of Mr. Deng, see “Substantial Shareholders”.
- (3) For details of interests of Ms. PAN Hong, see “History, Development and Corporate Structure–Capitalization of Our Company”.
- (4) For details of interests of Mr. HE Wenyi, see “History, Development and Corporate Structure–Capitalization of Our Company”.
- (5) For details of interests of Mr. CAO Jiajun, see “History, Development and Corporate Structure–Capitalization of Our Company”

2. Substantial Shareholders

For the information on the persons who will, immediately following the completion of the [REDACTED], have interests or short positions in our Shares or underlying Shares which would be required to be disclosed to our Company and the Hong Kong Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, see “Substantial Shareholders” in this document.

Our Directors are not aware of any other person (other than our Directors or chief executive) who will, immediately following completion of the [REDACTED], directly or indirectly, be interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of our Group other than our Company.

3. Particulars of Service Contracts

Each of our Directors [has entered] into a service contract with our Company. The principal particulars of these service contracts comprise (a) a term of office commencing on the date of the approval at the relevant Company’s general meeting and ending on the expiration of the term of office of the prevailing session of the Board; and (b) termination provisions in accordance with their respective terms.

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Save as disclosed above, none of our Directors has or is proposed to have entered into any service contract with any member of our Group (excluding contracts expiring or determinable by any member of our Group within one year without payment of compensation other than statutory compensation).

4. Directors’ Remuneration

The aggregate amount of remuneration which was paid to our Directors (including fees, salaries, allowances and benefits in kind, performance related bonuses, pension scheme contributions and share-based payment expenses) for the three financial years ended December 31, 2023, 2024 and 2025 were RMB2.1 million, RMB1.9 million, and RMB101.5 million, respectively.

For the three financial years ended December 31, 2023, 2024 and 2025, there were two, one and two Directors among the five highest paid individuals, respectively. The aggregate amount of remuneration (including salaries, allowances and benefits in kind, performance related bonuses, pension scheme contributions and share-based payment expenses) which were paid by our Group to our five highest paid individuals (excluding Directors) for the three financial years ended December 31, 2023, 2024 and 2025 were RMB2.3 million, RMB3.6 million, and RMB3.1 million, respectively.

It is estimated that the aggregate amount of remuneration (including fees, salaries, allowances and benefits in kind, performance related bonuses, pension scheme contributions and share-based payment expenses) payable to Directors for the year ending December 31, 2026 would be approximately RMB35.5 million under arrangements currently in force.

During the Track Record Period, (i) no remuneration was paid to our Directors or the five highest paid individuals as an inducement to join, or upon joining our Group, and (ii) no compensation was paid to, or receivable by, our Directors, past Directors, or the five highest paid individuals for the loss of office as a director of any member of our Group or any other office in connection with the management of the affairs of any member of our Group.

There has been no arrangement under which a Director has waived or agreed to waive any emoluments for the three financial years ended December 31, 2023, 2024 and 2025

For additional information on Directors’ remuneration during the Track Record Period as well as information on the five highest paid individuals, see notes 8 and 9 to the Accountants’ Report as set out in Appendix I to this document.

Save as disclosed above, no other payments have been paid, or are payable, by our Company or any of our subsidiaries to our Directors or the five highest paid individuals of our Group during the Track Record Period.

5. Employee Incentive Scheme

The following is a summary of the principal terms of the Employee Incentive Scheme approved and adopted by our Shareholders’ meeting in April 2017, and as amended from time to time. The terms of the Employee Incentive Scheme are not subject to the provisions of Chapter 17 of the Listing Rules as the Employee Incentive Scheme does not involve the grant of options by our Company after the [REDACTED]. Given the underlying Shares under the Employee Incentive Scheme had already been issued, there will not be any dilution effect to the issued Shares upon the vesting of the awards under the Employee Incentive Scheme.

As of the Latest Practicable Date, the Company had established a ESOP Platform, namely Qingtuan Investment. For the details of the ESOP Platform, please see “History, Development and Corporate Structure” in this document.

APPENDIX V

STATUTORY AND GENERAL INFORMATION

Objectives

The purpose of the Employee Incentive Scheme is to build an incentive mechanism for the employees of our Company, raising the competitiveness of our Company in the labor market. The Employee Incentive Scheme also serves the purpose of attracting, stabilizing and recruiting future senior management and professionals.

Eligibility

Those who may be eligible to participate in the Employee Incentive Scheme include employees who have worked in the Company for at least one consecutive year in the same position or a position of a higher rank, have met the annual performance and competency assessment requirements, identify with the Company’s values, and have not committed any material disciplinary violations, breaches of professional ethics, or serious dereliction of duty. Subject to the terms of the Employee Incentive Scheme, the Board may determine the eligible participants of the Employee Incentive Scheme.

Grant of Awards

Enya Investment is the executive partner of Qingtuan Investment. Thus, in effect, all management powers and voting rights of Qingtuan Investment are resided with Enya Investment. Having comprehensively considered various factors such as position, number of years employed at our Company, salary and contribution to our Company, the Board determines the identities of the participants (the “**Selected Participants**”), the amount of awards and subscription price of the awards. The Selected Participants then sign an equity incentive agreement with the Company (if any), contribute the corresponding subscription price to our ESOP Platform as capital contributions. As of the Latest Practicable Date, options entitled to 50,870,350 awards under the Employee Incentive Scheme were granted and outstanding.

Administration of the Schemes

Pursuant to the Employee Incentive Scheme, the Board is responsible for approving the implementation, alteration and termination of the Employee Incentive Scheme, and is responsible for daily management of the Employee Incentive Scheme.

6. Disclaimers

- (a) Save as disclosed in this section and the section headed “History, Development and Corporate Structure” in this document, none of our Directors or any of the parties listed in the paragraph headed “— Other Information—5. Qualifications of Experts” in this Appendix is:
 - (i) interested in our promotion, or in any assets which have been, within two years immediately preceding the date of this document, acquired or disposed of by or leased to us, or are proposed to be acquired or disposed of by or leased to any member of our Company; or
 - (ii) materially interested in any contract or arrangement subsisting at the date of this document which is significant in relation to our business.

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STATUTORY AND GENERAL INFORMATION

- (b) Save in connection with the [REDACTED] and the [REDACTED], none of the parties listed in the paragraph headed “— Other Information—5. Qualifications of Experts” in this Appendix:
 - (i) is interested legally or beneficially in any shares in any member of our Group; or
 - (ii) has any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for any securities in any member of our Group;
- (c) Save as disclosed in this section and the section headed “Directors and Senior Management” in this document, none of our Directors is a director or employee of a company that has an interest in the share capital of our Company which, once the H Shares are [REDACTED] on the Hong Kong Stock Exchange, would have to be disclosed pursuant to Divisions 2 and 3 of Part XV of the SFO.
- (d) So far as is known to our Directors, none of our Directors or their respective close associates (as defined under the Listing Rules) or Shareholders who owns more than 5% of the issued shares of our Company has any interests in the five largest customers or the five largest suppliers of our Group.

OTHER INFORMATION**1. Estate Duty**

Our Directors have been advised that no material liability for estate duty is likely to impose on our Company or any of our subsidiaries under the laws of the PRC.

2. Litigation

As of the Latest Practicable Date, no member of our Group was involved in any litigation, arbitration or claim of material importance, and, so far as we are aware, no litigation, arbitration or claim of material importance is pending or threatened against any member of our Group, which would have a material adverse effect on our financial condition or results of operations, taken as a whole.

3. Joint Sponsors

The Joint Sponsors have made an application on behalf of our Company to the Hong Kong Stock Exchange for the [REDACTED] of, and permission to [REDACTED], our H Shares. All necessary arrangements have been made to enable the securities to be admitted into [REDACTED].

The Joint Sponsors satisfy the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules. The Joint Sponsors will receive an aggregate fee of USD900,000 to act as sponsors to our Company in connection with the [REDACTED].

4. Preliminary Expenses

As of the Latest Practicable Date, our Company has not incurred material preliminary expenses.

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STATUTORY AND GENERAL INFORMATION

5. Qualifications of Experts

The qualifications of the experts (as defined under the Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance) who have given opinions and/or advice in this document are as follows:

Name	Qualifications
China International Capital Corporation Hong Kong Securities Limited	A corporation licensed to conduct Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 5 (advising on futures contracts) and Type 6 (advising on corporate finance) regulated activities under the SFO
SPDB International Capital Limited	A corporation licenced to conduct Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO
Ernst & Young	Certified Public Accountants Public Interest Entity Auditor registered in accordance with the Accounting and Financial Reporting Council Ordinance
Haiwen & Partners	Company’s PRC legal advisor and PRC data compliance counsel
China Insights Industry Consultancy Limited	Independent industry consultant

6. Consents

Each of the experts as referred to in the paragraph headed “— Other Information–5. Qualifications of Experts” in this Appendix has given and has not withdrawn their respective written consents to the issue of this document with the inclusion of certificates, letters, opinions or reports and the references to their respective names in the form and context in which they are respectively included.

7. Taxation of Holders of H Shares

(a) Hong Kong

The sale, purchase and transfer of H Shares are subject to Hong Kong stamp duty. The current rate charged on each of the purchaser and seller is 0.1% of the consideration or, if higher, the fair value of the H Shares being sold or transferred.

(b) Consultation with Professional Advisors

Potential [REDACTED] in the [REDACTED] are urged to consult their professional tax advisors if they are in any doubt as to the taxation implications of [REDACTED], [REDACTED] or [REDACTED] of or [REDACTED] in our H Shares (or exercising rights attached to them). None of our Company, our Directors, [REDACTED], [REDACTED], or any other person or party involved in the [REDACTED] accept responsibility for any tax effects on, or liabilities of, any person, resulting from the [REDACTED] or the [REDACTED] in relation to our H Shares.

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8. No Material Adverse Change

Our Directors confirm that, as of the date of this document, there has been no material adverse change in the financial or trading position of our Company since December 31, 2025 (being the latest balance sheet date of our consolidated financial statements as set out in the Accountants’ Report).

9. Promoters

The promoters of our Company are all then 24 shareholders of our Company as of June 3, 2026 before our conversion into a joint stock company with limited liability. Save as disclosed in the section headed “History, Development and Corporate Structure” in this document, within the two years preceding the date of this document, no cash, securities or other benefit has been paid, allotted or given or is proposed to be paid, allotted or given to any promoter in connection with the [REDACTED] and the related transactions described in this document

10. Restrictions on Repurchase

For details, see Appendices III and IV to this document.

11. Binding Effect

This document shall have the effect, if an application is made in pursuance of it, of rendering all persons concerned bound by all of the provisions (other than the penal provisions) of sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance so far as applicable.

12. Bilingual Document

The English and Chinese language versions of this document are being published separately, in reliance upon the exemption provided under section 4 of the Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).

13. Miscellaneous

Save as otherwise disclosed in this document:

- (a) within the two years preceding the date of this document, (i) our Company has not issued nor agreed to issue any share or loan capital fully or partly paid either for cash or for a consideration other than cash; and (ii) no commission, discount, brokerage or other special term has been granted in connection with the issue or sale of any shares of our Company;
- (b) no Share or loan capital of our Company, if any, is under option or is agreed conditionally or unconditionally to be put under option;
- (c) our Company has not issued nor agreed to issue any founder shares, management shares or deferred shares;
- (d) our Company has no outstanding convertible debt securities or debentures;
- (e) there is no arrangement under which future dividends are waived or agreed to be waived;
- (f) there has been no interruption in our business which may have or have had a significant effect on the financial position in the last 12 months;
- (g) our Company is not presently listed on any stock exchange or traded on any trading system; and
- (h) our Company is a joint stock limited company and is subject to the PRC Company Law.

APPENDIX VI DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES AND AVAILABLE ON DISPLAY

DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES IN HONG KONG

The documents attached to a copy of this document and delivered to the Registrar of Companies in Hong Kong for registration were:

- (i) a copy of the material contract referred to in the paragraph headed “Further Information about the Business of Our Company — 1. Summary of Material Contract” in Appendix V to this document; and
- (ii) the written consents referred to in the paragraph headed “Other Information — 6. Consents” in Appendix V to this document.

DOCUMENTS AVAILABLE ON DISPLAY

Copies of the following documents will be available on display on the website of the Hong Kong Stock Exchange at www.hkexnews.hk and our website at www.linggongdaka.com during a period of 14 days from the date of this document:

- (a) the Articles of Association;
- (b) the Accountants’ Report prepared by Ernst & Young, the text of which is set out in Appendix I to this document;
- (c) the audited consolidated financial statements of our Group for the three financial years ended December 31, 2023, 2024 and 2025;
- (d) the report prepared by Ernst & Young on the unaudited [REDACTED] financial information of our Group, the text of which is set out in Appendix II to this document;
- (e) the industry report issued by China Insights Industry Consultancy Limited referred to in the section headed “Industry Overview” in this document;
- (f) the PRC legal opinion issued by Haiwen & Partners, our legal advisor as to PRC laws, in respect of, among other things, the general matters of our Group under the PRC laws;
- (g) the material contract referred to in the paragraph headed “Further Information about the Business of Our Company — 1. Summary of Material Contract” in Appendix V to this document;
- (h) the service contracts referred to in the paragraph headed “Further Information about Our Directors and Substantial Shareholders — 3. Particulars of Service Contracts” in Appendix V to this document;
- (i) the written consents referred to in the paragraph headed “Other Information — 6. Consents” in Appendix V to this document; and
- (j) the PRC Company Law, the PRC Securities Law, the Overseas Listing Trial Measures and the Guidelines for Articles of Association of Listed Companies (《上市公司章程指引》) issued by the CSRC together with unofficial English translations thereof.