

APPENDIX I

ACCOUNTANTS’ REPORT

The following is the text of a report set out on pages I-1 to I-84, received from the Company’s reporting accountants, KPMG, Certified Public Accountants, Hong Kong, for the purpose of incorporation in this document.



ACCOUNTANTS’ REPORT ON HISTORICAL FINANCIAL INFORMATION TO THE DIRECTORS OF AULTON NEW ENERGY CO., LTD. (奧動新能源股份有限公司) AND CMB INTERNATIONAL CAPITAL LIMITED

Introduction

We report on the historical financial information of Aulton New Energy Co., Ltd. (the “Company”) and its subsidiaries (together, the “Group”) set out on pages I-4 to I-84, which comprises 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 30 April 2026, the consolidated statements of profit or loss, the consolidated statements of profit or loss and other comprehensive income, the consolidated statements of changes in equity and the consolidated statements of cash flows, for each of the years ended 31 December 2023, 2024 and 2025 and the four months ended 30 April 2026 (the “Track Record Period”), and material accounting policy information and other explanatory information (together, the “Historical Financial Information”). The Historical Financial Information set out on pages I-4 to I-84 forms an integral part of this report, which has been prepared for inclusion in the document of the Company dated [date] (the “Document”) in connection with the initial [REDACTED] of H shares of the Company on the [REDACTED] of The Stock Exchange of Hong Kong Limited.

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 and presentation set out in Note 1 to the Historical Financial Information, and for such internal control as the directors of the Company 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” issued by the Hong Kong Institute of Certified Public Accountants (the “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.

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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 and presentation set out in Note 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.

Opinion

In our opinion, the Historical Financial Information gives, for the purpose of the accountants’ report, a true and fair view of the Company’s and the Group’s financial position as at 31 December 2023, 2024 and 2025 and 30 April 2026 and of the Group’s financial performance and cash flows for the Track Record Period in accordance with the basis of preparation and presentation set out in Note 1 to the Historical Financial Information.

Review of stub period corresponding financial information

We have reviewed the stub period corresponding financial information of the Group which comprises the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the four months ended 30 April 2025 and other explanatory information (the “Stub Period Corresponding Financial Information”). The directors of the Company are responsible for the preparation and presentation of the Stub Period Corresponding Financial Information in accordance with the basis of preparation and presentation set out in Note 1 to the Historical Financial Information. Our responsibility is to express a conclusion on the Stub Period Corresponding Financial Information based on our review. We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” as issued by the HKICPA. A review consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion. Based on our review, nothing has

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come to our attention that causes us to believe that the Stub Period Corresponding Financial Information, for the purpose of the accountants' report, is not prepared, in all material respects, in accordance with the basis of preparation and presentation set out in Note 1 to the Historical Financial Information.

Report on matters under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited 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 I-4 have been made.

Dividends

We refer to Note 32(b) to the Historical Financial Information which states that no dividends have been paid by the Company in respect of the Track Record Period.

Certified Public Accountants

8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong

[Date]

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HISTORICAL FINANCIAL INFORMATION

Set out below is the Historical Financial Information which forms an integral part of this accountants’ report.

The consolidated financial statements of the Group for the Track Record Period, on which the Historical Financial Information is based, were audited by 畢馬威華振會計師事務所(特殊普通合伙)廣州分所 KPMG Huazhen LLP Guangzhou Branch in accordance with Hong Kong Standards on Auditing issued by the HKICPA (the “Underlying Financial Statements”).

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Consolidated statements of profit or loss

(Expressed in Renminbi (“RMB”))

	Note	Years ended 31 December			Four months ended 30 April	
		2023	2024	2025	2025	2026
		RMB’000	RMB’000	RMB’000	RMB’000 (unaudited)	RMB’000
Revenue	4	1,155,368	926,292	677,105	230,794	235,134
Cost of revenue		(1,195,222)	(960,394)	(710,998)	(244,597)	(231,011)
Gross (loss)/profit		(39,854)	(34,102)	(33,893)	(13,803)	4,123
Other net income/(losses)	5	30,773	40,717	18,474	(4,620)	10,716
Selling and marketing expenses		(68,702)	(65,789)	(45,840)	(18,045)	(13,226)
Administrative expenses		(133,036)	(122,977)	(101,313)	(30,584)	(35,470)
Research and development expenses		(76,356)	(67,093)	(36,997)	(18,659)	(12,950)
(Impairment losses)/reversal of impairment on trade and other receivables and contract assets		(1,481)	4,411	(16,424)	(1,549)	(2,434)
Impairment losses on property, plant and equipment		(41,851)	(12,821)	(64,009)	(4,497)	(28,747)
Loss from operations		(330,507)	(257,654)	(280,002)	(91,757)	(77,988)
Finance costs	6(a)	(35,418)	(32,449)	(24,378)	(9,462)	(7,178)
Changes in the carrying amount of redemption liabilities	26	(281,027)	(121,079)	–	–	–
Share of results of joint ventures and associates	15	(5,577)	(7,158)	(2,337)	(2,071)	(2,543)
Loss before taxation	6	(652,529)	(418,340)	(306,717)	(103,290)	(87,709)
Income tax	7	(2,939)	(583)	(707)	(43)	(3,723)
Loss for the year/period		(655,468)	(418,923)	(307,424)	(103,333)	(91,432)
Attributable to:						
Equity shareholders		(618,403)	(381,620)	(263,806)	(91,046)	(80,265)
Non-controlling interests		(37,065)	(37,303)	(43,618)	(12,287)	(11,167)
Loss for the year/period		(655,468)	(418,923)	(307,424)	(103,333)	(91,432)
Loss per share						
Basic and diluted (RMB)	10	(0.65)	(0.40)	(0.28)	(0.10)	(0.08)

The accompanying notes form part of the Historical Financial Information.

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Consolidated statements of profit or loss and other comprehensive income

(Expressed in RMB)

	Years ended 31 December			Four months ended 30 April	
	2023	2024	2025	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
				(unaudited)	
Loss for the year/period	(655,468)	(418,923)	(307,424)	(103,333)	(91,432)
Other comprehensive income for the year/period					
<i>Item that may be reclassified subsequently to profit or loss:</i>					
Equity investments at fair value through other comprehensive income (“FVOCI”) — net movement in fair value reserves (non-recycling)	(10,091)	712	514	(3,245)	5,303
Total comprehensive income for the year/period	<u>(665,559)</u>	<u>(418,211)</u>	<u>(306,910)</u>	<u>(106,578)</u>	<u>(86,129)</u>
Attributable to:					
Equity shareholders	(628,494)	(380,908)	(263,292)	(94,291)	(74,962)
Non-controlling interests	<u>(37,065)</u>	<u>(37,303)</u>	<u>(43,618)</u>	<u>(12,287)</u>	<u>(11,167)</u>
Total comprehensive income for the year/period	<u>(665,559)</u>	<u>(418,211)</u>	<u>(306,910)</u>	<u>(106,578)</u>	<u>(86,129)</u>

The accompanying notes form part of the Historical Financial Information.

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Consolidated statements of financial position

(Expressed in RMB)

		As at 31 December			As at 30 April
	Note	2023	2024	2025	2026
		RMB'000	RMB'000	RMB'000	RMB'000
Non-current assets					
Property, plant and equipment	11	1,170,057	968,789	804,316	755,801
Right-of-use assets	12	406,999	349,232	256,537	237,887
Intangible assets	13	6,037	5,646	4,218	3,716
Interests in joint ventures and associates	15	19,259	31,833	28,097	25,163
Other non-current financial assets	16	24,732	25,444	45,958	51,261
Other non-current assets	17	22,324	16,249	112,156	58,643
Deferred tax assets	31(b)	67	83	44	35
Total non-current assets . . .		<u>1,649,475</u>	<u>1,397,276</u>	<u>1,251,326</u>	<u>1,132,506</u>
Current assets					
Inventories	18	220,246	204,325	138,896	125,916
Contract assets	19(a)	20,520	1,296	2,690	2,608
Trade and other receivables . .	20(a)	363,083	214,753	223,571	264,236
Prepayments	20(b)	9,377	10,090	12,948	14,943
Other financial assets	21	27,581	5,955	2,339	1,908
Financial assets measured at fair value through profit or loss (“FVPL”)	22	—	200,000	—	—
Restricted bank deposits	23	66,697	91,185	62,125	19,112
Cash and cash equivalents . .	23	586,718	391,378	268,555	298,107
Total current assets		<u>1,294,222</u>	<u>1,118,982</u>	<u>711,124</u>	<u>726,830</u>
Current liabilities					
Contract liabilities	19(b)	45,369	17,080	14,472	10,763
Trade and other payables . . .	24	580,007	584,524	497,510	452,927
Loans and other borrowings . .	25	378,617	312,943	232,500	262,249
Redemption liabilities	26	3,793,869	—	—	—
Lease liabilities	27	72,514	65,071	65,988	61,482
Provisions	28	20,419	24,461	20,600	21,050
Current taxation	31(a)	1,854	209	1,492	6,480
Total current liabilities		<u>4,892,649</u>	<u>1,004,288</u>	<u>832,562</u>	<u>814,951</u>
Net current (liabilities)/assets		<u>(3,598,427)</u>	<u>114,694</u>	<u>(121,438)</u>	<u>(88,121)</u>
Total assets less current liabilities		<u>(1,948,952)</u>	<u>1,511,970</u>	<u>1,129,888</u>	<u>1,044,385</u>

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		As at 31 December			As at 30 April
	Note	2023	2024	2025	2026
		RMB'000	RMB'000	RMB'000	RMB'000
Non-current liabilities					
Lease liabilities	27	318,715	279,957	198,080	184,577
Provisions	28	11,224	10,791	7,642	7,574
Deferred income	29	4,000	4,000	—	—
Deferred tax liabilities	31(b)	5,620	5,078	3,918	1,944
Total non-current liabilities					
		339,559	299,826	209,640	194,095
NET (LIABILITIES)/					
ASSETS		(2,288,511)	1,212,144	920,248	850,290
CAPITAL AND					
RESERVES	32				
Paid-in capital/share capital .		951,208	951,208	951,208	951,208
Reserves		(3,182,595)	353,923	105,645	46,854
Total equity attributable to equity shareholders					
		(2,231,387)	1,305,131	1,056,853	998,062
Non-controlling interests		(57,124)	(92,987)	(136,605)	(147,772)
TOTAL (DEFICIT)/					
EQUITY		(2,288,511)	1,212,144	920,248	850,290

The accompanying notes form part of the Historical Financial Information.

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Statements of financial position of the Company

(Expressed in RMB)

		As at 31 December			As at 30 April
	Note	2023	2024	2025	2026
		RMB'000	RMB'000	RMB'000	RMB'000
Non-current assets					
Property, plant and equipment	11	3,040	7,645	6,354	5,876
Right-of-use assets	12	10,027	2,918	2,334	2,126
Intangible assets	13	3,256	3,074	2,090	1,736
Investment in subsidiaries . . .	14	556,602	562,032	639,019	632,932
Interests in joint ventures and associates	15	19,190	10,652	7,839	4,858
Other non-current financial assets	16	24,732	25,444	45,958	51,261
Other non-current assets	17	8,483	3,346	18,324	22,420
Total non-current assets . . .		625,330	615,111	721,918	721,209
Current assets					
Inventories	18	33,325	25,071	12,971	12,290
Contract assets	19(a)	3,628	1,206	2,204	2,176
Trade and other receivables . .	20(a)	1,941,033	1,865,244	1,797,731	1,877,596
Prepayments	20(b)	779	2,219	3,528	6,107
Financial assets measured at FVPL	22	—	200,000	—	—
Restricted bank deposits	23	37,688	89,090	59,444	12,587
Cash and cash equivalents . .	23	541,580	268,258	247,117	243,990
Total current assets		2,558,033	2,451,088	2,122,995	2,154,746
Current liabilities					
Contract liabilities	19(b)	21,942	8,245	6,590	3,937
Trade and other payables . . .	24	387,502	421,147	346,153	356,721
Loans and other borrowings . .	25	367,500	302,000	232,500	262,249
Redemption liabilities	26	3,793,869	—	—	—
Lease liabilities	27	6,120	95	667	638
Provisions		—	750	—	—
Total current liabilities		4,576,933	732,237	585,910	623,545
Net current (liabilities)/assets					
		(2,018,900)	1,718,851	1,537,085	1,531,201
Total assets less current liabilities					
		(1,393,570)	2,333,962	2,259,003	2,252,410

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		As at 31 December			As at 30 April
	Note	2023	2024	2025	2026
		RMB'000	RMB'000	RMB'000	RMB'000
Non-current liabilities					
Lease liabilities	27	4,395	2,517	1,931	1,711
Provisions		728	—	—	—
Deferred income	29	4,000	4,000	—	—
Deferred tax liabilities		—	46	—	—
Total non-current liabilities					
		9,123	6,563	1,931	1,711
NET (LIABILITIES)/					
ASSETS		(1,402,693)	2,327,399	2,257,072	2,250,699
CAPITAL AND					
RESERVES	32				
Paid-in capital/share capital		951,208	951,208	951,208	951,208
Reserves		(2,353,901)	1,376,191	1,305,864	1,299,491
TOTAL (DEFICIT)/					
EQUITY		(1,402,693)	2,327,399	2,257,072	2,250,699

The accompanying notes form part of the Historical Financial Information.

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Consolidated statements of changes in equity (Expressed in RMB)

Attributable to equity shareholders										
	Paid-in capital	Capital reserve	Other reserve	Share-based payments reserve	Fair value reserve (non-recycling)	Statutory reserve	Accumulated losses	Sub-total	Non-controlling interests	Total deficit
Note	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	Note 32(c)	Note 32(d)(i)	Note 32(d)(iii)	Note 32(d)(iv)	Note 32(d)(v)	Note 32(d)(vi)				
Balance at 1 January 2023	951,208	2,683,707	(3,007,196)	8,515	32,089	2,360	(2,278,070)	(1,607,387)	(20,359)	(1,627,746)
Changes in equity for the year ended 31 December 2023										
Loss for the year	-	-	-	-	-	-	(618,403)	(618,403)	(37,065)	(655,468)
Other comprehensive income	-	-	-	-	(10,091)	-	-	(10,091)	-	(10,091)
Total comprehensive income	-	-	-	-	(10,091)	-	(618,403)	(628,494)	(37,065)	(665,559)
Capital injection from non-controlling interests	-	-	-	-	-	-	-	-	300	300
Appropriation to statutory reserve	-	-	-	-	-	1,343	(1,343)	-	-	-
Equity settled share-based transactions	-	-	-	4,494	-	-	-	4,494	-	4,494
Balance at 31 December 2023	951,208	2,683,707	(3,007,196)	13,009	21,998	3,703	(2,897,816)	(2,231,387)	(57,124)	(2,288,511)

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	Attributable to equity shareholders										
	Paid-in capital/ share capital	Share premium	Capital reserve	Other reserve	Share-based payments reserve	Fair value reserve (non-recycling)	Statutory reserve	Accumulated losses	Sub-total	Non- controlling interests	Total equity
Note	RMB '000 Note 32(c)	RMB '000 Note 32(d)(ii)	RMB '000 Note 32(d)(i)	RMB '000 Note 32(d)(iii)	RMB '000 Note 32(d)(iv)	RMB '000 Note 32(d)(v)	RMB '000 Note 32(d)(vi)	RMB '000	RMB '000	RMB '000	RMB '000
Balance at 1 January 2025	951,208	-	2,683,707	907,752	15,487	22,710	3,803	(3,279,536)	1,305,131	(92,987)	1,212,144
Changes in equity for the year ended 31 December 2025											
Loss for the year	-	-	-	-	-	-	-	(263,806)	(263,806)	(43,618)	(307,424)
Other comprehensive income	-	-	-	-	-	514	-	-	514	-	514
Total comprehensive income	-	-	-	-	-	514	-	(263,806)	(263,292)	(43,618)	(306,910)
Conversion into a joint stock											
limited liability company	-	968,987	(2,554,345)	(907,752)	(15,329)	(22,598)	-	2,531,037	-	-	-
Equity settled share-based transactions	-	-	-	-	15,014	-	-	-	15,014	-	15,014
Balance at 31 December 2025	951,208	968,987	129,362	-	15,172	626	3,803	(1,012,305)	1,056,853	(136,605)	920,248

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	Attributable to equity shareholders										
	Paid-in capital/ share capital	Share premium	Capital reserve	Other reserve	Share-based payments reserve	Fair value reserve (non-recycling)	Statutory reserve	Accumulated losses	Sub-total	Non- controlling interests	Total equity
<i>Note</i>	<i>RMB '000</i>	<i>RMB '000</i>	<i>RMB '000</i>	<i>RMB '000</i>	<i>RMB '000</i>	<i>RMB '000</i>	<i>RMB '000</i>	<i>RMB '000</i>	<i>RMB '000</i>	<i>RMB '000</i>	<i>RMB '000</i>
	<i>Note 32(c)</i>	<i>Note 32(d)(ii)</i>	<i>Note 32(d)(i)</i>	<i>Note 32(d)(iii)</i>	<i>Note 32(d)(iv)</i>	<i>Note 32(d)(v)</i>	<i>Note 32(d)(vi)</i>				
Balance at 1 January 2026	951,208	968,987	129,362	–	15,172	626	3,803	(1,012,305)	1,056,853	(136,605)	920,248
Changes in equity for the four months ended 30 April 2026											
Loss for the period	–	–	–	–	–	–	–	(80,265)	(80,265)	(11,167)	(91,432)
Other comprehensive income	–	–	–	–	–	5,303	–	–	5,303	–	5,303
Total comprehensive income	–	–	–	–	–	5,303	–	(80,265)	(74,962)	(11,167)	(86,129)
Equity settled share-based transactions											
30	–	–	–	–	16,171	–	–	–	16,171	–	16,171
Balance at 30 April 2026	951,208	968,987	129,362	–	31,343	5,929	3,803	(1,092,570)	998,062	(147,772)	850,290

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	Attributable to equity shareholders											
	<i>Note</i>	Paid-in capital	Share premium	Capital reserve	Other reserve	Share-based payments reserve	Fair value reserve (non-recycling)	Statutory reserve	Accumulated losses	Sub-total	Non-controlling interests	Total equity
		RMB '000	RMB '000	RMB '000	RMB '000	RMB '000	RMB '000	RMB '000	RMB '000	RMB '000	RMB '000	RMB '000
		<i>Note 32(c)</i>	<i>Note 32(d)(ii)</i>	<i>Note 32(d)(i)</i>	<i>Note 32(d)(iii)</i>	<i>Note 32(d)(iv)</i>	<i>Note 32(d)(v)</i>	<i>Note 32(d)(vi)</i>				
(unaudited)												
Balance at 1 January 2025		951,208	-	2,683,707	907,752	15,487	22,710	3,803	(3,279,536)	1,305,131	(92,987)	1,212,144
Changes in equity for the four months ended 30 April 2025												
Loss for the period		-	-	-	-	-	-	-	(91,046)	(91,046)	(12,287)	(103,333)
Other comprehensive income		-	-	-	-	-	(3,245)	-	-	(3,245)	-	(3,245)
Total comprehensive income		-	-	-	-	-	(3,245)	-	(91,046)	(94,291)	(12,287)	(106,578)
Conversion into a joint stock limited liability company	32(c)	-	968,987	(2,554,345)	(907,752)	(15,329)	(22,598)	-	2,531,037	-	-	-
Equity settled share-based transactions	30	-	-	-	-	2,798	-	-	-	2,798	-	2,798
Balance at 30 April 2025		951,208	968,987	129,362	-	2,956	(3,133)	3,803	(839,545)	1,213,638	(105,274)	1,108,364

The accompanying notes form part of the Historical Financial Information.

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Consolidated statements of cash flows

(Expressed in RMB)

		Years ended 31 December			Four months ended 30 April	
	Note	2023	2024	2025	2025	2026
		RMB'000	RMB'000	RMB'000	RMB'000 (unaudited)	RMB'000
Operating activities						
Cash generated from/(used in)						
operations	23(b)	153,618	287,905	(63,226)	(56,698)	11,244
Interest received from bank deposit		13,246	7,328	3,427	1,507	329
Income tax paid	31(a)	(2,631)	(2,786)	(545)	–	(700)
Net cash generated from/(used in)						
operating activities		164,233	292,447	(60,344)	(55,191)	10,873
Investing activities						
Proceeds from disposal of property, plant and equipment		1,240	101,126	17,538	4,223	11,577
Payment for purchase of property, plant and equipment		(289,128)	(166,269)	(143,809)	(24,036)	(5,833)
Payment for purchase of intangible assets		(237)	(966)	(92)	–	–
Payment for restoration costs		(320)	(283)	(3,504)	(630)	(545)
Interest received		–	303	40	40	–
Proceeds from disposal of financial assets measured at FVPL		1,319,800	1,960,010	2,139,520	857,370	513,800
Payment for purchase of financial assets measured at FVPL		(1,199,800)	(2,160,010)	(1,939,520)	(717,370)	(513,800)
Investment income from financial assets measured at FVPL received		4,157	2,193	1,755	900	455
Payment for purchase of certificates of deposit		–	–	(20,000)	–	–
(Increase)/decrease in restricted bank deposit		–	(60,000)	60,000	60,000	–
Advances to a related party		–	–	–	–	(2,000)
Advances to third parties		(4,900)	(7,130)	(50,000)	(50,000)	–
Repayment of advances to third parties		–	8,230	–	–	–
Receipts from a third party		–	–	–	–	6,300
Loss of control of subsidiaries, net of cash received		(9,990)	–	–	–	–
Proceeds from disposals of investments in a joint venture		–	–	136	–	–
Payment for investment in joint ventures and associates		(4,500)	(23,878)	–	–	(882)
Net cash (used in)/generated from						
investing activities		(183,678)	(346,674)	62,064	130,497	9,072

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		Years ended 31 December			Four months ended 30 April	
	<i>Note</i>	2023	2024	2025	2025	2026
		<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
					<i>(unaudited)</i>	
Financing activities						
Capital injection from						
non-controlling interests		300	–	–	–	–
Proceeds from bank loans	23(c)	377,500	312,000	245,000	96,606	125,496
Repayment of bank loans	23(c)	(337,839)	(377,500)	(324,500)	(90,000)	(96,606)
Interest of bank loans paid	23(c)	(8,826)	(6,980)	(3,562)	(2,547)	(959)
Decrease in restricted bank deposit .		29,566	11,104	13,875	–	22
Payment of capital element of lease						
liabilities	23(c)	(69,283)	(61,600)	(40,525)	(16,051)	(14,156)
Payment of interest element of lease						
liabilities	23(c)	(18,639)	(17,777)	(13,853)	(5,185)	(2,769)
Prepayment for [REDACTED]						
expenses		[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Net cash (used in)/generated from financing activities		<u>(27,221)</u>	<u>(141,121)</u>	<u>(124,550)</u>	<u>(17,250)</u>	<u>9,607</u>
Net (decrease)/increase in cash and cash equivalents		(46,666)	(195,348)	(122,830)	58,056	29,552
Cash and cash equivalents at the beginning of the year/period . .		633,508	586,718	391,378	391,378	268,555
Effect of foreign exchange rate changes		<u>(124)</u>	<u>8</u>	<u>7</u>	<u>12</u>	<u>–</u>
Cash and cash equivalents at the end of the year/period		23	586,718	391,378	268,555	449,446
			298,107			

The accompanying notes form part of the Historical Financial Information.

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Notes to the Historical Financial Information

(Expressed in RMB unless otherwise indicated)

1 BASIS OF PREPARATION AND PRESENTATION OF THE HISTORICAL FINANCIAL INFORMATION

(a) General information

Aulton New Energy Co., Ltd. (奧動新能源股份有限公司, the “Company”) was incorporated in the People’s Republic of China (the “PRC”) on 16 June 2016. The Company was converted into a joint stock limited liability company on 19 March 2025.

The Company and its subsidiaries (collectively the “Group”) are principally engaged in sales of battery-swapping equipment, and provision of battery-swapping services and battery-swapping operational services in the PRC.

(b) Basis of preparation and presentation

All companies in the Group have adopted 31 December as their financial year end date.

The Historical Financial Information has been prepared in accordance with all applicable IFRS Accounting Standards as issued by the International Accounting Standards Board (“IASB”). Further details of the material accounting policy information are set out in Note 2.

The IASB has issued a number of new and revised IFRS Accounting Standards. For the purpose of preparing the Historical Financial Information, the Group has adopted all applicable new and revised IFRS Accounting Standards to the Track Record Period, except for any new standards or interpretations that are not yet effective for the accounting period beginning 1 January 2026. The revised and new accounting standards and interpretations issued but not yet effective for the accounting year beginning 1 January 2026 are set out in Note 37.

The Historical Financial Information also complies with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The accounting policies set out below have been applied consistently to all periods presented in the Historical Financial Information.

The Stub Period Corresponding Financial Information has been prepared in accordance with the same basis of preparation and presentation adopted in respect of the Historical Financial Information.

The Historical Financial Information and the Stub Period Corresponding Financial Information are presented in Renminbi (“RMB”) and all values are rounded to the nearest thousand (RMB’000) except when otherwise indicated.

The financial statements of the Company for the years ended 31 December 2023, 2024 and 2025 prepared in accordance with the Accounting Standards for Business Enterprises applicable to the enterprises in the PRC (“PRC GAAP”) were audited by Huaxing Certified Public Accountants LLP Guangdong Branch (華興會計師事務所(特殊普通合夥)廣東分所).

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(c) Subsidiaries

As at the date of this report, the Company has direct or indirect interests in the following principal subsidiaries, all of which are private companies:

Company Name	Place of incorporation and operation/date of establishment	Particulars of registered/paid-up capital	Proportion of ownership interest		Principal activity
			Held by the Company	Held by a subsidiary	
Shanghai Dianba New Energy Technology Co., Ltd. (“Shanghai Dianba”) 上海電巴新能源科技有限公 司 (i) (ii)	PRC/16 September 2009	RMB61,100,000/ RMB61,100,000	100%	–	Manufacturing of battery-swapping stations and modules
Beijing Aulton New Energy Investment Co., Ltd. (“Beijing Aulton”) 北京奧動新能源投資有限公 司 (i) (ii)	PRC/22 February 2016	RMB700,000,000/ RMB700,000,000	70%	–	Provision of battery- swapping services and battery-swapping operational services
Guangzhou Aulton New Energy Technology Co., Ltd. (“Guangzhou Aulton”) 廣州奧動新能源科技有限公 司 (i) (ii)	PRC/19 May 2016	RMB204,000,000/ RMB204,000,000	80%	–	Provision of battery- swapping services and battery-swapping operational services
Yunnan Aulton New Energy Technology Co., Ltd. 雲南奧動新能源科技有限公 司 (i) (ii)	PRC/21 January 2019	RMB60,000,000/ RMB60,000,000	100%	–	Provision of battery- swapping services and battery-swapping operational services
Chongqing Aulton New Energy Technology Co., Ltd. 重慶奧動新能源科技有限公 司 (i) (iii)	PRC/22 October 2020	RMB100,000,000/ RMB100,000,000	100%	–	Provision of battery- swapping services and battery-swapping operational services
Changchun Aulton New Energy Technology Co., Ltd. 長春奧動新能源科技有限公 司 (i) (ii)	PRC/15 January 2021	RMB10,000,000/ RMB10,000,000	100%	–	Provision of battery- swapping services and battery-swapping operational services

Notes:

- (i) These entities are all PRC limited liability companies. The English translation of the company names is for reference only. The official names of these companies are in Chinese.
- (ii) The financial statements for the years ended 31 December 2023, 2024 and 2025 prepared in accordance with the PRC GAAP were audited by Huaxing Certified Public Accountants LLP Guangdong Branch (華興會計師事務所(特殊普通合夥)廣東分所).
- (iii) The financial statements for the years ended 31 December 2023 and 2024 prepared in accordance with the PRC GAAP were audited by Huaxing Certified Public Accountants LLP Guangdong Branch (華興會計師事務所(特殊普通合夥)廣東分所). No audited financial statements have been prepared for the entity for the year ended 31 December 2025.

2 MATERIAL ACCOUNTING POLICY INFORMATION

(a) Basis of measurement

The measurement basis used in the preparation of the Historical Financial Information is the historical cost basis except that the financial assets measured at FVOCI and financial assets measured at FVPL are stated at their fair value as explained in Note 2(e).

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(b) Use of estimates and judgements

The preparation of the Historical Financial Information in conformity with IFRS Accounting Standards requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of IFRS Accounting Standards that have significant effect on the Historical Financial Information and major sources of estimation uncertainty are discussed in Note 3.

(c) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the Historical Financial Information from the date on which control commences until the date on which control ceases.

Intra-group balances and transactions, and any unrealised income and expenses (except for foreign currency transaction gains or losses) arising from intra-group transactions are eliminated. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

Changes in the Group’s interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

When the Group loses control of a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any resulting gain or loss is recognised in profit or loss. Any interest retained in that former subsidiary is measured at fair value when control is lost.

In the Company’s statements of financial position, an investment in a subsidiary is stated at cost less impairment losses (see Note 2(j)), unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale).

(d) Associates and joint ventures

An associate is an entity in which the Group or the Company has significant influence, but not control or joint control, over the financial and operating policies. A joint venture is an arrangement in which the Group or the Company has joint control, whereby the Group or the Company has the rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities.

An investment in an associate is accounted for using the equity method, unless it is classified as held for sale (or included in a disposal group classified as held for sale). They are initially recognised at cost, which includes transaction costs. Subsequently, the consolidated financial statements include the Group’s share of the profit or loss and other comprehensive income of those investees, until the date on which significant influence ceases.

When the Group’s share of losses exceeds its interest in the associate, the Group’s interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group’s interest is the carrying amount of the investment under the equity method, together with any other long-term interests that in substance form part of the Group’s net investment in the associate, after applying the expected credit loss (“ECL”) model to such other long-term interests where applicable.

Unrealised gains arising from transactions with equity-accounted investees are eliminated against the investment to the extent of the Group’s interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent there is no evidence of impairment.

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(e) Other investments in securities

The Group's policies for investments in equity securities, other than investments in subsidiaries, associates and joint ventures, are set out below.

Investments in securities are recognised/derecognised on the date the Group commits to purchase/sell the investment. The investments are initially stated at fair value plus directly attributable transaction costs, except for those investments measured at FVPL for which transaction costs are recognised directly in profit or loss. For an explanation of how the Group determines fair value of financial instruments, see Note 33(e). These investments are subsequently accounted for as follows, depending on their classification.

(i) Non-equity investments

Non-equity investments are classified into one of the following measurement categories:

- amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Expected credit losses, interest income calculated using the effective interest method (see Note 2(u)(ii)(b)), foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
- FVOCI — recycling, if the contractual cash flows of the investment comprise solely payments of principal and interest and the investment is held within a business model whose objective is achieved by both the collection of contractual cash flows and sale. Expected credit losses, interest income calculated using the effective interest method (see Note 2(u)(ii)(b)) and foreign exchange gains and losses are recognised in profit or loss and computed in the same manner as if the financial asset was measured at amortised cost. The difference between the fair value and the amortised cost is recognised in other comprehensive income ("OCI"). When the investment is derecognised, the amount accumulated in OCI is recycled from equity to profit or loss.
- FVPL if the investment does not meet the criteria for being measured at amortised cost or FVOCI (recycling). Changes in the fair value of the investment (including interest) are recognised in profit or loss.

(ii) Equity investments

An investment in equity securities is classified as FVPL, unless the investment is not held for trading purposes and on initial recognition the Group makes an irrevocable election to designate the investment at FVOCI (non-recycling) such that subsequent changes in fair value are recognised in OCI. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. If such election is made for a particular investment, at the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained earnings and not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVPL or FVOCI, are recognised in profit or loss as other income (see Note 2(u)(ii)(a)).

(f) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (see Note 2(j)(ii)).

The cost of self-constructed items of property, plant and equipment includes the cost of materials, direct labor, the initial estimate, where relevant, of the costs of dismantling and removing the items and restoring the site on which they are located, and an appropriate proportion of production overheads and borrowing costs (see Note 2(w)).

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components).

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

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Depreciation is calculated to write-off the cost of property, plant and equipment, less their estimated residual value, if any, using the straight-line method over their estimated useful lives, and is generally recognised in profit or loss. No depreciation is provided for in respect of construction in progress until it is completed and ready for its intended use.

The estimated useful lives are as follows:

Plants and buildings	20 years
Machineries for battery swapping stations	10 years
Other machineries	3-10 years
Batteries	5 years
Vehicles	4 years
Office equipment and others	3-5 years

Depreciation methods, useful lives and residual values are reviewed annually and adjusted if appropriate.

(g) Research and development costs

Research and development costs comprise all costs that are directly attributable to research and development activities or that can be allocated on a reasonable basis to such activities. Because of the nature of the Group’s research and development activities, the criteria for the recognition of such costs as an asset are generally not met until late in the development stage of the project when the remaining development costs are immaterial. Hence both research costs and development costs are generally recognised as expenses in the period in which they are incurred.

(h) Intangible assets

Intangible assets that are acquired by the Group and have finite useful lives are measured at costs less accumulated amortisation and any accumulated impairment losses (see Note 2(j)(ii)).

Amortisation is calculated to write-off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives, if any, and is generally recognised in profit or loss.

The estimated useful lives are as follows:

Software and others	5-10 years
-------------------------------	------------

Amortisation methods, useful lives and residual values are reviewed annually and adjusted if appropriate.

(i) Leased assets

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. This is the case if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

As a lessee

Where the contract contains lease component(s) and non-lease component(s), the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for leases that have a short lease term of 12 months or less and leases of low-value items. When the Group enters into a lease in respect of a low-value item, the Group decides whether to capitalise the lease on a lease-by-lease basis. If not capitalised, the associated lease payments are recognised in profit or loss on a systematic basis over the lease term.

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Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is recognised using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and are charged to profit or loss as incurred.

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses (see Note 2(j)(ii)).

Refundable deposits are accounted for separately from the right-of-use assets in accordance with the accounting policy applicable to investments in non-equity securities carried at amortised cost (see Notes 2(e)(i), 2(u)(ii)(b) and 2(j)(i)). Any excess of the nominal value over the initial fair value of the deposits is accounted for as additional lease payments made and is included in the cost of right-of-use assets.

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The lease liability is also remeasured when there is a lease modification, which means a change in the scope of a lease or the consideration for a lease that is not originally provided for in the lease contract, if such modification is not accounted for as a separate lease. In this case, the lease liability is remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of the modification.

In the consolidated statement of financial position, the current portion of long-term lease liabilities is determined as the present value of contractual payments that are due to be settled within twelve months after the reporting period.

The Group presents right-of-use assets and presents lease liabilities separately in the consolidated statements of financial position.

(j) Credit losses and impairment of assets

(i) Credit losses from financial instruments and contract assets

The Group recognises a loss allowance for ECLs on:

- financial assets measured at amortised cost (including cash and cash equivalents, trade receivables and other receivables, including those loans to associates and joint ventures that are held for the collection of contractual cash flows which represent solely payments of principal and interest);
- contract assets (see Note 2(l)); and
- non-equity securities measured at FVOCI (recycling) (see Note 2(e)(i)).

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Generally, credit losses are measured as the present value of all expected cash shortfalls between the contractual and expected amounts.

The expected cash shortfalls are discounted using the following rates if the effect is material:

- fixed-rate financial assets, and trade and other receivables: effective interest rate determined at initial recognition or an approximation thereof;
- variable-rate financial assets: current effective interest rate.

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The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

ECLs are measured on either of the following bases:

- 12-month ECLs: these are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months); and
- lifetime ECLs: these are the ECLs that result from all possible default events over the expected lives of the items to which the ECL model applies.

The Group measures loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-month ECLs:

- financial instruments that are determined to have low credit risk at each reporting date; and
- other financial instruments for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables and contract assets are always measured at an amount equal to lifetime ECLs.

Significant increases in credit risk

When determining whether the credit risk of a financial instrument has increased significantly since initial recognition and when measuring ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group’s historical experience and informed credit assessment, that includes forward-looking information.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 1 year past due.

The Group considers a financial asset to be in default when:

- the debtor is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or
- the financial asset is 4 years past due.

ECLs are remeasured at each reporting date to reflect changes in the financial instrument’s credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

Credit-impaired financial assets

At each reporting date, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable events:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or past due event;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- it is probable that the debtor will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties of the issuer.

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Write-off policy

The gross carrying amount of a financial asset is written off to the extent that there is no realistic prospect of recovery. This is generally the case when the Group otherwise determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

(ii) Impairment of other non-current assets

At each reporting date, the Group reviews the carrying amounts of its non-financial assets (other than inventories, contract assets and deferred tax assets) to determine whether there is any indication of impairment. If any such indication exists, then the asset’s recoverable amount is estimated.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash-generating units (“CGU”s).

The recoverable amount of an asset or CGU is the greater of its value in use (“VIU”) and its fair value less costs of disposal. VIU is based on the estimated future cash flows, 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 or CGU.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount.

Impairment losses are recognised in profit or loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

An impairment loss is reversed only to the extent that the resulting carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

(k) Inventories

Inventories are carried at the lower of cost and net realisable value.

Cost is calculated using the weighted average cost formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

(l) Contract assets and liabilities

A contract asset is recognised when the Group recognises revenue (see Note 2(u)(i)) before being unconditionally entitled to the consideration under the terms in the contract. Contract assets are assessed for ECLs (see Note 2(j)(i)) and are reclassified to receivables when the right to the consideration becomes unconditional (see Note 2(m)).

A contract liability is recognised when the customer pays non-refundable consideration before the Group recognises the related revenue (see Note 2(u)). A contract liability would also be recognised if the Group has an unconditional right to receive non-refundable consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised (see Note 2(m)).

When the contract includes a significant financing component, the contract balance includes interest accrued under the effective interest method (see Note 2(u)(ii)(b)).

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(m) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration and only the passage of time is required before payment of that consideration is due.

Trade receivables that do not contain a significant financing component are initially measured at their transaction price. Trade receivables that contain a significant financing component and other receivables are initially measured at fair value plus transaction costs. All receivables are subsequently stated at amortised cost (see Note 2(j)(i)).

(n) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and other short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Cash and cash equivalents are assessed for ECL (see Note 2(j)(i)).

(o) Trade and other payables

Trade and other payables are initially recognised at fair value. Subsequent to initial recognition, trade and other payables are stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at invoice amounts.

(p) Redemption liabilities

A contract that contains an obligation for the Company to purchase its own equity instruments for cash or another financial asset gives rise to a financial liability for the redemption amount, even if the Company’s obligation to purchase is conditional on the counterparty exercising a right to redeem. The redemption liability is measured at the highest redemption amount (on a present value basis) the Company could be required to pay from time to time. Any change in the carrying amount of the redemption liability arising from the remeasurement of the redemption amount is recognised in profit or loss. The then carrying amount of the redemption liability is reclassified to equity upon a termination of the counterparty’s redemption right.

(q) Interest-bearing borrowings

Interest-bearing borrowings are measured initially at fair value less transaction costs. Subsequently, these borrowings are stated at amortised cost using the effective interest method. Interest expense is recognised in accordance with Note 2(w).

(r) Employee benefits

(i) Short-term employee benefits and contributions to defined contribution retirement plan

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Pursuant to the relevant laws and regulations of the PRC, the Group participates in a defined contribution basic pension insurance in the social insurance system established and managed by government organisations. The Group makes contributions to basic pension insurance plans based on the applicable benchmarks and rates stipulated by the government. The local government authorities are responsible for the pension obligations payable to the retired employees covered under the defined contribution basic pension insurance. There are no forfeited contributions for the defined contribution basic pension insurance in the PRC social insurance system as the contributions are fully vested to the employees upon payment to the scheme.

Obligations for contributions to defined contribution retirement plans are expensed as the related service is provided.

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(ii) Share-based payments

The grant-date fair value of equity settled share-based payments granted to employees is measured using the Black-Scholes model, taking into account any transfer restrictions imposed on the vested equity instruments. The amount is generally recognised as an expense, with a corresponding increase in equity, over the vesting period of the awards. The amount recognised as an expense is adjusted to reflect the number of the awards for which the related vesting conditions are expected to be met, such that the amount ultimately recognised is based on the number of the awards that meet the related vesting conditions at the vesting date. The equity amount is recognised in the share-based payments reserve until the awards are forfeited, upon which the corresponding amount recognised is released directly to retained profits/accumulated losses.

(iii) Termination benefits

Termination benefits are expensed at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises costs for a restructuring.

(s) Income tax

Income tax expense comprises current tax and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in OCI.

Current tax comprises the estimated tax payable or receivable on the taxable income or loss for the year and any adjustments to the tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects any uncertainty related to income taxes. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax also includes any tax arising from dividends.

Current tax assets and liabilities are offset only if certain criteria are met.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and
- temporary differences related to investment in subsidiaries, associates and joint venture to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future.

The Group recognised deferred tax assets and deferred tax liabilities separately in relation to its lease liabilities and right-of-use assets.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans for individual subsidiaries in the Group. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if certain criteria are met.

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(t) Provisions and contingent liabilities

Generally provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessment of the time value of money and the risks specific to the liability.

A provision for warranties is recognised when the underlying products or services are sold, based on historical warranty data and a weighting of possible outcomes against their associated probabilities.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

Where some or all of the expenditure required to settle a provision is expected to be reimbursed by another party, a separate asset is recognised for any expected reimbursement that would be virtually certain. The amount recognised for the reimbursement is limited to the carrying amount of the provision.

(u) Revenue and other income

Income is classified by the Group as revenue when it arises from the provision of services, the sale of goods or the use by the others of the Group’s assets under leases in the ordinary course of the Group’s business.

Further details of the Group’s revenue and other income recognition policies are as follows:

(i) *Revenue from contracts with customers*

The Group is the principal for substantially all of its revenue transactions and recognises revenue on a gross basis. In determining whether the Group acts as a principal or as an agent, it considers whether it obtains control of the goods or services before they are transferred to the customers. Control refers to the Group’s ability to direct the use of and obtain substantially all of the remaining benefits from the goods or services. In limited revenue transactions, the Group acts as an agent and recognises revenue on a net basis.

Revenue is recognised when control over a product or service is transferred to the customer at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax (“VAT”) or other sales taxes and is after deduction of any trade discounts.

(a) *Revenue from provision of battery-swapping services through self-owned stations*

The Group operates self-owned battery-swapping stations by itself and generates revenue by providing battery-swapping services for electric vehicles (“EV(s)”). Revenue is recognised at a point in time when the related services have been rendered to customers.

(b) *Revenue from provision of battery-swapping solutions*

The Group generates revenue from provision of battery-swapping solutions by sales of equipment (including sales of battery-swapping modules and battery-swapping stations), as well as provision of battery-swapping operational services.

Sales of battery-swapping modules

The Group generates revenue from sales of battery-swapping modules, comprising battery boxes and frames, to EV manufacturers and battery manufacturers for use in battery-swapping packs. Revenue from sales of battery-swapping modules is recognised at a point in time when the control of the goods is transferred to the customers.

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Sales of battery-swapping stations

Revenue from sales of battery-swapping stations is recognised at a point in time when the control of the stations is transferred to the customers. Such customers retain operational revenues from their stations and undertake the costs associated with the operations.

Provision of battery-swapping operational services

The Group enters into a series of agreements with customers who have purchased battery-swapping stations (“Service Agreement(s)”), whereby these customers engage the Group to further provide professional operational support for their stations.

Revenues of battery-swapping operational services are derived from each Service Agreement, where the customers are required to pay platform service fees for use of the Group’s service platform. In addition, for those customers requiring more comprehensive operational support, they are required to pay management service fees for daily operation management, maintenance and customer service support.

Operational service fees are fixed or variable according to each Service Agreement, among which variable service fees are generally calculated as a percentage of the operating metrics of those battery-swapping stations. Such operational service fees are generally due and payable on a monthly basis as services are provided and revenue is recognised over time as services are rendered.

(c) *Others*

Other revenue mainly consists of sales of other products such as moulds, and other service fees such as battery usage fees. Revenue is recognised when the control of the goods is transferred or relevant services are rendered.

(ii) *Revenue from other sources and other income*

(a) *Dividends*

Dividend income is recognised in profit or loss on the date on which the Group’s right to receive payment is established.

(b) *Interest income*

Interest income is recognised using the effective interest method. The “effective interest rate” is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the financial asset. In calculating interest income, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired). However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

(c) *Government grants*

Government grants are recognised in the statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them.

Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred.

Grants that compensate the Group for the cost of an asset are deducted from the carrying amount of the asset and consequently are effectively recognised in profit or loss over the useful lives of the asset by way of reduced depreciation expense.

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(v) Translation of foreign currencies

Transactions in foreign currencies are translated into the respective functional currencies of group companies at the exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign currency differences are generally recognised in profit or loss.

(w) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

(x) Related parties

- (a) A person, or a close member of that person’s family, is related to the Group if 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 the Group’s parent.
- (b) An entity is related to the Group if any of the following conditions applies:
 - (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities 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.
 - (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).
 - (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 Group’s parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

(y) Segment reporting

Operating segments, and the amounts of each segment item reported in the Historical Financial Information, are identified from the financial information provided regularly to the Group’s most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group’s various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

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3 ACCOUNTING JUDGEMENT AND ESTIMATES

(a) Critical accounting judgements in applying the Group's accounting policies

(i) *Determining the lease term*

As explained in policy Note 2(i), the lease liability is initially recognised at the present value of the lease payments payable over the lease term. In determining the lease term at the commencement date for leases that include renewal options exercisable by the Group, the Group evaluates the likelihood of exercising the renewal options taking into account all relevant facts and circumstances that create an economic incentive for the Group to exercise the option, including favourable terms, leasehold improvements undertaken and the importance of that underlying asset to the Group's operation. The lease term is reassessed when there is a significant event or significant change in circumstance that is within the Group's control. Any increase or decrease in the lease term would affect the amount of lease liabilities and right-of-use assets recognised in future years.

(b) Sources of estimation uncertainty

Notes 30 and 33 contain information about the assumptions and their risk factors relating to fair value of options granted and financial instruments. Other key sources of estimation uncertainty in the process of applying the Group's accounting policies are as follows:

(i) *Impairment of property, plant and equipment and right-of-use assets*

Internal and external sources of information are reviewed at the end of each reporting period to assess whether there is any indication that property, plant and equipment and right-of-use assets may be impaired. If any such indication exists, the recoverable amount of the property, plant and equipment and right-of-use assets is estimated. Changes in facts and circumstances may result in revisions to the conclusion of whether an indication of impairment exists and revised estimates of recoverable amounts, which would affect profit or loss in future periods.

(ii) *Depreciation*

Property, plant and equipment and right-of-use assets, are depreciated on a straight-line basis over the estimated useful lives of the assets. The Group reviews the estimated useful lives of the assets regularly in order to determine the amount of depreciation expense to be recorded during any reporting period. The useful lives are based on the Group's historical experience with similar assets. The depreciation expense for future periods is adjusted if there are material changes from previous estimates.

(iii) *Provision for restoration costs*

As explained in Note 28, the Group makes provision for restoration costs based on the best estimate of the expected costs to be incurred upon expiry of the respective rental agreements, which are subject to uncertainty and might differ from the actual costs incurred. Any increase or decrease in the provision would affect profit or loss in future periods.

(iv) *Net realisable value of inventories*

Net realisable value of inventories is the estimated selling price in the ordinary course of business less estimated costs of completion and the estimated costs necessary to make the sale. These estimates are based on the current market conditions and the historical experience of selling products with similar nature. It could change significantly as a result of change in customer preference and technology development in response to the industry situation. Any change in the assumptions would increase or decrease the amount of inventories write-down or the related reversals of write-down made in prior years and affect the Group's net assets value and profit or loss. The Group reassesses these estimates at the end of each reporting period.

(v) *Warranty provisions*

As explained in Note 28, the Group makes provisions under the warranties it gives on sale of its equipment taking into account the Group's recent claim experience. As the Group is continually upgrading its product designs and launching new models, it is possible that the recent claim experience is not indicative of future claims that it will receive in respect of past sales. Any increase or decrease in the provision would affect profit or loss in future years.

(vi) *Expected credit losses for trade receivables and contract assets.*

The credit losses for trade receivables and contract assets are based on assumptions about the expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, which are based on the Group's past collection history, existing market conditions as well as forward looking estimates at the end of each reporting period. Changes in these assumptions and estimates could affect the result of the assessment and the Group may be necessary to make additional loss allowances in future periods.

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4 REVENUE AND SEGMENT REPORTING

(a) Revenue

The principal activities of the Group are provision of battery-swapping services through self-owned stations, sales of equipment, and provision of battery-swapping operational services in the PRC during the Track Record Period.

(i) Disaggregation of revenue

Disaggregation of revenue from contracts with customers by major products or service lines is as follows:

	Years ended 31 December			Four months ended 30 April	
	2023	2024	2025	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000 (unaudited)	RMB'000
Revenue from contracts with customers within the scope of IFRS 15					
Disaggregated by major business lines					
Battery-swapping operational solutions					
– Sales of equipment	519,174	267,999	150,083	43,185	82,818
– Battery-swapping operational services	86,925	84,728	66,702	26,171	20,235
– Others	20,686	26,804	24,844	5,564	4,858
	<u>626,785</u>	<u>379,531</u>	<u>241,629</u>	<u>74,920</u>	<u>107,911</u>
Battery-swapping services through self-owned stations .	<u>528,583</u>	<u>546,761</u>	<u>435,476</u>	<u>155,874</u>	<u>127,223</u>
	<u>1,155,368</u>	<u>926,292</u>	<u>677,105</u>	<u>230,794</u>	<u>235,134</u>
Disaggregated by timing of revenue recognition					
– Point in time	1,059,600	825,869	597,874	200,527	210,795
– Overtime	95,768	100,423	79,231	30,267	24,339
	<u>1,155,368</u>	<u>926,292</u>	<u>677,105</u>	<u>230,794</u>	<u>235,134</u>

(ii) Information about major customers

The Group’s customer base is diversified. For the year ended 31 December 2023, two customers contributed over 10% of the Group’s revenues in the amount of approximately RMB121,930,000 and RMB118,900,000, respectively. For the four months ended 30 April 2026, one customer contributed over 10% of the Group’s revenues in the amount of approximately RMB45,980,000. No other individual customer contributed over 10% of total revenue of the Group during the years ended 31 December 2024 and 2025 and the four months ended 30 April 2025. Details of concentrations of credit risk of the Group are set out in Note 33(a).

(iii) Revenue expected to be recognised in the future arising from contracts in existence at the reporting date

Contracts within the scope of IFRS 15

The Group has applied the practical expedient in paragraph 121(a) of IFRS 15 to its contracts with customers that had an original expected duration of one year or less and does not disclose the information related to the aggregated amount of the transaction price allocated to the remaining performance obligations.

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(b) Segment reporting

The directors of the Company have been identified as the Group’s most senior executive management. The Group manages its businesses as a whole by the most senior executive management for the purposes of resource allocation and performance assessment. Therefore, the Group has one operating segment. The Group’s most senior executive management reviews the Group’s consolidated results of operations in assessing performance of and making decisions about allocations to this segment. Accordingly, no reportable segment information is presented. As substantially all of the Group’s operations and assets are in the PRC, no geographic information is presented.

5 OTHER NET INCOME/(LOSSES)

	Years ended 31 December			Four months ended 30 April	
	2023	2024	2025	2025	2026
	RMB’000	RMB’000	RMB’000	RMB’000 (unaudited)	RMB’000
Government grants (i)	19,941	37,106	14,347	2,232	4,693
Interest income and investment income	17,403	9,824	5,222	2,447	784
(Losses)/gains on disposal of plant, property and equipment and right-of-use assets, net . .	(4,882)	(7,336)	(4,992)	(9,702)	5,563
Impairment losses on joint ventures	–	–	(510)	–	(686)
Gain/(loss) on disposal or liquidation of subsidiaries . . .	28	735	(1)	–	–
Net foreign exchange (losses)/gains	(124)	8	7	12	–
Others	(1,593)	380	4,401	391	362
	<u>30,773</u>	<u>40,717</u>	<u>18,474</u>	<u>(4,620)</u>	<u>10,716</u>

Note:

- (i) Government grants represent various forms of incentives and subsidies granted to the Group by the local government authorities in the PRC. There are no unfulfilled conditions and other contingencies related to subsidies that have been recognised during the years ended 31 December 2023, 2024 and 2025 and the four months ended 30 April 2025 and 2026.

6 LOSS BEFORE TAXATION

Loss before taxation is arrived at after charging:

	Years ended 31 December			Four months ended 30 April	
	2023	2024	2025	2025	2026
	RMB’000	RMB’000	RMB’000	RMB’000 (unaudited)	RMB’000
(a) Finance costs					
Interest on lease liabilities (Note 12)	18,639	17,777	13,853	5,185	2,769
Interest on loans and borrowings (Note 25)	8,887	6,806	2,619	1,642	1,818
Interest on trade payables . .	7,412	7,412	7,412	2,470	2,470
Interest on provisions for restoration costs	480	454	494	165	121
	<u>35,418</u>	<u>32,449</u>	<u>24,378</u>	<u>9,462</u>	<u>7,178</u>

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	Years ended 31 December			Four months ended 30 April	
	2023	2024	2025	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000 (unaudited)	RMB'000
(b) Staff costs (including directors’ emoluments)					
Salaries, wages and other benefits	325,013	295,789	207,850	88,172	56,101
Contributions to defined contribution retirement plan	25,476	21,347	15,610	5,850	3,951
Equity settled share-based payment expenses (Note 30)	4,494	2,478	15,014	2,798	16,171
	<u>354,983</u>	<u>319,614</u>	<u>238,474</u>	<u>96,820</u>	<u>76,223</u>
(c) Other items					
Amortisation (Note 13)	1,336	1,357	1,520	490	502
Depreciation					
– property, plant and equipment (Note 11)	190,505	199,796	151,539	55,428	41,451
– right-of-use assets (Note 12)	81,926	74,076	58,345	22,351	15,114
Cost of inventories (Note 18)	515,584	239,742	137,236	36,179	67,987
[REDACTED] expenses . . .	<u>[REDACTED]</u>	<u>[REDACTED]</u>	<u>[REDACTED]</u>	<u>[REDACTED]</u>	<u>[REDACTED]</u>

7 INCOME TAX IN THE CONSOLIDATED STATEMENTS OF PROFIT OR LOSS

(a) Taxation in the consolidated statements of profit or loss represents:

	Years ended 31 December			Four months ended 30 April	
	2023	2024	2025	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000 (unaudited)	RMB'000
Current tax — PRC income tax					
Provision for the year/period (Note 31(a))	4,485	1,141	1,828	438	5,688
Deferred tax					
Origination and reversal of temporary differences (Note 31(b))	(1,546)	(558)	(1,121)	(395)	(1,965)
	<u>2,939</u>	<u>583</u>	<u>707</u>	<u>43</u>	<u>3,723</u>

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(b) Reconciliation between tax expense and accounting loss at applicable tax rates:

	Years ended 31 December			Four months ended 30 April	
	2023	2024	2025	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000 (unaudited)	RMB'000
Loss before taxation	(652,529)	(418,340)	(306,717)	(103,290)	(87,709)
Notional tax on profit before taxation, calculated at the rates applicable to profits in the jurisdictions concerned (i)	(163,132)	(104,585)	(76,679)	(25,823)	(21,927)
Effect of preferential tax treatments on High and New Technology Enterprise (i) . . .	38,660	22,668	13,385	3,509	5,455
Effect of non-deductible expenses	42,766	19,557	449	103	100
Additional deduction for research and development expenses (ii)	(9,628)	(9,122)	(5,465)	(2,446)	(1,303)
Effect of tax losses not recognised	71,129	71,116	50,925	23,016	16,030
Effect of temporary difference not recognised	24,912	2,187	21,833	2,724	7,301
Effect of utilising tax losses previously not recognised . . .	(1,768)	(1,238)	(3,741)	(1,040)	(1,933)
Income tax expenses	2,939	583	707	43	3,723

Notes:

(i) The PRC corporate income tax

The provision for current income tax in the PRC is based on a statutory tax rate of 25% of the assessable profits of the PRC subsidiaries of the Group as determined in accordance with the Corporate Income Tax Law of the PRC and the respective regulations except for the Company and Shanghai Dianba.

The Company and Shanghai Dianba were certified as “High and New Technology Enterprises” and entitled to a preferential enterprise income tax rate of 15% for three calendar years, commencing on 12 November 2020 and 18 November 2020 respectively, and were certified for another three calendar years since 28 December 2023 and 12 December 2023 respectively.

Certain subsidiaries of the Group have been qualified as “Small and Low-Profit Enterprises” and were entitled to a preferential effective tax rate of 5% for the years ended 31 December 2023, 2024 and 2025 and the four months ended 30 April 2025 and 2026.

(ii) An additional 100% of the qualified research and development expenses incurred was allowed to be deducted from taxable income under the PRC Income Tax Law and relevant regulations.

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8 DIRECTORS’ EMOLUMENTS

Directors’ emoluments as recorded in the Historical Financial Information are set out below:

For the year ended 31 December 2023					
Directors’ and supervisors’ fees	Salaries, allowances and other benefits	Discretionary bonuses	Retirement scheme contributions	Equity settled share-based payments (i) (Note 30)	Total
RMB’000	RMB’000	RMB’000	RMB’000	RMB’000	RMB’000
Directors					
Mr. Cai Dongqing (“Mr. Cai”)	—	—	—	—	—
Mr. Zhang Jianping (“Mr. Zhang”)	—	1,005	—	569	1,574
Mr. Tang Dianqin	—	—	—	—	—
Mr. Chen Yukai	—	—	—	—	—
Ms. Chen Daijun	—	—	—	—	—
Ms. Ye Hui	—	—	—	—	—
Ms. Liu Luke	—	—	—	—	—
Mr. Wang Longfeng	—	—	—	—	—
Mr. Liang Yi	—	—	—	—	—
Supervisor					
Mr. Shi Yuyou	—	—	—	—	—
	—	1,005	—	569	1,574

For the year ended 31 December 2024					
Directors’ and supervisors’ fees	Salaries, allowances and other benefits	Discretionary bonuses	Retirement scheme contributions	Equity settled share-based payments (i) (Note 30)	Total
RMB’000	RMB’000	RMB’000	RMB’000	RMB’000	RMB’000
Directors					
Mr. Cai	—	—	—	—	—
Mr. Zhang	—	917	—	132	1,049
Mr. Tang Dianqin	—	—	—	—	—
Mr. Chen Yukai	—	—	—	—	—
Ms. Chen Daijun	—	—	—	—	—
Ms. Ye Hui	—	—	—	—	—
Ms. Liu Luke	—	—	—	—	—
Mr. Wang Longfeng	—	—	—	—	—
Mr. Liang Yi	—	—	—	—	—
Mr. Yin Yulong (appointed on 20 November 2024)	—	—	—	—	—
Supervisor					
Mr. Shi Yuyou	—	—	—	—	—
	—	917	—	132	1,049

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For the year ended 31 December 2025						
	Directors’ and supervisors’ fees	Salaries, allowances and other benefits	Discretionary bonuses	Retirement scheme contributions	Equity settled share-based payments (i) (Note 30)	Total
	RMB’000	RMB’000	RMB’000	RMB’000	RMB’000	RMB’000
Directors						
Mr. Cai	–	–	–	–	–	–
Mr. Zhang	–	168	–	–	1,318	1,486
Mr. Tang Dianqin (resigned on 25 October 2025)	–	–	–	–	–	–
Mr. Chen Yukai (resigned on 18 March 2025)	–	–	–	–	–	–
Ms. Chen Daijun (resigned on 18 March 2025)	–	–	–	–	–	–
Ms. Ye Hui (resigned on 18 March 2025)	–	–	–	–	–	–
Ms. Liu Luke (resigned on 18 March 2025)	–	–	–	–	–	–
Mr. Wang Longfeng (resigned on 18 March 2025)	–	–	–	–	–	–
Mr. Liang Yi (resigned on 18 March 2025)	–	–	–	–	–	–
Mr. Yin Yulong	–	–	–	–	–	–
Mr. Chen Shaowen (appointed on 25 October 2025)	–	108	32	4	138	282
Supervisors						
Mr. Shi Yuyou (resigned on 18 March 2025)	–	–	–	–	–	–
Mr. Lin Yanzhi (appointed on 19 March 2025)	–	343	112	20	220	695
Mr. He Liu (appointed on 19 March 2025 and resigned on 25 April 2025)	–	769	20	5	–	794
Ms. Liao Jiehua (appointed on 19 March 2025)	–	417	89	10	–	516
Mr. Cai Zhaozhan (appointed on 25 October 2025) (ii)	–	85	29	4	392	510
	–	1,890	282	43	2,068	4,283

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Four months ended 30 April 2025 (unaudited)

	Directors’ and supervisors’ fees	Salaries, allowances and other benefits	Discretionary bonuses	Retirement scheme contributions	Equity settled share-based payments (i) (Note 30)	Total
	RMB’000	RMB’000	RMB’000	RMB’000	RMB’000	RMB’000
Directors						
Mr. Cai	—	—	—	—	—	—
Mr. Zhang	—	168	—	—	127	295
Mr. Tang Dianqin . .	—	—	—	—	—	—
Mr. Chen Yukai (resigned on 18 March 2025) . .	—	—	—	—	—	—
Ms. Chen Daijun (resigned on 18 March 2025) . .	—	—	—	—	—	—
Ms. Ye Hui (resigned on 18 March 2025) . .	—	—	—	—	—	—
Ms. Liu Luke (resigned on 18 March 2025) . .	—	—	—	—	—	—
Mr. Wang Longfeng (resigned on 18 March 2025) . .	—	—	—	—	—	—
Mr. Liang Yi (resigned on 18 March 2025) . .	—	—	—	—	—	—
Mr. Yin Yulong	—	—	—	—	—	—
Supervisors						
Mr. Shi Yuyou (resigned on 18 March 2025) . .	—	—	—	—	—	—
Mr. Lin Yanzhi (appointed on 19 March 2025) . .	—	63	17	4	37	121
Mr. He Liu (appointed on 19 March 2025 and resigned on 25 April 2025) . . .	—	769	20	5	—	794
Ms. Liao Jiehua (appointed on 19 March 2025) . .	—	64	13	2	32	111
	—	1,064	50	11	196	1,321

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ACCOUNTANTS’ REPORT

Four months ended 30 April 2026

	Directors’ and supervisors’ fees	Salaries, allowances and other benefits	Discretionary bonuses	Retirement scheme contributions	Equity settled share-based payments (i) (Note 30)	Total
	RMB’000	RMB’000	RMB’000	RMB’000	RMB’000	RMB’000
Directors						
Mr. Cai	–	–	–	–	–	–
Mr. Zhang	–	–	–	–	–	–
Mr. Yin Yulong	–	–	–	–	–	–
Mr. Chen Shaowen . .	–	190	120	5	636	951
Supervisors						
Mr. Lin Yanzhi	–	140	85	8	367	600
Ms. Liao Jiehua (resigned on 18 March 2026) . .	–	25	–	1	–	26
Mr. Cai Zhaozhan . . .	–	150	93	5	856	1,104
Ms. Chen Yumin (appointed on 18 March 2026) . .	–	28	6	2	–	36
	–	533	304	21	1,859	2,717

Notes:

- (i) These represent the estimated value of options granted to the directors under the Group’s employee incentive schemes (the “Scheme”). The value of these options is measured according to the Group’s accounting policies for share-based payment transactions as set out in Note 2(r)(ii) and, in accordance with that policy, includes adjustments to reverse amounts accrued in previous years where grants of equity instruments are forfeited prior to vesting. The details of share-based payments, including the principal terms and number of options granted, are disclosed in Note 30.
- (ii) Mr. Cai Zhaozhan is one of the five individuals with the highest emoluments for the year ended 31 December 2025. The aggregate of the emoluments for services he rendered, including the period served as an employee prior to his appointment as a supervisor of the Company, amounted to RMB2,157,000.
- (iii) During the Track Record Period, there were no amounts paid or payable by the Group to the directors or any of the highest paid individuals set out in Note 9 below as an inducement to join or upon joining the Group or as a compensation for loss of office. There was no arrangement under which a director waived or agreed to waive any remuneration during the Track Record Periods.
- (iv) The directors confirmed that their emoluments shown above were paid and payable for their services in connection with the management of the affairs of the Company and the Group.

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ACCOUNTANTS’ REPORT

9 INDIVIDUALS WITH HIGHEST EMOLUMENTS

During the years ended 31 December 2023, 2024 and 2025 and the four months ended 30 April 2025 and 2026, of the five individuals with the highest emoluments, nil, nil, 2, 1 (unaudited) and 2 are director and supervisor whose emoluments are disclosed in Note 8.

The aggregate of the emoluments in respect of the other 5, 5, 3, 4 (unaudited) and 3 individuals are as follows:

	Years ended 31 December			Four months ended 30 April	
	2023	2024	2025	2025	2026
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i> (unaudited)	<i>RMB'000</i>
Salaries and other emoluments	7,999	5,636	2,318	1,492	650
Discretionary bonuses	2,364	1,012	422	140	240
Retirement scheme contributions	126	86	15	5	10
Equity settled share-based payments	1,186	216	6,137	219	2,344
	<u>11,675</u>	<u>6,950</u>	<u>8,892</u>	<u>1,856</u>	<u>3,244</u>

The emoluments of the above individuals with the highest emoluments are within the following bands:

	Years ended 31 December			Four months ended 30 April	
	2023	2024	2025	2025	2026
	Number of individuals	Number of individuals	Number of individuals	Number of individuals (unaudited)	Number of individuals
Nil to HK\$1,000,000	–	–	–	4	–
HK\$1,000,001 to HK\$1,500,000	–	2	1	–	2
HK\$1,500,001 to HK\$2,000,000	1	3	–	–	1
HK\$2,000,001 to HK\$2,500,000	3	–	–	–	–
HK\$2,500,001 to HK\$3,500,000	–	–	1	–	–
HK\$3,500,001 to HK\$4,000,000	–	–	–	–	–
HK\$4,000,001 to HK\$4,500,000	1	–	–	–	–
HK\$4,500,001 to HK\$5,000,000	–	–	1	–	–
	<u>5</u>	<u>5</u>	<u>3</u>	<u>4</u>	<u>3</u>

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ACCOUNTANTS’ REPORT

10 LOSS PER SHARE

(a) Basic loss per share

The calculation of basic loss per share during the Track Record Period is based on the loss attributable to ordinary equity shareholders of the Company and the weighted average number of ordinary shares in issue or deemed to be in issue during the Track Record Period.

As disclosed in Note 32(c), the Company was converted into a joint stock limited liability company and issued 951,207,879 shares with the par value of RMB1 each on 19 March 2025. For the purpose of computing basic loss per share, the weighted average number of ordinary shares deemed to be in issue before the Company’s conversion into a joint stock limited liability company was determined assuming the conversion into joint stock limited liability company had occurred on 1 January 2023, at the conversion ratio established in the conversion in March 2025.

Loss for the year/period attributable to ordinary equity shareholders of the Company

	Years ended 31 December			Four months ended 30 April	
	2023	2024	2025	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000 (unaudited)	RMB'000
Loss for the year/period attributable to all equity shareholders of the Company	(618,403)	(381,620)	(263,806)	(91,046)	(80,265)
Allocation of loss for the year/period attributable to ordinary shares with redemption rights (Note 26)	201,049	50,509	—	—	—
Loss for the year/period attributable to ordinary equity shareholders of the Company	<u>(417,354)</u>	<u>(331,111)</u>	<u>(263,806)</u>	<u>(91,046)</u>	<u>(80,265)</u>

Weighted average number of ordinary shares (deemed to be) in issue

	Years ended 31 December			Four months ended 30 April	
	2023	2024	2025	2025	2026
	No. of shares '000	No. of shares '000	No. of shares '000	No. of shares '000 (unaudited)	No. of shares '000
Ordinary shares (deemed to be) in issue at 1 January	951,208	951,208	951,208	951,208	951,208
Effect of the ordinary shares with redemption rights (Note 26)	(309,248)	(125,896)	—	—	—
Weighted average number of ordinary shares (deemed to be) in issue at 31 December/ 30 April	<u>641,960</u>	<u>825,312</u>	<u>951,208</u>	<u>951,208</u>	<u>951,208</u>

(b) Diluted loss per share

Ordinary shares with redemption rights (Note 26) were not included in the calculation of diluted loss per share as their inclusion would have been anti-dilutive. Accordingly, diluted loss per share for the years ended 31 December 2023, 2024 and 2025 and the four months ended 30 April 2025 and 2026 are the same as basic loss per share for the respective years/periods.

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ACCOUNTANTS’ REPORT

11 PROPERTY, PLANT AND EQUIPMENT

The Group:

	Plants and buildings	Machineries for battery swapping stations	Batteries	Other machineries	Vehicles	Office equipment and others	Construction in progress	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Cost:								
At 1 January 2023	91,237	719,930	533,347	161,974	7,056	27,803	280,688	1,822,035
Additions	–	–	116,866	10,683	1,351	9,174	49,949	188,023
Transfer from construction in progress	–	153,871	–	–	–	–	(153,871)	–
Transfer to construction in progress	–	(59,443)	–	–	–	–	43,377	(16,066)
Transfer to inventory	–	(9,293)	–	–	–	–	–	(9,293)
Effect of government grants	–	(38,140)	–	–	–	–	(8,938)	(47,078)
Disposals	–	(5,112)	(11,759)	(3,395)	(1,241)	(3,767)	(16,689)	(41,963)
At 31 December 2023 and 1 January 2024	91,237	761,813	638,454	169,262	7,166	33,210	194,516	1,895,658
Additions	–	–	92,342	2,265	2,040	2,164	26,000	124,811
Transfer from construction in progress	–	72,279	–	–	–	–	(72,279)	–
Transfer to construction in progress	–	(73,592)	–	–	–	–	36,001	(37,591)
Transfer to inventory	–	(1,425)	–	–	–	–	–	(1,425)
Effect of government grants	–	(12,677)	–	–	–	–	–	(12,677)
Disposals	–	(65,756)	(123,039)	(6,926)	(996)	(3,841)	(16,188)	(216,746)
At 31 December 2024 and 1 January 2025	91,237	680,642	607,757	164,601	8,210	31,533	168,050	1,752,030
Additions	–	–	21,188	5,398	133	4,696	45,891	77,306
Reclassification	–	–	–	–	6,076	(6,076)	–	–
Transfer from construction in progress	–	85,372	–	–	–	1,196	(86,568)	–
Transfer to construction in progress	–	(80,685)	–	–	–	–	50,313	(30,372)
Transfer to inventory	–	(1,182)	–	–	–	–	–	(1,182)
Effect of government grants	–	(1,737)	–	–	–	–	–	(1,737)
Disposals	–	(18,074)	(86,804)	(15,397)	(2,380)	(7,764)	(8,923)	(139,342)
At 31 December 2025 and 1 January 2026	91,237	664,336	542,141	154,602	12,039	23,585	168,763	1,656,703
Additions	–	–	55,839	–	–	–	4,834	60,673
Transfer from construction in progress	–	15,681	–	1,657	–	–	(17,338)	–
Transfer to construction in progress	–	(31,068)	–	–	–	–	2,435	(28,633)
Transfer to inventory	–	(36,197)	(41,083)	–	–	–	–	(77,280)
Disposals	–	(24,989)	(63,112)	–	(904)	(381)	(15,297)	(104,683)
At 30 April 2026	91,237	587,763	493,785	156,259	11,135	23,204	143,397	1,506,780
Accumulated depreciation:								
At 1 January 2023	(19,619)	(126,443)	(182,901)	(74,696)	(5,845)	(13,221)	–	(422,725)
Charge for the year	(2,077)	(49,281)	(99,877)	(34,381)	(1,277)	(3,612)	–	(190,505)
Transfer to construction in progress	–	16,066	–	–	–	–	–	16,066
Transfer to inventory	–	924	–	–	–	–	–	924
Written back on disposals	–	4,468	8,523	2,465	1,179	277	–	16,912
At 31 December 2023 and 1 January 2024	(21,696)	(154,266)	(274,255)	(106,612)	(5,943)	(16,556)	–	(579,328)
Charge for the year	(2,077)	(58,869)	(112,908)	(19,985)	(1,931)	(4,026)	–	(199,796)
Transfer to construction in progress	–	26,875	–	–	–	–	–	26,875
Transfer to inventory	–	513	–	–	–	–	–	513
Written back on disposals	–	57,959	36,644	4,522	930	1,708	–	101,763

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ACCOUNTANTS’ REPORT

	Plants and buildings	Machineries for battery swapping stations	Batteries	Other machineries	Vehicles	Office equipment and others	Construction in progress	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 31 December 2024 and 1 January 2025 . . .	(23,773)	(127,788)	(350,519)	(122,075)	(6,944)	(18,874)	–	(649,973)
Charge for the year	(2,077)	(51,178)	(83,298)	(11,374)	(1,588)	(2,024)	–	(151,539)
Reclassification	–	–	–	–	(1,978)	1,978	–	–
Transfer to construction in progress	–	30,372	–	–	–	–	–	30,372
Transfer to inventory	–	417	–	–	–	–	–	417
Written back on disposals	–	11,774	72,963	13,349	1,666	2,724	–	102,476
At 31 December 2025 and 1 January 2026 . . .	(25,850)	(136,403)	(360,854)	(120,100)	(8,844)	(16,196)	–	(668,247)
Charge for the period	(692)	(14,740)	(21,586)	(3,721)	(312)	(400)	–	(41,451)
Transfer to construction in progress	–	18,676	–	–	–	–	–	18,676
Transfer to inventory	–	19,017	31,583	–	–	–	–	50,600
Written back on disposals	–	19,535	57,230	–	643	26	–	77,434
At 30 April 2026	(26,542)	(93,915)	(293,627)	(123,821)	(8,513)	(16,570)	–	(562,988)
Impairment:								
At 1 January 2023	–	(106,160)	–	–	–	–	(3,490)	(109,650)
Additions	–	(25,647)	–	–	–	–	(16,204)	(41,851)
Written back on disposals	–	412	–	–	–	–	4,816	5,228
At 31 December 2023 and 1 January 2024 . . .	–	(131,395)	–	–	–	–	(14,878)	(146,273)
Additions	–	(11,809)	–	–	–	–	(1,012)	(12,821)
Transfer to construction in progress	–	10,716	–	–	–	–	–	10,716
Written back on disposals	–	5,358	–	–	–	–	9,752	15,110
At 31 December 2024 and 1 January 2025 . . .	–	(127,130)	–	–	–	–	(6,138)	(133,268)
Additions	–	(29,972)	(1,891)	–	–	–	(32,146)	(64,009)
Written back on disposals	–	5,460	–	–	–	–	7,677	13,137
At 31 December 2025 and 1 January 2026 . . .	–	(151,642)	(1,891)	–	–	–	(30,607)	(184,140)
Additions	–	(4,959)	–	–	–	–	(23,788)	(28,747)
Transfer to construction in progress	–	9,957	–	–	–	–	–	9,957
Written back on disposals	–	5,434	852	–	–	–	8,653	14,939
At 30 April 2026	–	(141,210)	(1,039)	–	–	–	(45,742)	(187,991)
Net book value:								
At 30 April 2026	64,695	352,638	199,119	32,438	2,622	6,634	97,655	755,801
At 31 December 2025	65,387	376,291	179,396	34,502	3,195	7,389	138,156	804,316
At 31 December 2024	67,464	425,724	257,238	42,526	1,266	12,659	161,912	968,789
At 31 December 2023	69,541	476,152	364,199	62,650	1,223	16,654	179,638	1,170,057

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The Company:

	Machineries for battery swapping stations	Batteries	Vehicles	Office equipment and others	Construction in progress	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Cost:						
At 1 January 2023	4,339	74	271	6,319	81	11,084
Additions	–	–	–	–	806	806
Disposals	(4,339)	–	–	(1,135)	(116)	(5,590)
At 31 December 2023 and 1 January 2024	–	74	271	5,184	771	6,300
Additions	–	–	353	1,294	4,149	5,796
Transfer from construction in progress	3,870	–	–	–	(3,870)	–
Disposals	–	–	–	(659)	–	(659)
At 31 December 2024 and 1 January 2025	3,870	74	624	5,819	1,050	11,437
Additions	–	522	125	11	146	804
Transfer from construction in progress	–	–	–	1,196	(1,196)	–
Disposals	–	–	–	(502)	–	(502)
At 31 December 2025 and 1 January 2026	3,870	596	749	6,524	–	11,739
Additions	–	–	–	–	102	102
At 30 April 2026	3,870	596	749	6,524	102	11,841
Accumulated depreciation:						
At 1 January 2023	–	(32)	(157)	(2,522)	–	(2,711)
Charge for the year	–	(13)	(64)	(557)	–	(634)
Written back on disposals . . .	–	–	–	85	–	85
At 31 December 2023 and 1 January 2024	–	(45)	(221)	(2,994)	–	(3,260)
Charge for the year	(287)	(13)	(73)	(818)	–	(1,191)
Written back on disposals . . .	–	–	–	659	–	659
At 31 December 2024 and 1 January 2025	(287)	(58)	(294)	(3,153)	–	(3,792)
Charge for the year	(691)	(92)	(96)	(1,026)	–	(1,905)
Written back on disposals . . .	–	–	–	312	–	312
At 31 December 2025 and 1 January 2026	(978)	(150)	(390)	(3,867)	–	(5,385)
Charge for the period	(229)	(34)	(38)	(279)	–	(580)
At 30 April 2026	(1,207)	(184)	(428)	(4,146)	–	(5,965)
Net book value:						
At 30 April 2026	2,663	412	321	2,378	102	5,876
At 31 December 2025	2,892	446	359	2,657	–	6,354
At 31 December 2024	3,583	16	330	2,666	1,050	7,645
At 31 December 2023	–	29	50	2,190	771	3,040

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Impairment losses

During the Track Record Period, the Group’s operating results of battery-swapping business in certain cities were worse than expected. As at the end of each reporting period, in view of the unfavourable future prospects of battery-swapping business in each of those cities (CGUs), the management of the Group has conducted impairment tests with the assistance of an independent valuer, Jones Lang LaSalle Corporate Appraisal and Advisory Limited (“JLL”).

The estimated recoverable amount of each of the CGUs that includes property, plant and equipment and right-of use assets with impairment indications were based on the fair value less cost of disposal based on the cost approach, or value-in-use calculations using cash flow projections of the relevant CGUs derived from the most recent financial forecast approved by the management covering the remaining useful lives of battery-swapping stations in the relevant CGUs, which is higher.

Where the recoverable amount is determined based on the fair value less cost of disposal, significant unobservable inputs used in the fair value measurement include functional obsolescence, economic obsolescence and cost of disposal. The fair value on which the recoverable amount is based on its categorised as Level 3 measurement.

Where the recoverable amount is determined based on value-in-use calculations, the cash flows are discounted using a discount rate of 14.49% to 16.58% and 17.48% as at 31 December 2025 and 30 April 2026, respectively. The discount rate used is pre-tax and reflects specific risks relating to the relevant CGUs.

As at 31 December 2023, 2024, 2025 and 30 April 2026, the carrying amount of certain CGUs exceeds their recoverable amount. Therefore, impairment losses of RMB41,851,000, RMB12,821,000, RMB64,009,000 and RMB28,747,000 were recognised in “impairment losses on property, plant and equipment” in the consolidated statements of profit or loss.

12 RIGHT-OF-USE ASSETS

The Group:

	Plants and buildings	Land	Batteries	Total
	RMB'000	RMB'000	RMB'000	RMB'000
Cost:				
At 1 January 2023	52,832	546,155	2,815	601,802
Additions	174	51,628	–	51,802
Disposals	(380)	(43,237)	–	(43,617)
At 31 December 2023 and 1 January 2024	52,626	554,546	2,815	609,987
Additions	4,105	29,721	–	33,826
Disposals	(44,803)	(36,827)	–	(81,630)
At 31 December 2024 and 1 January 2025	11,928	547,440	2,815	562,183
Additions	299	29,966	–	30,265
Disposals	(3,569)	(128,592)	–	(132,161)
At 31 December 2025 and 1 January 2026	8,658	448,814	2,815	460,287
Additions	42	14,986	–	15,028
Disposals	(331)	(27,193)	–	(27,524)
At 30 April 2026	8,369	436,607	2,815	447,791
Accumulated depreciation:				
At 1 January 2023	(17,808)	(125,686)	(156)	(143,650)
Charge for the year	(16,162)	(65,295)	(469)	(81,926)
Disposals	294	22,294	–	22,588
At 31 December 2023 and 1 January 2024	(33,676)	(168,687)	(625)	(202,988)
Charge for the year	(10,653)	(62,954)	(469)	(74,076)
Disposals	39,290	24,823	–	64,113

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	Plants and buildings	Land	Batteries	Total
	RMB'000	RMB'000	RMB'000	RMB'000
At 31 December 2024 and 1 January 2025	(5,039)	(206,818)	(1,094)	(212,951)
Charge for the year	(1,712)	(56,164)	(469)	(58,345)
Disposals	2,401	65,145	–	67,546
At 31 December 2025 and 1 January 2026	(4,350)	(197,837)	(1,563)	(203,750)
Charge for the period	(501)	(14,457)	(156)	(15,114)
Disposals	113	8,847	–	8,960
At 30 April 2026	(4,738)	(203,447)	(1,719)	(209,904)
Net book value:				
At 30 April 2026	3,631	233,160	1,096	237,887
At 31 December 2025	4,308	250,977	1,252	256,537
At 31 December 2024	6,889	340,622	1,721	349,232
At 31 December 2023	18,950	385,859	2,190	406,999

The Company:

	Plants and buildings
	RMB'000
Cost:	
At 1 January 2023, 31 December 2023 and 1 January 2024	25,013
Additions	3,071
Disposals	(25,013)
At 31 December 2024 and 1 January 2025	3,071
Additions	40
At 31 December 2025, 1 January 2026 and 30 April 2026	3,111
Accumulated depreciation:	
At 1 January 2023	(6,849)
Charge for the year	(8,137)
At 31 December 2023 and 1 January 2024	(14,986)
Charge for the year	(4,608)
Disposals	19,441
At 31 December 2024 and 1 January 2025	(153)
Charge for the year	(624)
At 31 December 2025 and 1 January 2026	(777)
Charge for the period	(208)
At 30 April 2026	(985)
Net book value:	
At 30 April 2026	2,126
At 31 December 2025	2,334
At 31 December 2024	2,918
At 31 December 2023	10,027

The Group has obtained the right to use other properties as its offices space and battery-swapping station sites through tenancy agreements. These leases typically run for an initial period of 5 to 10 years. Lease payments are usually increased every 1 to 3 years to reflect market rentals.

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Some leases include an option to renew the lease for an additional period after the end of the contract term. Where practicable, the Group seeks to include such extension options exercisable by the Group to provide operational flexibility. The Group assesses at lease commencement date whether it is reasonably certain to exercise the extension options. If the Group is not reasonably certain to exercise the extension options, the future lease payments during the extension periods are not included in the measurement of lease liabilities.

The analysis of expense items in relation to leases recognised in profit or loss is as follows:

	Years ended 31 December			Four months ended 30 April	
	2023	2024	2025	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000 (unaudited)	RMB'000
Interest on lease liabilities (Note 6(a))	18,639	17,777	13,853	5,185	2,769
Expense relating to short-term leases	2,285	5,714	5,419	2,046	1,942
Expense relating to leases of variable lease payments not included in the measurement of lease liabilities	4,233	1,414	2,876	961	1,025

Details of total cash outflow for leases and the maturity analysis of lease liabilities are set out in Notes 23(d) and 27, respectively.

13 INTANGIBLE ASSETS

The Group:

	Software and others
	RMB'000
Cost:	
At 1 January 2023	5,552
Additions	4,005
At 31 December 2023 and 1 January 2024	9,557
Additions	966
At 31 December 2024 and 1 January 2025	10,523
Additions	92
At 31 December 2025, 1 January 2026 and 30 April 2026	10,615
Accumulated amortisation:	
At 1 January 2023	(2,184)
Charge for the year	(1,336)
At 31 December 2023 and 1 January 2024	(3,520)
Charge for the year	(1,357)
At 31 December 2024 and 1 January 2025	(4,877)
Charge for the year	(1,520)
At 31 December 2025 and 1 January 2026	(6,397)
Charge for the period	(502)
At 30 April 2026	(6,899)

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	Software and others
	RMB’000
Net book value:	
At 30 April 2026	3,716
At 31 December 2025	4,218
At 31 December 2024	5,646
At 31 December 2023	6,037

The amortisation charge for the years ended 31 December 2023, 2024 and 2025 and the four months ended 30 April 2026 is included in “cost of revenue” and “administrative expenses” in the consolidated statements of profit or loss.

The Company:

	Software and others
	RMB’000
Cost:	
At 1 January 2023	1,290
Additions	3,907
At 31 December 2023 and 1 January 2024	5,197
Additions	759
At 31 December 2024 and 1 January 2025	5,956
Additions	92
At 31 December 2025, 1 January 2026 and 30 April 2026	6,048
Accumulated amortisation:	
At 1 January 2023	(1,010)
Charge for the year	(931)
At 31 December 2023 and 1 January 2024	(1,941)
Charge for the year	(941)
At 31 December 2024 and 1 January 2025	(2,882)
Charge for the year	(1,076)
At 31 December 2025 and 1 January 2026	(3,958)
Charge for the period	(354)
At 30 April 2026	(4,312)
Net book value:	
At 30 April 2026	1,736
At 31 December 2025	2,090
At 31 December 2024	3,074
At 31 December 2023	3,256

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14 INVESTMENT IN SUBSIDIARIES

The Company:

	As at 31 December			As at 30 April
	2023	2024	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000
Investments in subsidiaries at cost (i)	1,263,177	1,269,977	1,383,000	1,387,438
Less: impairment (ii)	(706,575)	(707,945)	(743,981)	(754,506)
	<u>556,602</u>	<u>562,032</u>	<u>639,019</u>	<u>632,932</u>

Notes:

- (i) Details of the principal subsidiaries of the Group are set out in Note 1(c).
- (ii) As at 31 December 2023, 2024 and 2025 and 30 April 2026, in view of the continuous loss-making situation of certain subsidiaries, there was an indication that the investments in such subsidiaries may suffer an impairment loss. The management of the Company has conducted impairment tests with the assistance of JLL. The recoverable amounts of the investments in such subsidiaries is determined based on VIU calculations by using cash flows projections of the subsidiaries derived from the most recent financial forecasts approved by the management. The pre-tax discount rates range from 13.59% to 13.86%, 13.07% to 13.38%, 12.60% to 14.16%, 13.54% to 14.45%, respectively, impairment losses of investment in subsidiaries of RMB32,412,000, RMB1,370,000, RMB36,381,000 and RMB10,525,000 were recognised by the Company during the years ended 31 December 2023, 2024 and 2025 and the four months ended 30 April 2026, respectively.

The following table lists out the information relating to a subsidiary of the Group which has a material non-controlling interest (“NCI”). The summarised financial information presented below represents the amounts before any inter-company elimination.

	Beijing Aulton			
	As at 31 December			As at 30 April
	2023	2024	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000
NCI percentage	30%	30%	30%	30%
Current assets	70,646	148,443	45,438	75,952
Non-current assets	390,560	311,757	360,210	316,052
Current liabilities	(565,256)	(679,266)	(752,606)	(777,836)
Non-current liabilities	(82,210)	(60,653)	(51,539)	(46,616)
Net liabilities	(186,260)	(279,719)	(398,497)	(432,448)
Carrying amount of NCI	(55,878)	(83,916)	(119,549)	(129,734)
Revenue	140,273	131,473	86,955	24,127
Loss for the year/period	(101,930)	(93,461)	(118,776)	(33,949)
Total comprehensive income	(101,930)	(93,461)	(118,776)	(33,949)
Loss allocated to NCI	(30,579)	(28,038)	(35,633)	(10,185)
Cash flows generated from/(used in)				
operating activities	46,043	100,269	(3,974)	15,331
Cash flows (used in)/generated from				
investing activities	(14,606)	(4,985)	(86,851)	6,241
Cash flows used in financing activities	(22,190)	(22,158)	(15,412)	(5,393)

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15 INTERESTS IN JOINT VENTURES AND ASSOCIATES

The Group:

	As at 31 December			As at 30 April
	2023	2024	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000
Share of net assets:				
– Joint ventures	14,759	27,405	24,167	21,105
– Associates	4,500	4,428	3,930	4,058
	<u>19,259</u>	<u>31,833</u>	<u>28,097</u>	<u>25,163</u>

The Company:

	As at 31 December			As at 30 April
	2023	2024	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000
Share of net assets:				
– Joint ventures	14,690	6,224	3,909	800
– Associates	4,500	4,428	3,930	4,058
	<u>19,190</u>	<u>10,652</u>	<u>7,839</u>	<u>4,858</u>

There is no joint venture or associate that is individually material to the Group. Aggregate financial information in respect of the Group’s shares of these joint ventures’ and associates’ results is set out in the consolidated statements of profit or loss.

16 OTHER NON-CURRENT FINANCIAL ASSETS

The Group and the Company:

	As at 31 December			As at 30 April
	2023	2024	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000
Equity securities designated at FVOCI (non-recycling)				
– Unlisted equity securities				
(Note (i))	24,732	25,444	25,958	31,261
Certificates of deposit	–	–	20,000	20,000
	<u>24,732</u>	<u>25,444</u>	<u>45,958</u>	<u>51,261</u>

Note:

- (i) The Group held unlisted equity investment in an entity. The entity is incorporated in the PRC. The Group designated its investment in unlisted equity securities at FVOCI (non-recycling), as the investment is held for strategic purposes.

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17 OTHER NON-CURRENT ASSETS

The Group:

	As at 31 December			As at 30 April
	2023	2024	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000
Prepayment for property, plant and equipment	8,560	7,823	90,528	33,506
Rental deposits – non-current	7,764	8,426	7,142	6,579
Other long-term prepayments	6,000	–	14,486	18,558
	<u>22,324</u>	<u>16,249</u>	<u>112,156</u>	<u>58,643</u>

The Company:

	As at 31 December			As at 30 April
	2023	2024	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000
Prepayment for property, plant and equipment	2,483	3,346	3,838	3,862
Other long-term prepayments	6,000	–	14,486	18,558
	<u>8,483</u>	<u>3,346</u>	<u>18,324</u>	<u>22,420</u>

18 INVENTORIES

(a) Inventories in the consolidated statements of financial position comprise:

The Group:

	As at 31 December			As at 30 April
	2023	2024	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000
Raw materials	116,125	104,417	82,975	84,883
Work in progress	8,064	7,993	10,459	8,957
Finished goods	48,280	58,953	27,675	23,464
Goods in transit	47,777	32,962	17,787	8,612
	<u>220,246</u>	<u>204,325</u>	<u>138,896</u>	<u>125,916</u>

The Company:

	As at 31 December			As at 30 April
	2023	2024	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000
Goods in transit	<u>33,325</u>	<u>25,071</u>	<u>12,971</u>	<u>12,290</u>

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- (b) The analysis of the amount of inventories recognised as an expense and included in profit or loss is as follows:

The Group:

	Year ended 31 December			Four months ended 30 April	
	2023	2024	2025	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000 (unaudited)	RMB'000
Carrying amount of					
inventories sold	504,885	230,782	123,924	32,902	56,507
Write-down of inventories	10,699	8,960	13,312	3,277	11,480
	<u>515,584</u>	<u>239,742</u>	<u>137,236</u>	<u>36,179</u>	<u>67,987</u>

19 CONTRACT ASSETS AND CONTRACT LIABILITIES

- (a) Contract assets

The Group:

	As at 31 December			As at 30 April
	2023	2024	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000
Arising from performance under				
sales of battery-swapping stations,				
net of loss allowance	<u>20,520</u>	<u>1,296</u>	<u>2,690</u>	<u>2,608</u>

The Company:

	As at 31 December			As at 30 April
	2023	2024	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000
Arising from performance under				
sales of battery-swapping stations,				
net of loss allowance	<u>3,628</u>	<u>1,206</u>	<u>2,204</u>	<u>2,176</u>

Contract assets relate to the Group’s rights to consideration for performance obligations that have been satisfied but not billed, primarily from sales of battery-swapping equipment. Contract assets are transferred to receivables when the right to payment becomes unconditional, other than the passage of time.

Typically, for sales of battery-swapping stations, the Group agrees to a one-year warranty period with 5% of the contract amount to be received when the warranty period expires. This amount is included in contract assets before the end of the warranty period.

All of the contract assets are expected to be recovered within one year.

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(b) Contract liabilities

The Group:

	As at 31 December			As at 30 April
	2023	2024	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000
Advanced payment received from customers	45,369	17,080	14,472	10,763

The Company:

	As at 31 December			As at 30 April
	2023	2024	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000
Advanced payment received from customers	21,942	8,245	6,590	3,937

Movements in contract liabilities:

The Group:

	As at 31 December			As at 30 April
	2023	2024	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000
Balance at 1 January	44,919	45,369	17,080	14,472
Decrease in contract liabilities as a result of recognising revenue during the year/period that was included in the contract liabilities at the beginning of the year/period	(41,221)	(39,124)	(16,769)	(11,904)
Increase in contract liabilities as a result of receipts in advance	41,671	10,835	14,161	8,195
Balance at 31 December/30 April . .	45,369	17,080	14,472	10,763

The Company:

	As at 31 December			As at 30 April
	2023	2024	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000
Balance at 1 January	39,387	21,942	8,245	6,590
Decrease in contract liabilities as a result of recognising revenue during the year/period that was included in the contract liabilities at the beginning of the year/period	(35,689)	(15,697)	(7,934)	(4,022)
Increase in contract liabilities as a result of receipts in advance	18,244	2,000	6,279	1,369
Balance at 31 December/30 April . .	21,942	8,245	6,590	3,937

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20 TRADE AND OTHER RECEIVABLES AND PREPAYMENT

(a) Trade and other receivables

The Group:

	As at 31 December			As at 30 April
	2023	2024	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000
Trade receivables, net of loss allowance				
– Third parties	272,853	153,211	130,707	165,045
– Related parties	30,059	12,826	23,480	29,925
	302,912	166,037	154,187	194,970
Bills receivable	–	100	10	10
Other receivables and deposits, net of loss allowance	36,595	21,991	50,646	46,270
Value-added tax recoverable	23,576	20,625	18,728	22,986
Other current assets	–	6,000	–	–
	363,083	214,753	223,571	264,236

The Company:

	As at 31 December			As at 30 April
	2023	2024	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000
Trade receivables, net of loss allowance				
– Third parties	51,675	58,764	64,436	62,608
– Related parties	27,438	3,733	15,721	22,059
	79,113	62,497	80,157	84,667
Amounts due from subsidiaries . . .	1,843,778	1,783,582	1,677,996	1,752,439
Other receivables and deposits, net of loss allowance	18,142	13,165	39,578	40,490
Other current assets	–	6,000	–	–
	1,941,033	1,865,244	1,797,731	1,877,596

All of the trade and other receivables are expected to be recovered or recognised as expenses within one year or are recovered on demand.

The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

For the years ended 31 December 2023, 2024 and 2025 and the four months ended 30 April 2025 and 2026, an impairment loss of other receivables of nil, nil, RMB15,200,000, nil (unaudited) and RMB2,400,000 was recognised in profit or loss respectively.

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Ageing analysis:

An ageing analysis of the trade receivables as at the end of each of the Track Record Period, based on the invoice date and net of loss allowance, is as follows:

The Group:

	As at 31 December			As at 30 April
	2023	2024	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000
Within 1 year	299,755	128,448	113,696	161,418
Over 1 year but within 2 years	261	35,782	38,364	28,404
Over 2 years but within 3 years	2,627	171	1,921	5,148
Over 3 years but within 4 years	269	1,636	206	–
	<u>302,912</u>	<u>166,037</u>	<u>154,187</u>	<u>194,970</u>

The Company:

	As at 31 December			As at 30 April
	2023	2024	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000
Within 1 year	79,113	27,613	62,598	66,427
Over 1 year but within 2 years	–	34,884	15,675	17,480
Over 2 years but within 3 years	–	–	1,884	760
	<u>79,113</u>	<u>62,497</u>	<u>80,157</u>	<u>84,667</u>

The Group grants different credit period to its customers of different business lines. Further details on the Group’s credit policy and credit risk arising from trade receivables are set out in Note 33(a).

(b) Prepayment

The Group:

	As at 31 December			As at 30 April
	2023	2024	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000
Prepayments to suppliers	9,377	9,379	10,781	10,786
Prepayments for [REDACTED] expenses	–	711	2,167	4,157
	<u>9,377</u>	<u>10,090</u>	<u>12,948</u>	<u>14,943</u>

The Company:

	As at 31 December			As at 30 April
	2023	2024	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000
Prepayments to suppliers	779	1,508	1,361	1,950
Prepayments for [REDACTED] expenses	–	711	2,167	4,157
	<u>779</u>	<u>2,219</u>	<u>3,528</u>	<u>6,107</u>

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21 OTHER FINANCIAL ASSETS

The Group:

	As at 31 December			As at 30 April
	2023	2024	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000
Financial assets measured at FVOCI				
– Bills receivable	27,581	5,955	2,339	1,908

The Group’s bills receivable were measured at FVOCI as they were held for dual purpose of collection of contractual cash flows and sales. Changes in fair value are recognised in other comprehensive income.

22 FINANCIAL ASSETS AT FVPL

The Group and the Company:

	As at 31 December			As at 30 April
	2023	2024	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000
Financial assets measured at FVPL				
– Unlisted structured deposits . . .	–	200,000	–	–

The amount represents investments in structured deposits issued by financial institutions in the PRC. There are no fixed or determinable returns of these structured deposits.

23 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION

(a) Cash and cash equivalents comprise:

The Group:

	As at 31 December			As at 30 April
	2023	2024	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000
Cash on hand	3	2	8	8
Cash at bank and non-bank financial institutions	653,412	482,561	330,672	317,211
Less: restricted bank deposits (i) . .	(66,697)	(91,185)	(62,125)	(19,112)
Cash and cash equivalents in the consolidated statements of financial position and the consolidated statements of cash flows	586,718	391,378	268,555	298,107

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The Company:

	As at 31 December			As at 30 April
	2023	2024	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000
Cash at bank and non-bank financial institutions	579,268	357,348	306,561	256,577
Less: restricted bank deposits	(37,688)	(89,090)	(59,444)	(12,587)
Cash and cash equivalents in the statements of financial position of the Company	541,580	268,258	247,117	243,990

Notes:

- (i) As at 31 December 2023, 2024 and 2025 and 30 April 2026, restricted bank deposits of RMB65,312,000, RMB29,065,000, RMB12,500,000 and RMB12,500,000 were pledged as securities for banking facilities or bills payable or letters of guarantee as required by the banks.
- (ii) As at 31 December 2023, 2024 and 2025 and 30 April 2026, all cash and cash equivalents were situated in Chinese Mainland. Remittance of funds out of Chinese Mainland is subject to the relevant rules and regulations of foreign exchange control.

(b) Reconciliation of loss before taxation to cash generated from/(used in) operations

Note	Years ended 31 December			Four months ended 30 April	
	2023	2024	2025	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000 (unaudited)	RMB'000
Loss before taxation	(652,529)	(418,340)	(306,717)	(103,290)	(87,709)
Adjustments for:					
Depreciation and amortisation 6(c)	273,767	275,229	211,404	78,269	57,067
Finance costs 6(a)	35,418	32,449	24,378	9,462	7,178
Interest income and investment income 5	(17,403)	(9,824)	(5,222)	(2,447)	(784)
Net foreign exchange losses/(gains) 5	124	(8)	(7)	(12)	–
Losses/(gains) on disposal of plant, property and equipment and right-of-use assets, net 5	4,882	7,336	4,992	9,702	(5,563)
Share of results of joint ventures and associates . . 15	5,577	7,158	2,337	2,071	2,543
Equity settled share-based payment expenses 30	4,494	2,478	15,014	2,798	16,171
Impairment losses/(reversal of impairment) on trade and other receivables and contract assets	1,481	(4,411)	16,424	1,549	2,434
Provision on impairment losses on property, plant and equipment	41,851	12,821	64,009	4,497	28,747
(Gain)/loss on disposal or liquidation of subsidiaries . 5	(28)	(735)	1	–	–

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Note	Years ended 31 December			Four months ended 30 April	
	2023	2024	2025	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000 (unaudited)	RMB'000
Changes in carrying amount of the redemption liabilities	281,027	121,079	–	–	–
Changes in working capital:					
Decrease in inventories	85,016	15,921	65,429	12,863	12,980
Decrease/(increase) in trade and other receivables	17,548	171,294	28,938	22,492	(40,397)
Decrease/(increase) in prepayment	3,789	(713)	(2,858)	(9,745)	(1,995)
(Increase)/decrease in contract assets	(4,246)	19,224	(1,394)	(1,311)	82
(Decrease)/increase in trade and other payables	(5,645)	44,858	(125,803)	(82,843)	(19,372)
Increase/(decrease) in contract liabilities	450	(28,288)	(2,608)	4,637	(3,709)
Increase/(decrease) in provision for product warranty	7,117	3,292	(4,465)	(3,983)	580
Increase in asset-related government grants	47,078	12,677	1,737	614	–
Increase/(decrease) in deferred income	4,000	–	(4,000)	(1,862)	–
Decrease/(increase) in restricted bank deposits	19,850	24,408	(44,815)	(159)	42,991
Cash generated from/(used in) operations	153,618	287,905	(63,226)	(56,698)	11,244

(c) Reconciliation of liabilities arising from financing activities

The table below details changes in the Group’s liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the Group’s consolidated statements of cash flows as cash flows from financing activities.

	Loans and other borrowings	Redemption liabilities	Lease liabilities	Total
	RMB'000 (Note 25)	RMB'000 (Note 26)	RMB'000 (Note 27)	RMB'000
At 1 January 2023	338,895	3,512,842	430,331	4,282,068
Changes from financing cash flows:				
Proceeds from bank loans	377,500	–	–	377,500
Repayment of bank loans	(337,839)	–	–	(337,839)
Interest of bank loans paid	(8,826)	–	–	(8,826)
Payment of capital element of lease liabilities	–	–	(69,283)	(69,283)
Payment of interest element of lease liabilities	–	–	(18,639)	(18,639)
Total changes from financing cash flows	30,835	–	(87,922)	(57,087)

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	Loans and other borrowings	Redemption liabilities	Lease liabilities	Total
	RMB'000 (Note 25)	RMB'000 (Note 26)	RMB'000 (Note 27)	RMB'000
Other changes:				
Changes in the carrying amount of redemption liabilities (Note 26) . . .	–	281,027	–	281,027
Interest expenses (Note 6(a))	8,887	–	18,639	27,526
Increase in lease liabilities from entering into new leases during the year	–	–	51,013	51,013
Decrease in lease liabilities from lease termination during the year . .	–	–	(20,832)	(20,832)
Total other changes	8,887	281,027	48,820	338,734
At 31 December 2023	378,617	3,793,869	391,229	4,563,715
	Loans and other borrowings	Redemption liabilities	Lease liabilities	Total
	RMB'000 (Note 25)	RMB'000 (Note 26)	RMB'000 (Note 27)	RMB'000
At 1 January 2024	378,617	3,793,869	391,229	4,563,715
Changes from financing cash flows:				
Proceeds from bank loans	312,000	–	–	312,000
Repayment of bank loans	(377,500)	–	–	(377,500)
Interest of bank loans paid	(6,980)	–	–	(6,980)
Payment of capital element of lease liabilities	–	–	(61,600)	(61,600)
Payment of interest element of lease liabilities	–	–	(17,777)	(17,777)
Total changes from financing cash flows	(72,480)	–	(79,377)	(151,857)
Other changes:				
Changes in the carrying amount of redemption liabilities (Note 26) . .	–	121,079	–	121,079
Effect of the cancellation of the redemption rights (Note 26)	–	(3,914,948)	–	(3,914,948)
Interest expenses (Note 6(a))	6,806	–	17,777	24,583
Increase in lease liabilities from entering into new leases during the year	–	–	33,715	33,715
Decrease in lease liabilities from lease termination during the year . .	–	–	(18,316)	(18,316)
Total other changes	6,806	(3,793,869)	33,176	(3,753,887)
At 31 December 2024	312,943	–	345,028	657,971

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	Loans and other borrowings	Lease liabilities	Total
	RMB'000 (Note 25)	RMB'000 (Note 27)	RMB'000
At 1 January 2025	312,943	345,028	657,971
Changes from financing cash flows:			
Proceeds from bank loans	245,000	—	245,000
Repayment of bank loans	(324,500)	—	(324,500)
Interest of bank loans paid	(3,562)	—	(3,562)
Payment of capital element of lease liabilities . .	—	(40,525)	(40,525)
Payment of interest element of lease liabilities . .	—	(13,853)	(13,853)
Total changes from financing cash flows	(83,062)	(54,378)	(137,440)
Other changes:			
Interest expenses (Note 6(a))	2,619	13,853	16,472
Increase in lease liabilities from entering into new leases during the year	—	29,794	29,794
Decrease in lease liabilities from lease termination during the year	—	(70,229)	(70,229)
Total other changes	2,619	(26,582)	(23,963)
At 31 December 2025	232,500	264,068	496,568

	Loans and other borrowings	Lease liabilities	Total
	RMB'000 (Note 25)	RMB'000 (Note 27)	RMB'000
(unaudited)			
At 1 January 2025	312,943	345,028	657,971
Changes from financing cash flows:			
Proceeds from bank loans	96,606	—	96,606
Repayment of bank loans	(90,000)	—	(90,000)
Interest of bank loans paid	(2,547)	—	(2,547)
Payment of capital element of lease liabilities . .	—	(16,051)	(16,051)
Payment of interest element of lease liabilities . .	—	(5,185)	(5,185)
Total changes from financing cash flows	4,059	(21,236)	(17,177)
Other changes:			
Interest expenses (Note 6(a))	1,642	5,185	6,827
Increase in lease liabilities from entering into new leases during the period	—	3,260	3,260
Decrease in lease liabilities from lease termination during the period	—	(7,592)	(7,592)
Total other changes	1,642	853	2,495
At 30 April 2025	318,644	324,645	643,289

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	Loans and other borrowings	Lease liabilities	Total
	RMB'000 (Note 25)	RMB'000 (Note 27)	RMB'000
At 1 January 2026	232,500	264,068	496,568
Changes from financing cash flows:			
Proceeds from bank loans	125,496	—	125,496
Repayment of bank loans	(96,606)	—	(96,606)
Interest of bank loans paid	(959)	—	(959)
Payment of capital element of lease liabilities . .	—	(14,156)	(14,156)
Payment of interest element of lease liabilities . .	—	(2,769)	(2,769)
Total changes from financing cash flows	27,931	(16,925)	11,006
Other changes:			
Interest expenses (Note 6(a))	1,818	2,769	4,587
Increase in lease liabilities from entering into new leases during the period	—	14,640	14,640
Decrease in lease liabilities from lease termination during the period	—	(18,493)	(18,493)
Total other changes	1,818	(1,084)	734
At 30 April 2026	262,249	246,059	508,308

(d) Total cash outflow for leases

Amounts included in the consolidated statements of cash flows for leases comprise the following:

	Years ended 31 December			Four months ended 30 April	
	2023	2024	2025	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000 (unaudited)	RMB'000
Within operating cash flows . . .	6,518	7,128	8,295	3,007	2,967
Within financing cash flows . . .	87,922	79,377	54,378	21,236	16,925
	94,440	86,505	62,673	24,243	19,892

24 TRADE AND OTHER PAYABLES

The Group:

	As at 31 December			As at 30 April
	2023	2024	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000
Trade payables				
– Third parties	387,675	322,058	272,035	241,488
– Related parties	1,636	1,827	2,929	2,780
	389,311	323,885	274,964	244,268
Staff cost payables	42,193	30,506	18,762	14,820
Other tax payables	22,201	7,910	10,344	7,150
Amounts received on behalf of battery-swapping station operators	79,783	68,824	35,369	25,450
Accrued interest of trade payables . .	25,638	32,814	39,989	42,381
Advances from government authorities	—	97,000	97,000	97,000
Other payables and accrued charges .	20,881	23,585	21,082	21,858
	580,007	584,524	497,510	452,927

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The Company:

	As at 31 December			As at 30 April
	2023	2024	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000
Trade payables				
– Third parties	3,503	7,863	2,625	3,289
Amounts due to subsidiaries	341,170	380,080	320,693	330,424
Staff cost payables	11,001	6,920	5,551	4,092
Other tax payables	7,333	3,094	423	205
Amounts received on behalf of battery-swapping station operators	17,558	11,930	7,112	6,661
Other payables and accrued charges .	6,937	11,260	9,749	12,050
	<u>387,502</u>	<u>421,147</u>	<u>346,153</u>	<u>356,721</u>

All of the trade and other payables are expected to be settled within one year or are repayable on demand.

As of the end of each reporting period, the aging analysis of trade payables, based on the invoice date, is as follows:

The Group:

	As at 31 December			As at 30 April
	2023	2024	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000
Within 1 year	215,126	138,983	93,777	57,187
1 to 2 years	47,373	23,145	28,333	19,002
2 to 3 years	49,315	38,315	7,072	15,669
Over 3 years	77,497	123,442	145,782	152,410
	<u>389,311</u>	<u>323,885</u>	<u>274,964</u>	<u>244,268</u>

The Company:

	As at 31 December			As at 30 April
	2023	2024	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000
Within 1 year	3,244	5,752	1,007	1,661
1 to 2 years	167	1,979	1,437	1,447
2 to 3 years	20	40	49	4
Over 3 years	72	92	132	177
	<u>3,503</u>	<u>7,863</u>	<u>2,625</u>	<u>3,289</u>

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25 LOANS AND BORROWINGS

This note provides information about the contractual terms of the Group’s and the Company’s bank loans. For more information about the Group’s exposure to interest rate risk, please refer to Note 33(c).

The Group:

	As at 31 December			As at 30 April
	2023	2024	2025	2026
	RMB’000	RMB’000	RMB’000	RMB’000
Within one year or on demand				
– unsecured and unguaranteed . . .	191,117	180,943	170,000	199,749
– secured	187,500	132,000	62,500	62,500
	<u>378,617</u>	<u>312,943</u>	<u>232,500</u>	<u>262,249</u>

The Company:

	As at 31 December			As at 30 April
	2023	2024	2025	2026
	RMB’000	RMB’000	RMB’000	RMB’000
Within one year or on demand				
– unsecured and unguaranteed . . .	180,000	170,000	170,000	199,749
– secured	187,500	132,000	62,500	62,500
	<u>367,500</u>	<u>302,000</u>	<u>232,500</u>	<u>262,249</u>

- (i) All secured bank loans and related banking facilities as at 31 December 2023, 2024, 2025 and 30 April 2026 were secured by the Group’s bank deposits (Note 23) of RMB37,504,000, RMB26,400,000, RMB12,500,000 and RMB12,500,000.
- (ii) Bank loans amounted to RMB50,000,000, RMB50,000,000, RMB40,000,000 and RMB50,000,000 as at 31 December 2023, 2024 and 2025 and 30 April 2026 are subject to the fulfilment of covenants relating to certain of the Group’s or the subsidiaries’ financial ratios, as are commonly found in lending arrangements with financial institutions. If the Group were to breach the covenants, the drawn down facilities would become payable on demand. The Group regularly monitors its compliance with these covenants. As at 31 December 2023, 2024 and 2025 and 30 April 2026, none of the covenants relating to drawn down loans or facilities had been breached.

26 REDEMPTION LIABILITIES

The Group and the Company:

	As at 31 December			As at 30 April
	2023	2024	2025	2026
	RMB’000	RMB’000	RMB’000	RMB’000
Redemption liabilities – current . . .	<u>3,793,869</u>	<u>–</u>	<u>–</u>	<u>–</u>

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The movements of the redemption liabilities during the Track Record Period are set out below:

	Redemption liabilities
	RMB'000
At 1 January 2023	3,512,842
Changes in the carrying amount of redemption liabilities	281,027
At 31 December 2023 and 1 January 2024	3,793,869
Changes in the carrying amount of redemption liabilities	121,079
Cancellation of the redemption rights	(3,914,948)
At 31 December 2024, 1 January and 31 December 2025, 1 January and 30 April 2026	—

From April 2018 to January 2022, the Company conducted several rounds of financing by issuing registered capital to investors (including Mr. Cai) and the investors (including Mr. Cai) were granted a right to put back to the Company the registered capital acquired upon the occurrence of any of the following events:

- (i) no qualified initial [REDACTED] has been consummated within five or six years following the closing of series financing or before 30 June 2027;
- (ii) any material breach of the agreements made with the financing investors under the transaction documents;
- (iii) any founding shareholders resign or is unable to act as the key management or core staff due to any subjective reasons before a qualified initial [REDACTED];
- (iv) any other investors required the Company to redeem their registered capital based on the above events (i), (ii) and (iii).

The redemption price is the investment amount paid by the investors, plus an annual compound interest rate of 8% on the investment amount for the period commencing from the relevant payment date of investment amount to the date on which the investors receive payments for redemption, and any declared but undistributed dividends.

The redemption rights were terminated on 28 May 2024, and all other special rights will be terminated upon the completion of a qualified listing of the Company (“IPO”) in accordance with the agreements between the Company and the relevant investors. Therefore, the Company’s redemption obligation was terminated on a void ab initio basis, thereby restoring the positions of the Company and the relevant investors as if the provisions regarding the redemption rights had never been agreed upon. Upon the termination, the carrying amount of the redemption liabilities recognised was reclassified to equity as the requirements for derecognition of the liability were met. However, such a termination on a void ab initio basis did not affect the recognition and measurement of the redemption liabilities prior to it, as the Company did not have an unconditional right to avoid the obligation to redeem.

As at 31 December 2023, the redemption liabilities due to Mr. Cai amounted to RMB132,552,000, and changes in the carrying amount of the related redemption liabilities for the years ended 31 December 2023 and 2024 amounted to RMB9,819,000 and RMB4,230,000, respectively.

27 LEASE LIABILITIES

As at 31 December 2023, 2024 and 2025 and 30 April 2026, the lease liabilities were repayable as follows:

The Group:

	As at 31 December			As at 30 April
	2023	2024	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000
Within 1 year	72,514	65,071	65,988	61,482
After 1 year but within 2 years	61,010	56,927	42,445	40,547
After 2 years but within 5 years	157,668	153,473	112,821	102,697
After 5 years	100,037	69,557	42,814	41,333
	318,715	279,957	198,080	184,577
	391,229	345,028	264,068	246,059

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The Company:

	As at 31 December			As at 30 April
	2023	2024	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000
Within 1 year	6,120	95	667	638
After 1 year but within 2 years . . .	4,395	611	668	676
After 2 years but within 5 years . . .	–	1,906	1,263	1,035
	4,395	2,517	1,931	1,711
	10,515	2,612	2,598	2,349

28 PROVISIONS

The Group:

	As at 31 December			As at 30 April
	2023	2024	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000
Current:				
– Provisions for product warranties	20,419	23,711	19,246	19,826
– Provisions for restoration costs . . .	–	750	1,354	1,224
	20,419	24,461	20,600	21,050
Non-current:				
– Provisions for restoration costs . . .	11,224	10,791	7,642	7,574
Total	31,643	35,252	28,242	28,624

The movements of provisions during the year/period were as follows:

	As at 31 December			As at 30 April
	2023	2024	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000
At the beginning of the year/period . . .	23,541	31,643	35,252	28,242
Provided during the year/period . . .	7,906	3,403	1,878	806
Interests	516	489	494	121
Utilised	(320)	(283)	(9,382)	(545)
At the end of the year/period	31,643	35,252	28,242	28,624

Pursuant to the terms of the respective tenancy agreements entered into by the Group, the Group is required to restore the leased land and buildings to the conditions as stipulated in the tenancy agreements at the expiration of the corresponding lease term. The provision for restoration costs was estimated based on certain assumptions and estimates made by the Group’s management with reference to historical restoration costs and/or other available market information. The estimation basis is reviewed on an ongoing basis and revised where appropriate.

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29 DEFERRED INCOME

Movements of the balances during the Track Record Period are as follows:

The Group and the Company:

	As at 31 December			As at 30 April
	2023	2024	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000
At the beginning of the year/period .	–	4,000	4,000	–
Additions	4,000	–	–	–
Credited to profit or loss	–	–	(4,000)	–
At the end of the year/period	4,000	4,000	–	–

Deferred income represents government grants obtained for the purposes of subsidising the Group’s operation costs. Government grants received are initially recognised in the consolidated statement of financial position as deferred income and amortised through profit or loss on a systematic basis in the same periods in which the related costs of operation are incurred.

30 EQUITY SETTLED SHARE-BASED TRANSACTIONS

During the Track Record Period, the Group has adopted the Scheme to provide incentives and rewards to eligible employees for their past and future contributions to the Group. In connection with the Scheme, Zhuhai Aoli No. 1 Enterprise Management Centre (Limited Partnership) (珠海奧力一號企業管理中心(有限合夥)) and Zhuhai Aoli No. 2 Enterprise Management Centre (Limited Partnership) (珠海奧力二號企業管理中心(有限合夥)) (the “Platform(s)”) were established in Chinese Mainland as the employee incentive vehicles to hold the registered capital of the Company, which were contributed by Mr. Cai and Mr. Zhang.

(a) The terms and conditions of the grants are as follows:

Eligible employees were granted options which give the holder the right to subscribe for the equity interests in the form of registered capital of the Company through holding the limited partnership interests in the Platforms (“Restricted Equity Interests”). All unexercised options after exercise period shall become lapsed. The entitlement of certain Restricted Equity Interests obtained through the exercise of the options would be further subject to service requirement. All the vested Restricted Equity Interests are subject to transfer restriction that will be released after 12 to 36 months upon the completion of [REDACTED].

The detailed terms and conditions of each tranche of the grants are set out below:

Scheme adopted on 1 September 2020 (“2020 T1”)

On 1 September 2020, certain employees of the Company were granted with a total of 3,352,489 of options to subscribe the Restricted Equity Interests in the form of the Company’s registered capital of RMB3,352,489 at an exercise price of RMB1 per each registered capital. The exercisability of each option is subject to the satisfaction of certain non-market performance conditions of the Group and/or the individual in respect of the performance year of 2020 and as long as the grantee remains in service when he/she receives the exercise notice. The employees then have the option to subscribe the Restricted Equity Interests within 10 business days from the date of receiving the exercise notice on 10 December 2021.

The Restricted Equity Interests obtained were further subject to service requirement until the completion of [REDACTED].

Scheme adopted on 12 August 2022 (“2022 T1”)

On 12 August 2022, certain employees of the Company were granted with a total of 3,523,577 of options to subscribe the Restricted Equity Interests in the form of the Company’s registered capital of RMB3,523,577 at an exercise price of RMB1 per each registered capital. These options were exercisable within 10 business days from date of grant.

50% of the Restricted Equity Interests obtained was not subject to further service requirement upon the exercise of the options, while the remaining 50% would be subject to further service requirement until the completion of [REDACTED].

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Scheme adopted on 11 October 2022 (“2022 T2”) and 16 June 2023 (“2023 T1”)

On 11 October 2022 and 16 June 2023, certain employees of the Company were granted with a total of 1,356,762 and 866,351 of options, respectively, to subscribe the Restricted Equity Interests in the form of the Company’s registered capital of RMB1,356,762 and RMB866,351, respectively, at an exercise price of RMB1 per each registered capital. The exercisability of each option under 2022 T2 and 2023 T1 is subject to the satisfaction of certain non-market performance conditions of the Group and/or the individual in respect of the performance year of 2022 and 2023, respectively, and as long as the grantee remains in service when he/she receives the exercise notice. The employees then have the option to subscribe the Restricted Equity Interests within 10 business days from the date of receiving the exercise notice on 1 June 2023 and 28 June 2024 respective for options under 2022 T2 and 2023 T1.

For the Restricted Equity Interests obtained under 2022 T2 and 2023 T1, 50% of which would be vested as long as the employee has completed 3-year service since joining the Group. The remaining 50% would be subject to further service requirement until the later of the completion of 3-year service since joining the Group and the completion of [REDACTED].

Scheme adopted on 10 September 2024 (“2024 T1”)

On 10 September 2024, one employee of the Company was granted with a total of 2,475,000 of options to subscribe the Restricted Equity Interests in the form of the Company’s registered capital of RMB2,475,000 at an exercise price of RMB1 per each registered capital. The exercisability of each option is subject to the satisfaction of certain non-market performance conditions of the Group and/or the individual in respect of the performance year of 2024 and as long as the grantee remains in service when he receives the exercise notice. The employee then has the option to subscribe the Restricted Equity Interests within 10 business days from the date of receiving the exercise notice on 20 December 2024.

For the Restricted Equity Interests obtained, 30%, 20%, 50% of which would be subject to further service requirement until 1st year, 2nd year and 3rd year, receptively, from the completion of [REDACTED].

Scheme adopted on 15 August 2025 (“2025 T1”)

On 15 August 2025, certain employees of the Company were granted with a total of 313,491 of options to subscribe the Restricted Equity Interests in the form of the Company’s registered capital of RMB313,491 at an exercise price of RMB1 per each registered capital. The exercisability of each option is subject to the satisfaction of certain non-market performance conditions of the Group and/or the individual in respect of the respective performance period ended 31 July 2025 or 31 August 2025, and as long as the grantee remains in service when he/she receives the exercise notice. The employees then have the option to subscribe the Restricted Equity Interests within 10 business days from the date of receiving the exercise notice on 1 September 2025.

For the Restricted Equity Interests obtained, 50% of which would be vested as long as the employee has completed 3-year service since joining the Group. The remaining 50% would be subject to further service requirement until the later of the completion of 3-year service since joining the Group and the completion of [REDACTED].

Scheme adopted on 5 December 2025 (“2025 T2”)

On 5 December 2025, certain employees of the Company were granted with a total of 12,532,674 of options to subscribe the Restricted Equity Interests in the form of the Company’s registered capital of RMB12,532,674 at an exercise price of RMB1 per each registered capital. The exercisability of each option is subject to the completion of [REDACTED], and as long as the grantee remains in service throughout the 12 months from the completion of [REDACTED] and when he/she receives the exercise notice. The employees then have the option to subscribe the Restricted Equity Interests within 18 months from the completion of [REDACTED], subject to further service requirement until the date of exercise. The Restricted Equity Interests would be vested immediately after the completion of the subscription.

(b) Movements in the number of options and the number of the Restricted Equity Interests are as follows:

	Number of options	Number of Restricted Equity Interests
Outstanding as of 1 January 2023	1,356,762	4,776,740
Granted during the year	866,351	–
Exercised during the year	(1,356,762)	1,356,762
Vested during the year	–	(351,531)
Forfeited during the year	–	(492,832)

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	Number of options	Number of Restricted Equity Interests
Outstanding as of 31 December 2023 and 1 January 2024	866,351	5,289,139
Granted during the year	2,475,000	–
Exercised during the year	(3,341,351)	3,341,351
Vested during the year	–	(140,824)
Forfeited during the year	–	(150,484)
Outstanding as of 31 December 2024 and 1 January 2025	–	8,339,182
Granted during the year	12,846,165	–
Exercised during the year	(313,491)	313,491
Vested during the year	–	(148,246)
Forfeited during the year	–	(362,576)
Outstanding as of 31 December 2025 and 1 January 2026	12,532,674	8,141,851
Forfeited during the period	(700,000)	–
Outstanding as of 30 April 2026	11,832,674	8,141,851

Note:

During the years ended 31 December 2023 and 2024, Mr. Cai and certain resigned employees reached the agreement, respectively, that these employees were still entitled to the Restricted Equity Interests without fulfilling the original service requirements, in recognition of their past contributions to the Group. Therefore, the outstanding 324,155 Restricted Equity Interests held by the former employees were vested on the date of the agreement. Accordingly, the Group recognised the remaining grant-date fair value of those awards as expenses immediately upon the date of the agreement.

(c) Fair value of options and assumptions

The fair value of services received in return for the options granted is measured by reference to the fair value of the options granted, which was determined with the assistance of JLL. The estimate of the fair value of the options granted is measured based on a Black-Scholes model.

	2020 T1	2022 T1	2022 T2	2023 T1	2024 T1	2025 T1	2025 T2
Fair value of options and assumptions							
Fair value at measurement date							
(RMB)	2.2	3.9	3.9	4.1	5.6	8.0	8.1
Share price (RMB)	3.2	4.9	4.9	5.1	6.6	9.0	9.0
Exercise price (RMB)	1	1	1	1	1	1	1
Expected volatility	48.16%	0.00%	55.45%	45.20%	43.81%	31.57%	53.49%
Expected dividend yield	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Risk-free interest rate	2.58%	1.24%	1.72%	1.89%	1.40%	1.29%	1.41%

Except for 2025 T2, the contractual life of the option is from the date of the grant to 10th business day from the date of receiving the exercise notice; for 2025 T2, the contractual life of the option is from the date of the grant to 18 months from the completion of [REDACTED]. The expected volatility is referenced to the daily historical share price volatility of comparable companies operating in similar industry of the Company (calculated based on the weighted average remaining life of the options), adjusted for any expected changes to future volatility based on publicly available information. Expected dividends are based on historical dividends. Changes in the subjective input assumptions could materially affect the fair value estimate.

The service condition and non-market performance conditions (i.e. the satisfaction of the Group’s and/or the employees’ performance evaluation and the completion of [REDACTED]), if any, have not been taken into account in the grant date fair value measurement of the services received.

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(d) **Equity settled share-based payment expenses recognised in the consolidated statements of profit or loss during the Track Record Period:**

	Years ended 31 December			Four months ended 30 April	
	2023	2024	2025	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000 (unaudited)	RMB'000
Administrative expenses	3,953	2,459	13,917	2,633	12,569
Selling and distribution expenses	253	(11)	380	61	1,406
Research and development expenses	288	30	717	104	2,196
	<u>4,494</u>	<u>2,478</u>	<u>15,014</u>	<u>2,798</u>	<u>16,171</u>

31 INCOME TAX IN THE CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(a) **Current taxation in the consolidated statements of financial position represents:**

The Group:

	As at 31 December			As at 30 April
	2023	2024	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000
At the beginning of the year/period	–	1,854	209	1,492
Provisions for PRC corporate income tax (<i>Note 7(a)</i>)	4,485	1,141	1,828	5,688
Income tax paid	(2,631)	(2,786)	(545)	(700)
At the end of the year/period	<u>1,854</u>	<u>209</u>	<u>1,492</u>	<u>6,480</u>

(b) **Deferred tax assets and liabilities recognised:**

(i) **Movement of each component of deferred tax assets/(liabilities)**

The components of deferred tax assets/(liabilities) recognised in the consolidated statement of financial position and the movements during the year/period are as follows:

The Group:

	Right-of-use assets	Lease Liabilities	Others	Total
	RMB'000	RMB'000	RMB'000	RMB'000
Deferred tax arising from:				
At 1 January 2023	(105,269)	101,292	(3,122)	(7,099)
Credited/(charged) to profit or loss	<u>10,179</u>	<u>(8,700)</u>	<u>67</u>	<u>1,546</u>
At 31 December 2023 and 1 January 2024	(95,090)	92,592	(3,055)	(5,553)
Credited/(charged) to profit or loss	<u>12,494</u>	<u>(12,583)</u>	<u>647</u>	<u>558</u>
At 31 December 2024 and 1 January 2025	(82,596)	80,009	(2,408)	(4,995)
Credited/(charged) to profit or loss	<u>22,996</u>	<u>(22,676)</u>	<u>801</u>	<u>1,121</u>
At 31 December 2025 and 1 January 2026	(59,600)	57,333	(1,607)	(3,874)
Credited/(charged) to profit or loss	<u>4,602</u>	<u>(4,544)</u>	<u>1,907</u>	<u>1,965</u>
At 30 April 2026	<u>(54,998)</u>	<u>52,789</u>	<u>300</u>	<u>(1,909)</u>

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(ii) Reconciliation to the consolidated statement of financial position:

The Group:

	As at 31 December			As at 30 April
	2023	2024	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000
Net deferred tax assets in the consolidated statements of financial position	67	83	44	35
Net deferred tax liabilities in the consolidated statements of financial position	5,620	5,078	3,918	1,944

(c) Deferred tax assets not recognised

In accordance with the accounting policy set out in Note 2(s), the Group has not recognised deferred tax assets in respect of temporary differences and cumulative tax losses of the Company and certain subsidiaries located in the PRC as they are not probable that future taxable profits against which the losses or temporary differences can be utilised will be available in the relevant tax jurisdiction and entity. The tax losses expire within 5 or 10 years under current tax legislation in the PRC.

The following table presents the Group’s deductible temporary differences and cumulative tax losses for which deferred tax assets were not recognised at the reporting dates:

	As at 31 December			As at 30 April
	2023	2024	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000
Cumulative tax losses	1,455,902	1,709,476	1,751,644	1,828,974
Deductible temporary differences . .	167,732	169,919	257,251	286,455
	1,623,634	1,879,395	2,008,895	2,115,429

32 CAPITAL AND RESERVES

(a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group’s consolidated equity is set out in the consolidated statements of changes in equity. Details of the changes in the Company’s individual components of equity are set out below:

Note	Paid-in capital/share capital	Share premium	Capital reserve	Other reserve	Share-based payments reserve	Fair value reserve (non-recycling)	(Accumulated losses)/retained profits	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	Note 32(c)	Note 32(d)(ii)	Note 32(d)(i)	Note 32(d)(iii)	Note 32(d)(iv)	Note 32(d)(v)		
At 1 January 2023	951,208	–	2,554,345	(3,007,196)	8,515	32,689	(1,585,107)	(1,045,546)
Changes in equity for 2023:								
Loss for the year	–	–	–	–	–	–	(351,550)	(351,550)
Other comprehensive income . .	–	–	–	–	–	(10,091)	–	(10,091)
Total comprehensive income . .	–	–	–	–	–	(10,091)	(351,550)	(361,641)
Equity settled share-based transactions 30	–	–	–	–	4,494	–	–	4,494
At 31 December 2023 and 1 January 2024	951,208	–	2,554,345	(3,007,196)	13,009	22,598	(1,936,657)	(1,402,693)

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	Note	Paid-in capital/share capital	Share premium	Capital reserve	Other reserve	Share-based payments reserve	Fair value reserve (non-recycling)	(Accumulated losses)/retained profits	Total
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		Note 32(c)	Note 32(d)(ii)	Note 32(d)(i)	Note 32(d)(iii)	Note 32(d)(iv)	Note 32(d)(v)		
Changes in equity for 2024:									
Loss for the year		–	–	–	–	–	–	(188,046)	(188,046)
Other comprehensive income		–	–	–	–	–	712	–	712
Total comprehensive income		–	–	–	–	–	712	(188,046)	(187,334)
Effect of the cancellation of the redemption rights	26	–	–	–	3,914,948	–	–	–	3,914,948
Equity settled share-based transactions	30	–	–	–	–	2,478	–	–	2,478
As at 31 December 2024 and 1 January 2025		951,208	–	2,554,345	907,752	15,487	23,310	(2,124,703)	2,327,399
Changes in equity for 2025:									
Loss for the year		–	–	–	–	–	–	(85,855)	(85,855)
Other comprehensive income		–	–	–	–	–	514	–	514
Total comprehensive income		–	–	–	–	–	514	(85,855)	(85,341)
Conversion into a joint stock limited liability company.	32(c)	–	968,987	(2,554,345)	(907,752)	(15,329)	(22,598)	2,531,037	–
Equity settled share-based transactions	30	–	–	–	–	15,014	–	–	15,014
As at 31 December 2025 and 1 January 2026		951,208	968,987	–	–	15,172	1,226	320,479	2,257,072
Changes in equity for the four months ended 30 April 2026:									
Loss for the period		–	–	–	–	–	–	(27,847)	(27,847)
Other comprehensive income		–	–	–	–	–	5,303	–	5,303
Total comprehensive income		–	–	–	–	–	5,303	(27,847)	(22,544)
Equity settled share-based transactions	30	–	–	–	–	16,171	–	–	16,171
As at 30 April 2026		951,208	968,987	–	–	31,343	6,529	292,632	2,250,699

(b) Dividends

No dividends were paid or declared by the Company or any of its subsidiaries during the Track Record Period.

(c) Paid-in capital and share capital

For the purpose of the Historical Financial Information, the paid-in capital of the Group represents the paid-in capital of the Company before it was converted into a joint stock company with limited liability.

	No. of ordinary shares issued and fully paid	Paid-in capital	Share capital
	'000	RMB'000	RMB'000
At 1 January 2023, 31 December 2023, 2024 and 1 January 2025	–	951,208	–
Issuance of ordinary shares upon conversion into a joint stock limited liability company (i)	951,208	(951,208)	951,208
At 31 December 2025, 1 January 2026 and 30 April 2026	951,208	–	951,208

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Note:

- (i) Pursuant to the shareholders’ resolutions and the promoters’ agreements dated 20 November 2024, the shareholders of the Company agreed to convert the Company into a joint stock limited liability company. The net assets of the Company as of the conversion base date, which is 31 May 2024, including paid-in capital, capital reserve, other reserve, share-based payments reserve, fair value reserve (non-recycling) and accumulated losses were converted into 951,207,879 ordinary shares with par value at RMB1 each. The excess of the net assets converted over the nominal value of the ordinary shares was credited to the Company’s share premium. Upon the completion of registration with the Guangzhou Administration for Industry and Commerce on 19 March 2025, the Company was converted into a joint stock limited liability company under PRC Company Law, and renamed from Aulton New Energy Automotive Technology Co., Ltd. to Aulton New Energy Co., Ltd..

(d) Nature and purposes of reserves

(i) Capital reserve

Arising from capital injection

It represents the excess of the net contributions from the shareholders of the Company over the total paid-in capital issued before the Company converted into a joint stock company in March 2025.

Arising from changes in the Group’s interest in subsidiaries

It represents the difference between the considerations received and proportionate interest in the identifiable net assets disposed by the Group to the subsidiaries’ non-controlling shareholders.

(ii) Share premium

The share premium represents the differences between the net assets of the Company as of the conversion base date and the total amount of the par value of shares issued in relation to the conversion into a joint stock limited liability company as disclosed in Note 32(c)(i).

(iii) Other reserve

The other reserve includes reserve arising from amounts in relation to the initial recognition and changes of the redemption liabilities and cancellation of redemption rights as set out in Note 26 before the Company converted into a joint stock company in March 2025.

(iv) Share-based payments reserve

The share-based payments reserve represents the portion of the grant date fair value of options granted to the directors and employees of the Group that has been recognised in accordance with the accounting policy adopted for share-based payments in Note 2(r)(ii).

(v) Fair value reserve (non-recycling)

The fair value reserve (non-recycling) includes post-tax accumulated gains or losses arising from the remeasurement of the unlisted equity securities designated at FVOCI (non-recycling).

(vi) Statutory reserve

Pursuant to the Articles of Association of the Company and the Group’s PRC subsidiaries and relevant statutory regulations, appropriations to the statutory reserve fund were made at 10% of profit after tax determined in accordance with accounting rules and regulations of the PRC until the reserve balance reaches 50% of the registered capital. This reserve fund can be utilised in setting off accumulated losses or increasing capital of the PRC subsidiaries provided that the balance after such conversion is not less than 25% of their registered capital, and is non-distributable other than in liquidation.

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(e) Capital management

The Group’s primary objectives when managing capital are to safeguard the Group’s ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

33 FINANCIAL RISK MANAGEMENT AND FAIR VALUES

Exposure to credit, liquidity, interest rate and currency risks arises in the normal course of the Group’s business. The Group’s exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

(a) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group’s credit risk is primarily attributable to trade receivables and contract assets, and other receivables. The Group’s exposure to credit risk arising from cash and cash equivalents, restricted bank deposits and bills receivables is limited because the counterparties are banks and financial institutions with high credit ratings, for which the Group considers to have low credit risk.

The Group does not provide any guarantees which would expose the Group to credit risk.

Trade receivables and contract assets

The Group has established a credit risk management policy under which individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer’s past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Normally, the Group does not obtain collateral from customers.

The Group’s exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. At 31 December 2023, 2024 and 2025 and 30 April 2026, 14%, 16%, 10% and 23% of the total trade receivables and contract assets, respectively, were due from the Group’s largest customer in each year/period during the Track Record Period, and 63%, 40%, 33% and 42% of the total trade receivables and contract assets, respectively, were due from the Group’s five largest customers in each year/period during the Track Record Period.

The Group measures loss allowances for trade receivables and contract assets at an amount equal to lifetime ECLs, which is calculated using a provision matrix. The provision rates are based on the aging days for groupings of various customer segments that have similar loss patterns. Credit-impaired trade receivables are assessed for ECLs individually.

The following table provides information about the Group’s exposure to credit risk and ECLs for trade receivables and contract assets as at 31 December 2023, 2024 and 2025 and 30 April 2026:

As at 31 December 2023			
	Expected loss rate	Gross carrying amount	Loss allowance
	%	RMB’000	RMB’000
Within 1 year	4.86%	328,666	15,979
More than 1 year but within 2 years	10.00%	8,512	851
More than 2 years but within 3 years	19.98%	3,518	703
More than 3 years but within 4 years	50.00%	538	269
		341,234	17,802
Individual impairment		7,066	7,066
		348,300	24,868

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As at 31 December 2024			
	Expected loss rate	Gross carrying amount	Loss allowance
	%	RMB'000	RMB'000
Within 1 year	4.69%	135,393	6,344
More than 1 year but within 2 years	10.00%	40,530	4,053
More than 2 years but within 3 years	20.83%	216	45
More than 3 years but within 4 years	50.17%	3,283	1,647
		179,422	12,089
Individual impairment		7,894	7,894
		187,316	19,983
As at 31 December 2025			
	Expected loss rate	Gross carrying amount	Loss allowance
	%	RMB'000	RMB'000
Within 1 year	5.00%	121,887	6,095
More than 1 year but within 2 years	10.00%	43,167	4,317
More than 2 years but within 3 years	19.99%	2,536	507
More than 3 years but within 4 years	50.12%	413	207
		168,003	11,126
Individual impairment		9,744	9,744
		177,747	20,870
As at 30 April 2026			
	Expected loss rate	Gross carrying amount	Loss allowance
	%	RMB'000	RMB'000
Within 1 year	3.93%	170,293	6,699
More than 1 year but within 2 years	10.00%	31,560	3,156
More than 2 years but within 3 years	20.00%	6,975	1,395
		208,828	11,250
Individual impairment		9,385	9,385
		218,213	20,635

ECL rates are based on actual loss experience over the past 4 years. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group’s view of economic conditions over the expected lives of the receivables.

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Movement in the loss allowance account in respect of trade receivables and contract assets during the Track Record Period is as follows:

	As at 31 December			As at 30 April
	2023	2024	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000
Balance at 1 January	23,554	24,868	19,983	20,870
Impairment losses charged/(reversed) during the year/period	1,314	(4,411)	1,224	(235)
Amounts written-off	–	(474)	(337)	–
Balance at 31 December/30 April . .	24,868	19,983	20,870	20,635

Other receivables

The Group measures loss allowances for other receivables at an amount equal to 12-month ECLs unless there has been a significant increase in credit risk since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs. The Group assessed that no significant loss allowance was recognised for other receivables as at 31 December 2023 and 2024, while loss allowance was recognised as at 31 December 2025 and 30 April 2026 due to the credit risk increases of two third parties.

(b) Liquidity risk

The treasury function is centrally managed by the Group, which includes the short-term investment of cash surpluses and the raising of funds to cover expected cash demands. In management of liquidity risk, the Group’s policy is regularly monitor its liquidity requirements and its compliance with lending covenants and its relationship with finance providers, to ensure that it maintains sufficient reserves of cash and readily realisable marketable securities and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The following tables show the remaining contractual maturities as at 31 December 2023, 2024 and 2025 and 30 April 2026 of the Group’s financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of each reporting period) and the earliest date the Group can be required to pay:

	As at 31 December 2023					
	Contractual undiscounted cash outflow					
	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Total	Carrying amount
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Loans and other borrowings	379,248	—	—	—	379,248	378,617
Redemption liabilities	3,793,869	—	—	—	3,793,869	3,793,869
Lease liabilities	88,212	73,825	181,273	105,897	449,207	391,229
Trade and other payables	580,007	—	—	—	580,007	580,007
Total	4,841,336	73,825	181,273	105,897	5,202,331	5,143,722

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As at 31 December 2024					
Contractual undiscounted cash outflow					
Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Total	Carrying amount
<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Loans and other borrowings	313,793	—	—	313,793	312,943
Lease liabilities	78,634	67,978	172,124	391,891	345,028
Trade and other payables	584,524	—	—	584,524	584,524
Total	976,951	67,978	172,124	1,290,208	1,242,495
As at 31 December 2025					
Contractual undiscounted cash outflow					
Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Total	Carrying amount
<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Loans and other borrowings	234,207	—	—	234,207	232,500
Lease liabilities	71,899	50,191	123,142	288,010	264,068
Trade and other payables	497,510	—	—	497,510	497,510
Total	803,616	50,191	123,142	1,019,727	994,078
As at 30 April 2026					
Contractual undiscounted cash outflow					
Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Total	Carrying amount
<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Loans and other borrowings	263,966	—	—	263,966	262,249
Lease liabilities	68,353	46,842	112,136	269,484	246,059
Trade and other payables	452,927	—	—	452,927	452,927
Total	785,246	46,842	112,136	986,377	961,235

(c) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group’s interest-bearing financial assets and financial liabilities are at fixed interest rates at the end of the Track Record Period, including cash and cash equivalent, restricted bank deposits, bank loans, lease liabilities and redemption liabilities, and the change of market interest rate does not expose the Group to interest rate risk. Overall, the Group’s exposure to interest rate risk is not significant.

(d) Currency risk

The Group is not exposed to significant foreign currency risk since financial assets and liabilities denominated in currencies other than the functional currencies of the Company and its subsidiaries are not significant.

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(e) Fair value measurement

(i) Financial assets and liabilities measured at fair value

The following table presents the fair value of the Group’s financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in IFRS 13, Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3 valuations: Fair value measured using significant unobservable inputs.

The following table presents the Group’s financial assets and financial liabilities that are measured at fair value at the end of each reporting date:

	Fair value at 31 December 2023	Fair value measurements as at 31 December 2023 categorised into		
		Level 1	Level 2	Level 3
	RMB'000	RMB'000	RMB'000	RMB'000

Recurring fair value measurement

Assets:

Financial assets measured at FVOCI

– Unlisted equity securities	24,732	–	–	24,732
– Bills receivable	27,581	–	–	27,581

	Fair value at 31 December 2024	Fair value measurements as at 31 December 2024 categorised into		
		Level 1	Level 2	Level 3
	RMB'000	RMB'000	RMB'000	RMB'000

Recurring fair value measurement

Assets:

Financial assets measured at FVOCI

– Unlisted equity securities	25,444	–	–	25,444
– Bills receivable	5,955	–	–	5,955

Financial assets measured at FVPL

– Unlisted structured deposits . . .	200,000	–	–	200,000
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	Fair value at 31 December 2025	Fair value measurements as at 31 December 2025 categorised into		
		Level 1	Level 2	Level 3
	RMB'000	RMB'000	RMB'000	RMB'000

Recurring fair value measurement

Assets:

Financial assets measured at FVOCI

– Unlisted equity securities	25,958	–	–	25,958
– Bills receivable	2,339	–	–	2,339

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	Fair value at 30 April 2026	Fair value measurements as at 30 April 2026 categorised into		
		Level 1	Level 2	Level 3
		RMB'000	RMB'000	RMB'000
Recurring fair value measurement				
Assets:				
Financial assets measured at FVOCI				
– Unlisted equity securities	31,261	–	–	31,261
– Bills receivable	1,908	–	–	1,908

During the Track Record Period, there were no transfers between Level 1 and Level 2. During the year ended 31 December 2023, the fair value measurement of unlisted equity securities transferred into Level 3 as the valuation technique was changed from recent transactions approach to market approach. There were no transfers into or out of Level 3 during the years ended 2024 and 2025 and the four months ended 30 April 2026. The Group’s policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

Information about Level 2 and Level 3 fair value measurements

Below is a summary of significant unobservable inputs to the valuation of financial instruments together with a quantitative sensitivity analysis as at the end of the reporting period:

		As at 31 December			As at 30 April
		2023	2024	2025	2026
		RMB’000	RMB’000	RMB’000	RMB’000
Unlisted equity securities (i)					
– Valuation techniques	Market approach	Market approach	Market approach	Market approach	Market approach
– Unobservable input	Price-To-Book (“P/B”) Ratio	P/B Ratio	P/B Ratio	P/B Ratio	P/B Ratio
– Sensitivity of fair value to the input	10% increase in ratio would result in increase in fair value by RMB220,000	10% increase in ratio would result in increase in fair value by RMB230,000	10% increase in ratio would result in increase in fair value by RMB210,000	10% increase in ratio would result in increase in fair value by RMB240,000	10% increase in ratio would result in increase in fair value by RMB240,000
	10% decrease in ratio would result in decrease in fair value by RMB210,000	10% decrease in ratio would result in decrease in fair value by RMB220,000	10% decrease in ratio would result in decrease in fair value by RMB220,000	10% decrease in ratio would result in decrease in fair value by RMB250,000	10% decrease in ratio would result in decrease in fair value by RMB250,000
Bills receivable (ii)					
– Valuation techniques	Discounted cash flow	Discounted cash flow	Discounted cash flow	Discounted cash flow	Discounted cash flow
– Unobservable input	Discount rate	Discount rate	Discount rate	Discount rate	Discount rate
– Sensitivity of fair value to the input	10% increase/decrease in fair value would result in decrease/increase in loss after tax by RMB2,758,000	10% increase/decrease in fair value would result in decrease/increase in loss after tax by RMB596,000	10% increase/decrease in fair value would result in decrease/increase in loss after tax by RMB234,000	10% increase/decrease in fair value would result in decrease/increase in loss after tax by RMB191,000	10% increase/decrease in fair value would result in decrease/increase in loss after tax by RMB191,000
Unlisted structured deposits (ii)					
– Valuation techniques	–	Discounted cash flow	–	–	–
– Unobservable input	–	Discount rate	–	–	–
– Sensitivity of fair value to the input	–	10% increase/decrease in fair value would result in decrease/increase in loss after tax by RMB20,000,000	–	–	–

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Notes:

- (i) During the year ended 31 December 2023, the valuation technique of unlisted equity securities was changed from recent transactions approach to market approach, as there was no recent equity transaction and the market approach was considered more appropriate.
- (ii) The fair value of bills receivable measured at FVOCI and unlisted structured deposits measured at FVPL is determined by discounting the estimated future cash flows at risk-adjusted rate, which is the benchmark interest rate plus the risk premium as at the end of each reporting period.

The movement during the year/period in the balance of Level 3 fair value measurements is as follows:

	As at 31 December			As at 30 April
	2023	2024	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000
Balance at 1 January	130,308	52,313	231,399	28,297
Net (decrease)/increase for unlisted structured deposits	(120,000)	200,000	(200,000)	–
Net increase/(decrease) for bills receivables	17,273	(21,626)	(3,616)	(431)
Unlisted equity securities transferred into Level 3 measurement	34,823	–	–	–
Changes in fair value recognised in other comprehensive income during the year/period	(10,091)	712	514	5,303
Balance at 31 December/30 April . .	52,313	231,399	28,297	33,169

(ii) Fair values of financial assets and liabilities carried at other than fair value

The carrying amounts of the Group’s financial instruments carried at amortised cost are not materially different from their fair values as at 31 December 2023, 2024 and 2025 and 30 April 2026 because of the short-term maturities of all these financial instruments.

34 COMMITMENTS

Capital commitments of the Group outstanding at 31 December 2023, 2024 and 2025 and 30 April 2026 not provided for in the financial statements were as follows:

	As at 31 December			As at 30 April
	2023	2024	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000
Commitments in respect of property, plant and equipment				
– authorised and contracted for . .	5,371	15,612	26,756	25,888

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35 MATERIAL RELATED PARTY TRANSACTIONS

In addition to the related party information disclosed elsewhere in these financial statements, the Group entered into the following material related party transactions.

(a) Name and relationship with related parties that had material transactions with the Group

During the Track Record Period, the directors are of the view that the following are related parties of the Group:

Name of party	Relationship with the Group
Mr. Cai	Ultimate controlling shareholder
Guangzhou Aofoi Silicon Valley Culture Development Co., Ltd.* (廣州奧飛硅谷文化發展有限公司, “Guangzhou Aofoi Silicon Valley”)	Entity controlled by Mr. Cai
Feixun Sensor Technology (Shanghai) Co., Ltd.* (飛巽傳感技術(上海)有限公司, “Feixun Sensor Shanghai”)	Entity controlled by Mr. Zhang
Chongqing Petrochina Aulton New Energy Technology Co., Ltd.* (重慶中油奧動新能源科技有限公司, “Chongqing Petrochina Aulton”)	Joint venture of the Group
Anhui Aulton New Energy Technology Co., Ltd. (安徽奧動新能源科技有限公司, “Anhui Aulton”)	Joint venture of the Group
Fujian Tongzhou New Energy Co., Ltd.* (福建同洲新能源科技有限公司, “Fujian Tongzhou New Energy”)	Joint venture of the Group since 25 May 2023
Dongguan Aulton Yichuang Energy Technology Co., Ltd.* (東莞市奧動億創新能源科技有限公司, “Dongguan Aulton Yichuang”)	Joint venture of the Group
Inner Mongolia Aodong Hengshi Technology Co., Ltd.* (內蒙古奧動恒石科技有限公司, “Inner Mongolia Aulton Hengshi”)	Joint venture of the Group
Aokuai New Energy Technology (Guangdong) Co., Ltd.* (奧快新能源科技(廣東)有限公司, “Aokuai Guangdong”)	Joint venture of the Group
Ordos Aodong Zhixing New Energy Vehicle Co., Ltd.* (鄂爾多斯市奧動智行新能源汽車有限公司, “Ordos Aulton Zhixing”)	Associate of the Group

* These entities are all PRC limited liability companies. The English translation of the company names is for reference only. The official names of these companies are in Chinese.

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(b) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company’s Directors as disclosed in Note 8 and certain of the highest paid employees as disclosed in Note 9, is as follows:

	Years ended 31 December			Four months ended 30 April	
	2023	2024	2025	2025	2026
	RMB’000	RMB’000	RMB’000	RMB’000 (unaudited)	RMB’000
Salaries, wages and other					
benefits	6,796	5,456	4,710	2,411	906
Discretionary bonuses	1,875	706	919	262	544
Retirement scheme					
contributions	76	30	71	21	26
Equity settled share-based					
payment expenses	1,556	414	7,824	415	3,127
	<u>10,303</u>	<u>6,606</u>	<u>13,524</u>	<u>3,109</u>	<u>4,603</u>

Total remuneration is included in “staff costs” (see Note 6(b)).

(c) Related parties transactions

During the Track Record Period, the Group entered into the following material related party transactions:

	Years ended 31 December			Four months ended 30 April	
	2023	2024	2025	2025	2026
	RMB’000	RMB’000	RMB’000	RMB’000 (unaudited)	RMB’000
Recurring transactions					
Sales of goods					
– Anhui Aulton	8,928	7,569	12	–	77
– Dongguan Aulton					
Yichuang	2,282	–	–	–	–
– Ordos Aulton Zhixing	3,009	10,192	189	8	5,724
– Inner Mongolia Aulton					
Hengshi	21,758	772	11,364	24	2,441
– Chongqing Petrochina					
Aulton	10,619	20,531	592	–	–
	<u>46,596</u>	<u>39,064</u>	<u>12,157</u>	<u>32</u>	<u>8,242</u>
Provision of services					
– Anhui Aulton	7	18	2	2	–
– Dongguan Aulton					
Yichuang	640	600	–	–	–
– Ordos Aulton Zhixing	–	3	377	377	–
– Fujian Tongzhou New					
Energy	–	57	31	1	–
– Inner Mongolia Aulton					
Hengshi	393	1,337	967	726	431
– Chongqing Petrochina					
Aulton	1,945	8,957	5,117	1,847	1,515
– Aokuai Guangdong	–	–	2,898	1,146	1,137
	<u>2,985</u>	<u>10,972</u>	<u>9,392</u>	<u>4,099</u>	<u>3,083</u>

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	Years ended 31 December			Four months ended 30 April	
	2023	2024	2025	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
				(unaudited)	
Purchase of goods					
– Feixun Sensor Shanghai . . .	3,946	2,513	1,065	149	110
Purchase of services					
– Feixun Sensor Shanghai . . .	2,186	2,440	1,159	192	67
(d) Balance with related parties					
	As at 31 December			As at 30 April	
	2023	2024	2025	2026	
	RMB'000	RMB'000	RMB'000	RMB'000	
Trade in nature					
Trade and other receivables					
– Inner Mongolia Aulton					
Hengshi	10,552	1,699	15,229	18,679	
– Anhui Aulton	787	1,925	698	701	
– Fujian Tongzhou New Energy . .	–	57	54	48	
– Dongguan Aulton Yichuang . . .	5,539	–	–	–	
– Ordos Aulton Zhixing	–	860	169	3,343	
– Chongqing Petrochina Aulton . .	13,477	8,823	5,794	5,474	
– Guangzhou Aofei Silicon					
Valley	–	–	128	125	
– Aokuai Guangdong	–	–	2,114	2,529	
	30,355	13,364	24,186	30,899	
Trade and other payables					
– Anhui Aulton	1	48	67	64	
– Feixun Sensor Shanghai	1,636	1,827	855	748	
– Inner Mongolia Aulton					
Hengshi	1,991	–	–	–	
– Fujian Tongzhou New Energy . .	18	50	83	83	
– Chongqing Petrochina Aulton . .	–	8,338	3,288	2,384	
– Ordos Aulton Zhixing	–	122	110	163	
– Dongguan Aulton Yichuang . . .	1,806	420	–	–	
	5,452	10,805	4,403	3,442	
Contract liabilities					
– Dongguan Aulton Yichuang . . .	6,245	–	–	–	
– Inner Mongolia Aulton					
Hengshi	–	–	3	–	
	6,245	–	3	–	
Non-trade in nature					
Trade and other receivables					
– Dongguan Aulton Yichuang . . .	–	800	800	800	
– Aokuai Guangdong	–	–	–	2,000	
	–	800	800	2,800	

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The non-trade related balances due from Dongguan Aulton Yichuang are unsecured, interest-free and have fixed terms of repayment. The directors expect the balances will not be settled prior to the completion of an IPO.

The non-trade related balances due from Aokuai Guangdong are unsecured, interest-free and have no fixed terms of repayment. The directors expect the balances will be settled prior to the completion of an IPO.

(e) Leasing arrangement

	Years ended 31 December			Four months ended 30 April	
	2023	2024	2025	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000 (unaudited)	RMB'000
Lease liabilities due to a related party					
– Related interest expenses	–	27	100	36	20
	As at 31 December			As at 30 April	
	2023	2024	2025	2026	
	RMB'000	RMB'000	RMB'000	RMB'000	
Lease liabilities due to a related party					
– Amounts owed by the Group	–	3,146	2,598	2,349	

For the years ended 31 December 2024 and 2025 and the four months ended 30 April 2026, the Group entered into a lease contract with Guangzhou Aofei Silicon Valley for use of offices. The amount of rent payable (excluding taxes) by the Group under the lease ranges from RMB57,389 to RMB63,271 per month, which was determined with reference to amounts charged by Guangzhou Aofei Silicon Valley to third parties. As at 31 December 2024 and 2025 and 30 April 2026, the relevant right-of-use assets amounted to RMB2,918,000, RMB2,334,000 and RMB2,126,000, respectively.

36 IMMEDIATE AND ULTIMATE CONTROLLING PARTY

As at the date of this report, the directors consider the immediate and ultimate controlling party of the Group to be Mr. Cai.

37 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE TRACK RECORD PERIOD

Up to the date of issue of these financial statements, the IASB has issued a number of new or amended standards, which are not yet effective for the year beginning on 1 January 2026 and which have not been adopted in the Historical Financial Information. These developments include the following which may be relevant to the Group.

	Effective for accounting periods beginning on or after
IFRS 18, <i>Presentation and disclosure in financial statements</i>	1 January 2027
IFRS 19, <i>Subsidiaries without public accountability: disclosures</i>	1 January 2027
Amendments to IAS 21, <i>Translation to a hyperinflationary presentation currency</i>	1 January 2027
IFRS 20, <i>Regulatory assets and regulatory liabilities</i>	1 January 2029
Amendments to IFRS 10 and IAS 28, <i>Sale or contribution of assets between an investor and its associate or joint venture</i>	To be determined

The Group is in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the Historical Financial Information except for the following:

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IFRS 18, *Presentation and disclosure in financial statements*

IFRS 18 will replace IAS 1, *Presentation of financial statements* and aims to improve the transparency and comparability of information about an entity’s financial statements. IFRS 18 is effective for annual reporting periods beginning on or after 1 January 2027 and is to be applied retrospectively.

Among other changes, under IFRS 18, entities are required to classify all income and expenses into five categories in the statement of profit or loss, namely the operating, investing, financing, discontinued operations and income tax categories. Entities are also required to provide specific disclosures about management-defined performance measures in a single note in the financial statements.

The Group does not plan to early adopt IFRS 18. IFRS 18 will impact the presentation of financial statements and is not expected to have significant impact on the financial performance and positions of the Group.

38 SUBSEQUENT EVENTS

[There were no significant events after [30 April 2026] that require additional disclosures in or adjustments to the Historical Financial Information.]

SUBSEQUENT FINANCIAL STATEMENTS

[No audited financial statements have been prepared by the Company and its subsidiaries in respect of any period subsequent to [30 April 2026]].