

CONNECTED TRANSACTIONS

OVERVIEW

Our Company has entered into certain transactions with parties who will, upon the [REDACTED], become connected persons of the Company, and such transactions will constitute continuing connected transactions for our Company under Chapter 14A of the Listing Rules.

RELEVANT CONNECTED PERSONS

The table below sets forth the connected persons of our Company involved in the connected transactions set out in this section and the nature of their connection with us:

Connected Person	Connected Relationship
Anton Group (together with its subsidiaries other than our Group “Anton Oilfield Group”)	Anton Group is our Controlling Shareholder.

SUMMARY OF OUR CONTINUING CONNECTED TRANSACTIONS

The table below sets forth a summary of the transactions that will constitute our continuing connected transactions under Rule 14A of the Listing Rules upon Listing:

Transaction	Counterparty	Applicable Listing Rules	Waiver Sought
Fully Exempt Continuing Connected Transactions			
Lease Procurement Framework Agreement . .	Anton Group	14A.76(1)(c)	N/A
Partially Exempt Continuing Connected Transactions			
Leasing Service Framework Agreement	Anton Group	14A.34 to 14A.35, 14A.49, 14A.51 to 14A.59, 14A.71 and 14A.76(2)(a)	Annual reporting and announcement requirements
Non-exempt Continuing Connected Transactions			
Inspection Service Framework Agreement . . .	Anton Group	14A.34 to 14A.36, 14A.49, 14A.51 to 14A.59, 14A.71 and 14A.105	Annual reporting, announcement and independent Shareholders’ approval requirements

FULLY EXEMPT CONTINUING CONNECTED TRANSACTIONS

Lease Procurement Framework Agreement

Background and Reasons for the Transactions

Our Company has historically leased certain properties from Anton Oilfield Group. Relocating our operations from such properties would cause unnecessary disruption to our business and incur additional expenses. Accordingly, to maintain the continuity and smooth operation of our business and avoid such unnecessary costs, our Company entered into a lease procurement framework agreement with Anton Group on [•], 2026 (the “Lease Procurement Framework Agreement”).

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Principal Terms

Pursuant to the Lease Procurement Agreement, our Company will lease properties from Anton Oilfield Group, for which Anton Oilfield Group will charge us rental and other charges. The Lease Procurement Framework is valid for a term of three years commencing on the [REDACTED]. Relevant subsidiaries of both parties will enter into separate underlying agreements which will set out the specific terms and conditions according to the principles provided in the Lease Procurement Framework Agreement.

Pricing Policy

The rentals for such transactions are determined with reference to the expected market rents for comparable properties in the same or adjacent areas on normal commercial terms.

Historical Amounts

The table below sets forth the total transaction amounts paid by our Group under the Lease Procurement Framework Agreement for the years ended December 31, 2023, 2024 and 2025:

For the year ended December 31,		
2023	2024	2025
	(RMB in thousands)	
540.7	652.9	850.5

Annual Caps and Basis of Annual Caps

The table below sets forth the proposed annual caps for the transactions contemplated under the Lease Procurement Framework Agreement for the years ending December 31, 2026, 2027, 2028:

Proposed annual cap for the year ending December 31,		
2026	2027	2028
	(RMB in thousands)	
2,529.2	1,686.1	843.1

In determining the annual caps for the transactions contemplated under the Lease Procurement Framework Agreement, we have considered, among other things, the following:

- the historical transaction amount, in particular, the rental expenses for the year ended December 31, 2025 amounted to approximately RMB0.8505 million;
- the expected demand of our Group for such properties; and
- the expected market rent of the similar properties in the same or adjacent area on normal commercial terms.

Listing Rules Implications

Anton Group is one of our Controlling Shareholders of our Company and hence a connected person of our Company under Chapter 14A of the Listing Rules. Accordingly, the transactions contemplated under the Lease Procurement Framework Agreement will constitute a continuing connected transaction for our Company upon [REDACTED] under Chapter 14A of the Listing Rules. Since the annual transaction amount is expected to be less than HK\$3 million, the transactions contemplated under the Lease Procurement Framework Agreement are expected to constitute a de minimis continuing connected transaction pursuant to Rule 14A.76(1)(c) of the Listing Rules and will be fully exempt from the reporting, annual review, announcement and independent Shareholders’ approval requirements under Chapter 14A of the Listing Rules.

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PARTIALLY EXEMPT CONTINUING CONNECTED TRANSACTIONS

Leasing Service Framework Agreement

Background and Reasons for the Transactions

Our Company has historically leased certain properties to Anton Oilfield Group, and Anton Oilfield Group used such properties for its business operations. These leasing arrangements are in the commercial interest of our Company as they improve the utilization of the relevant properties and generate stable rental income. Termination of the existing agreements and negotiation of new lease agreements would lead to unnecessary business disruption and costs. Accordingly, our Company entered into a leasing service framework agreement with Anton Group on [•], 2026 (the “**Leasing Service Framework Agreement**”).

Principal Terms

Pursuant to the Leasing Service Framework Agreement, our Company will lease properties to Anton Oilfield Group, for which our Company will charge them rental and other charges. The Leasing Service Framework is valid for a term of three years commencing on the [REDACTED]. Relevant subsidiaries of both parties will enter into separate underlying agreements which will set out the specific terms and conditions according to the principles provided in the Leasing Service Framework Agreement.

Pricing Policy

The rentals for such transactions are determined with reference to the expected market rents for comparable properties in the same or adjacent areas on normal commercial terms.

Historical Amounts

The table below sets forth the total transaction amounts received from Anton Group under the Leasing Service Framework Agreement for the years ended December 31, 2023, 2024 and 2025:

For the year ended December 31,		
2023	2024	2025
	(RMB in thousands)	
2,828.8	2,352.4	2,414.5

Annual Caps and Basis of Annual Caps

The table below sets forth the proposed annual caps for the transactions contemplated under the Leasing Service Framework Agreement for the years ending December 31, 2026, 2027, 2028:

Proposed annual cap for the year ending December 31,		
2026	2027	2028
	(RMB in thousands)	
2,500.0	2,750.0	3,000.0

In determining the annual caps for the transactions contemplated under the Leasing Service Framework Agreement, we have considered, among other things, the following:

- the historical transaction amount, in particular, the rental expenses for the year ended December 31, 2025 amounted to approximately RMB2.4145 million;

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- the expected demand of our Group for such properties; and
- the expected market rent of the similar properties in the same or adjacent area on normal commercial terms.

Listing Rules Implications

As the highest applicable percentage ratio of the Leasing Service Framework Agreement calculated for the purpose of Chapter 14A of the Listing Rules is expected to be more than 0.1% but less than 5% on an annual basis, the Leasing Service Framework Agreement will, upon [REDACTED], constitute continuing connected transactions under the Listing Rules subject to the annual reporting and announcement requirements.

NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS

Inspection Service Framework Agreement

Background and Reasons for the Transactions

Our Company principally provides oilfield inspection-related services and has historically provided such services to Anton Oilfield Group, which also operate in the oilfield services industry and require services of the same nature in the ordinary course of their business. Given our Company’s established operational capabilities, service quality assurance system and ability to respond promptly to the time-sensitive requirements of certain projects, the continued procurement of such services from our Company enables Anton Oilfield Group to shorten the service provider selection process and avoid the transition risks, coordination difficulties and additional costs that may arise from engaging alternative service providers. The continuation of such transactions also provides our Company with recurring revenue and additional business opportunities. Accordingly, our Company entered into an inspection service framework agreement with Anton Group on [•], 2026 (the “**Inspection Service Framework Agreement**”).

Principal Terms

Pursuant to the Inspection Service Framework Agreement, our Company will provide technical inspection services to Anton Oilfield Group for which Anton Oilfield Group will pay the corresponding service fees. The Inspection Service Framework is valid for a term of three years commencing on the [REDACTED]. Relevant subsidiaries of both parties will enter into separate underlying agreements which will set out the specific terms and conditions according to the principles provided in the Inspection Service Framework Agreement.

Pricing Policy

The pricing of such services is determined with reference to the market prices charged by other suppliers in the same industry for providing comparable services. The aforesaid pricing policies are no less favourable to us than those offered by independent third party customers.

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Historical Amounts

The table below sets forth the total transaction amounts received from Anton Oilfield Group under the Inspection Service Framework Agreement for the years ended December 31, 2023, 2024 and 2025:

For the year ended December 31,		
2023	2024	2025
	(RMB in thousands)	
39,338.4	31,075.0	36,127.9

Annual Caps and Basis of Annual Caps

The table below sets forth the proposed annual caps for the transactions contemplated under the Inspection Service Framework Agreement for the years ending December 31, 2026, 2027, 2028:

Proposed annual cap for the year ending December 31,		
2026	2027	2028
	(RMB in thousands)	
33,422.9	28,655.0	31,823.9

In determining the annual caps for the transactions contemplated under the Inspection Service Framework Agreement, we have considered, among other things, the following:

- the historical transaction amount, in particular, the service revenue for the year ended December 31, 2025 amounted to approximately RMB36.1279 million;
- the expected demand of our group for such services; and
- the expected unit prices of the similar services recently provided in the same industry on normal commercial terms.

Listing Rules Implications

As the highest applicable percentage ratio of the Inspection Service Framework Agreement calculated for the purposes of chapter 14A of the Listing Rules is expected to exceed 5% on an annual basis, the Inspection Service Framework Agreement will, upon [REDACTED], constitute continuing connected transactions under the Listing Rules subject to reporting, annual review, announcement, circular and independent Shareholders’ approval requirements.

INTERNAL CONTROL MEASURES

Our internal departments will be responsible for the control and daily management in respect of the continuing connected transactions. The pricing of the connected transactions is determined on normal commercial terms. Our Company is also required to cooperate with the annual review by the independent non-executive Directors and the specific review by the auditors, and to make relevant disclosures in its annual reports. Through the implementation of the above measures, our Company ensures that the connected transactions are conducted in compliance with applicable laws and regulations and are priced on a fair basis.

CONNECTED TRANSACTIONS

WAIVERS FROM THE STOCK EXCHANGE

Under Rule 14A.76(2) of the Listing Rules, the transactions under the sub-section headed “Partially Exempt Continuing Connected Transactions” will constitute connected transactions subject to reporting, annual review and announcement under Chapter 14A of the Listing Rules. The transactions under the sub-section headed “Non-exempt Continuing Connected Transactions” will constitute connected transactions subject to reporting, annual review, announcement and independent shareholders’ approval requirements under Chapter 14A of the Listing Rules.

As the above partially exempt and non-exempt continuing connected transactions are expected to continue on a recurring and continuing basis and have been fully disclosed in this document, our Directors consider that compliance with the above announcement and/or independent shareholders’ approval requirements would be impractical, would add unnecessary administrative costs to us and would be unduly burdensome to us.

Accordingly, we have applied to the Stock Exchange for, and the Stock Exchange [has granted], pursuant to Rule 14A.105 of the Listing Rules, waivers exempting us from strict compliance with the announcement and/or independent shareholder’s approval requirements under Chapter 14A of the Listing Rules in respect of the continuing connected transactions as disclosed in “Partially Exempt Continuing Connected Transactions” and “Non-exempt Continuing Connected Transactions” in this section, subject to the condition that the aggregate amounts of the continuing connected transactions for each financial year shall not exceed the relevant amounts set forth in the respective annual caps (as stated above). The independent non-executive Directors and auditors of the Company will review whether the transactions under the above continuing connected transactions have been entered into pursuant to the principal terms and pricing policies under the relevant framework agreements as disclosed in this section. The confirmation from our independent non-executive Directors and our auditors will be disclosed annually according to the requirements of the Listing Rules.

In the event of any future amendments to the Listing Rules imposing more stringent requirements than those applicable as of the Latest Practicable Date on the continuing connected transactions referred to in this document, our Company will take immediate steps to ensure compliance with such new requirements within a reasonable time.

CONFIRMATION FROM OUR DIRECTORS

Our Directors (including independent non-executive Directors) are of the view that (i) the partially exempt and non-exempt continuing connected transactions set out above have been and will be entered into in the ordinary and usual course of our business on normal commercial terms or better which are fair and reasonable and in the interests of our Group and our Shareholders as a whole; (ii) the proposed monetary annual caps in respect of the partially exempt and non-exempt continuing connected transactions are fair and reasonable and in the interests of our Group and our Shareholders as a whole.

CONFIRMATION FROM THE SOLE SPONSOR

The Sole Sponsor is of the view that (i) the continuing connected transactions described in “— Partially exempt Continuing Connected Transactions” and “— Non-exempt Continuing Connected Transactions” in this section have been and will be entered into in the ordinary and usual course of our business, on normal commercial terms or better, that are fair and reasonable and in the interests of our Group and our Shareholders as a whole; and (ii) the proposed annual caps of such continuing connected transactions are fair and reasonable and in the interests of our Group and our Shareholders as a whole.