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You should consider carefully all of the information set forth in this Document and, in particular, should consider the following risks and special considerations in connection with an [REDACTED] in our Company before making any [REDACTED] decision in relation to the H Shares. The occurrence of any of the following risks may have a material adverse effect on our business, financial condition, results of operations and future prospects. The [REDACTED] price of the H Shares could decline significantly due to any of these risks and you may lose all or part of your [REDACTED]. You should pay particular attention to the following fact that we are a company established in the PRC and most of our operations are conducted in the PRC which is governed by a legal and regulatory environment that may differ significantly from that of other jurisdictions.

We believe there are certain risks and uncertainties involved in our operations, some of which are beyond our control. We have categorised these risks and uncertainties into: (i) risks relating to our business; (ii) financial risks relating to our business; (iii) risks relating to conducting business in the jurisdictions where we operate; and (iv) risks relating to the [REDACTED].

RISKS RELATING TO OUR BUSINESS

The Sci-tech innovation service industry is an emerging and rapidly evolving sector subject to evolving regulatory developments. If we fail to promptly adapt to relevant legal and policy changes, our business, financial condition and results of operations may be materially and adversely affected.

The Sci-tech innovation service industry encompasses a wide array of sub-sectors, including but not limited to enterprise services, digital platforms, fund management, and technology-enabled consulting. Each of these areas may be subject to distinct regulatory regimes, licensing requirements, or industry policies issued by different governmental or regulatory authorities. As a result, changes in applicable laws, administrative measures, industry guidelines or regulatory interpretations — whether at the national, provincial or local level — may affect our business activities in multiple respects, such as data compliance, advertising practices, investment structures, or operational qualifications.

Given the rapid pace of policy formulation and regulatory refinement in the PRC, especially in sectors driven by technological innovation, our business model may be impacted by future regulatory trends or administrative guidance. If we fail to monitor and respond in a timely manner to such regulatory changes, or to adjust our internal policies, operational strategies, or compliance measures accordingly, our business development could be disrupted and our financial performance could be adversely affected.

Changes in the macroeconomic environment can significantly influence entrepreneurial opportunities, available resources and the willingness of entrepreneurs to start new businesses, which may materially and adversely affect our business, financial condition and results of operations.

Changes in the macroeconomic landscape can lead to contractions in entrepreneurial activity, particularly in response to external factors such as a slowdown in the domestic economy or in capital markets. These conditions can reduce the number of start-up projects and shift the demands of entrepreneurship, thereby creating pressure on the development of our empowerment and incubation

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investment business. If the macroeconomic situation continues to weaken and the capital market remains subdued, it may directly affect our empowerment and incubation investment business, which may materially and adversely affect our business, financial condition and results of operations.

Failure to maintain or adapt our business model to meet the evolving needs of the Sci-tech innovation industry may affect our market advantage and growth.

The Sci-tech innovation service industry is an emerging and rapidly evolving sector, marked by continual shifts in business models and revenue streams. To maintain our leading position in this dynamic landscape, we must consistently refine and adapt our business model to meet the changing needs of our target clients. If we are unable to innovate or if our existing business model fail to align with market demands, we may lose our competitive edge and may face challenges in sustaining growth in our future operational performance.

Risks relating to the volatility of our fund investment and management businesses, and our enterprise empowerment business.

The performance of our fund investment and management business, as well as our incubation investment with our own capital within our empowerment and incubation investment business, are subject to significant volatility due to the nature of these businesses. Our operations may be materially impacted by challenging market and economic conditions in the various markets in which we and our sub-funds, portfolio companies, and investee companies operate. These conditions include, but are not limited to, fluctuations in public share prices, credit spreads, interest rates, currency exchange rates, and inflation rates, supply of liquid funds, availability of credit, economic uncertainty, changes in the interpretation of and amendments of laws or regulations (including those relating to taxation, currency exchange controls, trade barriers, commodity prices and controls, and regional geopolitical tensions and conflicts).

Global economic and financial markets conditions are out of our control. The volatility of asset prices and liquidity may affect the value of investments made by our managed funds, as well as our incubation investment with our own capital, which may in turn affect our financial results. Although we have implemented several risk management measures, including a rigorous investment process and a comprehensive due diligence approach, these measures may not be successful, or we may not fully mitigate the risks or allow us enough time to respond to drastic market fluctuations, leading to substantial loss of our investments.

Our investments are primarily focused on Sci-tech innovation industries in the PRC, and therefore our performance is subject to the fluctuations of the relevant industry.

As at 31 December 2025, we had cumulatively invested in 224 portfolio companies through our direct investment fund business, including 166 in the Sci-tech sector. Additionally, we have invested in seven companies within the Sci-tech sector through our incubation investment with our own capital. As a private equity investor and fund manager specialising in Sci-tech innovation service industries in the PRC, both our business and the performance of our funds may be significantly affected by fluctuations within this sector. The Sci-tech innovation service industries can be cyclical and influenced by various factors, including general economic conditions, evolving legal and regulatory environments, interest rates, inflation rates, individual disposable income levels, and supply and demand dynamics, many of which are beyond our control.

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The performance of our funds and their portfolio assets can significantly impact our results of operations, financial condition and cash flow.

The value of our funds is driven by the performance of our sub-funds and portfolio companies. If our sub-funds or portfolio companies make poor decisions or manage their operations ineffectively, resulting in financial difficulties or underperformance, it could negatively affect the performance of our funds and, in turn, would have a negative impact on our financial performance. Additionally, adverse market conditions or evolving regulatory policies affecting the industries in which our sub-funds or portfolio companies operate may also impact their valuation, further influencing our financial performance. We may also incur losses or face the liquidation of investee companies whose business models prove unsuccessful in the market, potentially resulting in the loss of part or all of our investments.

In particular, fluctuations in capital market conditions can significantly affect the fair value of our sub-funds and portfolio companies, which will impact our financial performance. In periods of a bull market or bear market, changes in the fair value of our sub-funds and portfolio companies may be magnified, leading to volatility in our financial statements. A sudden shift from a bull market to a bear market could cause significant fluctuations in our financial results, materially and adversely affecting our financial condition and results of operations.

Risks relating to unsound decisions regarding our portfolio companies.

As a private equity investor and fund manager specialising in Sci-tech innovation service industries in the PRC, our revenue and investment performance are primarily linked to the management of our investment funds. Each decision we make regarding our portfolio companies requires careful evaluation, including identifying and selecting potential investment projects based on factors such as investment themes, feasibility, funding requirements, timelines, location, and the reputation and experience of the investee company or potential partner. This process involves systematic market analysis and an estimation of the project’s profitability and sustainability.

In some cases, we may strategically choose to slow down the pace of or downsize certain investments, which could lead to a short-term decrease in investment gains. However, we may also make unsound decisions due to various factors, which could result in inaccurate valuation estimates or poor investment choices. Our understanding and judgement of a target project, as well as its profitability and sustainability, may deviate from actual conditions, leading to suboptimal decisions.

Our ability to identify and capitalise on emerging investment themes is critical to our future success. If we fail to capture future investment opportunities, we may struggle to generate strong returns, thereby failing to provide sufficient returns to our investors. Additionally, such missteps could damage our reputation, making it more difficult to raise funds for new investments, which would adversely affect our future business and profitability.

We may not be able to raise additional funds to expand our business and our total AUM may decline.

Our success in the fund investment and management business relies not only on our ability to realise our investment portfolios but also on our capacity to raise additional funds to support new investments and generate returns. Even if we are successful in raising new funds, our revenue and investment gains may decline as the investment periods of existing funds expire, leading to a reduction

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in relevant fund management fees and dividends. The performance of our funds directly impacts our ability to raise capital, and any decline in the actual or relative performance of our funds would make future fundraising more challenging. In addition, if we are not selected as an investor in a sufficient number of attractive and successful companies, this may undermine our reputation as an investment manager and further hinder our fundraising efforts.

There is no assurance that we will be able to raise sufficient capital, or any capital at all, for future investment funds. If we were unable to raise adequate funds for any reason, our operations, business, financial condition and results of operations would be materially and adversely affected.

In addition, our total AUM may decline if we exit investments from existing funds without simultaneously raising additional funds, which may adversely affect our results of operations and financial condition.

We may not be able to successfully source suitable investment opportunities.

A significant portion of our revenue and most of our investment gains are derived from the projects in which we invest, making our business and results of operations dependent on the availability of such investment opportunities. We operate in a highly competitive industry, both within the PRC and globally, competing with regional and global asset management players for investment opportunities in the industries in which we invest. High-quality investment opportunities across different industries are valuable resources sought by our competitors and us. If market conditions weaken, regulatory policies evolve, or external factors impact certain industries in which we intend to invest, there may be insufficient suitable investment opportunities, and we may not be able to source and secure them, resulting in a potential decline in the number of investment projects.

During the Track Record Period, we identified potential investment projects through our network and the networks of our investment professionals. However, there is no guarantee that we will continue to identify suitable investment projects successfully in the future. Even after the potential projects are identified, there is no guarantee that we will be able to successfully negotiate with counterparties, such as sub-funds, investee companies, or selling shareholders. Moreover, there is also no guarantee that these counterparties will choose us as an investor or partner over our competitors.

We may not be able to exit from our investments effectively or on time.

We may exit investments from the sub-funds of our fund of funds through various methods, including exit upon expiration, equity transfer, or qualified IPOs of the portfolio companies invested in by the sub-funds.

Similarly, we may exit from investments in our direct investment funds through mechanisms such as qualified IPOs and equity transfers (including mergers, acquisitions and buybacks). As most of our investments are early-stage, they carry higher uncertainty and may take longer to exit than initially anticipated. For further details on the exit mechanisms, please refer to the paragraph headed “Business — Private Equity Fund Investment Management Business — Direct Investment Funds Business — Our Investment Process — Exit from Investments” in this Document.

We may face delays in exiting our investments, or encounter difficulties, such as investee companies defaulting or being unable to fulfill their repurchase obligations under the relevant agreements. Additionally, past market conditions may not be indicative of future performance, as

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capital market trends are subject to unforeseeable changes beyond our control. These shifts could significantly affect our ability to exit investments. If capital market conditions are favourable, we may exit investments faster than expected, potentially achieving better-than-expected returns. However, during unfavourable market conditions, our investee companies may take longer to meet the standards required for a qualified IPOs or other exit strategies, and the valuation achieved upon exit may fall short of expectations. This could result in a longer-than-anticipated investment period, reducing expected returns. In the worst case scenario, we may be unable to exit investments through public markets post-[REDACTED] or through private transactions at the anticipated valuation, or at all. Moreover, if some of our investments become illiquid due to adverse market trends, it could prevent us from exiting at commercially favourable prices or in a timely manner.

If we or our funds are unable to exit investments effectively on the anticipated schedule we may not be able to receive any realised investment gains or earn carried interest, and may be unable to recover our funding or financing costs. Our reputation as an investment manager could also be harmed. As a result, our business, financial condition, results of operations and cash flows may be materially and adversely affected. Further, due to the inherent risks or complexities in our business, our past exit results may not necessarily be indicative of our future performance.

The due diligence process that we undertake in connection with our investments may not reveal all facts that may be relevant in making investment decisions.

Before making investment decisions, we conduct due diligence that we consider reasonable and appropriate based on the facts and circumstances applicable to each investment opportunity. The objective of the due diligence process is to identify risks associated with investment opportunities and establish a framework that may be used from the date of investment or acquisition to drive operational improvement and value creation. When conducting due diligence, we evaluate a wide range of complex issues, including business, financial, regulatory, tax, accounting, environmental and legal matters. External consultants, legal advisers, accountants and investment banks may assist in the due diligence process depending on the nature of the investment.

Our due diligence is based on the resources available to us, including information from the target sub-funds or target companies and, when necessary, third-party investigations and analysis. However, the information we receive may be limited. Accordingly, the due diligence investigation that we carry out with respect to an investment opportunity may not reveal or highlight all relevant facts that may be necessary or helpful in evaluating it. In addition, fraud, accounting irregularities and other improper, illegal or deceptive practices can be difficult to detect even if we implement responsible and appropriate due diligence to the extent possible. We cannot assure you that there will not be failures in detecting fraud, accounting irregularities and other improper, illegal or deceptive practices which may adversely affect our business, financial condition and results of operations.

Investors of our funds may fail to make payments of their committed capital.

We generally require our investors to make timely and full payments of their committed capital in accordance with the terms of our investment agreements. Due to unforeseen circumstances, investors may fail to make payments on time or may not fulfill their payment obligations at all. Such defaults or delays could have material and adverse effects on our business, including disruptions to our investment plans or the loss of investment opportunities due to the absence of committed capital.

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Our portfolio companies may be subject to regulatory risks, including U.S. sanctions and PRC regulatory requirements of approvals, licenses and permits. Our operation may be negatively impacted if we fail to obtain or maintain necessary approvals or complete required registrations for our business.

The U.S. has implemented economic sanctions against certain countries, targeted industry sectors, groups of companies or persons through various measures. During the Track Record Period, none of our portfolio companies have been subject to such U.S. sanction measures. However, the relevant sanction laws and regulations are constantly evolving and contain inherent uncertainties, with new persons and entities regularly added to the list of sanctioned persons and new requirements or restrictions coming into effect, any of the foregoing might increase the scrutiny our portfolio companies are subject to. If our portfolio companies are deemed to have violated relevant sanctions in the future, they may be subject to governmental inquiries, investigations, enforcement actions, fine or penalties, which may negatively impact their business operations, which may further adversely affect our respective investment and/or exit strategy, leading to adverse impact on the performance of our funds.

Due to the highly regulated nature of the Sci-tech innovation service industries in the PRC, many aspects of our business rely on obtaining and maintaining approvals, licenses, permits, or qualifications from relevant regulators in the PRC. For further details, please refer to the section titled “Regulatory Overview” in this Document. Obtaining these approvals, licenses, permits, and qualifications is contingent on our compliance with regulatory requirements. If we fail to meet these requirements, it could limit the scope of the businesses in which we are allowed to engage. Additionally, relevant regulators may require further approvals, licenses, permits, or qualifications in the future, and some of our current approvals, licenses, permits, or qualifications are subject to periodic renewals. Failure to obtain or maintain the necessary approvals, licenses, permits, or qualifications could have a negative impact on our operational results and financial condition.

We rely on the performance of fund managers of the sub-funds. If the fund managers make unsound investment decisions, the performance of our funds may be materially and adversely affected.

We do not participate in the investment decision-making processes of the sub-funds under our fund of funds. The selection of investment projects and decision-making regarding investments are the sole responsibility of the sub-fund managers, who operate independently from us. Consequently, we cannot guarantee the accuracy of their investment decisions or prevent errors in their management practices. These factors may significantly impact the performance of our funds, which may, in turn, affect key line items in our financial statements.

Failure to comply with regulatory requirements and approval procedures in relation to the establishment and operation of funds in the PRC may affect our fund investment and management business.

In the PRC, a private fund manager shall be the responsible entity for the filing of funds managed by it with the AMAC. It typically takes a long time for a private fund manager to complete the filing with the AMAC due to the highly regulated nature of the fund management industry. Pursuant to the Registration and Filing Measures of Private Investment Funds (私募投資基金登記備案辦法) (the “**Registration and Filing Measures**”), private fund managers must register and file records with the AMAC, and meet stipulated registration and filing requirements. Applications for changes in private fund manager registration and fund filing submitted before the implementation of the Private

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Registration and Filing Measures will be reviewed and processed by the AMAC in accordance with the Registration and Filing Measures. For details please refer to the paragraph headed “Regulatory Overview — Private Fund Managers — Registration” in this Document.

In addition, additional regulatory approvals, licences, permits or qualifications for our fund investment and management business may be required by relevant regulators in the PRC in the future. Furthermore, the relevant regulatory requirements in the fund management industry are evolving and subject to change or different interpretations by relevant government authorities, all of which are out of our control. Material incidents of non-compliance with fund management regulatory requirements in the PRC may subject us to sanctions, fines, penalties, disqualification for our existing fund investment and management business in the PRC, or other administrative penalties, regulatory actions and self-disciplinary actions by the PRC regulatory authorities, which may harm our reputation and materially affect our business, financial condition, results of operations, performance and prospects.

We are subject to Pending Procedural Requirements. As at the Latest Practicable Date, none of the above entities has been subject to any self-disciplinary measures or regulatory sanctions by AMAC in connection with the above matters. For details, please refer to the paragraph headed “Business — Legal Proceedings and Regulatory Compliance” in this Document.

We rely on the management team of our investee companies to manage the day-to-day operations of our portfolio companies, any actions taken by the investee companies may adversely affect our funds’ performance.

We do not participate in the daily operations of our investee company. Consequently, there is no assurance that these operators will fulfill the obligations under the agreements entered into with us, which could lead to a decline in the value of our investments. In addition, there is no guarantee that the growth plans of our investee companies will be executed on time or within budget, which could affect the realisable returns and the timing of such returns on our investment.

Furthermore, we typically invest in companies without seeking control, meaning that our investments are subject to the risk that the company’s management may make business, financial or management decisions that do not align with our interests. If this occurs, the value of our investments could decline, which could further impact certain line items in our financial statements.

We may fail to attract and retain an experienced management team and qualified personnel.

Our continued success depends on our ability to attract and retain an experienced management team, and other employees with the requisite expertise and skills. Our ability to do so is influenced by a variety of factors, including the structure of the compensation package that we formulate and the competitive market position of our overall compensation package. Our management team and skilled employees may leave us or we may terminate their employment at any time. We cannot assure you that we will be able to retain our management team and skilled employees or find suitable or comparable replacements on a timely basis. In addition, former employees may request certain compensation arising from their resignation or retirement, which we typically negotiate on a case-by-case basis. However, if we are unable to reach a mutually acceptable resolution with such employees, they may take other actions including, but not limited to, initiating legal proceedings. Such legal proceedings may require us to pay damages, divert our management’s attention cause us to incur costs and harm our reputation. Each of these foregoing factors could have a material adverse effect on our business, financial condition and results of operations.

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Our risk management policies and procedures and internal control policies may not be adequate or effective in identifying or managing risks to which we are exposed.

The complexity of our operations exposes us to various risks, including market risk, credit risk, operational risk, liquidity risk, compliance risk, legal risk and other risks. Our risk management systems and internal control policies may not be effective in mitigating our exposure to all types of risk, including unidentified or unanticipated risks. Many of our methods for managing risk exposure are based upon observed historical market behaviour or data. As such, we may not be able to adequately identify or estimate future risk exposures, which can be significantly greater than what these methods can cover. Other risk management methods depend on evaluation of information regarding markets, customers or other relevant matters, which may be inaccurate, incomplete, obsolete or improperly evaluated for reasons beyond our control.

Failure to address any internal control matters and other deficiencies in a timely and effective manner may subject us to regulatory, operational or credibility risks and may materially and adversely affect our business, financial condition and results of operations.

Our business could be materially and adversely affected by employee misconduct, which may be difficult to detect and deter.

We could not fully control all conducts of our staff. The violation of any regulatory requirements or professional conduct by any of our employee would adversely affect our business. Our business often requires that we deal with significant amount of confidential matters relating to the business of our customers. If our employees mishandle confidential information, we could suffer serious harm to our reputation, financial position and current and future business relationships. It is not always possible to detect or deter employee misconduct, and the precautions we take to detect and prevent such activities may not be effective in all cases. If any of our employees were to engage in misconduct or were to be accused of such misconduct, our business and reputation could be adversely affected.

Failure to adapt our courses and consulting services to evolving client needs may materially and adversely impact our business, financial condition and results of operations.

To remain competitive, we must continuously update and enhance our course content to meet the evolving needs of our company clients. Failure to do so could result in client attrition. Additionally, our consulting services are essential for understanding client needs and delivering tailored solutions to drive higher customer satisfaction. Ineffective consulting could hinder our ability to meet client expectations and retain their business. If competitors are better able to align their offerings with client demands, we may lose our competitive advantage. Any failure to adapt our training products and consulting services to the changing needs of our company clients could materially and adversely affect our long-term success, growth, financial condition and results of operations.

Failure to adequately protect our intellectual property could lead to piracy of our core methodologies and training courses, materially affecting our business, financial condition and results of operations.

We have developed suite of enterprise empowerment training courses and consulting services, including proprietary methodologies, courses, and related materials, which are central to our competitive advantage. Intellectual property infringement and piracy remain persistent issues. As a result, we cannot guarantee that other companies will not unlawfully use our intellectual property, nor

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can we ensure that our core research and development outcomes will remain secure. Any such violations could materially and adversely affect our business, financial condition and results of operations.

We may not be able to properly identify and deal with conflicts of interest.

As we expand the scope of our businesses and client base, it becomes increasingly important for us to be able to address potential conflicts of interest, including situations where two or more interests within our business naturally exist but are in competition or conflict. We may encounter conflicts of interest where (i) our services to a fund of funds or our direct investment funds are in conflict, or are perceived to conflict, with the interests of another fund; (ii) any of the non-public information we obtain through business channels is disclosed to other business departments of the Company; (iii) we may possess more information than external limited partners in certain funds if we acted as both a general partner and a limited partner in such funds; and (iv) we may be a counterparty of an entity which we have other business relationships. Our failure to prevent imprudent use of information or manage conflicts of interest could harm our reputation and affect client confidence. In addition, potential or perceived conflicts of interest may also give rise to litigation and/or regulatory enforcement actions. Any of the foregoing could adversely affect our business, financial condition and results of operations.

We have previously been involved in, and may continue to engage in legal litigation or arbitration claims, with court rulings or arbitration decisions may not favour us.

Throughout our daily business operations, we may face legal disputes and may engage in legal actions or arbitration claims against others in the future. Such litigation or claims, regardless of their outcomes, could harm our reputation, divert management’s attention, and lead to substantial legal expenses. If the results of these legal proceedings are unfavourable, we could face significant legal liabilities and experience financial or reputational losses, which may adversely impact our business, financial condition and results of operations. For more details, please refer to the paragraph headed “Business — Legal Proceedings and Regulatory Compliance.” In this Document. As at the Latest Practicable Date, we were not involved in any material litigation, arbitration, or administrative penalty, nor are we aware of any such legal proceedings.

We may be subject to risks relating to leased properties.

We have leased seven properties for our business operations as at the Latest Practicable Date. If ownership of the properties we have leased is disrupted and/or the validity of such leases is challenged by third parties, we may not be able to continue to use those properties and have to relocate to other places, which could result in additional costs.

Pursuant to the applicable PRC laws and regulations, property lease contracts must be registered with the local branch of the Ministry of Housing and Urban Development of the PRC. As at the Latest Practicable Date, we had not yet completed the registration for seven of our leased properties in the PRC within the prescribed time pursuant to the applicable PRC laws and regulations. We cannot assure you that such lessors will agree to cooperate with us to complete the registration in a timely manner. As advised by our PRC Legal Adviser, failure to complete the lease registration will not affect the validity of the lease agreements according to PRC law, but we may have a maximum penalty of RMB10,000 imposed on us for each non-registered lease if we fail to complete the registration of any of our future lease agreements after we are requested to do so by the competent PRC government authorities.

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We may be subject to penalties under relevant PRC laws and regulations due to failure in full compliance with social insurance and housing fund regulation.

According to the Social Insurance Law of the PRC (中華人民共和國社會保險法), the Regulations on the Management of Housing Provident Funds (住房公積金管理條例) and other applicable PRC regulations, any employer operating in the PRC must contribute social insurance premium and housing provident funds for its employees. Any failure to open a social insurance or housing provident fund registration account may trigger an order of correction. Where correction is not made within a specified period of time, the competent authority may further impose fines. Any failure to make timely and adequate contribution of social insurance premium or housing provident funds for its employees may trigger an order of correction from competent authority requiring the employer to make up the full contribution of such overdue social insurance premium or housing provident funds within a specified period of time, and the competent authority may further impose fines or penalties.

During the Track Record Period, we did not make timely and adequate contribution of social insurance premium and housing provident funds for some of our employees, but such overdue social insurance premium and housing provident funds only involved an immaterial amount which will not bring any material adverse effect to our operations or financial position. During the Track Record Period, we also engaged third-party human resources agencies to pay social insurance and housing funds for some of our employees, primarily due to the preference of such employees to participate in local social insurance and housing fund schemes in their place of residency. Pursuant to the PRC laws and regulations, we are required to pay social insurance premium and housing provident funds for our employees under our own accounts instead of making payments under third-party accounts. The contributions to social insurance premium and housing provident funds made through third-party accounts may not be viewed as contributions made by us, and as a result, we may be required by competent authorities to pay under our own accounts, and could be subject to late payment penalties or enforcement application made to the court. The aggregate shortfall of social insurance premiums and housing provident funds and housing provident funds contributions made through third-party accounts in 2023, 2024 and 2025 (for operating business) was approximately RMB3.5 million, RMB3.2 million and RMB2.4 million, respectively, which we believe would not have a material adverse effect on our business.

As at the Latest Practicable Date, we have not received any order of correction or any fines or penalties from the competent authority as a result of any such failure. As advised by our PRC Legal Adviser, the likelihood that we would be required by relevant regulatory authorities to pay up any shortfall all at once for social insurance and housing provident fund contribution or become subject to material administrative penalties by relevant authorities is remote.

Our operations and business plans may be adversely affected by natural disasters, health epidemics and pandemics and other outbreak.

Our business could be affected by force majeure events, natural disasters, outbreaks of epidemics and contagious diseases, including avian influenza, severe acute respiratory syndrome, swine influenza caused by the H1N1 virus, or H1N1 influenza, the Ebola virus and COVID-19 and its variants, or other events, such as wars, acts of terrorism, environmental accidents, power shortage or communication interruptions. Moreover, the world has experienced natural disasters such as earthquakes, floods and droughts in the past few years. Any natural disasters, epidemics and other outbreaks that are beyond our control may be expected to affect the economy, restrict the level of business activities in the affected areas, directly impact our operations, including straining facilities and employees, exposing employees

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to personal risks, temporarily closing office spaces, imposing additional health or safety measures upon office spaces, or exposure to potential liabilities for actions taken or not taken. In addition, any such future occurrences, or the measures taken by the relevant government authorities in response, may adversely affect the economy and our business.

We have made investments in companies whose business operations are based outside the PRC, which may expose us to risks not typically associated with investing in companies whose business operations are based in the PRC.

Our funds have made investment in companies outside the PRC, and may continue to invest a portion of their assets in the equity, debt, loans or other securities of companies whose business operations are outside the PRC. Investments in such companies involve certain risks not typically associated with investing in companies whose business are based in the PRC, including risks relating to:

- currency exchange matters, including fluctuations in currency exchange rates and costs associated with conversion of investment principal and income from one currency into another;
- the absence of uniform accounting, auditing and financial reporting standards, practices and disclosure requirements and less governmental supervision and regulation;
- differences in the legal and regulatory environment; and
- certain economic and political risks, including potential exchange control regulations and restrictions, the risks of political, economic or social instability, the possibility of expropriation or confiscatory taxation and adverse economic and political developments.

There can be no assurance that adverse developments with respect to such risks will not have a material adverse effect on our investments in such companies or the returns from these investments.

Any failure or perceived failure to comply with data privacy and security laws could expose us to potential liabilities.

In the ordinary course of our business, we collect and process customers’ personal data through our online service portals and offline channels. For details, please refer to “Business — Data Security and Personal Information Protection” in this Document. The secure maintenance of such data is critical. We process data in compliance with the applicable legal requirements to ensure data security. Our operations are subject to a variety of laws and regulations relating to data privacy and security, including but not limited to the Personal Information Protection Law of the PRC (《中華人民共和國個人信息保護法》), the Cybersecurity Law of the PRC (《中華人民共和國網絡安全法》), and the Data Security Law of the PRC (《中華人民共和國數據安全法》). For further details regarding applicable laws and regulations, please see “Regulatory Overview — Laws and Regulations on Cybersecurity, Data Security and Personal Information Protection” in this Document. Failure to comply with data protection laws could result in reputational damage and adversely affect our business performance.

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FINANCIAL RISKS RELATING TO OUR BUSINESS

Valuation methodologies for certain investments may involve estimations and assumptions which could lead to variations in the fair value of investments, potentially resulting in an inaccurate representation of fund performance and investment gains.

We engage independent third-party valuers to conduct the valuation of our selected portfolio companies. The valuation methodologies employed by these valuers involve estimations and assumptions, such as assumptions about future financial performance, discount for lack of marketability, liquidation events and market conditions. While these estimates are based on the best estimate of companies and market conditions thereof, there could be potential deviations that lead to inaccurate estimates of our portfolio valuation.

A significant portion of our investments does not have readily ascertainable market prices. Valuations of the investments are generally prepared in accordance with recognised and applicable valuation processes and procedures. However, there is a risk that investments held by our funds or us will not be realised for amounts equal to or greater than the amounts at which they are valued, or that the past valuations based on such performance information may not accurately reflect the realisation value of such investments. An investment’s actual realisation value will depend on, among other factors, future operating results of the relevant investment, the value of the assets and market conditions at the time of disposal, any related transaction costs and the timing and manner of sale, all of which may differ from the assumptions on which previous valuations were determined.

Fluctuations in the values attributed to investments over time may result in volatility in the results of operations that we and our funds report from period to period. Moreover, if the actual asset values turn out to be materially different from those initially reported, it could adversely affect our financial performance and investor perception.

Our historical fund management and performance fees may not be indicative of the fees in the future.

During the Track Record Period, we generally charged fund management fees for direct investment funds at an average rate of 2% per annum, calculated on (i) committed capital during the investment period; or (ii) committed or paid-in capital minus the cost of exited investments after the investment period. For our fund of funds business, we generally charged a one-time management fee of 2% of committed capital during the investment period. In terms of carried interest, we receive a percentage of realised gains upon exit when the gains exceed a predetermined benchmark, which generally ranges from 20%-25% for our direct investment fund business. For our fund of funds business, carried interest is generally charged at 5% once the returns exceed a minimum capital return rate. However, we cannot assure you that we will be able to maintain these fee structures in the future, and there is a risk that we may not receive fund management fees or carried interest at comparable rates, thus materially and adversely affecting our results of operation.

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RISKS RELATING TO CONDUCTING BUSINESS IN THE JURISDICTIONS WHERE WE OPERATE

Failure to fully adapt to changes in the economic, political and social conditions, as well as government policies, laws and regulations and industry practice guidelines in the jurisdictions where we operate could materially and adversely affect our business, financial condition, results of operations and prospects.

The majority of our business assets are located in the PRC during the Track Record Period. Accordingly, our business, financial condition, results of operations and prospects are subject to the economic, political and legal conditions in the PRC. Political and economic policies of the PRC government could affect our business and financial condition. Failure to fully adapt to these changes in political and economic policies may adversely affect our growth. In recent years, the PRC government implemented a series of laws, regulations and policies which imposed stricter standards with respect to, among other things, quality and safety control, and supervision and inspection of companies in our industry. For details, please refer to the section headed “Regulatory Overview”. Laws, regulations and policies related to our industries will continue to evolve and undergo changes or adjustments, compliance to which may incur additional costs for us. If we cannot fully comply with these laws, regulations and policies, our business, financial condition, results of operations and prospects may be adversely affected.

Development in the legal system of certain geographic markets in which we operate could materially and adversely affect us. The legal systems in these geographic markets vary significantly from one jurisdiction to another.

Legal systems of the geographic markets where we operate vary significantly from jurisdiction to jurisdiction. Some jurisdictions have a civil law system based on written statutes and others are based on common law. The legal systems of some geographic markets where we operate are consistently evolving. Changes in current laws or regulations or the imposition of new laws and regulations in our geographic markets may slow the growth of our industries and affect our business, financial condition and results of operations. Laws and regulations that are recently enacted may not sufficiently cover all aspects of economic activities in such markets. In particular, the interpretation and enforcement of these laws and regulations are subject to future implementations, and the application of some of these laws and regulations to our businesses is not settled. Since local administrative and court authorities are authorised to interpret and implement statutory provisions and contractual terms, it may be difficult to evaluate the outcome of administrative and court proceedings and the level of legal protection we have in many of the geographic markets where we operate. Local courts may have discretion to reject enforcement of foreign awards or arbitration awards. These uncertainties may affect our judgment on the relevance of legal requirements and our ability to enforce our contractual rights or claims. In addition, the regulatory uncertainties may be exploited through unmerited or frivolous legal actions, claims concerning the conduct of third parties, or threats in attempt to extract payments or benefits from us.

Furthermore, many legal systems in the geographic markets where we operate are based in part on their respective government policies and internal interpretations, some of which are not published on a timely basis or at all and may have retroactive effects. There are other circumstances where key regulatory definitions are unclear, imprecise or missing, or where interpretations that are adopted by regulators are inconsistent with interpretations adopted by a court in analogous cases. As a result, we

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may not be aware of our violation of certain policies or rules until sometime after the violation. In addition, administrative and court proceedings in certain of our geographic markets may be protracted, resulting in substantial costs and diversion of resources and management attention.

Fluctuations in exchange rates could have an adverse effect on our business, financial condition, and results of operations.

Although substantially all of our revenue and expenses are denominated in Renminbi, fluctuations in exchange rates may nonetheless in the future affect our financial condition. In particular, distributions to holders of our H Shares are made in Hong Kong dollar. Any unfavourable movement in the exchange rate of the Renminbi against the Hong Kong dollar may adversely affect the value of our distributions. In addition, any unfavourable movement in the exchange rate of the Renminbi against other foreign currencies may also lead to an increase in our costs, which could adversely affect our business, financial condition and results of operations.

Minority shareholders protection under PRC Laws is different from that in Hong Kong and other jurisdiction.

Under the laws in the PRC, rules and regulations applicable to companies listed overseas do not distinguish among minority and controlling shareholders in terms of their rights and protections, and the protections afforded to our minority Shareholders may differ from the protections afforded to minority shareholders of companies incorporated under the laws of Hong Kong and certain other jurisdictions.

Regulations over foreign currency conversion may limit our foreign exchange transactions, including exchange for dividend payment to holders of H Shares.

As at the Latest Practicable Date, Renminbi still cannot be freely converted into any foreign currency, and the conversion and remittance of foreign currencies are subject to certain foreign exchange regulations. It cannot be guaranteed that under a certain exchange rate, we will have sufficient foreign exchange to meet our foreign exchange requirements. Under the existing PRC foreign exchange control system, foreign exchange transactions under the current account conducted by us, including the payment of dividends, do not require advance approval from the relevant regulatory authorities. Foreign exchange transactions under the capital account conducted by us must be approved in advance by the relevant regulatory authorities.

Under the existing foreign exchange regulations, following the completion of the [REDACTED], we will be able to pay dividends in foreign currencies without prior approval from the relevant regulatory authorities by complying with certain procedural requirements. However, there is no assurance that these foreign exchange policies regarding payment of dividends in foreign currencies will continue in the future. If we fail to obtain approval from the relevant regulatory authorities to convert Renminbi into any foreign exchange for any of the above purposes, our business, financial condition and results of operations may be adversely affected.

RISK FACTORS

Gains on the sales of H Shares and dividends on the H Shares may be subject to restrictions under PRC law.

Under the laws in the PRC, we may only pay dividends out of our distributable profit. Distributable profit refers to our after-tax profit as determined under PRC GAAP or IFRS Accounting Standards, whichever is lower, less any recovery of accumulated losses and appropriations to statutory reserves, discretionary reserves and general risk reserves that we are required to make according to relevant rules. As a result, we may not have sufficient or any distributable profit to enable us to make dividend distributions to our Shareholders. Any distributable profit not distributed in a given year is retained and available for distribution in the subsequent years.

Moreover, our subsidiaries in the PRC may not have distributable profit as determined under PRC GAAP. Accordingly, we may not obtain distributable profit from dividend payments by our subsidiaries. Failure to receive dividend payments from our subsidiaries could adversely impact our cash flows and our ability to make dividend distributions to our Shareholders and our cash flows.

You may be subject to PRC income tax obligations.

Non-PRC resident individuals and non-PRC resident enterprises are subject to different tax obligations with respect to the dividends paid to them by us and the gains realised upon the sale or other disposition of H shares.

According to the IIT Law and its implementation rules, non-PRC resident individuals are subject to IIT at a rate of 20% on gains realised upon sale of equity interests of a PRC resident enterprise. Accordingly, we are required to withhold such tax from dividend payments, unless applicable tax treaties between the PRC and the jurisdiction in which the non-PRC resident individual holder resides reduce or provide an exemption for the relevant tax obligation. Pursuant to the Notice on Questions Concerning the Collection of Individual Income Tax following the repeal of Guo Shui Fa [1993] No. 045 (Guo Shui Han [2011] No. 348) (《國家稅務總局關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知》(國稅函[2011]348號)) issued by the SAT on 28 June 2011, non-PRC resident individual shareholders of a domestic non-foreign-invested enterprise whose shares are listed in Hong Kong may be entitled to preferential tax treatments in accordance with applicable tax treaties between the countries in which they are tax resident and the PRC as well as the tax arrangements between Mainland China and Hong Kong (Macau). Dividend income of individual shareholders who are residents of countries that have not entered into taxation treaties with the PRC is generally subject to income tax at the rate of 20%. However, domestic non-foreign-invested enterprises whose shares are listed in Hong Kong generally may withhold IIT at the rate of 10% when distributing dividends with respect to such listed shares without prior application to the PRC tax authorities. If we pay a dividend, we will be required to withhold tax at the applicable rate (which can be higher than 10% if the relevant individual Shareholders and the tax rate applicable to such Shareholder can be identified by our Company). There are no specific PRC laws or regulations imposing IIT on non-PRC resident individuals of gains realised upon sale of shares of a PRC resident enterprise listed on an overseas stock exchange. To our knowledge, in practice the PRC tax authorities have not sought to collect individual income tax from non-PRC resident individuals for gains realised upon sale of equity interests of a PRC resident enterprise listed on an overseas stock exchange. If such tax is collected in the future, the investment value of such H Shares held by the individual holders may be materially and adversely affected.

RISK FACTORS

In addition, pursuant to the EIT Law and its implementation rules, income generated from the PRC (including gains derived from the disposal of equity interests in PRC resident enterprise and PRC sourced dividends) by non-PRC resident enterprises is generally subject to EIT at a rate of 10%, subject to the provisions of any applicable special arrangements or treaties. Pursuant to the Notice on the Issues Concerning Withholding Enterprise Income Tax on the Dividends Payable by PRC Resident Enterprises to Overseas Non-PRC Resident Enterprise H Share Holders (《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》) promulgated by the SAT on 6 November 2008, dividends paid to non-PRC resident enterprise H Share holders that are derived from profits generated since 1 January 2008 are subject to the withholding of EIT at a rate of 10%. Accordingly, we intend to withhold income tax from any dividend paid through [REDACTED] or otherwise paid to non-PRC resident enterprise H Share holders. Non-PRC resident enterprise H Share holders that are entitled to preferential tax treatments pursuant to any tax treaty or arrangement may apply to the relevant tax authorities for refund of the excess amount withheld. Please refer to the paragraph headed “Taxation of Security Holders — The PRC Taxation” in Appendix III to this Document for further details.

As the EIT Law and its implementation rules are relatively new, there are uncertainties as to their interpretation and implementation by the PRC tax authorities, including whether and how EIT on gains derived upon transfer or other disposal of H Shares should be collected from non-PRC resident enterprise H Share holders. If such taxes are collected in the future, the investment value of H Shares held by the enterprise holders may be materially and adversely affected.

It may be difficult to effect service upon, or to enforce judgements against us or our Directors or senior management residing in the PRC, in connection with judgements obtained from courts other than PRC courts.

Substantially all of our Directors and members of our senior management reside in the PRC. Almost all of our assets and most of the assets of our Directors and the members of our senior management are located within the PRC. The PRC does not have treaties with most other jurisdictions that provide for the reciprocal recognition and enforcement of judicial rulings and awards. As a result, recognition and enforcement in the PRC of the judgement of a non-PRC court in relation to any matter not subject to a binding arbitration provision may be difficult or impossible. Judgements obtained in a Hong Kong court may be enforced in the PRC, provided that certain conditions are satisfied. However, there are uncertainties as to the outcome of any applications to recognise and enforce such judgements in the PRC.

Furthermore, the PRC does not have treaties or agreements providing for the reciprocal recognition and enforcement of judgements awarded by courts of the United States, the United Kingdom, or most other European countries or Japan. Hence, the recognition and enforcement in the PRC of judgements of a court in any of these jurisdictions in relation to any matter not subject to a binding arbitration provision may be difficult.

RISK FACTORS

RISKS RELATING TO THE [REDACTED]

There has been no prior public market for our H Shares, and if an active [REDACTED] market for our H Shares does not develop, the market price and liquidity of our Shares may be adversely affected.

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 itself and on behalf of the [REDACTED]), and the [REDACTED] may differ significantly from the market price of the Shares following the [REDACTED]. We have applied to the Stock Exchange for the [REDACTED] of, and permission to [REDACTED], the H Shares. A [REDACTED] on the Stock Exchange, however, does not guarantee that an active and liquid [REDACTED] market for the H Shares will develop, or if it does develop, that it will be sustained following the [REDACTED], or that the market price of the H Shares will not decline following the [REDACTED].

In addition, the [REDACTED] price and [REDACTED] volume of the H Shares may be subject to significant volatility in responses to various factors, including:

- variations in our operating results;
- changes in financial estimates by securities analysts;
- announcements made by us or our competitors;
- regulatory developments in the PRC affecting us, our customers or our competitors;
- investors’ perception of us and of the investment environment in Asia, including Hong Kong and the PRC;
- developments in the PRC asset management market or Sci-tech innovation service industries;
- changes in pricing made by us or our competitors;
- acquisitions by us or our competitors;
- the depth and liquidity of the market for our H Shares;
- additions to or departures of, our executive officers and other members of our senior management;
- release or expiry of lock-up or other transfer restrictions on our H Shares;
- sales or anticipated sales of additional H Shares; and
- the general economy and other factors.

Moreover, shares of other companies [REDACTED] on the Stock Exchange with significant operations and assets in the PRC have experienced price volatility in the past, and it is possible that our H Shares may be subject to changes in price not directly related to our performance.

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There is no assurance that we will pay dividends in the future.

The declaration, payment and amount of any future dividends are subject to the discretion of our Board depending on, among other things, our results of operations, financial condition, future prospects and other factors which our Directors may determine are important. For further details of our dividend policy, please refer to the paragraph headed “Financial Information — Dividends” of this Document. We cannot assure [REDACTED] when or whether dividends will be paid in the future.

There will be a time gap of several business days between [REDACTED] and [REDACTED] of our H Shares [REDACTED] in the [REDACTED], and this the market price of the H Shares may be lower than the [REDACTED] when [REDACTED] commences.

The [REDACTED] to the public of our H Shares [REDACTED] in the [REDACTED] is expected to be determined on the [REDACTED]. However, the H Shares will not commence [REDACTED] on the Stock Exchange until they are delivered, which is expected to be several Business Days after the [REDACTED]. As a result, [REDACTED] may not be able to sell or otherwise deal in the H Shares during that period. Accordingly, holders of our H Shares are subject to the risk that the [REDACTED] of the H Shares when [REDACTED] begins could be lower than the [REDACTED] as a result of adverse market conditions or other adverse developments that may occur between the time of sale and the time [REDACTED] begins.

Any disposal by the Controlling Shareholders of a substantial number of Shares in the public market could materially and adversely affect the market price of the Shares.

There is no guarantee that the Controlling Shareholders will not dispose of their Shares following the expiration of their respective lock-up periods after the [REDACTED]. We cannot predict the effect, if any, of any future sales of the Shares by any of its Controlling Shareholders, or that the availability of the Shares [REDACTED] by any of the Controlling Shareholders for purchase may have on the market price of the Shares. Sales of a substantial number of Shares by any of our Controlling Shareholders or the market perception that such sales may occur could materially and adversely affect the prevailing market price of the Shares.

Additional equity fund raising may cause dilution in shareholding.

After the [REDACTED], we may need to raise additional funds due to changes in business conditions, or to finance our future plans, whether in relation to existing operations, any acquisitions or otherwise. Such fund raising activities may be made through the issuance of new equity or equity-linked securities other than on a pro-rata basis to existing Shareholders. In such event, the percentage ownership of our existing Shareholders may be reduced and/or such newly [REDACTED] securities may have rights, preferences or privileges superior to those of the Shares held by our existing Shareholders.

The market price of the H Shares could decline as a result of future sales of substantial amounts of the H Shares or other securities relating to the H Shares in the public market or the issuance of new H Shares or other securities, or the perception that such sales or issuances may occur. Future sales, or perceived sales, of substantial amounts of the Company’s securities, including any future [REDACTED], could also materially and adversely affect our ability to raise capital in the future at a time and at a price which we deem appropriate. In addition, the Company’s Shareholders may experience dilution in their holdings to the extent the Company [REDACTED] additional securities in future [REDACTED].

RISK FACTORS

The interests of our Controlling Shareholders may not always coincide with the interest of our Group and those of our other Shareholders.

Our Controlling Shareholders have significant influence over our operations and business strategies, and may have the ability to require our Group to effect corporate actions according to their own desires by virtue of their shareholding in our Group. The interests of our Controlling Shareholders may not always coincide with the best interests of other Shareholders. If the interests of any of our Controlling Shareholders conflict with the interests of other Shareholders, or if any of our Controlling Shareholders chooses to cause our business to pursue strategic objectives that conflict with the interests of other Shareholders, our Group or those other Shareholders’ interests may be adversely affected as a result.

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

The [REDACTED] price of our H Shares may be volatile and could fluctuate widely in response to factors beyond our control, including variations in the level of liquidity of our H Shares, changes in securities analysts’ (if any) estimates of our financial performance, [REDACTED] perceptions of our Group and the general investment environment, developments in laws, regulations and taxation systems which affect our operations, and general market conditions of the securities markets in Hong Kong. In particular, the [REDACTED] price performance of our competitors whose securities are [REDACTED] on the Stock Exchange may affect [REDACTED] price of our H Shares. These broad market and industry factors may significantly affect the market price and volatility of our H Shares, regardless of our actual operating performance.

In addition to market and industry factors, the price and [REDACTED] volume for our H Shares may be highly volatile for specific business reasons. In particular, factors such as variations in our revenue, net income and cash flow, success or failure of our efforts in implementing business and growth strategies and involvement in material litigation as well as recruitment or departure of key personnel, could cause the market price of our H Shares to change unexpectedly. Any of these factors may result in large and sudden changes in the volume and trading price of our H Shares.

Investors should read the entire Document and should not place reliance on any information (if any) contained in press articles or other media coverage regarding our Company and the [REDACTED].

Prior to the publication of this Document, there may be press and media coverage which contain certain information referring to our Company and the [REDACTED] that does not appear in this Document. We have not authorised the disclosure of 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. We make no representation as to the appropriateness, accuracy, completeness or reliability of any such information or publication. To the extent that any such information is not contained in this Document or is inconsistent or conflicts with the information contained in this Document, we disclaim any responsibility and liability in connection therewith or resulting therefrom. Accordingly, you should not rely on any such information.