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Application Proof of

Zhongan Information Technology (Shenzhen) Co., Ltd.

眾安信科(深圳)股份有限公司

(the "**Company**")

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

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Zhongan Information Technology (Shenzhen) Co., Ltd.
眾安信科(深圳)股份有限公司

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

[REDACTED]

Number of [REDACTED] under the [REDACTED]	:	**[REDACTED] H Shares (subject to the [REDACTED])**
Number of [REDACTED]	:	**[REDACTED] H Shares (subject to [REDACTED])**
Number of [REDACTED]	:	**[REDACTED] H Shares (subject to [REDACTED] and the [REDACTED])**
[REDACTED]	:	**HK$[REDACTED] per H Share (payable in full in Hong Kong dollars on application plus brokerage of 1%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and subject to refund and the Stock Exchange trading fee of 0.00565%)**
Nominal value	:	**RMB0.10 per H Share**
[REDACTED]	:	**[•]**

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

ICBC 工银国际

國聯證券國際 GUOLIAN SECURITIES INTERNATIONAL

[REDACTED]

[REDACTED]

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The [REDACTED] is expected to be fixed by agreement between the [REDACTED] (for themselves and on behalf of the [REDACTED]) and our Company on the [REDACTED]. The [REDACTED] will be not more than HK$[REDACTED] per H Share and is currently expected to be not less than HK$[REDACTED] per H Share. Applicants for [REDACTED] are required to pay, on application, (subject to application channel), the [REDACTED] of HK$[REDACTED] per H Share together with brokerage of 1%, SFC transaction levy of 0.0027%, the Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015%, subject to refund if the [REDACTED] should be less than HK$[REDACTED] per H Share. If, for any reason, the [REDACTED] is not agreed between the [REDACTED] (for themselves and on behalf of the [REDACTED]) and our Company by 12:00 noon on [REDACTED], the [REDACTED] (including the [REDACTED]) will not proceed and will lapse.

The [REDACTED] (for themselves and on behalf of the [REDACTED]) may, with our consent, reduce the number of [REDACTED] being offered under the [REDACTED] and/or the indicative [REDACTED] range below as stated in this Document at any time on or prior to the morning of the last day for lodging applications under the [REDACTED]. In such a case, an announcement will be published on the websites of our Company at **www.zhongan.tech** and the Stock Exchange at **www.hkexnews**.hk not later than the morning of the day which is the last day for lodging applications under the [REDACTED]. Details of the arrangement will then be announced by us as soon as practicable. For further information, please see the sections headed "[REDACTED]" and "How to Apply for the [REDACTED]" in this Document.

We are incorporated, and most of our businesses are located, in the PRC. Potential investors should be aware of the differences in legal, economic and financial systems between the PRC and Hong Kong and that there are different risk factors relating to investments in PRC-incorporated companies. Potential investors should also be aware that the regulatory framework in the PRC is different from the regulatory framework in Hong Kong and should take into consideration the different market nature of our H Shares. Such differences and risk factors are set out in "Risk Factors", "Regulatory Overview", "Appendix IV — Statutory and General Information" and "Appendix III — Summary of the Articles of Association of the Company" in this Document. Prior to making an investment decision, potential investors should consider carefully all of the information set out in this Document, including the risk factors set out in "Risk Factors".

The obligations of the [REDACTED] under the [REDACTED] are subject to termination by the [REDACTED] (for themselves and on behalf of the [REDACTED]) if certain grounds arise prior to [8:00 a.m.] on the [REDACTED]. Further details of such circumstances are set out in "[REDACTED]".

The [REDACTED] have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and may not be offered, sold, pledged or transferred within the United States or to, or for the account or benefit of U.S. persons (as defined in Regulation S), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. The [REDACTED] are being offered and sold outside the United States in offshore transactions in accordance with Regulation S.

ATTENTION

We have adopted a fully electronic application process for the [REDACTED]. We will not provide printed copies of this Document to the public in relation to the [REDACTED].

This Document is available at the websites of our Company at **www.zhongan.tech** and the Stock Exchange at **www.hkexnews.hk**. If you require a printed copy of this Document, you may download and print from the website addresses above.

IMPORTANT

[REDACTED]

IMPORTANT

[REDACTED]

EXPECTED TIMETABLE

[REDACTED]

EXPECTED TIMETABLE

[REDACTED]

EXPECTED TIMETABLE

[REDACTED]

CONTENTS

This Document is issued by our Company solely in connection with the [REDACTED] and the [REDACTED] and does not constitute an offer to sell or a solicitation of an offer to buy any security other than the [REDACTED] offered by this Document pursuant to the [REDACTED]. This Document may not be used for the purpose of marketing, and does not constitute, an offer or invitation in any other jurisdiction or in any other circumstances. No action has been taken to permit a public offering of the [REDACTED] in any jurisdiction other than Hong Kong and no action has been taken to permit the distribution of this Document in any jurisdiction other than Hong Kong. The distribution of this Document and the offering and sale of the [REDACTED] in other jurisdictions are subject to restrictions and may not be made except as permitted under the applicable securities laws of such jurisdictions pursuant to registration with or authorization by the relevant securities regulatory authorities or an exemption therefrom.

You should rely only on the information contained in this Document to make your investment decision. We have not authorized anyone to provide you with information that is different from what is contained in this Document. Any information or representation not made in this Document must not be relied on by you as having been authorized by us, the Joint Sponsors, [REDACTED], any of their respective directors or any other person or party involved in the [REDACTED].

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SUMMARY

This summary aims to give you an overview of the information contained in this document. As this is a summary, it does not contain all the information that may be important to you. You should read the entire document before you decide to invest in the [REDACTED]. There are risk associated with any investment. Some of the particular risks in investing in the [REDACTED] are set out in "Risk Factors" in this document. You should read that section carefully before you decide to invest in the [REDACTED].

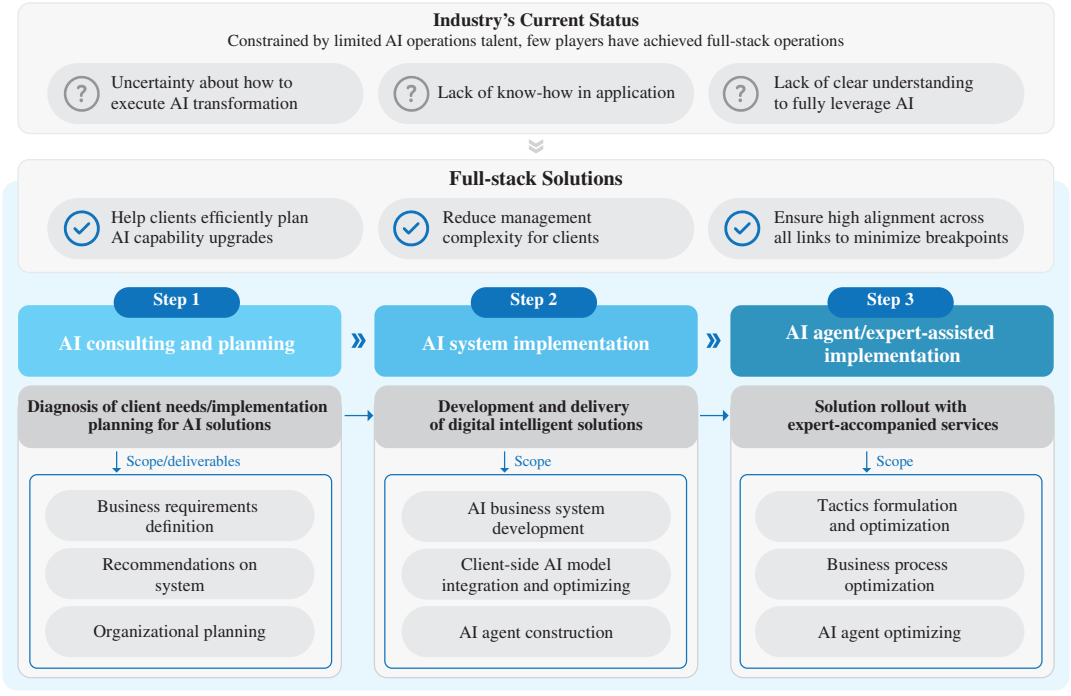
OVERVIEW

We are an AI solutions provider focusing on intelligent marketing and intelligent operations management solutions for enterprises. We work with corporate clients across various industries including financial services, information technology, retail and others. On the marketing side, we help clients acquire, manage and retain customers more effectively, and drive repeat purchases and upselling opportunities within their existing customer base. On the operations management side, we support clients in executing and managing core business operations, including automated analysis of operational data and report generation, customer service, execution of business processes and monitoring and analysis of operational risks.

Our solutions include tailor-made and/or standard modules that can be installed onto our clients' own IT-backbone.

Our technical capabilities allow us to provide solutions to our clients — from initial diagnosis and planning through to implementation and ongoing support. After implementation, we stay involved to observe the performance and make necessary modifications to ensure delivery of practical results.

Below is an illustration of our business model and full-stack solutions:



Our solutions are built on a combination of industry knowledge accumulated through close collaboration with clients over the years and our technical capabilities. Since our inception, we have built ongoing relationships with many of our clients, typically beginning with a single use case before expanding their procurement of our solutions across broader business and operational scenarios. Our solutions are designed to integrate directly into clients' existing workflows, enabling enterprises

to enhance operational efficiency through AI adoption without requiring large-scale infrastructure overhaul. We believe our hands-on approach and track record of delivering practical results position us well to continue growing in the enterprise-grade AI solutions market.

Our client base has grown steadily over the Track Record Period. The cumulative number of clients we had served grew from 88 as of December 31, 2023 to 241 as of December 31, 2024, and further expanded to 361 as of December 31, 2025, representing a CAGR of 102.5%, and further increased to 409 as of May 31, 2026. Many clients have expanded their use of our solutions over time, taking on additional functions and scenarios, which reflects the practical value our solutions deliver.

OUR SOLUTIONS

We provide intelligent marketing and intelligent operations management solutions that enable clients to accelerate AI deployment, enhance operational and marketing efficiency, expand business scale and strengthen competitiveness. By combining advanced technology, including large-model-enabled application capabilities, knowledges engineering and AI agents orchestration, with deep industry insights and business knowledge, we deliver solutions that are both technically sophisticated and operationally effective, helping clients achieve sustainable and scalable AI transformation.

Our Intelligent Marketing Solutions

Our intelligent marketing business is built on XK-QianAI, QianNexus and intelligent marketing systems as the core, forming a reusable and systematized framework for intelligent customer operations. Centered on customer lifecycle management, the framework integrates customer segmentation, tactics formulation, product matching, benefit and incentive operations, and multi-channel engagement into executable, end-to-end workflows, supported by data insights and marketing intelligence to enable ongoing operations.

Rather than relying on isolated marketing activities or standalone tools, these capabilities are constructed through our AI foundation XK-QianAI and are operationalized through QianNexus-enabled process orchestration. Together with complementary consulting and implementation services, the solutions support deployment and refinement, while advancing business diagnostics, process optimization, organizational alignment and performance management. This approach supports the intelligent upgrading of marketing and customer operation models across different industries, with the objective of improving customer engagement, conversion effectiveness and the sustainability of business operations.

Our Intelligent Operations Management Solutions

Our intelligent operations management solutions is built on XK-QianAI and QianNexus and they provide enterprises with AI-powered capabilities to enhance operational efficiency across decision-making, business administration, R&D and risk management. It helps enterprises transition from manual operations to AI-driven intelligent management. These solutions provide automated workflow execution, intelligent decision support, real-time monitoring and predictive analytics. Our solutions are scalable as they are built on a modular architecture with reusable technical assets, enabling rapid configuration of key components to meet diverse client needs. This architecture is also designed with a decoupled structure, allowing core capabilities to operate independently from scenario-specific applications. As a result, individual components can be deployed, extended or upgraded without disrupting existing systems, providing enterprises with flexibility to adopt and expand AI-enabled solutions at an appropriate pace.

The strength of our solutions lies in combining accumulated implementation experience with flexible configuration. We transform tacit expert knowledge into structured Chain-of-Thought (CoT)*(Note)*, and Standard Operating Procedure (SOP)*(Note)*, forming a "standardized expertise" capability that enables swift adaptation to new use cases through minimal technical optimizing. Our modular and decoupled design also supports plug-and-play integration with clients' existing systems, reducing implementation time and cost while enabling scalable, incremental upgrades across both small and medium-sized enterprises and large corporations. For further details of our technical capabilities, please see the section headed "Business — Our Cross-Industry AI Architecture — XK-QianAI — Our Unified AI Foundation."

Delivery of Our Solutions

In substantially all of our engagements, we provide clients with diagnostic consultations and conduct business requirements interviews to understand and define client needs and objectives. We then take clients through solution design, development and installation onto the client's systems. Our solutions are delivered under two principal models: project-based delivery, under which we scope, design and implement end-to-end tailored solutions; and modular delivery, under which clients procure specific functional modules on a standalone basis. Depending on the delivery model and the client's operational environment, solutions may be deployed remotely, on-site, or through a hybrid of both. For further details, please see the section headed "Business — Our Sales Approach, Delivery Models and Deployment Methods" in this Document.

As our solutions are deployed directly on clients' systems and infrastructure, they can apply their proprietary data and information within their enclosed system. In addition to accessing our technical modules within locally deployed solutions in their own environment, depending on customers' business needs, they may also securely invoke our technical modules remotely from their own premises. We continue providing support after implementation — covering system integration, AI model enhancement, knowledge base management and ongoing optimization — and remain involved as client needs evolve.

MARKET OPPORTUNITIES AND OUR VALUE PROPOSITIONS

Market opportunities and Competition

The enterprise-grade AI solutions market is experiencing rapid expansion as enterprises shift from adopting standalone AI tools to seeking solutions that embed into core business workflows and deliver tangible outcomes. This shift has been accompanied by growing demand for industry-specific expertise, deep understanding of business scenarios and the ability to integrate domain knowledge with advanced AI technologies. As a result, market entry barriers have risen, favoring service providers with proven delivery capabilities, established client recognition and the ability to support complex, real-world enterprise use cases.

Competition in the enterprise-grade AI solutions market varies by segment. In enterprise-grade AI solutions segment driven by vertical large model capabilities, the market is more fragmented, with leading providers generating revenue ranging from approximately RMB0.3 billion to RMB1.0 billion in 2024.

Note: Chain-of-Thought (CoT) refers to a reasoning framework in which an artificial intelligence model organizes its processing logic through a sequence of intermediate steps, allowing complex instructions or business rules to be handled in a structured manner.

Standard Operating Procedure (SOP) refers to documented standardized procedures that guide personnel in performing routine operations in a consistent and controlled manner.

Our Value Propositions

Our strong track record in delivering AI solutions in complex and highly-regulated industries positions us well to capture opportunities arising from enterprise AI transformation. As enterprises seek to translate AI capabilities into practical business impact, they commonly encounter a "last mile" challenge in integrating AI into real-world business operations and achieving consistent, measurable results. We address this challenge by building capabilities that enable AI solutions to operate effectively within enterprise environments. For further details of the underlying technologies and capabilities supporting our value proposition, please see the sections headed "Business — Our Solutions" and "Business — Our Cross-Industry AI Architecture".

AI Solutions with Deep Industry Expertise

Enterprises in regulated industries require AI solutions that can continuously incorporate evolving laws, regulations and operational rules into day-to-day decision-making. As a result of our experience in serving highly regulated industries, we have accumulated proprietary knowledge across end-to-end business processes, along with extensive business insights, industry-specific knowledge, and proven implementation methodologies.

We embed this industry knowledge into our AI foundation through a structured knowledge engineering process. XK-QianAI converts evolving business and regulatory information into standardized, reusable knowledge, which is deployed through QianNexus to support interpretable and decision-ready AI outputs.

Operational Support for Scalable AI Deployment

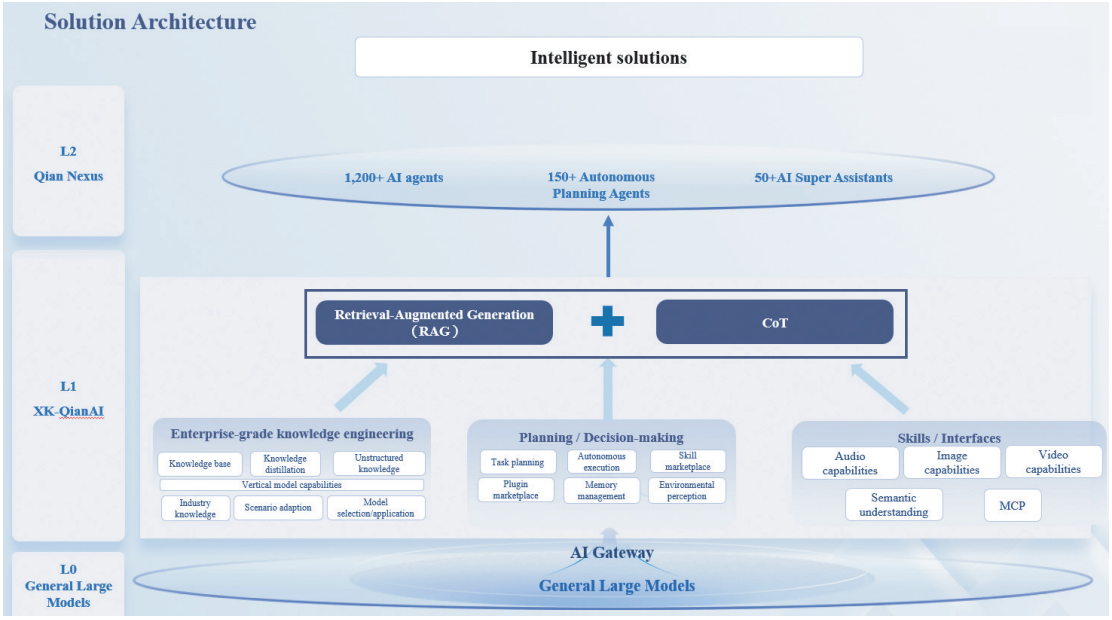
Many enterprises face challenges not only in initial AI deployment, but also in scaling, operating and continuously optimizing AI solutions within real business environments. We address this by providing ongoing operational support, including system monitoring, maintenance and continuous optimization.

Built on XK-QianAI, QianNexus enables flexible configuration of AI agents and workflows based on each client's business objectives, levels of AI maturity and deployment preferences. Our multi-scenario AI agent matrix supports coordinated deployment across core enterprise functions, helping reduce implementation time and transformation costs.

OUR CROSS-INDUSTRY AI ARCHITECTURE

Our comprehensive and agile solutions architecture has been instrumental to our success. We adopt a modular and decoupled intelligent solutions architecture covering the full technology stack from foundational layers to application layers, including knowledge extraction, intelligent middle platforms construction, AI application development and AI agent formation and iteration. Such architecture enables rapid deployment across industries and can be readily customized under diverse business scenarios. At its core, the architecture is designed around planning and decision-making capabilities, enabling AI agents to autonomously decompose complex business objectives into executable steps, perform multi-step reasoning and dynamically adjust actions based on real-time feedback. Moreover, as we amass knowledge of business operations and regulatory requirements and as industry dynamics continue to evolve, we systematically capture relevant industry knowledge and encode it into reusable CoT and SOPs. These capabilities strengthen our platform across the financial services, technology and retail industries, creating cross-industry synergies through knowledge reuse and cross-sector capability transfer. Our solutions architecture forms a self-reinforcing cycle where client partnerships generate industry insights that enhance our solutions, strengthen our market position and attract new partnerships.

Below is an illustration of our solutions architecture:



Our solutions architecture is powered by a proprietary two-tier solutions infrastructure that comprises:

XK-QianAI — Our Unified AI Foundation

XK-QianAI is the technical foundation to our intelligent solutions. Upon local deployment within a client's own environment, XK-QianAI connects with the client's existing systems to enable consolidation and structuring of the client's data within their enclosed infrastructure, unifying AI capabilities across our intelligent marketing and intelligent operations management solutions. As of May 31, 2026, XK-QianAI maintained:

- Over 1,200 CoT with more than 18,000 CoT nodes; and
- Over 1,000,000 knowledge bases deployed in production environments.

Our knowledge base encompasses detailed business processes, product information, sales scripts, proprietary business knowledge and service workflows, supplemented by public external data on current events, competitors, policies and consumer insights. XK-QianAI supports automated knowledge processing and enables scenario-specific decision-making across diverse business contexts.

As illustrated in the diagram above, XK-QianAI operates as the core AI platform layer (L1), integrating data processing, model orchestration and tool invocation capabilities, and supports secure access to a variety of large language models with automatic invocation of the most suitable model based on business requirements. Key underlying modules including data distillation, knowledge base construction and retrieval-augmented generation (RAG)*(Note)*, as well as reasoning mechanisms such as chain-of-thought (CoT), which together enable structured data utilization and context-aware model inference across different business scenarios. XK-QianAI also provides traceability of AI-driven operation, recording each step to enable clients to identify the source of any issue and ensure safe and compliant use of AI in accordance with applicable requirements. Together, XK-Qian AI enables enterprises to harness large language models more efficiently within their operational context.

Note: RAG refers to a technique that enables generative artificial intelligence models to retrieve and incorporate new information.

QianNexus — Our AI Agent Matrix

Built on XK-QianAI, QianNexus is our AI agent matrix. It functions as the execution and orchestration layer that embeds AI capabilities into end-to-end business workflows, enabling enterprises to move beyond isolated AI pilots and deploy intelligence at scale. QianNexus includes the following features:

- Designed to support reliable day-to-day operations and continuous improvement after deployment;
- Enable scenario-specific deployment of AI agents across key business functions, including marketing, operations, customer service, internal office and quality inspection; and
- With 1,200+ AI agents and 50+ AI Super Assistants through coordinated multi-agent collaboration, the agents and super assistants combine business logic with domain expertise to enhance marketing precision and operational efficiency across diverse industries, while supporting a wide range of enterprise use cases, including customer intent recognition and intelligent routing, automated outbound engagement, compliance review and product matching.

As shown in the diagram, QianNexus corresponds to the application and agent layer (L2), where AI Super Assistants serve as the primary user-facing interface, and AI agents function as specialized execution units responsible for specific business tasks. These agents operate by invoking underlying data, model and reasoning capabilities from XK-QianAI, enabling coordinated multi-agent collaboration and execution of complex workflows.

This architecture transforms general-purpose AI with deeply specialized business expertise, enabling systematic and scalable value creation.

Our solutions are supported by a synergistic combination of foundational AI capabilities and AI agents framework, which together enable the delivery of industry-oriented intelligent applications at different layers of abstraction. Operating in a layered, collaborative structure, XK-QianAI serves as the underlying AI foundation, while QianNexus operates at the execution layer. In parallel, we continue to develop and apply vertical model capabilities that enhance industry-specific knowledge and performance in selected industry contexts, which may be incorporated into solutions where deeper industry specialization is required, forming an integrated enterprise productivity system that combines deep domain knowledge, extensible plug-in and API interfaces, and end-to-end business workflow execution.

While these components serve different functional roles within our architecture, they are designed to operate in a coordinated manner. Depending on the use case and deployment stage, solutions may emphasize foundational capabilities, agent-based execution, or vertical model capabilities to varying degrees. In a typical workflow, user requests are received through AI Super Assistants, decomposed into structured tasks and routed to relevant AI agents within QianNexus. These tasks are then processed through XK-QianAI, where enterprise data is refined through data distillation, relevant knowledge is retrieved via RAG and large language models perform reasoning with CoT mechanisms. The outputs are generated and, where applicable, integrated with external tools or APIs before being delivered to users, forming a closed-loop intelligent execution process.

We continue to refine how these capabilities are combined and applied to support scalable deployment, operational reliability and adaptability across industries, while maintaining a clear and flexible technical architecture.

SUMMARY

OUR STRENGTHS

We believe the following strengths position us well to thrive and capitalize on future opportunities in the enterprise-grade AI solutions market:

- We are an enterprise-grade intelligent marketing and intelligent operations management AI solutions provider with strong growth potential.
- Comprehensive and scalable solutions that meet clients' diverse-scenario needs.
- Solid and reliable technology foundation supported by strong R&D capabilities.
- Robust and rapidly growing customer base.
- A core founding team with deep industry insight driving sustainable growth.

OUR STRATEGIES

We plan to pursue the following strategies to further entrench our position in the enterprise-grade AI solutions market and deliver continued growth:

- Continue to invest in technology to support sustainable growth.
- Continue to cultivate value for customers and improve our solutions portfolio and business model.
- Deepen collaboration with customers and capture market growth opportunities.
- Strengthen talent development and building a high-caliber talent pool.

OUR SALES MODEL

We derived substantially all of our revenue through direct sales during the Track Record Period. Under our direct sales approach, we have on-site personnel who work with client to better ensure smooth implementation of our solutions while other dedicated teams support them remotely.

More importantly, our direct sales model helps us build strong collaboration with our clients and receive timely and direct feedback on their needs and the latest industry developments. We believe our direct sales effort is part of the reason we had strong client retention and enjoyed success in cross-selling during the Track Record Period.

OUR CUSTOMERS

We have established coverage across a range of clients, including primarily financial service entities, technology companies and retail entities. Our client development strategy has two fronts: (i) deepening client engagement, including a focus on clients with more sizable and stable demand for our solutions, which we believe have greater potential to develop into long-term, high value clients; and (ii) expanding our client base to include additional enterprise customers while increasing solution adoption across existing clients.

In line with our strategic growth on deepening client engagement and expanding our client base, we continued to serve our existing clients while adding new high-value enterprise customers across retail and other industries. Moreover, the cumulative number of clients we had served grew from 88 as of December 31, 2023 to 241 as of December 31, 2024, and further expanded to 361 as of December 31, 2025, representing a CAGR of 102.5%, and further increased to 409 as of May 31, 2026. In addition, our customer retention rate[(Note)] was 42.4% for 2024 and 53.0% for 2025.

Note: Client retention for 2024 is calculated by dividing the number of customers with whom we had derived revenue in 2023 and 2024 by the total number of revenue generating customers in 2024. Client retention for 2025 is calculated by dividing the number of customers with whom we had derived revenue in 2023 and/or 2024 by the total number of revenue generating customers in 2025.

During the Track Record Period, our sales to the largest customer in each year/period accounted for 44.4%, 44.6%, 22.3% and 25.1% of our total revenue for the respective years/period. For the years ended December 31, 2023, 2024, 2025 and the five months ended May 31, 2026, our sales to the five largest customers in each year/period in aggregate accounted for 74.7%, 62.7%, 43.0% and 54.7% of our total revenue for the respective years/period.

Save for ZhongAn Group, our Directors confirm that the rest of our five largest customers for each year/period during the Track Record Period were independent third parties. None of our Directors, their respective associates, or Shareholders (other than ZhongAn Group) (which to the best knowledge of our Directors owned more than 5% of our share capital as at the Latest Practicable Date) had any interest in any of our five largest customers.

OUR RELATIONSHIP WITH ZHONGAN GROUP

ZhongAn Technology, a wholly-owned subsidiary of ZhongAn Online, is one of the substantial shareholders of our Company and a significant customer of our Group. ZhongAn Technology had been engaged in the provision of technology and digitalization solutions and services. At the time of our establishment, our Founders were employees of ZhongAn Technology and/or other members of ZhongAn Group. Considering the emerging market demand for AI solutions in 2020s, our Founders intended to pursue opportunities in the AI solutions industry. Having considered its own strategic considerations and supplementarily the relevant regulatory measures and guidance, ZhongAn Technology decided not to commit resources to develop new businesses for third party customers, including the development and provision of AI Solutions to third party customers, and consented to the establishment of our Company by our Founders outside ZhongAn Group. After our establishment, ZhongAn Technology had been cooperating with us as a supplier of AI solutions in, among other things, continuously providing services to its existing customers with demands for AI solutions, and ZhongAn Technology had, since then, primarily focused on providing internal services within ZhongAn Group. Pursuant to a capital increase agreement entered into by ZhongAn Technology, our Company and Zhongxing Youmi in December 2023 (the "**2023 Capital Increase Agreement**"), ZhongAn Technology became our substantial shareholder, subscribing for equity capital at a consideration of RMB8.7 million in cash and RMB10.42 million in the form of intellectual property rights. Pursuant to the 2023 Capital Increase Agreement and a supplemental agreement entered into between ZhongAn Technology, our Company and Zhongxing Youmi in August 2024, such intellectual property rights included 116 patents, 135 copyrights and 2 trademarks. During the Track Record Period, our sales to ZhongAn Group included our sales of enterprise-level AI solutions to ZhongAn Group for its own use and our sales to ultimate independent customers in collaboration with ZhongAn Technology, with revenue attributable to ZhongAn Technology and its associates amounting to RMB102.6 million, RMB140.1 million, RMB116.2 million and RMB53.0 million for the years ended December 31, 2023, 2024, 2025 and the five months ended May 31, 2026, respectively.

Going forward, our continuing cooperation with ZhongAn Group is governed by the Cooperation Framework Agreement, pursuant to which members of our Group may provide enterprise-grade AI solution services to ZhongAn Technology and its associates on normal commercial terms after arm's length negotiations, with proposed annual caps of RMB137.1 million, RMB138.1 million and RMB146.2 million for the years ending December 31, 2026, 2027 and 2028, respectively.

For further details, please see "History, Development and Corporate Structure — Background to the Establishment of Our Company", "Business — Our Business Relationship with ZhongAn Group" and "Connected Transactions".

OUR SUPPLIERS

Our suppliers primarily include digital communication service providers, professional advisory service providers and project solutions integrators. During the Track Record Period, our purchases from the largest supplier in each year/period accounted for 18.7%, 43.2%, 10.1% and 6.7% of our total cost of sales for the respective years/period. For the years ended December 31, 2023, 2024, 2025

and the five months ended May 31, 2026, our purchases from the five largest suppliers in each year/period in aggregate accounted for 73.2%, 74.7%, 39.6% and 31.5% of our total cost of sales for the respective years/period.

Save for ZhongAn Group, our Directors confirm that the rest of our five largest suppliers for each period during the Track Record Period were independent third parties and none of our Directors, their respective close associates, or Shareholders (other than ZhongAn Group) (which to the best knowledge of our Directors owned more than 5% of our share capital as at the Latest Practicable Date) had any interest, directly or indirectly, in any of our five largest suppliers for each period during the Track Record Period.

RISK FACTORS

Our business faces risks including those set out in the section headed "Risk Factors." As different investors may have different interpretations and criteria when determining the significance of a risk, you should read the "Risk Factors" section in its entirety before you decide to invest in our Shares. Some of the major risks that we face include:

- The industries in which we operate are characterized by constant changes. If we fail to continuously innovate our technology and provide useful solutions that meet the expectations of our users, our business, financial condition and results of operations may be materially and adversely affected.
- If we fail to compete effectively, our business, financial condition and results of operations may be materially and adversely affected.
- If the market for our solutions fails to grow as we expect, or if our users or potential users fail to adopt our solutions, our business, operating results, and financial condition could be adversely affected.
- If we fail to retain existing customers or increase the spending by existing customers, or attract new customers, our business, financial condition, results of operations and prospects may be materially and adversely affected.
- Our use of open-source large model could impose limitations on our business operations.
- Our AI solutions rely primarily on public industry data and accumulated knowledge system. Both the inherent limitations of such data sources and potential inaccuracies or delays in data updates could adversely affect the performance of our solutions, which may in turn impact our business and financial performance.
- AI technologies are heavily embedded in our integrated solutions and are constantly evolving. Any flaws or inappropriate usage of AI technologies, whether actual or perceived, whether intended or inadvertent, whether committed by us or by other third parties, could have negative impact on our business, reputation and the general acceptance of AI solutions by the society.
- Our proprietary technologies which are essential to our daily business operations are complex and may contain undetected errors or may not operate properly, which could adversely affect our business, results of operations, financial condition and prospects.
- A limited number of clients, in particular our largest customer, contributed to a substantial portion of our revenue, and failure to maintain our business relationship with them or reduce our reliance on them could adversely affect our business, financial condition, results of operations and prospects.
- We derived a significant portion of our revenue from ZhongAn Group and any adverse change in our relationship with ZhongAn Group could adversely affect our business and results of operations.

SUMMARY OF HISTORIC FINANCIAL INFORMATION

The following tables set forth summary financial data from our consolidated financial information for the Track Record Period, derived from the Accountant's Report set out in Appendix I to this document. The summary consolidated financial data set forth below should be read together with the consolidated financial statements in this document, including the related notes. Our consolidated financial information was prepared in accordance with IFRS.

Selected Items from the Consolidated Statements of Comprehensive Income

The following table summarizes the consolidated statements of comprehensive income from the financial statements during the Track Record Period, details of which are set out in the Accountant's Report in Appendix I to this document.

	For the year ended December 31,			For the five months ended May 31,	
	2023	**2024**	**2025**	**2025**	**2026**
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)	*RMB'000*
Revenue	225,864	308,532	477,104	122,502	199,333
Cost of sales	(194,940)	(224,548)	(300,719)	(82,460)	(126,533)
Gross profit	30,924	83,984	176,385	40,042	72,800
Selling expenses	(721)	(2,615)	(21,713)	(7,575)	(12,159)
General and administrative expenses	(8,942)	(14,364)	(24,457)	(4,584)	(15,294)
Research and development expenses	(10,918)	(26,791)	(92,590)	(36,692)	(43,802)
Net impairment losses/(reversal) on financial assets	(247)	(182)	(2,075)	(121)	9
Other income	447	278	2,009	8	378
Other gain/(loss) — net	(9)	—	665	—	2,156
Finance income	116	96	1,720	569	738
Finance costs	(98)	(2,827)	(1,149)	(572)	(694)
Profit/(loss) before income tax	10,552	37,579	38,795	(8,925)	4,132
Income tax (expenses)/credit	(470)	(4,348)	270	(68)	28
Profit/(loss) for the year	10,082	33,231	39,065	(8,993)	4,160
Attributable to:					
Owners of the Company	10,082	33,231	39,065	(8,993)	4,160
Non-controlling interests	—	—	—	—	—
Earnings/(loss) per share attributable to the owners of the Company					
Basic and diluted (expressed in RMB per share)	1.00	1.70	1.66	(0.39)	0.16

Revenue

During the Track Record Period, we generated revenue from solutions charged on (i) intelligent marketing, and (ii) intelligent operation management in the PRC. For the years ended December 31, 2023 and 2024 and 2025, and for the five months period ended May 31 2026, our total revenue amounted to RMB225.9 million, RMB308.5 million, RMB477.1 million, and RMB199.3 million, respectively.

Revenue by service types

	For the year ended December 31,						For the five months ended May 31,			
	2023		**2024**		**2025**		**2025**		**2026**	
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*	*RMB'000* (Unaudited)	*%*	*RMB'000*	*%*
Intelligent marketing solution	152,205	67.4%	171,425	55.6%	219,426	46.0%	58,370	47.6%	113,787	57.1%
Intelligent operation management solution	73,659	32.6%	137,107	44.4%	257,678	54.0%	64,132	52.4%	85,546	42.9%
Total	225,864	100.0%	308,532	100.0%	477,104	100.0%	122,502	100.0%	199,333	100.0%

The following table sets forth the breakdown of our revenue by the industries in which our clients operate, in an absolute amount and as a percentage of our total revenue, for the periods indicated.

	For the year ended December 31,						For the five months ended May 31,			
	2023		2024		2025		2025		2026	
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*	*RMB'000*	*%*	*RMB'000*	*%*
							(Unaudited)			
Intelligent marketing solution										
Financial services	48,423	21.4%	84,853	27.5%	123,308	25.9%	30,781	25.1%	71,961	36.1%
Information Technology	98,895	43.8%	77,920	25.3%	89,372	18.7%	24,910	20.3%	39,856	20.0%
Retail and Others	4,887	2.2%	8,652	2.8%	6,746	1.4%	2,679	2.2%	1,970	1.0%
Subtotal	152,205	67.4%	171,425	55.6%	219,426	46.0%	58,370	47.6%	113,787	57.1%
Intelligent operation management solution										
Financial services	60,761	26.9%	82,740	26.8%	232,098	48.6%	55,139	45.0%	76,352	38.3%
Information Technology	12,162	5.4%	51,207	16.6%	15,750	3.3%	6,996	5.7%	6,238	3.1%
Retail and Others	736	0.3%	3,160	1.0%	9,830	2.1%	1,997	1.7%	2,956	1.5%
Subtotal	73,659	32.6%	137,107	44.4%	257,678	54.0%	64,132	52.4%	85,546	42.9%
Total	225,864	100.0%	308,532	100.0%	477,104	100.0%	122,502	100.0%	199,333	100.0%

Cost of sales

Our cost of sales primarily consisted of (i) external procurement; (ii) staff costs; (iii) depreciation and amortization; and (iv) other costs. For the years ended December 31, 2023, 2024, 2025 and for the five months ended May 31, 2026, our cost of sales amounted to RMB194.9 million, RMB224.5 million, RMB300.7 million, RMB126.5 million, respectively.

The following table sets forth a breakdown of our cost of sales and as a percentage of our cost of sales for the periods indicated:

	For the year ended December 31,						For the five months ended May 31,			
	2023		2024		2025		2025		2026	
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*	*RMB'000*	*%*	*RMB'000*	*%*
							(Unaudited)			
External procurement *(note)*	143,281	73.5%	141,472	63.0%	157,317	52.3%	46,300	56.1%	54,125	42.8%
Staff costs	50,958	26.1%	81,381	36.2%	139,621	46.4%	34,954	42.4%	70,895	56.0%
Depreciation and amortization	79	0.1%	452	0.2%	611	0.2%	253	0.3%	497	0.4%
Other costs	622	0.3%	1,243	0.6%	3,170	1.1%	953	1.2%	1,016	0.8%
Total	194,940	100%	224,548	100%	300,719	100%	82,460	100.0%	126,533	100.0%

Note:

External procurement comprises (i) work in progress purchased from ZhongAn Technology, (ii) digital service fees; and (iii) external labor fees.

Gross profit and gross profit margin

Our gross profit was RMB30.9 million, RMB84.0 million, RMB176.4 million, RMB72.8 million respectively, for the years ended December 31, 2023 and 2024, 2025, and for the five months ended May 31, 2026. Our gross profit margin was 13.7%, 27.2%, 37.0%, 36.5%, respectively, in the same periods.

The following table sets forth a breakdown of our gross profit and gross profit margin by solution types for the periods indicated:

	For the year ended December 31,						For the five months ended May 31,			
	2023		2024		2025		2025		2026	
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*	*RMB'000* (Unaudited)	*%*	*RMB'000*	*%*
Intelligent marketing	7,001	4.6%	43,018	25.1%	92,439	42.1%	23,706	40.6%	51,317	45.1%
Intelligent operation management	23,923	32.5%	40,966	29.9%	83,946	32.6%	16,336	25.5%	21,483	25.1%
Total	30,924	13.7%	83,984	27.2%	176,385	37.0%	40,042	32.7%	72,800	36.5%

Profit for the year and net profit margin

For each whole year of the Track Record Period, we recorded profit of RMB10.1 million, RMB33.2 million and RMB39.1 million respectively. For each whole year of the Track Record Period, our net profit margin was 4.5%, 10.8% and 8.2%, respectively. We recorded a net loss of RMB9.0 million for the five months ended May 31, 2025, as compared to a profit of RMB4.2 million for the corresponding period in 2026.

The increase in profit from RMB10.1 million for the year ended December 31, 2023 to RMB33.2 million for the year December 31, 2024 was primarily attributable to the significant increase in gross profit from RMB30.9 million to RMB84.0 million. This increase was mainly driven by both revenue growth and a material improvement in the gross profit margin for our intelligent marketing solutions, which rose from 4.6% to 25.1%. In 2024, we enhanced the integration of AI and automation, thereby increasing our capacity to serve customers in a more scalable manner without significantly increasing marginal labor costs. Such enhancements to our intelligent marketing solutions offerings also reduced our reliance on SMS services provided by telecommunications companies, thereby substantially lowering the related telecommunication service fees. The positive effect of increase in gross profit was partially offset by (i) an increase in general and administrative expenses of RMB5.4 million as we hired additional administrative staff to support the Company's operational expansion and (ii) an increase in R&D expenses of RMB15.9 million as we further developed our XK-QianAI and our AI agent matrix, QianNexus.

The increase in profit from RMB33.2 million for the year ended December 31, 2024 to RMB39.1 million for the year ended December 31, 2025 was primarily attributable to the significant increase in gross profit from RMB84.0 million in 2024 to RMB176.4 million in 2025. This increase was mainly driven by both revenue growth and a material improvement in the gross profit margin for our intelligent marketing solutions, which rose from 25.1% to 42.1%. The margin improvement was primarily attributable to the increase in the number of AI agents since 2025 to over 1,200 as of the Latest Practicable Date. As these AI agents constitute automated capabilities capable of serving a large customer base without proportionate incremental staffing costs, our gross profit margin has consequently increased. The positive effect of the increase in gross profit was partially offset by (i) an increase in selling expenses of RMB19.1 million due to our decision to hire more sales personnel to cope with business growth; (ii) an increase in general and administrative expenses of RMB10.1 million, primarily due to (a) [REDACTED] of RMB5.8 million incurred and (b) the increase in consulting fees from RMB2.0 million to RMB3.8 million paid to auditors and external legal advisors for annual maintenance as our business grew; and (iii) an increase in R&D expenses of RMB65.8 million as a result of our strategic decision to hire more R&D staff to improve the multi-faceted functionality of XK-QianAI and further develop QianNexus.

We recorded a profit of RMB4.2 million for the five months ended 31 May 2026, as compared to a net loss of RMB9.0 million for the same period in 2025. This was mainly driven by both revenue growth and an improvement in the gross profit margin for our intelligent marketing solutions, which rose from 40.6% to 45.1%. The margin improvement was primarily attributable to the increase in the proportion of customers that opted for their self-operated existing channels, which outweighed the increase in the number of customers that opted for traditional telecommunication service channels for customer outreach, leading to the improved gross profit margin. The positive effect of

the increase in gross profit was partially offset by the increase in selling expenses, general and administrative expenses and R&D expenses, mainly due to recruiting more staff in each department to support business expansion needs.

Certain Components Of Our Consolidated Statements Of Financial Position

The following table sets forth key components of our consolidated statements of financial position as of the year indicated:

	As at December 31,			As at May 31,
	2023	**2024**	**2025**	**2026**
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Current assets	119,007	423,791	751,759	760,341
Non-current assets	11,765	12,597	33,715	16,140
Total assets	130,772	436,388	785,474	776,481
Current liabilities	87,476	181,427	177,002	163,726
Non-current liabilities	1,146	179,580	859	982
Total liabilities	88,622	361,007	177,861	164,708
Net current assets	31,531	242,364	574,757	596,615
Net assets	42,150	75,381	607,613	611,773

Our net assets increased from RMB607.6 million as at December 31, 2025 to RMB611.8 million as at May 31, 2026, the increase of which was primarily attributable to (i) a decrease in trade payables of RMB13.7 million due to settlement of trade payables owe to Zhongan Technology; and (ii) a decrease in other payables and accruals of RMB11.0 million, mainly as a result of the decrease in salaries and welfare payables due to the payout of annual bonuses to our staff, the effects of which were partially offset by the increase in bank borrowings of RMB10.2 million due to three additional revolving credit facilities drawn down and; (iii) a decrease in our cash and cash equivalents of RMB269.3 million and the increase in our financial assets at fair value through profit or loss of RMB260.6 million, mainly due to the purchase of wealth management products.

Our net assets increased from RMB75.4 million as at December 31, 2024, to RMB607.6 million as at December 31, 2025, the increase of which was primarily attributable to (i) the increase in trade receivables of RMB41.7 million due to our substantial growth in revenue; (ii) the financial assets at fair value through profit or loss of RMB154.6 million which represents structured deposits purchased from licensed commercial banks; and fund products, comprising a collective funds trust plan issued by a Chinese non-bank financial institution controlled by the Department of Finance of the Tibet Autonomous Region, as well as other trust fund products issued by a trustee company of a PRC state-owned banking corporation; (iii) the increase in cash and cash equivalents of RMB138.9 million primarily due to capital injection of RMB215.1 million received from the Series B financing and the proceeds from the financial assets at FVTPL of RMB130.7 million the effect of which were partially offset by the purchase of financial assets at FVTPL of RMB284.5 million; (iv) the derecognition of financial instruments with preferred rights at amortized cost of RMB229.8 million as all the treasury stock was derecognized due to the termination of the preferred rights of Series A Investors; and (v) the decrease of trade payables of RMB50.1 million, mainly as a result of the settlement of trade payables associated with ZhongAn Technology, the effects of which were partially offset by (i) the increase in other payables and accruals of RMB14.2 million due to increased salaries and welfare payables as we expanded the number of our staff numbers in 2025; and (ii) the increase in borrowings of RMB23.0 million due to additional working capital loans received from commercial banks.

Our net assets increased from RMB42.2 million as at December 31, 2023 to RMB75.4 million as at December 31, 2024, the increase of which was primarily attributable to: (i) an increase in trade receivables of RMB81.1 million, mainly as a result of the increase in the number of projects engaged with ultimate independent customers in collaboration with ZhongAn Technology, which is aligned with the overall growth in our revenue, as well as disruptions to our invoicing arrangements due to preparatory work for relocating our Company's registered address from Shanghai to Shenzhen; (ii) an increase in cash and cash equivalents of RMB165.1 million, primarily attributable to the capital injection of RMB177.3 million received from our Series A Financing, the effect of which was partially offset by financial instruments with preferred rights at amortized cost of RMB179.6 million; (iii) an increase in trade payables of RMB50.2 million, mainly due to payables of RMB99.0 million to ZhongAn Technology in connection with work-in-progress purchased from them and other external third-party services procured through them; (iv) an increase in other payables and accruals of RMB12.8 million, due to increases in salaries and welfare payable of RMB14.8 million offset by the decrease in tax payables of RMB2.1 million; and (v) an increase in borrowings of RMB17.5 million, due to the increase in balance of working capital loan to meet the growing operational requirements associated with our expanding business activities.

Summary of Consolidated Statements of Cash Flow

The following table sets forth a summary of our cash flows for the periods indicated:

	For the year ended December 31,			For the five months ended May 31,
	2023	**2024**	**2025**	**2026**
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Cash generated/(used in) from operations	4,585	(27,363)	(36,016)	(15,486)
Interest received from cash at banks	116	96	1,720	738
Income tax paid	16	(786)	(5,097)	(53)
Net cash generated from/(used in) operating activities	4,717	(28,053)	(39,393)	(14,801)
Net cash generated from/(used in) investing activities	—	(1,176)	(155,889)	(260,553)
Net cash generated from financing activities	26,126	194,300	334,230	6,010
Net increase/(decrease) in cash and cash equivalents	30,843	165,071	138,948	(269,344)
Cash and cash equivalents at the beginning of the year	11,933	42,776	207,847	346,795
Cash and cash equivalents at the end of the year	42,776	207,847	346,795	77,451

We had net cash generated from operating activities of RMB4.7 million for the year ended December 31, 2023 and net cash used in operating activities of RMB28.1 million for the year ended December 31, 2024. The change was primarily due to the profit for the year of RMB33.2 million,

adjusted by (i) the increase in trade receivables of RMB81.2 million (as compared to RMB57.5 million in 2023) due to revenue growth; and (ii) the increase in contract fulfilment costs of RMB53.8 million (as compared to RMB3.2 million in 2023) due to the increased number of projects obtained.

Our net cash used in operating activities increased from RMB28.1 million for the year ended December 31, 2024 to RMB39.4 million for the year ended December 31, 2025. The increase was primarily due to the profit for the year of RMB39.1 million, as adjusted by (i) an increase in trade receivables of RMB43.7 million (as compared to RMB81.2 million in 2024), due to the expansion of our invoicing limits; and (ii) a decrease in contract fulfilment costs of RMB13.3 million (as compared to an increase of RMB53.8 million in 2024), reflecting a higher number of projects accepted in 2025.

Our net cash used in operating activities decreased from RMB39.4 million for the year ended December 31, 2025 to RMB14.8 million for the five months ended May 31, 2025. The decrease was primarily due to the profit for the period of RMB4.2 million, as adjusted by the decrease in trade payables of RMB13.7 million mainly due to the settlement of the purchase of work in progress acquired from ZhongAn technology; (ii) and decrease in other payables and accruals of RMB11.0 million as a result of the decrease in salaries and welfare payables due to the payout of annual bonuses to our staff; and (iii) the decrease in contract assets of RMB4.7 million as more more projects were accepted by our customers and subsequently billed.

KEY FINANCIAL RATIOS

The following table sets forth a summary of our key financial ratios as at the dates or for the periods indicated:

	As at/For the year ended December 31,			As at/For the five months ended May 31,
	2023	2024	2025	2026
Revenue growth	N/A	36.6%	54.6%	62.7%
Gross profit margin	13.7%	27.2%	37.0%	36.5%
Net profit margin	4.5%	10.8%	8.2%	2.1%
Current Ratio	1.36	2.34	4.25	4.64

Notes:

(1) Revenue growth ratio equals revenue growth divided by revenue for the same period of the previous period.

(2) The calculation of gross profit margin is based on gross profit for the year divided by revenue for the Period.

(3) The calculation of net profit margin is based on profit for the year divided by revenue for the Period.

(4) Current ratio is calculated based on the total current assets divided by the total current liabilities as at the end of the Period.

APPLICATION FOR [REDACTED] ON THE STOCK EXCHANGE

We have applied to the Listing Committee of the Stock Exchange for the granting of the [REDACTED] of, and permission to [REDACTED], the H Shares to be issued by us pursuant to the [REDACTED] (including any Shares which may be issued pursuant to the exercise of the [REDACTED]) and the H Shares to be converted from Unlisted Shares.

[REDACTED] in the H Shares on the Stock Exchange are expected to commence on [REDACTED] No part of our share capital is [REDACTED] on or [REDACTED] in on any other stock exchange and no such [REDACTED] or permission to [REDACTED] is being, or is proposed to be, sought on the Stock Exchange or any other stock exchange as of the date of this Document. All the [REDACTED] will be registered on our H Share register of members in order to enable them to be traded on the Stock Exchange.

SUMMARY

DIVIDEND

No dividend has been paid or declared by the Company during each of the years ended December 31, 2023 and 2024 and 2025. For further details regarding our dividend policy, please see the section headed "— Financial information — Dividend."

OUR CONTROLLING SHAREHOLDERS

As of the Latest Practicable Date, our Controlling Shareholders, Zhongxing Youmi, together with Zhongxing Youhai, Zhongxing Youchen, Zhongxing Youxu, Zhongxing Huxiu, Mr. Yu Feng, Mr. Zhou Zhengyu, Mr. Mao Yifeng, Mr. Wang Min and Mr. Niu Chenghao, through their interests in Zhongxing Youmi, were entitled to exercise the voting rights attached to approximately 38.93% of the total issued share capital of our Company. Immediately following the completion of the [REDACTED] and the Share Subdivision (assuming the [REDACTED] is not exercised), the Controlling Shareholders will hold approximately [REDACTED]% of the total issued share capital of our Company and thus remain as a group of Controlling Shareholders of our Company. For details, see "Relationship with Our Controlling Shareholders."

[REDACTED] STATISTIC

The statistics in the following table are based on the assumptions that: (i) the [REDACTED] is completed and [REDACTED] [REDACTED] are issued and sold in the [REDACTED]; and (ii) the [REDACTED] is not exercised:

	Based on an [REDACTED] of HK$[REDACTED] per H Share	**Based on an [REDACTED] of HK$[REDACTED] per H Share**
[REDACTED] of our Shares after completion of the Share Subdivision and the [REDACTED]	[REDACTED]	[REDACTED]
Unaudited [REDACTED] adjusted consolidated net tangible assets per Share	[REDACTED]	[REDACTED]

Notes:

(1) The calculation of the [REDACTED] of our Shares is based on the assumption that [REDACTED] Shares will be in issue and outstanding immediately following the completion of the Share Subdivision and the [REDACTED].

(2) The unaudited [REDACTED] adjusted net tangible assets per Share is arrived at after the adjustments referred to in the preceding paragraphs and on the basis that [REDACTED] shares are in issue, assuming the Share Subdivision and [REDACTED] had been completed on May 31, 2026, but takes no account of any Shares which may be issued pursuant to the exercise of the [REDACTED], or any Shares which may be issued or repurchased by the Company pursuant to the general mandates. No adjustment has been made to the unaudited [REDACTED] adjusted consolidated net tangible assets to reflect any trading results or other transactions of our Group entered into subsequent to May 31, 2026. The unaudited [REDACTED] adjusted consolidated net tangible assets per Share is converted into Hong Kong dollars at an exchange rate of HK$1 to RMB[0.90447].

[REDACTED]

Based on the [REDACTED] of HK$[REDACTED] (being the [REDACTED] of our [REDACTED] range of HK$[REDACTED] to HK$[REDACTED] per [REDACTED]), the total [REDACTED] (including [REDACTED]) payable by our Company are estimated to be approximately [REDACTED] (equivalent to approximately [REDACTED]), accounting for approximately [REDACTED] of our gross [REDACTED], assuming that the [REDACTED] is not exercised. These [REDACTED] mainly include [REDACTED] and [REDACTED] and professional fees paid to legal, accounting and other advisors for their services rendered in connection with the [REDACTED] and the [REDACTED], comprising of (i) [REDACTED] of [REDACTED] (including but not limited to [REDACTED] and fees); and (ii) [REDACTED] of [REDACTED], including [REDACTED] of fees and expenses of legal advisors and accountants and [REDACTED] of other fees and expenses.

As at May 31, 2026, we had incurred [REDACTED] of [REDACTED] for the [REDACTED], among which [REDACTED] was charged to our consolidated statement of comprehensive income. We estimate that additional [REDACTED] of [REDACTED], assuming the [REDACTED] is not exercised, will be further incurred by us. In aggregate, we expect to incur [REDACTED] for the [REDACTED], among which [REDACTED] is expected to be charged to our consolidated statement of comprehensive income and [REDACTED] is directly attributable to the issue of Shares and expected to be charged against equity upon the [REDACTED].

FUTURE PLANS AND USE OF [REDACTED]

Assuming an [REDACTED] of HK$[REDACTED] per H Share (being the [REDACTED] of the [REDACTED] Range of between HK$[REDACTED] and HK$[REDACTED] per H Share) and the [REDACTED] is not exercised, we estimate that we will receive net [REDACTED] of approximately HK$[REDACTED] from the [REDACTED] after deducting the [REDACTED] and other estimated expenses paid and payable by us in connection with the [REDACTED]. In line with our strategies, we intend to use our [REDACTED] from the [REDACTED] for the purposes and in the amounts set forth below:

- Approximately [REDACTED]% of the net [REDACTED], or HK$[REDACTED], will be used to further enhance our research and development capabilities, primarily to support the advancement of our AI foundation and AI agent matrix in line with our long-term technology roadmap.
- Approximately [REDACTED]% of the net [REDACTED], or HK$[REDACTED], will be allocated to sales and marketing initiatives to support broader solution deployment and business expansion.
- Approximately [REDACTED]% of the net [REDACTED], or HK$[REDACTED], will be applied for investment and acquisition activities. Our investment and acquisition activities will be conducted on a prudent and disciplined basis, with a focus on small-scale transactions that demonstrate strong strategic alignment and synergy with our existing business.
- Approximately [REDACTED]% of the net [REDACTED], or HK$[REDACTED], will be used for the working capital and general corporate purposes.

For more details on our plans for using the [REDACTED] of the [REDACTED], please see the section headed "Future Plans and Use of [REDACTED]."

RECENT DEVELOPMENTS

Since December 31, 2025, we have expanded the provision of our enterprise-grade AI solutions to the entities in the farming and transportation industries. The solutions we provided support the iteration of their R&D operations.

In addition, in March 2026, we completed the filing with the Cyberspace Administration of China (the "**CAC**") of our proprietary vertical large language model in accordance with the applicable PRC regulatory requirements for generative artificial intelligence services. Building on this development, we expect that the model will support the continued enhancement of our intelligent AI capabilities by improving reasoning precision and the accuracy and contextual relevance of our AI outputs across key business functions.

Compared to general-purpose models, our proprietary vertical large language model is purpose-built around domain-specific knowledge and accumulated industry know-how, enabling it to better reflect the underlying business logic and compliance requirements inherent in the industries we serve, and to deliver more stable, reliable and accurate outputs across diverse business scenarios, while improving inference precision and overall operational and deployment efficiency.

Leveraging this model, we are further strengthening our end-to-end intelligent AI capabilities by building an integrated framework that connects our domain know-how, AI agents and large model capabilities into a unified system. This establishes a complete technology closed-loop spanning from business applications to AI infrastructure, enabling deep and coordinated implementation across training, capabilities and deployment scenarios. Through such integration, we expect to improve the efficiency and standardization of our solution delivery capability and overall system operations, while supporting the scalability of our intelligent solutions across different industries and use cases.

NO MATERIAL ADVERSE CHANGE

Our Directors confirmed that, as of the date of this Document, there has been no material adverse change in our financial position since May 31, 2026, and there has been no event since May 31, 2026 that would materially affect the information as set out in the Accountants' Report in Appendix I to this Document.

DEFINITIONS

In this Document, unless the context otherwise requires, the following terms shall have the following meanings. Certain technical terms are explained in the section headed "Glossary of Technical Terms" in this Document.

"Accountant's Report"	the report from the Reporting Accountant dated [•], the text of which is set out in Appendix I to this document
"affiliate"	with respect to any specified person, any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
"AFRC" or "Accounting and Financial Reporting Council"	the Accounting and Financial Reporting Council of Hong Kong
"Articles" or "Articles of Association"	the amended and restated articles of association of our Company, conditionally adopted on December 25, 2025 with effect from the [REDACTED], and as amended from time to time, a summary of which is set out in the section headed "Summary of the Articles of Association of the Company" in Appendix III to this Document
"associate(s)"	has the meaning ascribed thereto under the Listing Rules
"Board of Directors"	the board of directors of our Company
"business day"	any day (other than a Saturday, Sunday or public holiday in Hong Kong) on which banks in Hong Kong are generally open for normal banking business
"CAC"	the Cyberspace Administration of China (中國國家互聯網信息辦公室)
[REDACTED]	[REDACTED]
"CCASS"	The Central Clearing and Settlement System established and operated by HKSCC
"China", or "PRC"	the People's Republic of China and for the purposes of this Document only, except where the context requires otherwise, excluding Hong Kong, Macau and Taiwan
"close associate(s)"	has the meaning ascribed to it under the Listing Rules
"Companies (Winding Up and Miscellaneous Provisions) Ordinance"	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Companies Ordinance"	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Company Law"	the Company Law of the PRC (中華人民共和國公司法), as amended, supplemented or otherwise modified from time to time

DEFINITIONS

"Company", or "our Company"	Zhongan Information Technology (Shenzhen) Co., Ltd. (眾安信科(深圳)股份有限公司) (formerly known as Hengwen Technology (Hainan) Co., Ltd.* (恒溫科技(海南)有限公司)), a joint-stock company with limited liability established in the PRC on December 2, 2021
"connected person(s)"	has the meaning ascribed to it under the Listing Rules
"connected transaction(s)"	has the meaning ascribed to it under the Listing Rules
"Controlling Shareholders"	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, refers to Zhongxing Youmi, Zhongxing Youhai, Zhongxing Youchen, Zhongxing Youxu, Zhongxing Huxiu, Mr. Yu Feng, Mr. Zhou Zhengyu, Mr. Mao Yifeng, Mr. Wang Min and Mr. Niu Chenghao. For further details, see "Relationship with Our Controlling Shareholders"
"CSDC"	China Securities Depository and Clearing Corporation
"CSRC"	China Securities Regulatory Commission (中國證券監督管理委員會)
"Director(s)"	the director(s) of our Company
"EIT"	the PRC enterprise income tax
"EIT Law"	Enterprise Income Tax Law of the PRC
"Extreme Conditions"	the occurrence of "extreme conditions" as announced by any government authority of Hong Kong due to serious disruption of public transport services, extensive flooding, major landslides, largescale power outage or any other adverse conditions before Typhoon Signal No. 8 or above is replaced with Typhoon Signal No. 3 or below
"FIL"	Foreign Investment Law (中華人民共和國外商投資法) adopted by National People's Congress in December 2019 and took effect in January 2020
"FINI" or "Fast Interface for New Issuance"	an online platform operated by HKSCC that is mandatory for admission to trading and, where applicable, the collection and processing of specified information on subscription in and settlement for all new listings
"Frost & Sullivan"	Frost & Sullivan, the industry consultant, an independent third party
"General Rules of HKSCC"	the General Rules of HKSCC as may be amended or modified from time to time and where the context so permits, shall include the HKSCC Operational Procedures
[REDACTED]	[REDACTED]

DEFINITIONS

"Group", "our Group", "we", or "us"	the Company and its subsidiaries from time to time or, where the context so requires, in respect of the period prior to our Company becoming the holding company of its present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at the relevant time
"Guide for New Listing Applicants"	the Guide for New Listing Applicants issued by the Hong Kong Stock Exchange effective from January 1, 2024 (as amended, supplemented or otherwise modified from time to time)
[REDACTED]	[REDACTED]
"H Share(s)"	overseas listed foreign share(s) in our ordinary share capital, with nominal value of RMB0.10 each in the share capital of our Company, which are to be [REDACTED] for and [REDACTED] in HK dollars and for which an application has been made for [REDACTED] and permission to trade on the Stock Exchange
"HKSCC"	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
"HKSCC [REDACTED]"	the application for the [REDACTED] to be issued in the name of HKSCC Nominees and deposited directly into CCASS to be credited to your designated HKSCC Participant's stock account through causing HKSCC Nominees to apply on your behalf, including by instructing your broker or custodian who is a HKSCC Participant to give electronic application instructions via HKSCC's FINI system to apply for the [REDACTED] on your behalf
"HKSCC Nominees"	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
"HKSCC Operational Procedures"	the operational procedures of HKSCC, containing the practices, procedures and administrative or other requirements relating to HKSCC's services and the operations and functions of CCASS, FINI or any other platform, facility or system established, operated and/or otherwise provided by or through HKSCC, as from time to time in force
"HKSCC Participant"	a participant admitted to participate in CCASS as a direct clearing participant, a general clearing participant or a custodian participant
"Hong Kong dollars" or "HK dollars" or "HK$"	Hong Kong dollars, the lawful currency of Hong Kong
[REDACTED]	[REDACTED]

DEFINITIONS

[REDACTED]	[REDACTED]
"Hong Kong SAR" or "HKSAR"	the Hong Kong Special Administrative Region of the People's Republic of China
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
"IFRS"	International Financial Reporting Standards, as issued from time to time by the International Accounting Standards Board
"independent third party(ies)"	any entity or person who is not a connected person of our Company within the meaning ascribed thereto under the Listing Rules
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
"International Sanctions"	all applicable laws and regulations related to economic sanctions, export controls, trade embargoes and wider prohibitions and restrictions on international trade and investment related activities, including those adopted, administered and enforced by the United Nations, the United States government, the European Union and its member states, the United Kingdom government, and the government of Australia
"International Sanctions Legal Advisor"	Holman Fenwick Willan LLP, our legal advisor as to International Sanctions laws in connection with the [REDACTED]

DEFINITIONS

[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
"Joint Sponsors"	ICBC International Capital Limited and Guolian Securities International Capital Market Co., Limited
"Latest Practicable Date"	July, 17, 2026, being the latest practicable date for ascertaining certain information in this Document before its publication
[REDACTED]	[REDACTED]
"Listing Committee"	the Listing Committee of the Stock Exchange
[REDACTED]	[REDACTED]
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
"Main Board"	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with the GEM of the Stock Exchange
[REDACTED]	[REDACTED]
"MIIT"	the Ministry of Industry and Information Technology (中華人民共和國工業和信息化部)
"MOFCOM" or "Ministry of Commerce"	the Ministry of Commerce of the PRC (中華人民共和國商務部)
"Mr. Yu Feng" or "Mr. Yu"	Mr. Yu Feng (郁鋒) (formerly known as Yu Linfeng 郁林鋒), an executive Director and a Controlling Shareholder
"Mr. Zhou Zhengyu" or "Mr. Zhou"	Mr. Zhou Zhengyu (周政宇), an executive Director and a Controlling Shareholder

"Mr. Mao Yifeng" or "Mr. Mao"	Mr. Mao Yifeng (毛一烽), an executive Director and a Controlling Shareholder
"Mr. Wang Min" or "Mr. Wang"	Mr. Wang Min (王敏), a non-executive Director and a Controlling Shareholder
"Mr. Niu Chenghao" or "Mr. Niu"	Mr. Niu Chenghao (鈕程昊), a Controlling Shareholder
"NDRC"	the National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
"PRC Legal Advisor"	CM Law Firm, our legal advisor as to PRC laws
"Pre-[REDACTED] Investments"	the Pre-[REDACTED] investments in our Company undertaken by the Pre-[REDACTED] Investors, details of which are set out in the section headed "History, Development and Corporate Structure" in this Document
"Pre-[REDACTED] Investors"	the investor(s) from whom our Company obtained two rounds of investments, details of which are set out in the section headed "History, Development and Corporate Structure" in this Document
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]

"Promoters"	the promoters for the purpose of the conversion of our Company into a joint stock limited liability company on May 8, 2025
"Document"	this document being issued in connection with the [REDACTED]
"Regulation S"	Regulation S under the U.S. Securities Act
"Reporting Accountant"	PricewaterhouseCoopers
"RMB" or "Renminbi"	Renminbi, the lawful currency of the PRC
"SAFE"	State Administration of Foreign Exchange of the PRC (中華人民共和國國家外滙管理局)
"SAMR"	State Administration for Market Regulation of the PRC (中華人民共和國國家市場監督管理總局)
"SAT"	State Administration of Taxation of the PRC (中華人民共和國國家税務總局)
"SFC"	the Securities and Futures Commission of Hong Kong
"SFO" or "Securities and Futures Ordinance"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented, or otherwise modified from time to time
"Shanghai Youguang"	Shanghai Youguang Information Technology Co., Ltd.* (上海有光信息技術有限公司), a company with limited liability established in the PRC on October 18, 2016 and a wholly-owned subsidiary of our Company
"Share(s)"	ordinary share(s) in the share capital of our Company with a par value of RMB1.00 each, and following the Share Subdivision, will have a par value of RMB0.10 each
"Shareholder(s)"	holder(s) of our Share(s)
"Share Subdivision"	the subdivision of the Shares, which shall take effect immediately prior to the [REDACTED], whereby each Share of par value RMB1.00 will be divided into 10 Shares of par value RMB0.10 each
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
"State Council"	State Council of the PRC (中華人民共和國國務院)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"subsidiary(ies)"	has the meaning ascribed thereto in section 15 of the Companies Ordinance

"substantial shareholders"	has the meaning ascribed to it in the Listing Rules
"Takeovers Code"	The Code on Takeovers and Mergers issued by the SFC, as amended, supplemented or otherwise modified from time to time
"Track Record Period"	the three financial years ended December 31, 2023, 2024 and 2025 and the five months ended May 31, 2026
"U.S. dollars" or "US$"	United States dollars, the lawful currency of the United States
"U.S. persons"	U.S. persons as defined in Regulation S
"U.S. Securities Act"	United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
"United States" or the "U.S."	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
"Unlisted Share(s)"	ordinary share(s) in the share capital of our Company with a nominal value of RMB1.00 each, which is/are subscribed for and paid up in Renminbi by domestic investors and not listed or traded on any stock exchange
"VAT"	value-added tax
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
"ZhongAn Group"	ZhongAn Online and its subsidiaries
"Zhongxing Huxiu"	Shanghai Zhongxing Huxiu Enterprise Consulting Service Co., Ltd.* (上海眾行虎嗅企業諮詢服務有限公司), a company with limited liability established in the PRC on September 18, 2023 and a member of our group of Controlling Shareholders
"ZhongAn Online"	ZhongAn Online P & C Insurance Co., Ltd. (眾安在線財產保險股份有限公司), a joint stock limited company with limited liability incorporated in the PRC on October 9, 2013, whose shares are listed on the Stock Exchange (stock code: 6060)
"ZhongAn Technology"	ZhongAn Information and Technology Services Co., Ltd." (眾安信息技術服務有限公司), a wholly-owned subsidiary of ZhongAn Online, incorporated in the PRC on July 7, 2016

DEFINITIONS

"Zhongxing Youchen"	Shanghai Zhongxing Youchen Enterprise Consulting Management Partnership (Limited Partnership)* (上海眾行有辰企業管理諮詢服務合夥企業（有限合夥）), a limited partnership established in the PRC on September 22, 2023 and a member of our group of Controlling Shareholders
"Zhongxing Youhai"	Shanghai Zhongxing Youhai Enterprise Consulting Management Partnership (Limited Partnership)* (上海眾行有海企業諮詢管理合夥企業(有限合夥)), a limited partnership established in the PRC on September 22, 2023 and a member of our group of Controlling Shareholders
"Zhongxing Youmi"	Zhongxing Youmi Business Management Consulting Partnership (Limited Partnership)* (上海眾行有米商務管理諮詢合夥企業(有限合夥)), a limited partnership established in the PRC on September 25, 2023 and a member of our group of Controlling Shareholders
"Zhongxing Youxu"	Shanghai Zhongxing Youxu Enterprise Consulting Management Partnership (Limited Partnership)* (上海眾行有敘企業管理諮詢合夥企業(有限合夥)), a limited partnership established in the PRC on September 21, 2023 and a member of our group of Controlling Shareholders
"%"	per cent

Unless otherwise specified or the context otherwise requires: (i) statements contained in this Document assume no exercise of the [REDACTED]; (ii) all times refer to Hong Kong time; (iii) references to years, months and days in this Document are to calendar years, calendar months and calendar days, respectively; and (iv) all data and information set out in this Document is as of the Latest Practicable Date.

In this Document, the terms "associate," "close associate," "connected person," "core connected person," "connected transaction," "controlling shareholder" and "substantial shareholder" shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires. In this Document, "" denotes translation of certain natural persons, legal persons, enterprises, governmental authorities, institutions, entities, organizations, departments, facilities, laws and regulations into Chinese or English (as the case maybe), etc., or another language included in this Document for identification purposes only. In the event of any inconsistency, the Chinese names or the names in their original languages prevail.*

If there is any inconsistency between the English version of this Document and the Chinese translation of this Document, the English version of this Document shall prevail unless otherwise stated. However, if there is any inconsistency between the names of any of the entities mentioned in the English version of this Document which are not in the English language and their English translations, the names in their respective original language shall prevail.

DEFINITIONS

EXCHANGE RATE CONVERSION

Solely for your convenience, this Document contains translations among certain amounts denominated in Renminbi, Hong Kong dollars and U.S. dollars.

Unless otherwise specified, amounts denominated in Hong Kong dollars and Renminbi have been translated, for the purpose of illustration only, into U.S. dollars in this Document at the following exchange rates:

HK$1.00: RMB0.8665

US$1.00: RMB6.7934

US$1.00: HK$7.8402

The above exchange rates were quoted by the People's Bank of China for foreign exchange transactions prevailing on May 29, 2026.

No representation is made that any amounts in Renminbi, Hong Kong dollars or U.S. dollars can be or could have been at the relevant dates converted at the above rates or any other rates or at all.

ROUNDING

Certain amounts and percentage figures included in this document have been subject to rounding adjustments, or have been rounded to a set number of decimal places. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them. Any discrepancies in any table or chart in this document between totals and sums of amounts listed therein are due to rounding.

LANGUAGE

If there is any inconsistency between the English version of this Document and the Chinese translation of this Document, the English version of this Document shall prevail unless otherwise stated. However, if there is any inconsistency between the names of any of the entities mentioned in the English version of this Document which are not in the English language and their English translations, the names in their respective original language shall prevail.

GLOSSARY OF TECHNICAL TERMS

The following is a glossary of certain terms used in this document in connection with us and/or our business. As such, these terms and their meanings may not correspond to standard industry meanings or usage of these terms.

"AI"	artificial intelligence, an area of computer science that focuses on machinery simulation of intelligence displayed by humans and other animals;
"AI solutions"	ready-to-use and automated analytics AI capabilities that can generate accurate and meaningful insights to meet new business trends and customer demands by deploying hardware, software and cloud computing services;
"AI agent"	a system or program that utilizes AI to perform tasks and achieve goals autonomously on behalf of a user or another system;
"AI model"	an algorithm that relies on training data to recognize patterns and make predictions or decisions;
"AI Super Assistant"	our proprietary, integrated artificial intelligence application designed to provide unified support across multiple business functions, workflows and operational scenarios;
"API(s)"	application programming interface, a set of predefined rules, protocols and tools that allow users to integrate AI capabilities into applications, websites or software;
"algorithm"	a procedure or formula for solving a problem, based on conducting a sequence of specific actions, especially by a computer;
"CAGR"	compound annual growth rate;
"claim(s)"	demand(s) made by an insured party or the beneficiary of an insurance policy in respect of a loss which comes within the cover provided on the sum insured by the policy;
"cloud"	a network of remote servers hosted on the internet/intranet and used to store, manage, and process data in place of local servers or personal computers;
"cloud-based"	applications, services or resources made available to users on demand via the internet from a cloud computing provider's servers with access to shared pools of configurable resources;
"computing power"	the ability of a computer to perform an operation;
"CoT" or "Chain of Thought"	a reasoning framework in which an artificial intelligence model organizes its processing logic through a sequence of intermediate steps, allowing complex instructions or business rules to be handled in a structured manner;

GLOSSARY OF TECHNICAL TERMS

"CoT node"	a discrete functional reasoning units that constitute CoT code and are combined to form multi-step decision-making and task execution flows for AI agents;
"distillation"	a process of transferring knowledge from a large model to a smaller one;
"deep learning"	a subset of machine learning involving neural networks with multiple layers, enabling the modeling of complex patterns in data for tasks like image recognition and natural language processing;
"data intelligence"	process of transforming raw data into actionable insights that can used for decision making for enterprise-scale organizations through the use of advanced technologies such as artificial intelligence, big data, cloud computing and the Internet of Things;
"data flywheel"	a data-driven feedback mechanism in which operational feedback is continuously collected, processed and applied to improve model performance, decision logic and system effectiveness over time;
"enterprise AI"	AI technologies and software applied by enterprises to address their business needs and drive their digital and automation transformation;
"enterprise-grade AI solutions"	AI-enabled solutions designed for corporate clients and typically delivered through a project-based model, which integrate AI algorithms, data technologies and industry-specific knowledge to address business needs such as process optimization and operational efficiency improvement;
"fine-tuning"	an approach to transfer learning in which the weights of a pre-trained model are trained on new data;
"generative AI"	designed to create content ranging from text and images, to codes, audio and even video by learning from vast amounts of data and applying that knowledge to generate new, original outputs that mimic human creativity;
"IoT"	Internet of things, the extension of internet connectivity into physical devices and everyday objects;
"IT"	information technology;
"KPI"	key performance indicator;
"knowledge base"	a centralized repository of information designed to store complex structured data and capture the knowledge of human experts to support decision-making;
"knowledge engineering"	the systematic process of extracting, structuring, organizing and maintaining industry-specific knowledge from data and documents to support reasoning, decision-making and intelligent applications;

GLOSSARY OF TECHNICAL TERMS

"large language model" or "LLM"	large language model, unless otherwise specified, a deep-learning AI model trained on vast amounts of text to understand, generate and interact in human language;
"large model"	a neural network architecture enabling it to process complex patterns and relationships across massive datasets;
"MaaS"	model as a service, a type of service which packages the suitable AI engines toolbox for specific industry verticals and cater to the needs of massive number of customers with cost-efficient customization;
"machine learning" or "ML"	an application of AI that provides machines the ability to automatically learn and improve from experience without being explicitly programmed;
"MCP"	an internal protocol framework used to standardize how AI agents interface with external tools, systems and data sources through APIs, enabling controlled task execution and workflow integration;
"modular architecture"	a system design approach in which functional components are developed as independent modules that can be flexibly combined, deployed and expanded;
"natural language processing" or "NLP"	a branch of AI that helps computers understand, interpret and manipulate human language;
"open source"	a source code that is made freely available for possible modification and redistribution;
"prompt engineering"	the systematic process of designing, structuring and managing prompts, instructions and contextual inputs provided to artificial intelligence systems in order to guide task execution and improve the relevance, consistency and controllability of outputs;
"QianNexus"	is our AI agent matrix. It functions as the execution and orchestration layer that embeds AI capabilities into end-to-end business workflows, enabling enterprises to move beyond isolated AI pilots and deploy intelligence at scale;
"R&D"	research and development;
"RAG"	retrieval-augmented generation, a technique that enables generative artificial intelligence models to retrieve and incorporate new information;
"SOP(s)"	standard operating procedure(s);
"sq.m."	square meter;
"structured data"	data that uses a predefined and expected format;
"underwriting"	a concept in the insurance industry, the process of examining and classifying insurance risks, in order to decide whether to accept such risks and the conditions on which the risks should be accepted;

GLOSSARY OF TECHNICAL TERMS

"unstructured data"	data with no predefined format or organization (such as in the form of documents, images and videos and often involving complex industry-specific knowledge), comprising the majority of enterprise data and requiring sophisticated data capabilities to govern and process;
"vertical large model"	large-model-based capabilities adapted for specific industries through the integration of industry knowledge, business rules and scenario constraints, enabling large models to support industry-specific applications; and
"XK-QianAI"	our proprietary AI foundation layer that supports the development, deployment and operation of intelligent applications across multiple business scenarios.

FORWARD-LOOKING STATEMENTS

Certain statements in this Document are forward-looking statements that are, by their nature, subject to significant risks and uncertainties. Any statements that express, or involve discussions as to, expectations, beliefs, plans, objectives, assumptions or future events or performance (often, but not always, through the use of words or phrases such as "will," "expect," "anticipate," "estimate," "believe," "going forward," "ought to," "may," "seek," "should," "intend," "plan," "projection," "could," "vision," "goals," "objective," "target," "schedule," "predict," "aim," "intend," "consider," "would," "continue" and "outlook") are not historical facts, but are forward-looking and may involve estimates and assumptions and are subject to risks (including the risk factors detailed in this Document), uncertainties and other factors some of which are beyond our control and which are difficult to predict. Accordingly, these factors could cause actual results or outcomes to differ materially from those expressed in the forward-looking statements.

Our forward-looking statements have been based on assumptions and factors concerning future events that may prove to be inaccurate. Those assumptions and factors are based on information currently available to us about the businesses that we operate. The risks, uncertainties and other factors, many of which are beyond our control, that could influence actual results include, but are not limited to:

- general political, market and economic conditions, including those related to the PRC;
- any changes in the laws, rules and regulations of the central and local governments in the PRC and other relevant jurisdictions and the rules, regulations and policies of the relevant governmental authorities relating to all aspects of our business;
- our planned projects and goals;
- our ability to control or reduce costs;
- our ability to control our risks;
- our ability to maintain good relationships with business partners;
- our business prospects and expansion plans;
- our ability to successfully implement our business plans and strategies;
- our financial condition and performance, debt levels and capital needs;
- our dividend policy;
- our capital expenditure plans;
- various business opportunities that we may pursue;
- the actions and developments of our competitors;
- changes or volatility in interest rates, foreign exchange rates, equity prices or other rates or prices, including those pertaining to the PRC and the industry and markets in which we operate; and
- all other risks and uncertainties described in the section headed "Risk Factors" in this Document.

Since actual results or outcomes could differ materially from those expressed in any forward-looking statements, we strongly caution investors against placing undue reliance on any such forward-looking statement. Any forward-looking statement speaks only as of the date on which such statement is made, and, except as required by the Listing Rules, we undertake no obligation to update any forward-looking statement or statements to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. Statements of or references to our intentions or those of any of our Directors are made as of the date of this Document. Any such intentions may change in light of future developments.

All forward-looking statements in this Document are expressly qualified by reference to this cautionary statement.

RISK FACTORS

An investment in our Shares involves significant risks. You should carefully consider all the information in this Document, including the risks and uncertainties described below, before making an investment in our Shares. The following is a description of what we consider to be our material risks. Any of the following risks could materially and adversely affect our business, financial condition, and results of operations. The market price of our Shares could significantly decrease due to any of these risks, and you may lose all or part of your investment.

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

RISKS RELATED TO OUR BUSINESS AND INDUSTRY

The industries in which we operate are characterized by constant changes. If we fail to continuously innovate our technology and provide useful solutions that meet the expectations of our users, our business, financial condition and results of operations may be materially and adversely affected.

The industry in which we operate, namely, enterprise-grade AI solutions market, is characterized by constant changes, including rapid technological evolution, frequent introductions of new solutions, continual shifts in user demands and constant emergence of new industry standards and practices. Thus, our success will depend, in part, on our ability to respond to these changes in a cost-effective and timely manner. We need to constantly anticipate the emergence of new technologies and assess their market acceptance. To remain competitive, we must continue to stay abreast of the evolving industry trends and rapid technological developments. We have invested and intend to continue investing significant resources in technologies to enhance our solutions. Nevertheless, we may not be able to leverage new technologies effectively or adapt our solutions to meet user needs or emerging industry standards, and our technology approach might not align with our future development plans or even become obsolete if we are unable to adapt in a cost-effective and timely manner to changing market conditions, whether for technical, legal, financial or other reasons. Our success will depend partially on our ability to continuously identify, develop, acquire, protect or license advanced and new technologies that are valuable to our solutions. Failure to do so could render our existing solutions obsolete and unappealing, thereby adversely affecting our business prospects.

Uncertainties regarding the timing and nature of the development of AI solutions or technologies, or modifications to existing solutions or technologies, could increase our research and development expenses. Any failure to deliver effective results by our solutions could render our research and development efforts obsolete, reduce the demand for our services, result in user dissatisfaction, and adversely affect our business, financial condition, results of operations and prospects.

If we fail to compete effectively, our business, financial condition and results of operations may be materially and adversely affected.

With respect to each industry vertical that we have entered into, we compete against existing players in such verticals, such as leading internet and technology companies and other established AI technology enterprises. We may also in the future face competition from new market entrants. Such new entrants may include better-established technology companies that possess substantial financial resources, sophisticated technological capabilities and broad distribution channels. Furthermore, we may face competition from global technology companies that seek to enter the China market, whether independently or through formation of strategic alliances with, or acquisition of, companies in China that focus on providing AI solutions. Increased competition could result in lower sales, price reductions, reduced margins and loss of market share. In addition, we may be compelled to make substantial additional investments in research and development, marketing and sales in order

to respond to such competitive threats, and we cannot assure you that such measures will be effective. If we are unable to compete successfully, or if competing successfully requires us to take costly actions in response to the actions of our competitors, our business, financial condition and results of operations could be adversely affected.

If the market for our solutions fails to grow as we expect, or if our users or potential users fail to adopt our solutions, our business, operating results, and financial condition could be adversely affected.

It is difficult to predict demand for our solutions, the entry of competitive solutions, or the future growth rate and size of the enterprise-grade AI solutions market. Our future success will depend in large part on our ability to further penetrate the markets where we operate. Our ability to further penetrate such markets depends on a number of factors, including the cost, performance and perceived value associated with our solutions, as well as users' willingness to adopt our solutions. We have spent, and intend to keep spending considerable resources to educate potential users about AI-powered intelligent operations and intelligent marketing in general and our solutions in particular. However, we cannot be sure that these expenditures will help our solutions achieve any additional market acceptance. Furthermore, potential users may be unwilling to invest in novel solutions. If the market fails to grow or grows slower than we expect or enterprises fail to adopt our solutions, our business, operating results and financial condition could be adversely affected.

If we fail to retain existing customers or increase the spending by existing customers, or attract new customers, our business, financial condition, results of operations and prospects may be materially and adversely affected.

We have been expanding our customer base across various industry verticals, including finance, technology and retail. Our ability to retain existing customers, attract new customers, and increase spending by existing customers depends on several factors, including our ability to continuously offer AI-powered enterprise grade solutions that address the evolving needs of our customers at competitive prices, the strength of our proprietary technologies portfolio — which includes XK-QianAI and QianNexus, and our ability to continuously enhance and evolve our technologies in line with market and customer needs. Expansion into new verticals presents challenges such as differences in business dynamics, regulatory requirements, and client expectations. We may face difficulties adapting our solutions or operations to evolving market needs, which could delay solution deployment or limit client acceptance.

Additionally, there is no assurance that we will be able to deliver the level of customer support expected by our clients, including timely responses to their needs and clear communication regarding our solutions. Such failures could lead to client dissatisfaction, decreased demand for our solutions, and loss of expected revenue. Our ability to meet or exceed customer service expectations is crucial to our continued success. Failure to do so could harm our reputation, making it more difficult to retain existing customers or attract new ones, which could ultimately adversely affect our business, financial condition, and prospects.

Our use of open-source large model could impose limitations on our business operations.

Application of open-source large models may form part of our AI-powered solutions. We expect to continue to use open-source software in the future. We may face allegations from others alleging ownership of, or seeking to enforce the terms of, an open-source license, including by demanding release of the open-source software, derivative works, or our proprietary source code that was developed using such software. These allegations could also result in litigation. The terms of many open-source licenses have not been interpreted by courts. There is a risk that these licenses could be construed in a way that could impose unanticipated conditions or restrictions on our ability to commercialize our applications, software and platform. In such an event, we may be required to seek licenses from third parties to continue commercially offering our applications and software, to make our proprietary code generally available in source code form, to re-engineer our

application/software or to discontinue the sale of our application/software if re-engineering could not be accomplished on a timely basis, any of which could adversely affect our business, financial condition and results of operations.

Open-source software is subject to further development or modification by anyone. It is also possible for competitors to develop their own solutions and services using open-source software, potentially reducing the demand for our solutions and services. With regard to the potential competition from open-source software developed by others, we believe our core capabilities that empower us in the competition lie in our self-developed solutions, which merely involve open-source software in certain basic service support that is not comparable to our core technologies. Therefore, we manage such competition risks primarily by focusing on our own development and technologies. If we are unable to successfully address these challenges, our business and operating results may be adversely affected, and our development costs may increase.

Our AI solutions rely primarily on public industry data and accumulated knowledge system. Both the inherent limitations of such data sources and potential inaccuracies or delays in data updates could adversely affect the performance of our solutions, which may in turn impact our business and financial performance.

The quality and availability of the data we collect and use are fundamental to the effectiveness of our AI-powered solutions and industry-specific applications. If the data we rely on becomes outdated, inaccurate, lacks credibility, or is no longer accessible, the performance of our solutions could be significantly impacted, which may adversely affect our business operations and financial performance. Our solutions mainly rely on publicly available data and internally accumulated data. We strive to ensure that the data we use is accurate, timely, and reliable, but we cannot guarantee that all such data will remain comprehensive, current, or sufficient for model optimization. Data which we access contain inaccuracies, omissions, or outdated information. These deficiencies, if incorporated into our AI models and algorithms, could lead to suboptimal performance and adversely affect the perceived value and effectiveness of our solutions, thereby impacting our business operations and financial performance.

AI technologies are heavily embedded in our integrated solutions and are constantly evolving. Any flaws or inappropriate usage of AI technologies, could have negative impact on our business, reputation and the general acceptance of AI solutions by the society.

AI technologies are heavily embedded in our integrated solutions. To remain competitive in the AI industry, we must continue to stay abreast of rapid technological developments and continuously evolving industry trends, including but not limited to adopting the latest computing mechanisms and/or further improve our industry-specific algorithms. We have invested significantly in our R&D and made other efforts in response to these constant changes, but we can make no assurance that these efforts will generate expected return, or any return at all. AI technologies are still at a preliminary stage of development and will continue to evolve. Flaws or deficiencies in AI technologies could undermine the accuracy and thoroughness of the analysis and decisions made by our solutions. There can be no assurance that we will be able to detect and remedy such flaws or deficiencies in a timely manner, or at all. If the recommendations, forecasts or analysis that our AI solutions assist in producing are deficient or inaccurate, we could be subjected to competitive harm, potential legal liability, and ethical or reputational harm.

Our proprietary technologies which are essential to our daily business operations are complex and may contain undetected errors or may not operate properly, which could adversely affect our business, results of operations, financial condition and prospects.

Our proprietary technologies, which are essential to our daily business operations are complex and may contain undetected errors or may not operate properly, especially when solutions are first introduced or when new versions are released. Any flaws or misuse of our technologies, whether actual or perceived, whether intended or inadvertent, whether committed by us or by other third parties, could have negative impact on our brand and reputation.

Furthermore, to remain competitive, we must continue to enhance and improve our proprietary technologies that forms part of our solutions. If competitors introduce new solutions using new technologies or if new industry standards and practices emerge, our existing solutions may become obsolete. Our failure to respond to technological change or to adequately maintain, upgrade and develop our solutions could harm our business, results of operations, financial condition and prospects.

In addition, our solutions are often installed with different operating systems, system management software and equipment and networking configurations, which may cause errors or failures in our solutions or may expose undetected errors, failures or bugs in our solutions. Any errors or delays in releasing new solutions or new versions of solutions or allegations of unsatisfactory performance of our solutions could cause us to lose revenues or market share, and cause us to incur substantial costs in redesigning the solutions, cause us to lose significant customers, harm our reputation, subject us to liability for breach of warranty claims or damages and divert our resources from other tasks, any one of which could materially and adversely affect our business, results of operations and financial condition.

A limited number of clients, in particular our largest customer, contributed to a substantial portion of our revenue, and failure to maintain our business relationship with them or reduce our reliance on them could adversely affect our business, financial condition, results of operations and prospects.

We generate a significant portion of our revenue from a limited number of clients. Such clients are generally leading financial institutions and technology companies. For the years ended December 31, 2023, 2024, 2025 and the five months ended May 31, 2026, our sales to the five largest customers in each year/period in aggregate amounted to RMB168.8 million, RMB193.3 million, RMB205.2 million and RMB109.0 million, respectively, representing 74.7%, 62.7%, 43.0% and 54.7% of our total revenue for the respective years/period. As a result, our operating results are materially influenced by the business conditions, procurement strategies and demand cycles of these key customers. Any adverse developments affecting these customers, including changes in their business priorities, budget allocations or demand for our solutions, could lead to fluctuations in our revenue and operating performance.

In addition, for the years 2023, 2024 and 2025 and the five months ended May 31, 2026, revenue from our largest customer group, ZhongAn Group, amounted to RMB100.3 million, RMB137.7 million, RMB106.3 million and RMB50.0 million, respectively, which accounted for 44.4%, 44.6%, 22.3% and 25.1% of our revenue for the corresponding year/period, respectively. Please see "Business — Our Customers — Our Business Relationship with ZhongAn Group" for further details. Any change in the business strategy, financial condition, procurement policies or operational performance of ZhongAn Group or their relationship with the relevant clients could have a disproportionate impact on our revenue and results of operations.

If our key customers, including our largest customer, do not continue to transact with us on scales or terms similar to historical levels, our business, financial condition and results of operations will be negatively affected. In particular, our key customers are sensitive to market developments and may expect constant iteration of our solutions to involve innovative features or new technologies. The loss of or reduction in any key customer's business as a result of our inability to adopt new technologies, or for any other reason may materially and adversely affect our business, financial condition and results of operations.

We derived a significant portion of our revenue from ZhongAn Group and any adverse change in our relationship with ZhongAn Group could adversely affect our business and results of operations

During the Track Record Period, we entered into a number of transactions with ZhongAn Group in the ordinary and usual course of business. Specifically, we provided enterprise-grade AI solution services to ZhongAn Technology and its associates. Our revenue from ZhongAn Group amounted to approximately RMB100.3 million, RMB137.7 million, RMB106.3 million and RMB50.0 million for the years ended December 31, 2023, 2024 and 2025 and the five months ended May 31, 2026, representing approximately 44.4%, 44.6%, 22.3% and 25.1% of our total

revenue, respectively. Following the [REDACTED], we will continue to provide enterprise-grade AI solution services to ZhongAn Group pursuant to the Cooperation Framework Agreement, under which the proposed annual caps amount to RMB137.1 million, RMB138.1 million and RMB146.2 million for the years ending December 31, 2026, 2027 and 2028, respectively. For details, see "Connected Transactions — Summary of Our Continuing Connected Transactions" in this Document.

If we are unable to continue providing services to ZhongAn Group on terms acceptable to us, or if these transactions are subject to disruption, reduction or termination, our business, financial condition and results of operations could be adversely affected.

We cannot assure you that our enterprise-grade AI solutions will be effective, and if the performance does not meet our agreement with relevant clients, such clients may cease to use our solutions, and our results of operations and financial conditions could be adversely affected.

Our clients utilize our AI-powered integrated solutions to streamline their operation and to conduct marketing and sales activities. However, we cannot assure you that our solutions will always be effective. Our solutions are empowered by complex AI agents and data analytics capabilities. The performance of our solutions depends on various factors, including but not limited to the quality and quantity of industry-specific parameters applied to analysis and the proper functioning of our models. As such, inability to meet the performance target with our clients may result in termination of the agreements, customer dissatisfactory or reputational damages. Thus, the failure of our solutions may adversely affect our business, financial condition, results of operations and prospects.

We may be obligated to disclose our proprietary source code to our clients, which may limit our ability to protect our intellectual property and could reduce the renewals of our support and maintenance services.

We usually utilize our proprietary systems to support our clients' businesses. The intellectual property rights related to the source code between our clients and us typically fall into two categories: (i) customized development: when we develop an application system specifically tailored for a client, the intellectual property rights for that customized system belong to the client; and (ii) standardized and secondary development: the client has a non-exclusive right to use our standardized system, and the client enjoys all intellectual property rights or a non-exclusive right to use the customized secondary development of our system according to their requirements.

Disclosing the content of our source code may limit the intellectual property protection we can obtain or maintain for that source code or the solutions containing that source code and may facilitate intellectual property infringement claims against us. It also could permit a client to which a solution's source code is disclosed to support and maintain that solution without being required to purchase our support or maintenance services. Each of these could harm our business, results of operations and financial condition.

Any damage to our brand and reputation may materially and adversely affect our business.

We derived substantially all our revenue through direct sales during the Track Record Period. Under this sales model, we rely on our brand and reputation to retain clients and enjoy success. Maintaining and enhancing our brand and reputation depends on our ability to continue to provide high-quality and reliable solutions. Errors, defects, disruptions or other performance issues with our solutions may harm our brands and reputation, and we may introduce new solutions which might be poorly received by our clients. If our clients have a negative experience using our solutions, such an encounter may affect our brand and reputation amongst our clients. In addition, we may, from time to time, receive negative publicity, including negative internet postings, ratings or comments on social media platforms or through traditional media about our business, solutions, directors and management. Certain of such negative publicity may be the result of malicious harassment or unfair competition acts by third parties. We may even be subject to government or regulatory investigation as a result of such third-party conduct and may be required to spend significant time and incur substantial costs to defend ourselves against such third-party conduct, and we may not be able to

conclusively refute each of the allegations within a reasonable period of time, or at all. Any damage to our reputation could result in failure to attract new customers or even a loss of clients, market share and revenue, therefore materially and adversely affect our business, results of operations, financial condition and prospects.

Potential issues in the adoption and use of AI in our product and solutions may result in reputational harm or liability.

AI algorithms may contain flaws, and datasets used for model training or inference may be insufficient, inaccurate, or biased. Improper or controversial data practices, whether by us or others in the industry, could negatively affect market acceptance of our solutions. The use of AI tools may also give rise to copyright or other legal issues, and our AI-related offerings may not always perform as effectively or competitively as those of our peers. These deficiencies could undermine the accuracy, reliability, or interpretability of AI-driven decisions and analyses, potentially resulting in legal liability or reputational harm.

Certain applications of AI also raise ethical considerations. If any of our AI-powered solutions are perceived as controversial due to their impact on human rights, privacy, employment, or other social concerns, we may face reputational damage or regulatory scrutiny. As our AI solutions are embedded deeply in business operations across multiple industries, maintaining fairness, transparency, and accountability in AI design and deployment is critical to preserving client trust and market confidence.

Changes in the market or our solutions may affect our pricing models and adversely affect our operating results.

Our pricing models face challenges from evolving market changes. As the market for our solutions grows, as our competitors introduce new solutions that compete with ours or reduce their prices, we may be unable to attract new clients or retain existing clients based on our historical pricing models. Given our limited operating history and limited experience with our historical pricing models, we may not be able to accurately predict customer renewal or retention. In addition, regardless of the pricing model used, certain clients may demand higher price discounts. As a result, we may be required to reduce our prices, offer shorter contract durations or offer alternative pricing models, which could adversely affect our revenue, gross margin, profitability, financial position and cash flow.

Our ability to sell our solutions is highly dependent on the quality of our professional services and technical support services, and our failure to offer high-quality professional services or technical support services could damage our reputation and adversely affect our ability to sell our solutions to new clients.

If we do not effectively assist our clients in integrating our solutions, succeed in helping our clients quickly resolve issues they encounter while adopting our solutions and provide effective ongoing support, our ability to sell additional solutions to existing clients would be adversely affected and our reputation with potential clients could be damaged. Once our solutions are integrated with our clients' existing information technology and data, our clients may depend on our technical support services to resolve any issues relating to our solutions. High-quality support is critical for the continued successful marketing and sale of our solutions. Many clients require higher levels of support than smaller clients. If we fail to meet the requirements of our larger clients, it may be more difficult to increase our penetration rate of larger clients, which is key to the growth of our revenues and profitability.

In addition, as our customer base grows, we may be unable to provide quality support services or on-site support services, which could result in customer dissatisfaction, decrease overall demand for our solutions and loss of expected revenue. As a result, our failure to maintain high quality support services would have a material adverse effect on our business, financial condition, results of operations and prospects.

We use cloud providers, telecommunication service providers and other internet or IT service providers in providing our solutions and services, and any failure or interruption in the services provided by these third parties or their misconduct could materially disrupt our operations and expose us to disputes and liabilities.

We use cloud providers, telecommunications service providers and other internet or IT service providers to provide our services. Any failure or interruption in the services provided by these third parties, as well as their misconduct or improper practices or material changes in their strategies or policies, could materially disrupt our operations, expose us to disputes and liabilities, and adversely affect our business, results of operations, financial condition and prospects. Furthermore, if these third-party providers breach our contracts or fail to provide services at the agreed-upon levels, it could lead to disputes, damages, or liabilities, which could damage our reputation, and erode clients' confidence in us. Moreover, any misconduct or improper practices by a third-party provider, such as fraudulent activities or non-compliance with applicable laws and regulations, could lead to legal claims and regulatory fines or penalties, which would negatively affect our business, results of operations, financial condition and prospects. We may also not be able to identify and remediate any problems or issues with our third-party providers in a timely manner, and such problems may persist or recur, leading to further disruptions and negative impacts on our business, results of operations, financial condition and prospects.

Our operations depend on our ability, as well as that of third-party service providers to whom we have outsourced several critical functions, to protect data centers and related technology against damage from hardware failure, fire, power loss, telecommunications failure, impacts of terrorism, breaches in security (such as the actions of computer hackers), natural disasters, or other disasters. We cannot assure you that any applicable recovery system, security protocol, network protection mechanisms or other defence procedures are, or will be, adequate to prevent such network or service interruptions, system failures or data losses. The occurrence of unanticipated problems that affect our technological infrastructure could result in interruptions in the availability of our solutions. It may be difficult for us to respond to such interruptions in a timely manner, or at all. In addition, we generate a substantial amount of our revenues through public online channels that we utilize in customer engagement, fulfilment of solutions and responding to clients. We may not have sufficient contingency operations to cover a loss or failure in all of these areas in a timely manner. Any damage to the telecommunication infrastructure that we utilize, failure of our telecommunications links or inability to access these telecommunication infrastructure or websites could cause interruptions in operations that materially adversely affect our ability to meet clients' requirements, resulting in decreased revenue, operating income and earnings per share.

We cannot guarantee that our business initiatives will be successfully implemented or generate sustainable revenue or profit.

We continue to execute a number of strategies, including investing in technology to support our long-term development cultivating in value for customers while improving our solutions and strengthening talent development and building a high-caliber talent pool. The success of our growth initiatives, strategies and operating plans depends on various factors, such as market conditions, competition, regulatory requirements, technological changes, economic conditions and customers preferences. These factors may be difficult to predict or control, and if they do not develop as we expect, our growth initiatives, strategies and operating plans may not be successful in enhancing our business as anticipated. As such, we cannot guarantee that our growth initiatives, strategies and operating plans will be implemented successfully as scheduled or at all. For further details of our development strategies, please see the section headed "Business — Our Strategies." If we fail to implement our growth initiatives, strategies and operating plans effectively and efficiently, we may not be able to expand our operations, manage our growth, seize market opportunities as expected or remain competitive. If we are unable to successfully execute our growth initiatives, strategies and operating plans, or if the benefits that we realize are less than our estimates, our business, results of operations, financial condition and prospects may be adversely affected.

Our business depends substantially on continuing efforts of our senior management and other key personnel, as well as a competent pool of talents who support our existing operations and future growth. If we are unable to retain, attract, recruit and train such personnel, our business may be materially and adversely affected.

Our future success depends heavily on continuing efforts of our senior management, many of whom are difficult to replace. If any of our senior management becomes unable or unwilling to continue to contribute their services to us, we may not be able to replace them easily, or at all. As a result, our business may be severely disrupted, and our financial condition and results of operations may be materially and adversely affected. Additionally, our future success also depends on our ability to attract, recruit and train a large number of qualified employees and retain existing key employees. In particular, the enterprise-grade AI solution market faces intense competition for skilled talent, including data scientists and engineers. We rely on our research and development team to develop our advanced technologies and solutions, and our experienced sales personnel to maintain relationships with our customers. We cannot assure you that we will be able to attract or retain qualified workforce necessary to support our future growth. Furthermore, any disputes between us and our employees or any labor-related regulatory or legal proceedings may divert management and financial resources, negatively impact staff morale, reduce our productivity, or harm our reputation and future recruiting efforts. In addition, our ability to train and integrate new employees into our operations may not meet the demands of our growing business. Any of the above issues related to our workforce may materially and adversely affect our operations and future growth.

Weakened economic conditions may affect the industries which demand our solutions, including the rate of information technology spending, which could cause our client to defer or forego purchases of our solutions.

Our business depends on the overall demand for information technology from, and on the economic health of, our current and prospective clients. In addition, the purchase of our solutions is discretionary and involves significant commitment of capital and other resources. Recently, the financial markets have encountered some challenges and many companies are either cutting back expenditures or delaying plans to add additional personnel or systems. Our clients may suffer from reduced operating budgets, which could cause them to defer or forego purchases of our solutions. Continued challenging economic conditions, or a reduction in information technology spending even if economic conditions improve, could adversely affect our business, results of operations and financial condition in a number of ways, including longer sales cycles, reduced sales of our solutions, lower prices for our solutions and material default rates among our clients.

We have incurred negative operating cash flow and there can be no assurance that we will not have net cash outflow in the future.

We recorded net operating cash outflows of approximately RMB28.1 million, RMB39.4 million, RMB68.6 million and RMB14.8 million in 2024 and 2025 and the five months ended May 31, 2025 and 2026, respectively. For further details, please see the section headed "Financial Information — Liquidity and Capital Resources — Cash Flows". The net operating cash outflows during 2024, 2025 and the five months ended May 31, 2026 were primarily attributable to significant increases in working capital requirements, particularly trade receivables and contract fulfilment costs, as we scaled our business operations. We cannot assure you that we will not record negative operating cash flows in the future. Continued negative operating cash flows could signal financial instability to business partners, customers and lenders, potentially affecting our commercial relationships and ability to execute strategic initiatives. If we are unable to improve our operating cash generation or manage our working capital effectively, our business, financial condition, results of operations and prospects may be materially and adversely affected.

Our results of operations are subject to seasonal fluctuations.

Our primary clients are large-scale enterprises and state-owned enterprises, whose project expenditures are subject to year-end settlement. Typically, companies finalize their annual budgets around the Chinese New Year, conduct solution evaluations and vendor selections during the first three quarters, and concentrate project development and delivery primarily in the fourth quarter. As a result, a substantial portion of our revenue is recognized in the fourth quarter each year, and we have recorded higher revenue in the second half of the year compared to the first half of the year. The degree of seasonality may vary from year to year due to conditions in the industry and other factors, which makes it difficult for us to predict the level of demand with precision. Our operating and financial results for an interim period may not be representative of our overall performance for a year.

We may be subject to intellectual property infringement claims, which may be expensive to defend and may disrupt our business and operations.

We cannot be certain that our operations or any aspects of our business do not or will not infringe upon or otherwise violate any trademarks, patents, copyrights, know-how or other intellectual property rights held by third parties. We may from time to time in the future be subject to legal proceedings and claims relating to the intellectual property rights of others. In addition, there may be third-party trademarks, patents, copyrights, know-how or other intellectual property rights that are infringed by our platform, solutions or other aspects of our business without our awareness. Holders of such intellectual property rights may seek to enforce such intellectual property rights against us. If any third-party infringement claims are brought against us, we may be forced to divert management's time and other resources from our business and operations to defend against these claims, regardless of our merits. If we are determined to have infringed upon a third-party's intellectual property or other proprietary rights, we may be required but not limited to cease selling solutions or using services that incorporate the third-party's intellectual property or proprietary information, pay for substantial damages, obtain a license from the holder of the infringed intellectual property, which license may not be available on reasonable terms, or at all, or redesign our technology.

If we were found to have violated the intellectual property rights of others, we may be subject to liability for our infringement activities or may be prohibited from using such intellectual property, and we may incur licensing fees or be forced to develop alternatives of our own. As a result, our business, financial condition, results of operations and prospects may be materially and adversely affected.

Moreover, our competitors may seek to use intellectual property litigation as a means to gain a competitive edge. Such lawsuits often involve complex legal arguments and factual assessments, which may lead to uncertain outcomes. In addition, we may employ individuals who have previously worked with competing companies. While we take precautions, we cannot guarantee that these employees will not inadvertently or intentionally bring proprietary knowledge or trade secrets from their former employers into our work, potentially triggering legal action. Furthermore, our competitors may hold patents or trademarks that have not yet been disclosed to the public or discovered through routine intellectual property searches, which could expose us to additional infringement risks.

An adverse determination in any such litigation or proceedings to which we may become a party could subject us to significant liability to third-parties, including damages, penalties or settlement payments, require us to seek licenses from third-parties, to pay ongoing royalties, or to redesign our products, adjust our manufacturing processes or cease the manufacture, use or sale of certain products or the use of certain technologies. We may also be subject to injunctions or other equitable remedies that restrict our business activities. Protracted litigation could result in our customers deferring or limiting their purchase or use of our products until resolution of such litigation, or reconsidering their choice of suppliers. Any of the foregoing could have a material adverse effect on our business, results of operations, financial condition and prospects.

We may not be able to prevent others from unauthorized use of our intellectual property, which could harm our competitive position, and adversely affect our business, results of operations, financial condition and prospects.

Preventing any unauthorized use of our intellectual property and proprietary information is difficult and costly and the steps we generally take may be inadequate to prevent infringement, misappropriation or other violation of our intellectual property and proprietary rights. Litigation may be necessary to enforce our intellectual property and proprietary rights, determine the validity and scope of our rights or those of another party, or defend against claims of infringement, misappropriation, violation or invalidity. Such litigation could be costly, time-consuming and distracting to management, resulting in a diversion of significant resources, the narrowing or invalidation of portions of our intellectual property, all of which would have an adverse effect on our business, results of operations, financial condition and prospects. Our efforts to enforce our intellectual property rights may be undermined by defenses, counterclaims and countersuits attacking the validity and enforceability of our intellectual property rights or alleging that we infringed, misappropriated or otherwise violated the counterclaimant's own intellectual property rights. Any of our patents, copyrights, trademarks or other intellectual property rights could be challenged by others or invalidated through administrative process or litigation. We can provide no assurance that we will prevail in such litigation.

Our success also depends, in part, on our ability to protect our proprietary technologies and AI-powered solutions from competition by obtaining, maintaining and enforcing intellectual property rights, including patents. As of May 31, 2026, our main intellectual property includes 117 patents and 243 software copyright in the PRC. The process of filing and maintaining patent applications can be costly and time-consuming, and there is no assurance that we will be able to obtain or maintain adequate patent protection for all of our innovations. Moreover, we may fail to identify patentable aspects of our research and development outputs before it becomes too late to obtain patent protection.

Even when patents are granted, they may not provide meaningful protection, prevent competitors from developing comparable or substitute technologies, or confer any sustainable competitive advantage. Our competitors may attempt to design around our patents, challenge their validity, or develop alternative technologies that achieve similar results without infringing our intellectual property. The scope and enforceability of our patents, as well as those we may obtain in the future, could be challenged in courts or administrative proceedings, and we cannot assure you that our patents will be upheld. Furthermore, the duration of patent protection is inherently limited. Any of these circumstances could limit our ability to safeguard our innovations and adversely affect our competitiveness and operating results.

Monitoring unauthorized use of our intellectual property and proprietary rights is difficult and costly, and we cannot be certain that the steps that we have taken will prevent misappropriation. From time to time, we may have to resort to litigation to enforce our intellectual property and proprietary rights, which could result in substantial costs and diversion of our resources.

Obtaining and maintaining our intellectual property protection depends on compliance with various procedural, documentary, fee payment and other requirements imposed by governmental agencies, and our intellectual property protection could be reduced or eliminated for noncompliance with these requirements.

Throughout the intellectual property application process and the lifetime of the granted rights, we are required to comply with ongoing administrative and procedural obligations, including timely payment of maintenance and renewal fees, submission of official documents, and responses to regulatory actions within prescribed deadlines. Any failure to comply with these obligations — such as delays in responding to official notifications, non-payment of periodic maintenance fees, or failure to properly execute or legalize required documents — could result in the abandonment, lapse, or invalidation of our intellectual property rights in the relevant jurisdictions.

Given that a substantial portion of our intellectual property portfolio focus on areas in big data, AI and software frameworks, the loss of protection for any significant portion of these assets could expose us to heightened competition and reduce our technological advantage. In such cases, competitors may gain access to previously protected technologies, which could materially and adversely affect our business, competitive position, and financial condition.

We may be unable to protect the confidentiality of our trade secrets, and we may be subject to claims that our employees or third parties have wrongfully used or disclosed alleged trade secrets owned by others.

In addition to our registered intellectual property rights, we rely on trade secrets and proprietary know-how to protect our solutions and maintain our competitive position. We seek to safeguard these trade secrets through internal management policies and contractual measures, including non-disclosure and confidentiality agreements and non-compete covenants with employees, consultants, and business partners who have access to such information.

We cannot guarantee that our employees, contractors, or other third parties will not intentionally or inadvertently use or disclose our confidential information without authorization. Any unauthorized disclosure could enable competitors to gain access to our proprietary technologies and diminish the value of our trade secrets, even if we take legal action against those responsible.

Furthermore, to the extent that our employees or business partners use intellectual property owned by others in the course of their work for us, disputes may arise as to the ownership and rights to related inventions or know-how. Protecting trade secrets is inherently difficult, and misappropriation can occur despite reasonable preventive measures. Enforcing claims of trade secret theft or misuse is typically expensive, time-consuming, and unpredictable in outcome. Any such incidents could compromise our technological advantage, harm our reputation, and materially and adversely affect our business and operations.

Our sales and marketing efforts are crucial to our business, but there is no guarantee that our efforts will continue to be successful.

As we expand our customer base across a variety of industry verticals, our sales efforts can be intensive, requiring significant time and resources from the initial customer engagement to the final sale. Given the complexity of our solution offerings, the sales cycle is typically long and unpredictable. We may invest substantial resources in these efforts, but we cannot assure you that these efforts will always result in successful sales or that customers will deploy our solutions effectively. Moreover, customers' ability to fully utilize our solutions and achieve optimal outcomes depends on proper implementation, training, and support, which we cannot guarantee.

Our results of operations may fluctuate due to the dynamic nature of our sales cycle, which often involves extended evaluation and integration processes. Additionally, the success of our sales and marketing efforts is heavily dependent on our ability to attract, motivate, and retain qualified sales and marketing professionals with deep industry knowledge, technical expertise, and strong industry relationships. However, the competition for experienced sales and marketing talent is intense, and if we are unable to attract or retain sufficient qualified personnel, our ability to scale our solutions and commercialize them effectively could be adversely impacted.

Our sales efforts also depend on the decisions made by enterprise customers, who may base their purchasing decisions on a wide range of factors beyond the features of our solutions, including projections of business growth, economic conditions, budget allocations, cost-saving expectations, and preferences for internally developed solutions. There can be no assurance that we will successfully close sales with all potential customers or that the revenue generated will justify the resources invested. If our sales efforts fail to meet our revenue expectations, our business, financial condition, and prospects could be materially and adversely affected.

RISK FACTORS

We may fail to make the necessary desirable strategic alliance, and we may not be able to achieve the benefits we expect from the alliances.

We may pursue strategic alliances that are supplemental to our business and operations, including opportunities that can help us further expand our solutions offerings and improve our technology system. However, strategic alliances with third parties could subject us to a number of risks, including risks associated with sharing proprietary information, non-performance or default by counterparties, and increased expenses in establishing these new alliances, any of which may materially and adversely affect our business. In addition, we may have limited ability to control or monitor the actions of our strategic partners. To the extent that a strategic partner suffers any negative publicity as a result of its business operations, our reputation may be negatively affected by virtue of our association with such party. The costs of identifying and consummating strategic alliances may be significant and subsequent integrations of new companies, businesses, assets and technologies would require significant managerial and financial resources and could result in a diversion of resources from our existing business, which in turn could have an adverse effect on our growth and business operations.

We, our directors, management, employees and shareholders and their affiliates may be subject to litigation, investigation and other proceedings, or our shareholders may have conflicting position, from time to time, which could have a material and adverse impact on our reputation, and adversely affect our business, results of operations, financial condition and prospects.

From time to time, we have been, and may in the future be, subject to lawsuits brought against us, in matters relating to intellectual property rights, contractual disputes, employment related controversies and other legal and administrative proceedings or fines relating to our business operations. Lawsuits against us may also generate negative publicity that significantly harms our reputation, which may adversely affect our ability to expand our business. In addition to the related cost, managing and defending litigation can significantly divert management's attention from operating our business. We may also need to pay damages or settle lawsuits with a substantial amount of cash. If any of these happens, our liquidity and business, financial condition, results of operations and prospects could be materially and adversely affected. In addition, our directors, management, employees and shareholders and their affiliates may from time to time be subject to litigation, regulatory investigations, proceedings and/or negative publicity or otherwise face potential liability and expense in relation to commercial, labor, employment, securities or other matters, which could adversely affect our reputation. We cannot assure you that our shareholders' position will be aligned at all times. Any of these circumstances may adversely affect our business, financial condition, results of operations and prospects.

Our limited insurance coverage could expose us to significant costs and business disruption.

We believe we maintain insurance policies in line with industry standards. We do not maintain business interruption insurance, key-man life insurance or litigation insurance. Any uninsured occurrence of business disruption, litigation or natural disaster, or significant damages to our uninsured equipment or facilities could have a material adverse effect on our results of operations. Our current insurance coverage may not be sufficient to prevent us from any loss and there is no certainty that we will be able to successfully claim our losses under our current insurance policy on a timely basis, or at all. If we incur any loss that is not covered by our insurance policies, or the compensated amount is significantly less than our actual loss, our business, financial condition and results of operations could be materially and adversely affected. If such risk materializes, we may also suffer substantial losses as we do not have insurance coverage.

We may require additional capital to pursue our business objectives and respond to business opportunities, challenges, or unforeseen circumstances. If we are unable to generate sufficient cash flows or if capital is not available, our business, results of operations, financial condition and prospects could be adversely affected.

We may require additional cash resources to support our business operation due to changed business conditions, strategic acquisitions or other future developments. Our ability to obtain additional capital depends on factors, including, but not limited to:

- our market position and competitiveness in the enterprise-grade AI solutions market;
- our overall financial condition, results of operations and future profitability;
- general market conditions for financing activities in China; and
- general economic and administrative conditions in China and internationally.

If our capital need is materially different from those currently planned, we may initiate financing activities for additional capital sooner than anticipated. Such financing may not be available on favorable terms on a timely basis, or at all. If we cannot obtain adequate capital on terms favorable to us, or at all, we may not be able to continue our operations, R&D and sales and marketing efforts, take advantage of future opportunities or respond to competitive pressures. Under these circumstances, our business, financial condition, results of operations and prospects may be adversely affected.

Our financial assets at fair value through profit or loss are subject to fair value changes and not principal-protected, which may affect our financial positions in the future

As at May 31, 2026, we had financial assets at FVTPL of RMB415.2 million, representing our wealth management products, including (i) wealth management products purchased from licensed commercial banks; and (ii) fund products, comprising a collective funds trust plan issued by a Chinese non-bank financial institution controlled by the Department of Finance of the Tibet Autonomous Region. See "Financial Information — Discussion Of Certain Items From The Consolidated Statements Of Financial Position — Financial assets at FVTPL" for further details. The fair value of our investments in wealth management products issued by financial institution at fair value through profit or loss is measured based on assumptions that are not supported by observable market values (i.e. significant unobservable inputs). During the Track Record Period, fair value of our investments in wealth management products issued by financial institution at fair value through profit or loss was determined with reference to unobservable input which is estimated return and was categorised as level 3 of fair value measurement. See Note 4.3 to the Accountant's Report in Appendix I to this document for further details. Changes in this unobservable inputs will affect the estimated fair value of our investments in wealth management products issued by financial institution at fair value through profit or loss at the end of each of the financial reporting year. Given the inherent uncertainties in measuring the fair value of our investments in wealth management products issued by financial institution at fair value through profit or loss, any material and adverse changes in fair value could materially and adversely affect our financial position and results of operations.

The wealth management products are placed with financial institution in the PRC and are long-term investments with no predetermined or guaranteed return and are not principal-protected. The wealth management products are determined by reference to the fair value of underlying financial instruments, including listed shares, bonds, debentures and other financial assets. Any adverse changes in fair vlaue of underlying financial instruments could materially and adversely affect our financial position and results of operations.

We are subject to credit risk related to defaults of customers, and any significant default on our receivables could materially and adversely affect our liquidity, financial condition and results of operations.

We are exposed to credit risk related to defaults of our customers. As of December 31, 2023, 2024, 2025 and May 31, 2026 our trade receivables amounted to RMB72.3 million, RMB153.4 million, RMB195.1 million and RMB196.7 million, respectively. We may not be able to collect all such trade receivables due to a variety of factors that are beyond our control. For example, if the relationship between us and any of our customers is terminated or deteriorated, or if any of our customers experience financial difficulties in settling the trade receivables, our corresponding trade receivables recoverability might be adversely affected. As the amount of provisions made on our trade receivables are recorded as expenses on our results of operations, if we are not able to effectively manage the credit risk associated with our trade receivables, our results of operations may be materially and adversely affected.

We are subject to the risks associated with international trade policies, geopolitics and trade protection measures, and our business, financial condition and results of operations could be adversely affected.

The U.S. Department of Commerce, Bureau of Industry and Security ("**BIS**") administers the Export Administration Regulations (the "**EAR**"), which govern the export, re-export, and in-country transfer of items subject to U.S. jurisdiction. Items subject to the EAR include, among other things, U.S.-origin items, items of non-U.S.-origin that incorporate or commingle with controlled U.S.-origin content exceeding the applicable de minimis threshold, and items of non-U.S.-origin that are classified on the Commerce Control List and are the direct product of certain U.S.-origin technology or software or of a plant that is the direct product of certain U.S. technology or software. BIS maintains the Entity List, which identifies foreign persons whose activities are believed to be contrary to U.S. national security or foreign policy interests. Supplying items subject to the EAR to Entity List parties without a license from the BIS is prohibited, and such licenses are generally subject to a presumption of denial.

During the Track Record Period, seven of our customers and one of our suppliers were included on the Entity List administered by BIS, and the relevant sales amount amounted to nil, RMB2.5 million, RMB3.0 million and RMB41,000, respectively, while the relevant purchases amounted to RMB25.6 million, RMB11.3 million, RMB2.5 million and RMB0.8 million, respectively. To the extent that items subject to the EAR are involved in our transactions with such parties, we could be exposed to restrictions under U.S. export control laws. However, as (i) we are a PRC-incorporated company with no U.S. nexus, including no U.S. subsidiaries, personnel, beneficial owner, infrastructure, or transactions involving U.S. currency; (ii) our solutions are developed and delivered entirely within the PRC and do not incorporate U.S.-origin content; and (iii) our transactions with such parties are of a commercial nature and do not involve items classified on the Commerce Control List or any military end-use, our business activities should not implicate the EAR. For further details, please see the section headed "Business — Compliance with International Sanctions Laws and Regulations". Notwithstanding the foregoing, we cannot assure you that the U.S. government will not expand the scope of export controls, that additional customers or suppliers will not be added to the Entity List, or that BIS will not take a different view as to whether our solutions have a U.S. nexus, any of which could require us to obtain licenses, restrict our ability to transact with certain customers or suppliers, or subject us to enforcement actions, which could materially and adversely affect our business, financial condition and results of operations.

We may experience discontinuation, reduction or delay of any preferential tax treatments or government grants.

Our subsidiaries enjoy various types of preferential tax treatment according to the prevailing PRC tax laws. Our subsidiaries, Jinan Zhong'an Xinke Technology Co., Ltd. and Beijing Yirong Technology Co., Ltd., are recognized as small low-profit enterprises which are subject to a reduced EIT rate of 20%. Such preferential tax treatments are subject for transformation and termination. If

our preferential tax treatments are revoked, become unavailable or if the calculation of our tax liability is successfully challenged by the PRC tax authorities, the discontinuation of any of the various types of preferential tax treatment we enjoy could materially and adversely affect our results of operations.

We also receive grants from local governments, which vary from period to period. In 2023, 2024, 2025 and the five months ended May 31, 2025 and 2026, we recorded government grants amounting to RMB0.4 million, RMB0.3 million, RMB2.0 million, RMB8,000 and RMB0.4 million, respectively. Local governments may decide to adjust such grants in the future. We cannot assure you of the continued availability of the government grants. Any reduction, cancelation, or repayment of government grants could adversely affect our business, financial condition and results of operations.

RISKS RELATING TO DOING BUSINESS IN THE JURISDICTIONS WHERE WE OPERATE

Any failure to obtain or maintain requisite approvals, licenses or permits applicable to our business may have a material and adverse effect on our business, results of operations, financial condition and prospects.

Our business is subject to regulation, and we are required to obtain applicable licenses, permits and approvals from different PRC regulatory authorities in order to conduct or expand our business. We have obtained and maintained all licenses and permits material to our business as described above as required by the PRC regulatory authorities. However, we cannot assure you that we will be able to maintain existing licenses and permits or renew any of them when their current term expires. If we are unable to maintain one or more of the current licenses and permits, or obtain such renewals, our business, results of operations, financial condition and prospects could be materially and adversely impacted.

Furthermore, if the relevant governmental authorities consider that we are operating without the proper approvals, licenses or permits, or the relevant governmental authorities promulgate new laws and regulations that require additional approvals or licenses or impose additional restrictions on the operation of any part of our business and we are not able to obtain such approvals, licenses or permits or adjust our business model in a timely manner, they have the power, among other things, to levy fines, confiscate our income, revoke our licenses, and require us to discontinue our relevant business. Any of these actions by the relevant governmental authorities may have a material adverse effect on our business, results of operations, financial condition and prospects.

Fluctuations in the value of the Renminbi and other currencies may have a material adverse impact on your investment.

During the Track Record Period, substantially all of our revenues and expenditures were denominated in Renminbi, while the net [REDACTED] from the [REDACTED] will be in Hong Kong dollars. Fluctuations in the exchange rate between the Renminbi and the Hong Kong dollar will affect the relative purchasing power in Renminbi terms of the [REDACTED] from the [REDACTED].

Movements in Renminbi exchange rates are affected by, among other things, changes in political and economic conditions and China's foreign exchange regime and policy. With the development of the foreign exchange market and progress towards interest rate liberalization and renminbi internationalization, the PRC government may in the future announce further changes to the exchange rate system, and we cannot assure you that the renminbi will not appreciate or depreciate significantly in value against other currencies in the future. It is difficult to predict how market forces or relevant government policies may impact the exchange rate between the renminbi and other currencies in the future.

The availability and effectiveness of these hedges may be limited and we may not be able to hedge our exposure successfully, or at all.

Regulatory restrictions on the remittance of Renminbi into and out of the PRC and currency conversion may limit our foreign exchange transactions, including our ability to pay dividends and other obligations, and may affect the value of your investment.

Currently, the conversion and remittance of foreign currencies from RMB are subject to PRC foreign exchange regulations. It cannot be guaranteed that we will have sufficient foreign exchange to meet our foreign exchange requirements. Under the current PRC foreign exchange regulations, foreign exchange transactions under the current account conducted by us, including the payment of dividends, do not require advance approval from the SAFE, but we are required to present documentary evidence of such transactions and conduct such transactions at designated foreign exchange banks within China that have the licenses to carry out foreign exchange business. Foreign exchange transactions under the capital account conducted by us, however, are subject to prior approval or registration procedures with the SAFE.

Under existing foreign exchange regulations, following the completion of the [REDACTED], we will be able to pay dividends in foreign currencies without prior approval from the SAFE by complying with certain procedural requirements. However, the foreign exchange policies regarding payment of dividends in foreign currencies may change from time to time in the future. In addition, any insufficiency of foreign exchange may restrict our ability to obtain sufficient foreign exchange for dividend payments to shareholders or to satisfy any other foreign exchange requirements. If we fail to obtain approval or other procedure from the SAFE to convert Renminbi into any foreign exchange for any of the above purposes, our capital expenditure plans, and even our business, operating results and financial condition, may be materially and adversely affected.

Holders of our H Shares may be subject to PRC income tax obligations.

Under the current PRC tax laws and regulations, non-PRC resident individuals and non-PRC resident enterprises are subject to different tax obligations with respect to the dividends paid to them by us and the gains realized upon the sale or other disposition of H Shares. Non-PRC resident individuals are required to pay PRC individual income tax at a 20% rate for the income derived in China under the ITT Law and its implementation guidelines. Accordingly, we are required to withhold such tax from dividend payments, unless applicable tax treaties between China and the jurisdiction in which the foreign individual resides reduce or provide an exemption for the relevant tax obligations. However, pursuant to the Circular on Certain Policy Questions Concerning Individual Income Tax (《財政部、國家税務總局關於個人所得税若干政策問題的通知》) (Cai Shui Zi [1994] No. 020) issued by the MOF and SAT on May 13, 1994, the income gained by individual foreigners from dividends and bonuses of enterprise with foreign investment are exempted from individual income tax for the time being. In addition, under the ITT Law and its implementation regulations, non-PRC resident individual holders of H shares are subject to individual income tax at a rate of 20% on gains realized upon the sale or other disposition of H shares. However, pursuant to Circular of Declaring that Individual Income Tax Continues to be Exempted over Income of Individuals from the Transfer of Shares (《關於個人轉讓股票所得繼續暫免徵收個人所得税的通知》) (Cai Shui Zi [1998] No. 61) issued by the MOF and the SAT on March 30, 1998, from January 1, 1997, the income of individuals from the transfer of the shares of listed enterprises continues to be exempted from individual income tax. As of the Latest Practicable Date, no aforesaid provisions have expressly provided that individual income tax shall be levied non-PRC resident individual holders on the transfer of shares in PRC resident enterprises listed on overseas stock exchanges. However, there is no assurance that the PRC tax authorities will not change these practices which could result in levying income tax on non-PRC resident individual holders on gains from the sale of H shares. For non-PRC resident enterprises that do not have establishments or premises in China, and for those have establishments or premises in China but whose income is not related to such establishments or premises, under the EIT Law and its implementation regulations, dividends paid by us and gains realized by such foreign enterprises upon the sale or other disposition of H Shares are subject to PRC enterprise income tax at a 10% rate. In accordance with the Circular on Issues Relating to Withholding of Enterprise Income Tax by PRC Resident Enterprises on Dividends Paid to Overseas Non-PRC Resident Enterprise Shareholders of H Shares (《關於中國居民企業向境外H股

非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》) (Guo Shui Han [2008] No. 897) issued by SAT on November 6, 2008, the withholding tax rate for dividends payable to non-PRC resident enterprise holders of H Shares will be 10% and we intend to withhold tax at a rate of 10% from dividends paid to non-PRC resident enterprise holders of our H Shares (including HKSCC Nominees). Non-PRC resident enterprises that are entitled to be taxed at a reduced rate under an applicable income tax treaty or arrangement will be required to apply to the PRC tax authorities for a refund of any amount withheld in excess of the applicable treaty rate, and payment of such refund will be subject to the PRC tax authorities' approval. Despite the arrangements mentioned above, the PRC tax laws and regulations as well as the interpretation and application of such laws and regulations may change from time to time in the future which may adversely affect the value of your investment in our H Shares.

It may be difficult to effect service of process upon us or our Directors, executive officers who reside in China or to enforce against them in China any judgments obtained from non-PRC courts.

All of our executive Directors and executive officers reside within China, and substantially all of our assets are located within China. Similar to the difficulties faced by most of the countries around the world on effecting service of process and enforcing judgment obtained from foreign countries, it may be difficult for investors to effect service of process upon us or our executive Directors and officers inside China or to enforce against us or them in China any judgments obtained from non-PRC courts. China does not have treaties providing for the reciprocal recognition and enforcement of judgments of courts of many other countries and regions. Therefore, recognition and enforcement in China of judgments of a court in any of these non-PRC jurisdictions in relation to any matter not subject to a binding arbitration provision may be difficult or impossible.

We are subject to risks relating to some of our leased properties.

Certain of our leased properties may be subject to defects or uncertainties in the lessors' title or land use compliance, including the failure to complete lease registrations, lack of property ownership, relevant approval documents, or owner consent documentation, or discrepancies between the actual and approved land use. Although such defects do not automatically render the relevant lease agreements invalid under PRC laws and regulations, we cannot assure you that third-parties or relevant authorities will not challenge the lessors' rights or require rectification measures. If such challenges or enforcement actions are taken, we may be required to vacate the affected premises and relocate our operations, which may result in additional costs or temporary business disruption. Failure to secure alternative premises in a timely manner, could result in our business, financial condition results of operations and prospects to be adversely affected.

We may be subject to additional social insurance fund and housing provident fund contributions and late fees or fines imposed by relevant regulatory authorities.

We are required by PRC laws and regulations to pay various statutory employee benefits including social insurance and housing funds, to designated government agencies for the benefit of our employees. The relevant government agencies may examine whether an employer has made adequate payments of the requisite statutory employee benefits, and employers who fail to make adequate payments may be subject to late payment fees, fines and/or other penalties.

During the Track Record Period, we were not in strict compliance with the requirements for social insurance and housing provident fund contributions in relation to some of our PRC employees. As attested by the relevant PRC authorities, during the Track Record Period, we had not been subject to any material administrative penalties, fines or other regulatory actions in relation to the above matters. However, we cannot assure you that our historical and current practices will at all times be deemed fully compliant by the relevant PRC authorities. If the relevant PRC authorities require us to make supplemental social insurance and housing fund contributions, or impose fines or other regulatory measures in connection with our historical practices, we may be required to settle any shortfall within a prescribed time period and our business, financial condition, results of operations and prospects may be adversely affected.

Furthermore, on July 31, 2025, the PRC Supreme People's Court promulgated the Supreme People's Court's Interpretation (II) on Several Issues Concerning the Application of Law in Labor Dispute Cases (《最高人民法院關於審理勞動爭議案件適用法律問題的解釋(二)》), (the "**New Judicial Interpretation**"), which took effect on September 1, 2025. According to the Article 19(1) of the New Judicial Interpretation, if an employer and an employee agree or the employee undertakes that social insurance contributions need not to be paid, the court shall deem such agreement or undertaking invalid. Where an employer fails to pay social insurance contributions in accordance with the law, and the employee seeks to terminate the labor contract and claims economic compensation from the employer pursuant to Article 38(3) of the PRC Labor Contract Law, the court shall support such claims, in which case, the employer remains liable for paying economic compensation (calculated based on the number of years of employment multiplied by the monthly salary) to the employee, notwithstanding any prior agreement to waive social insurance contributions. As advised by our PRC Legal Advisor, provided that there are no significant changes in the current policies, regulations and local government enforcement and supervision requirements related to social insurance and housing provident fund, and no major employee complaints, reports or related lawsuits/arbitrations are filed, we face a remote risk of being subject to centralized collection of underpaid contributions or significant administrative penalties for above issues by the authorities overseeing social insurance and housing provident fund. See "Business — Employees — Social Insurance and Housing Provident Funds." However, if the relevant PRC authorities hold a different view with us and determine that we are not in compliance with the New Judicial Interpretation, the financial and business performance of the Company may be adversely affected.

We are subject to a variety of laws and regulations regarding cybersecurity, data security and personal information protection or the use of the internet, and any failure to comply with applicable laws and regulations could have a material adverse effect on our business, financial condition and results of operations.

We may become subject to a variety of laws and regulations in the PRC regarding cybersecurity, data security and personal information protection. These laws and regulations are continuously evolving and developing, of which the interpretation and application are also evolving and subject to change that may affect us.

The integrity and protection of our clients and company data is critical to our business. Our clients expect that we will adequately protect their personal information. We are required by applicable laws to keep this personal information strictly confidential and to take adequate security measures to safeguard such information.

On November 7, 2016, the Standing Committee of the National People's Congress of China ("**SCNPC**") promulgated the Cybersecurity Law of the People's Republic of China ("**Cybersecurity Law**"), which came into effect on June 1, 2017. According to the Cybersecurity Law, internet operators shall not collect user personal information without the user's consent, and may only collect user personal information necessary for providing services. Operators are also obliged to provide security maintenance for their products and services, and should comply with the provisions on personal information protection in relevant laws and regulations. The SCNPC further revised the PRC Cybersecurity Law on October 28, 2025, which became effective on January 1, 2026. The revised PRC Cybersecurity Law, amongst others, increases the penalties under certain circumstances and expands the extraterritorial application for entities, organizations, or individuals outside the PRC engaging in activities that endanger the cybersecurity of the PRC. On June 10, 2021, the SCNPC promulgated the "Data Security Law of the People's Republic of China", which came into effect on September 1, 2021. It requires data collection to be carried out in a legal and appropriate manner, and introduces a data classification and hierarchical protection system. On August 20, 2021, the SCNPC promulgated the "Personal Information Protection Law of the People's Republic of China" ("**Personal Information Protection Law**"), which came into effect on November 1, 2021. Personal Information Protection Law further detailed the general rules and principles on personal

data processing and further increased the potential liability of personal information processors. For more details, please see "Regulatory Overview — Laws and Regulations on Cybersecurity, Data Security and Personal Information Protection."

On December 28, 2021, the CAC and other 12 PRC regulatory authorities jointly revised and promulgated the Measures for Cybersecurity Review ("**Revised Measures for Cybersecurity Review**"), which became effective on February 15, 2022. The Revised Measures for Cybersecurity Review provides that entities meeting certain standards shall proactively apply for a cybersecurity review. For more details, please see "Regulatory Overview — Laws and Regulations on Cybersecurity, Data Security and Personal Information Protection." As of the Latest Practicable Date, we have not received any official notification from relevant regulatory authorities designating our network facilities and information systems as Critical Information Infrastructure ("**CII**"), and therefore we are not deemed as a CII operator. Our proposed [REDACTED] is [REDACTED] on the Hong Kong Stock Exchange rather than [REDACTED] "in a foreign country". Nevertheless, the Revised Measures for Cybersecurity Review grant the governmental authorities the discretion to initiate a cybersecurity review if they deem any data processing activity affects or may affect national security. As of the Latest Practicable Date, we had not received any notice that we are required to conduct a cybersecurity review under the Revised Measures for Cybersecurity Review or our data processing activity affects or may affect national security. However, given there has been no further explanation or interpretation for "affect or may affect national security" under the Revised Measures for Cybersecurity Review, we cannot rule out the possibility that the relevant government authorities may conduct cybersecurity review on us accordingly. If a cybersecurity review for any of our activities is required, we will actively cooperate with the CAC to conduct such cybersecurity review. Any failure to obtain such approval or clearance from the regulatory authorities could materially constrain our liquidity and have a material adverse impact on our business operations and financial results.

On July 7, 2022, the CAC promulgated the "Measures for the Security Assessment of Cross-border Data Transfer", which came into effect on September 1, 2022. On March 22, 2024, the CAC promulgated the Provisions on Promoting and Regulating Cross-Border Data Flow, which was implemented on March 22, 2024. The above measures and provisions provide that the cross-border transfer of personal information and important data by data processor meeting certain volume thresholds or other standards as provided therein shall apply for security assessment, file with a standard contract for cross-border data transfer or obtain a personal information protection certification. Complying with these laws and requirements could cause us to incur substantial expenses or require us to alter or change our practices in ways that could harm our business. Additionally, as there may be further interpretations of such measures, we cannot assure you that we will be able to comply with such regulations in all respects, and we may be ordered to rectify or terminate any actions that are deemed illegal by regulatory authorities.

While we take various measures, endeavor to comply with all applicable data privacy and protection laws and regulations, there is no guarantee that our current security measures, operation and those of our third-party service providers may always be adequate for the protection of our users, employee or company data against security breaches, cyberattacks or other unauthorized access, which could result in loss or misuse of such data, interruptions to our service system, diminished user experience, loss of user confidence and trust and impairment of our technology infrastructure and harm our reputation and business, resulting in fines, penalties and potential lawsuits.

In addition, we expect to continue facing uncertainty as to whether our compliance measures will remain adequate under rapidly evolving global and PRC data protection, privacy, and cybersecurity regimes. Any actual or perceived failure to comply with applicable laws and regulations could result in reputational damage, regulatory investigations, or proceedings initiated by government authorities, individuals, or other stakeholders. PRC regulatory authorities may also conduct various reviews and inspections on our business operations from time to time. If any non-compliance incidents in our business operations are identified, we may be required to take certain rectification measures in accordance with applicable laws and regulations, or we may be

subject to other regulatory actions such as administrative penalties. Such actions may expose us to substantial civil or criminal liabilities, administrative penalties, or negative publicity, and could require us to modify our business practices, increase compliance expenditures, or suspend certain operations. Moreover, complying with relevant regulatory requirements may result in limitation to our scope of services, reduction in user engagement or loss of users, diversion of our management team's attention and increased operational costs and expenses, and our existing and potential relationships with clients, vendors, and other partners may be adversely affected by proceedings or heightened data protection obligations imposed on them under applicable laws. Furthermore, any incident involving unauthorized access, leakage, or misuse of personal data could result in significant legal and financial exposure, and cause lasting harm to our reputation, business operations, financial condition, and prospects.

RISKS RELATED TO THE [REDACTED]

There has been no prior public market for our Shares and an active trading market may not develop.

Prior to the [REDACTED], there has not been a public market for our Shares. An active public market may not develop or be sustained after the [REDACTED]. The initial [REDACTED] for our Shares was the result of, and the [REDACTED] will be the result of, negotiations between us and the [REDACTED] on behalf of the [REDACTED] and may not be indicative of prices that will prevail in the trading market after the [REDACTED].

If an active public market for our H Shares does not develop following the completion of the [REDACTED], the market price and liquidity of our H Shares maybe materially and adversely affected.

You will experience immediate dilution and may experience further dilution if we issue additional Shares or other equity securities in the future.

As the [REDACTED] of our Shares is higher than the consolidated net tangible assets per share immediately prior to the [REDACTED], purchasers of our Shares in the [REDACTED] will experience an immediate dilution in [REDACTED] adjusted consolidated net tangible assets. Our existing Shareholders will receive an increase in the [REDACTED] adjusted consolidated net tangible asset value per share of their shares. In addition, holders of our Shares may experience further dilution of their interest if we issue additional shares in the future to raise additional capital.

Our Controlling Shareholders have substantial influence over the Company, and our Controlling Shareholders' interests may not always be aligned with the interests of our other Shareholders.

Our Controlling Shareholders collectively have significant influence in determining the outcome of any corporate transaction or other matter submitted to the Shareholders for approval, including but not limited to mergers, privatizations, consolidations and the sale of all, or substantially all, of our assets, election of directors, and other significant corporate actions. Immediately following the completion of the Share Subdivision and the [REDACTED], the group of our Controlling Shareholders will be together entitled to control in aggregate approximately [REDACTED] of our total issued share capital and thus remain as a group of Controlling Shareholders upon [REDACTED]. The interests of the group of our Controlling Shareholders might differ from the interests of our other Shareholders. In the event that the group of our Controlling Shareholders cause us to pursue strategic objectives that conflict with the interests of our other Shareholders, our other Shareholders could be disadvantaged and their interests could be damaged. Any conflict of interest between the group of our Controlling Shareholders and our other Shareholders may also materially and adversely affect the aspects such as the decision and implementation of our business plans, which may in turn affect our operations and prospects.

RISK FACTORS

You should read the entire document carefully and we strongly caution you not to place any reliance on any information contained in press and media coverage regarding us and the [REDACTED].

There may be, subsequent to the date of this Document but prior to the completion of the [REDACTED], press and media coverage regarding us and the [REDACTED], which may contain, among other things, certain financial information, projections, valuations and other forward-looking information about us and the [REDACTED]. We have not authorized the disclosure of any such information in the press or media and do not accept responsibility for the accuracy or completeness of such press articles or other media coverage. We make no representation as to the appropriateness, accuracy, completeness or reliability of any of the projections, valuations or other forward-looking information about us. To the extent such statements are inconsistent with, or conflict with, the information contained in this Document, we disclaim responsibility for them. Accordingly, prospective investors are cautioned to make their investment decisions on the basis of the information contained in this Document only and should not rely on any other information.

You should rely solely upon the information contained in this Document, the [REDACTED] and any formal announcements made by us in Hong Kong in making your investment decision regarding our Shares. We do not accept any responsibility for the accuracy or completeness of any information reported by the press or other media, nor the fairness or appropriateness of any forecasts, views or opinions expressed by the press or other media regarding our Shares, the [REDACTED] or us. We make no representation as to the appropriateness, accuracy, completeness or reliability of any such data or publication. Accordingly, prospective investors should not rely on any such information, reports or publications in making their decisions as to whether to invest in our [REDACTED]. By applying to purchase our Shares in the [REDACTED], you will be deemed to have agreed that you will not rely on any information other than that contained in this Document and the [REDACTED].

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

This Document contains forward-looking statements with respect to our business strategies, operating efficiencies, competitive positions, and growth opportunities for existing operations, plans and objectives of management, certain [REDACTED] information and other matters. The words "will," "expect," "anticipate," "estimate," "believe," "going forward," "ought to," "may," "seek," "should," "intend," "plan," "projection," "could," "vision," "goals," "objective," "target," "schedule," "predict," "aim," "intend," "consider," "would," "continue" and "outlook" and the negative of these terms and other similar expressions identify a number of these forward-looking statements. These forward-looking statements, including, among others, those relating to our future business prospects, capital expenditure, cash flows, working capital, liquidity and capital resources are necessary estimates reflecting the best judgment of our Directors and management and involve a number of risks and uncertainties that could cause actual results to differ materially from those suggested by the forward-looking statements. As a result, these forward-looking statements should be considered in light of various important factors, including those set out in "Risk Factors" in this Document. Accordingly, such statements are not a guarantee of future performance and you should not place undue reliance on any forward-looking information. All forward-looking statements in this Document are qualified by reference to this cautionary statement.

Certain facts, forecasts and statistics obtained from official government sources in this document may not be fully reliable.

Certain facts, forecasts and statistics in this document relating to the economy and the industry in which we operate our business on have been collected from official government sources. We cannot assure you nor make any representation as to the accuracy or completeness of such information. The information from official government sources has not been independently verified by us, the Joint Sponsors, the [REDACTED], the [REDACTED], the [REDACTED], the

[REDACTED], the [REDACTED], any of their respective directors and advisors, or any other party involved in the [REDACTED] and no representation is given as to its accuracy. In any event, you should consider carefully the importance placed on such information or statistics.

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

The trading market for our Shares will be influenced by the research and reports that industry or securities analysts publish about us or our business. If one or more of the analysts who cover us downgrade our Shares, the price of our Shares would likely decline. If one or more of these analysts cease coverage of our Company or fail to regularly publish reports on us, we could lose visibility in the financial markets, which in turn could cause our stock price or trading volume to Decline.

We are exposed to risks associated with U.S. Executive Order 14105 and its implementing regulations that prohibit or require notification by U.S. persons for certain investments.

On October 28, 2024, the U.S. Department of the Treasury issued a final rule, codified in U.S. Code of Federal Regulations at 31 C.F.R. part 850 (the "**Final Rule**"), to implement the Executive Order 14105 of August 9, 2023, which became effective on January 2, 2025. The Final Rule imposes investment prohibition and notification requirements on U.S. persons for a wide range of investments in entities associated with the PRC (including Hong Kong and Macau) that are engaged in activities relating to three sectors: (i) semiconductors and microelectronics, (ii) quantum information technologies, and (iii) artificial intelligence systems, collectively defined as "covered foreign persons." U.S. persons subject to the Final Rule are prohibited from making, or required to report, certain investments in covered foreign persons, which are defined as "covered transactions," and include certain acquisitions of an equity interest, certain debt financing, joint ventures, and certain investments as a limited partner in a non-U.S. person pooled investment fund. The Final Rule contains exceptions for certain investments, including those in publicly traded securities, except when the U.S. person investor secures rights that go beyond standard minority shareholder protections. The Final Rule may introduce new hurdles and uncertainties for cross-border collaborations, investments, and funding opportunities of PRC-based issuers including us. On February 21, 2025, U.S. President issued a memo entitled the "America First Investment Policy" (the "**America First Memo**"), indicating that Executive Order 14105 is under review and the Trump Administration will consider new or expanded restrictions, such as broadening the sectors.

Since our Company does not design, develop, produce, fabricate, package or manufacture an item covered under the "prohibited activities" as described under § 850.224 of the Final Rule, our Directors believe that our business activities do not fall under activities subject to the prohibition requirement. However, while the investments by U.S. persons in us is not a prohibited transaction, it may constitute a "notifiable transaction" as defined in § 850.217 of the Final Rule, and we would be considered a covered foreign person for purposes of the Final Rule by virtue of engaging in the development of AI systems. Accordingly, investments by U.S. persons in our H Shares in the [REDACTED] would be considered a covered transaction subject to notification requirement, which imposes an obligation on U.S. persons (but not our Company or any other parties involved in the [REDACTED]) to notify the U.S. Department of Treasury. Following the completion of the [REDACTED], it is expected that U.S. persons will be able to invest in our H Shares without the notification obligations based on the publicly traded securities exception under the Final Rule as long as the investment made does not afford a U.S. person certain rights that are not standard minority shareholder protections. However, the Final Rule nonetheless may increase the compliance burden of U.S. investors and may cause certain U.S. investors to adopt a more cautious approach in their investments, which may negatively impact our ability to raise capital from U.S. investors.

WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES

MANAGEMENT PRESENCE IN HONG KONG

Pursuant to Rule 8.12 of the Listing Rules, we must have sufficient management presence in Hong Kong. This normally means that at least two of the executive Directors must be ordinarily resident in Hong Kong. Pursuant to Rule 19A.15 of the Listing Rules, the requirement in Rule 8.12 may be waived having regard to, among other considerations, the arrangements for maintaining regular communication with the Stock Exchange. Since most of the business operations of our Group are managed and conducted outside of Hong Kong, and all of the executive Directors ordinarily reside outside Hong Kong, our Company considers that it would be practically difficult and commercially unreasonable and undesirable for our Company to arrange for two executive Directors to be ordinarily resident in Hong Kong, either by means of relocation of existing executive Directors or appointment of additional executive Directors. Therefore, our Company does not, and does not contemplate, in the foreseeable future that we will, have sufficient management presence in Hong Kong for the purpose of satisfying the requirements under Rule 8.12 of the Listing Rules.

Accordingly, pursuant to Rule 19A.15 of the Listing Rules, we have applied for, [and the Stock Exchange has granted,] a waiver from strict compliance with Rule 8.12 and Rule 19A.15 of the Listing Rules subject to the following conditions. We will ensure that there is an effective channel of communication between us and the Stock Exchange by way of the following arrangements:

(a) **Authorized representatives**: we have appointed Mr. Zhou Zhengyu (周政宇) ("**Mr. Zhou**") and Mr. Wong Chun Wing Samuel (黃俊穎) ("**Mr. Wong**") as the authorized representatives (the "**Authorized Representatives**") for the purpose of Rule 3.05 of the Listing Rules. The Authorized Representatives will act as our principal channel of communication with the Stock Exchange and would be readily contactable by phone, facsimile and email to deal promptly with enquiries from the Stock Exchange. Accordingly, the Authorized Representatives will be able to meet with the relevant members of the Stock Exchange to discuss any matters in relation to our Company within a reasonable period of time. We will also inform the Stock Exchange promptly in respect of any change in the Authorized Representatives. For more information about our Authorized Representatives, see "Directors and Senior Management" in this Document;

(b) **Directors**: each of our Authorized Representatives has means to contact all members of our Board (including our independent non-executive Directors) promptly at all times as and when the Stock Exchange wishes to contact the members of our Board for any matters. In the event that any Director expects to travel or otherwise be out of office, he/she will provide a contactable phone number of him/her to the Authorized Representatives. Pursuant to Rule 3.20 of the Listing Rules, each of our Directors shall provide his/her telephone number, mobile phone number, facsimile number (if available), email address (if available), residential address and correspondence address to the Stock Exchange. To the best of our knowledge and information, each Director who does not ordinarily reside in Hong Kong possesses or can apply for valid travel documents to visit Hong Kong and can meet with the Stock Exchange within a reasonable period upon request of the Stock Exchange;

(c) **Compliance advisor**: we have appointed Rainbow Capital (HK) Limited as our compliance advisor (the "**Compliance Advisor**") upon [REDACTED] pursuant to Rules 3A.19 and 19A.05 of the Listing Rules for a period commencing on the [REDACTED] and ending on the date on which we comply with Rule 13.46 of the Listing Rules in respect of our financial results for the first full financial year commencing after the [REDACTED]. The Compliance Advisor will have access at all times to our Authorized Representatives, the Directors and other senior management and can act as the additional channel of communication with the Stock Exchange and answer enquiries from the Stock Exchange. The contact details of the Compliance Advisor have been provided to the Stock Exchange. We will also inform the Stock Exchange promptly in respect of any change in the Compliance Advisor; and

(d) **Hong Kong legal advisor**: we will retain a Hong Kong legal advisor to advise us on the on-going compliance requirements, any amendment or supplement to and other issues arising under the Listing Rules and other applicable laws and regulations in Hong Kong after the [REDACTED].

APPOINTMENT OF JOINT COMPANY SECRETARIES

Pursuant to Rule 8.17 of the Listing Rules, we must appoint a company secretary who satisfies the requirements under Rule 3.28 of the Listing Rules. According to Rule 3.28 of the Listing Rules, we must appoint as our company secretary an individual, who, by virtue of his or her academic or professional qualifications or relevant experience, is, in the opinion of the Stock Exchange, capable of discharging the functions of company secretary.

Pursuant to Note 1 to Rule 3.28 of the Listing Rules, the Stock Exchange considers the following academic or professional qualifications to be acceptable: (a) a member of The Hong Kong Chartered Governance Institute; (b) a solicitor or barrister as defined in the Legal Practitioners Ordinance (Chapter 159 of the Laws of Hong Kong); and (c) a certified public accountant as defined in the Professional Accountants Ordinance (Chapter 50 of the Laws of Hong Kong).

In addition, pursuant to Note 2 to Rule 3.28 of the Listing Rules, in assessing "relevant experience", the Stock Exchange will consider the individual's: (a) length of employment with the issuer and other issuers and the roles he or she played; (b) familiarity with the Listing Rules and other relevant law and regulations including the SFO, the Companies Ordinance, the Companies (Winding Up and Miscellaneous Provisions) Ordinance and the Takeovers Code; (c) relevant training taken and/or to be taken in addition to the minimum requirement under Rule 3.29 of the Listing Rules; and (d) professional qualifications in other jurisdictions.

We have appointed Mr. Zhou as our joint company secretary. As he has extensive experience in business development but presently does not possess any of the qualification required under Rules 3.28 and 8.17 of the Listing Rules, we have appointed Mr. Wong to provide assistance to Mr. Zhou. Mr. Wong is an associate member of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom, and therefore meets the qualification requirements under Note 1 to Rule 3.28 of the Listing Rules and is in compliance with Rule 8.17 of the Listing Rules.

Mr. Zhou and Mr. Wong will be jointly discharging the duties and responsibilities of a company secretary. Mr. Wong will be assisting Mr. Zhou in gaining the relevant experience required under Rules 3.28 and 8.17 of the Listing Rules. Also, Mr. Zhou will be assisted by (1) the compliance advisor of our Company for the first full financial year starting from the [REDACTED], particularly in relation to Hong Kong corporate governance practice and compliance matters; and (2) the Hong Kong legal advisor of our Company, on matters regarding our Company's ongoing compliance with the Listing Rules and the applicable Hong Kong laws and regulations. In addition, Mr. Zhou will attend relevant trainings and familiarize himself with the Listing Rules and duties required of a company secretary of an issuer [REDACTED] on the Stock Exchange.

We have applied to the Stock Exchange for, and the Stock Exchange [has granted], a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules such that Mr. Zhou may be appointed as a joint company secretary of our Company.

Pursuant to Chapter 3.10 of the Guide, the waiver will be for a fixed period of time (the "**Waiver Period**") and on the following conditions: (1) the proposed company secretary must be assisted by a person who possesses the qualifications or experience as required under Rule 3.28 and is appointed as a joint company secretary throughout the Waiver Period; and (2) the waiver can be revoked if there are material breaches of the Listing Rules by the issuer. The waiver is valid for an initial period of three years on the condition that Mr. Wong will work closely with, and provide assistance to, Mr. Zhou, in the discharge of his duties as a company secretary and in gaining the relevant experience as required under Rule 3.28 of the Listing Rules and to become familiar with the

requirements of the Listing Rules and other applicable Hong Kong laws and regulations. Prior to the end of the Waiver Period, the qualifications and experience of Mr. Zhou and the need for on-going assistance of Mr. Wong will be further evaluated by our Company. The Company will then demonstrate to the Stock Exchange's satisfaction that Mr. Zhou, having had the benefit of the assistance of Mr. Wong for the immediately preceding three years, has acquired the relevant experience (within the meaning of Note 2 to Rule 3.28 of the Listing Rules) such that a further waiver from Rules 3.28 and 8.17 of the Listing Rules will not be necessary. Our Company understands that the Stock Exchange may revoke the waiver if Mr. Wong ceases to provide assistance to Mr. Zhou during the three-year period or if there are material breaches of the Listing Rules by our Company.

Our Company will further ensure that Mr. Zhou has access to the relevant training and support that would enhance his understanding of the Listing Rules and the duties of a company secretary of an issuer [REDACTED] on the Stock Exchange, and to receive updates on the latest changes to the applicable Hong Kong laws and regulations and the Listing Rules. Before the end of the three-year period, our Company will demonstrate and seek the Stock Exchange's confirmation that Mr. Zhou, having had the benefits of Mr. Wong's assistance during the three-year period, has attained the relevant experience under Note 2 to Rule 3.28 of the Listing Rules and is capable of discharging the functions of a company secretary so that a further waiver would not be necessary.

For further information regarding the qualifications of Mr. Zhou and Mr. Wong, see "Directors and Senior Management" in this Document.

CONTINUING CONNECTED TRANSACTIONS

We have entered into, and expect to continue, certain transactions that will constitute non-exempt continuing connected transaction of our Company under the Listing Rules upon [REDACTED] as described in the section headed "Connected Transactions" in this Document. Our Directors consider that strict compliance with the applicable requirement under the Listing Rules would be impractical, unduly burdensome and would impose unnecessary administrative costs on our Company. Accordingly, we have applied for, [and the Stock Exchange has granted to us,] a waiver from strict compliance with the applicable announcement, circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules upon [REDACTED] in respect of such non-exempt continuing connected transaction. For further details, see "Connected Transactions" in this Document.

INFORMATION ABOUT THIS DOCUMENT AND THE [REDACTED]

[REDACTED]

INFORMATION ABOUT THIS DOCUMENT AND THE [REDACTED]

[REDACTED]

INFORMATION ABOUT THIS DOCUMENT AND THE [REDACTED]

[REDACTED]

DIRECTORS AND PARTIES INVOLVED IN THE [REDACTED]

DIRECTORS

Name and Nationality	Address
Executive Directors	
Mr. Yu Feng (郁鋒) (formerly known as Yu Linfeng 郁林鋒) (Chinese)	Tower 3, Yard 28, Majiabao West Road, Fengtai District, Beijing, China
Mr. Mao Yifeng (毛一烽) (Chinese)	Room 803, Building 9, Lane 1111, South Lianhua Road, Minhang District, Shanghai, China
Mr. Zhou Zhengyu (周政宇) (Chinese)	Room 203, No. 14, Lane 184, Fuxin Road, Yangpu District, Shanghai, China
Non-executive Directors	
Mr. Wang Min (王敏) (Chinese)	Building 2, No. 261, Hanzhong Road, Jingan District, Shanghai, China
Dr. Zhu Junsheng (朱俊生) (Chinese)	No. 1–1, Xinfadi Style & Forest, Fengtai District, Beijing, China
Independent Non-executive Directors	
Dr. Liu Gang (劉剛) (Chinese)	Building 3, Door 2 Jindian Garden, Baoshan Road, Nankai District, Tianjin, China
Mr. Xu Jinghui (徐敬惠) (Chinese)	Building 13, Lane 633, Xikang Road, Shanghai, China
Ms. Ng Weng Sin (吳永蒨) (Chinese)	5/F, 267 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong

PARTIES INVOLVED IN THE [REDACTED]

Joint Sponsors	**ICBC International Capital Limited** 37/F, ICBC Tower 3 Garden Road, Hong Kong **Guolian Securities International Capital Market Co., Limited** Unit 2103–4, 21st floor Li Po Chun Chambers 189 Des Voeux Road Central, Sheung Wan Hong Kong
[REDACTED]	[REDACTED]

DIRECTORS AND PARTIES INVOLVED IN THE [REDACTED]

[REDACTED]	[REDACTED]
Legal Advisors to the Company	*As to Hong Kong and United States law:* **Jia Yuan Law Office** Suites 3202–03, 35/F One Exchange Square 8 Connaught Place, Central Hong Kong *As to PRC law:* **CM Law Firm** Room 2805, Plaza 66 Tower 2 1366 West Nanjing Rd Shanghai, PRC *As to International Sanctions laws:* **Holman Fenwick Willan LLP** 8 Bishopsgate London EC2N 4BQ United Kingdom
Legal Advisors to the Joint Sponsors and the [REDACTED]	*As to Hong Kong law:* **Deacons** 5th Floor, Alexandra House 18 Chater Road, Central Hong Kong *As to PRC law:* **Jingtian & Gongcheng** 34/F, Tower 3, China Central Place 77 Jianguo Road Chaoyang District Beijing 100025, China

DIRECTORS AND PARTIES INVOLVED IN THE [REDACTED]

Reporting Accountant	**PricewaterhouseCoopers** *Certified Public Accountants and* *Registered Public Interest Entity Auditor* 22/F, Prince's Building, Central Hong Kong
Industry Consultant	**Frost & Sullivan** 2504, Wheelock Square 1717 West Nanjing Road Shanghai, PRC
[REDACTED]	[REDACTED]

CORPORATE INFORMATION

Registered Office

Room 402–73, Tower T2,
Qianhai Building No. 123
Guiwan 5th Road, Nanshan Street,
Qianhai Shenzhen-Hong Kong
Modern Service Industry Cooperation Zone,
Shenzhen, China

Headquarters in the PRC

5th Floor, Guangxue Building,
128 Huqiu Road, Huangpu District,
Shanghai, China

Principal Place of Business in Hong Kong

31/F, Tower Two,
Times Square,
1 Matheson Street,
Causeway Bay, Hong Kong

Company's Website

https://www.zhongan.tech
(The information contained in this website does not form part of this Document)

Joint Company Secretaries

Mr. Zhou Zhengyu (周政宇) (Chinese)
Room 203, No. 14, Lane 184, Fuxin Road,
Yangpu District, Shanghai, China

Mr. Wong Chun Wing Samuel (黃俊穎) (Chinese)
(an associate member of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom)
31/F, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong

Authorized Representatives

Mr. Zhou Zhengyu (周政宇) (Chinese)
Room 203, No. 14, Lane 184, Fuxin Road,
Yangpu District, Shanghai, China

Mr. Wong Chun Wing Samuel (黃俊穎) (Chinese)
31/F, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong

Audit Committee

Ms. Ng Weng Sin *(Chairperson)*
Dr. Liu Gang
Dr. Zhu Junsheng

Remuneration Committee

Dr. Liu Gang *(Chairperson)*
Ms. Ng Weng Sin
Dr. Zhu Junsheng

Nomination Committee

Dr. Liu Gang *(Chairperson)*
Mr. Yu Feng
Ms. Ng Weng Sin

Strategy and Investment Committee

Mr. Yu Feng *(Chairperson)*
Mr. Zhou Zhengyu
Dr. Zhu Junsheng

[REDACTED]

[REDACTED]

Principal Banks

Industrial and Commercial Bank of China (Shanghai Branch Business Department)
24 Zhongshan East 1st Road,
Huangpu District,
Shanghai, China

China Merchants Bank (Shanghai Dongfang branch)
1192 Century Avenue, Pudong New Area,
Shanghai, China

INDUSTRY OVERVIEW

*The information that appears in this Industry Overview contains information and statistics on the industry in which we operate. The information and statistics contained in this section have been derived partly from publicly available government and official sources. Certain information and statistics set forth in this section have been extracted from a market research report by Frost & Sullivan (the "**Frost & Sullivan Report**"), an Independent Third Party which we commissioned. We believe that the sources of information contained in this Industry Overview are appropriate sources for such information and have taken reasonable care in reproducing such information. We have no reason to believe that such information is false or misleading or that any material fact has been omitted that would render such information false or misleading. The information from official government sources set out in this Industry Overview has not been independently verified by us, the Joint Sponsors, [REDACTED], [REDACTED], [REDACTED], any of [REDACTED], any of our or their respective directors, officers, employees, advisors, agents or representatives or any other party involved in the [REDACTED] and no representation is given as to its accuracy and the information should not be relied upon in making, or refraining from making, any investment decision.*

SOURCE OF INFORMATION

We commissioned Frost & Sullivan, an independent market research and consulting company, to conduct an analysis of the artificial intelligence industry in China.

Frost & Sullivan is an independent global consulting firm, founded in 1961 in New York. It offers industry research and market strategies and provides growth consulting and corporate training. It has over 40 offices worldwide with over 2,000 industry consultants, market research analysts and economists. We are contracted to pay a fee of RMB800,000 to Frost & Sullivan in connection with the preparation of the Frost & Sullivan Report. We have extracted certain information from the Frost & Sullivan Report in this section, as well as in the sections headed "Summary", "Risk Factors", "Business", "Financial Information" and elsewhere in this document to provide our potential investors with a more comprehensive presentation of the industries in which we operate.

During the preparation of the market research report, Frost & Sullivan performed both (i) primary research, which involved in-depth interviews with leading industry participants and industry experts; and (ii) secondary research, which involved review of company reports, independent research reports and data based on Frost & Sullivan's own research database. Projected data was obtained from historical data analysis plotted against macroeconomic data with reference to specific industry-related factors. Unless otherwise noted, all of the data and forecasts contained in this section are derived from the Frost & Sullivan Report, various official government publications and other publications. The Frost & Sullivan Report was compiled based on the following assumptions: (i) China's economy is likely to maintain a steady growth in the next decade; (ii) China's social, economic and political environment is likely to remain stable in the forecast period from to 2021 to 2025, which ensures the stable and healthy development of the China's artificial intelligence industry; and (iii) COVID-19 will affect the stability of economy in the short term.

Based on and subject to the aforesaid, our Directors believe that the disclosure of future projections and industry data in this section is not biased or misleading. We believe that the sources of the information in this section are appropriate sources and we have taken reasonable care in extracting and reproducing such information. Our Directors have no reason to believe that such information is false or misleading. After taking reasonable care and based on Frost & Sullivan's views, our Directors confirm that there has been no adverse change in the market information since the date of the Frost & Sullivan Report up to the Latest Practicable Date, which may qualify, contradict or have an adverse impact on the information contained in this section.

OVERVIEW OF THE AI MARKET IN CHINA

Analysis of the Development History of AI

To date, the development process of the global AI industry can be divided into basic exploration period and deep learning period. In the past stage of development, discriminative AI constituted the main form of technology implementation. It falls within the basic exploration period and deep learning period. This type of AI system demonstrates excellent accuracy and stability in classification, recognition, and prediction tasks, and is widely used in key scenarios such as image recognition, speech processing, and financial risk control. Looking ahead, generative AI is continuously breaking through cognitive boundaries in natural language, image generation, code writing, scientific discovery, and other fields with its powerful content creation capabilities, reshaping the application space of human-computer collaboration.

In such context, AI Agents, as the carrier of next-generation human-computer interaction, are transitioning from passive response to active collaboration. It has become an important path to promote the evolution of AI to artificial general intelligence (AGI).

In the future, AGI will break through the boundaries of narrow AI and become the ultimate solution for various industries with cross-domain learning and deep reasoning capabilities.

ANALYSIS OF CHINA'S ENTERPRISE GRADE AI SOLUTIONS AND AI AGENT MARKET

Definition and classification of enterprise grade AI solutions

Enterprise grade AI solutions are specialized service offerings designed for corporate clients. Delivered primarily through a project-based model, they emphasize the realization of tangible business outcomes. By integrating AI algorithms, big data technologies, and other technical components, these solutions deeply combine the business logic and domain know-how of the client's industry. They provide customized approaches to address specific business pain points, ultimately helping enterprises optimize processes, reduce resource waste, and achieve the core goals of cost reduction and efficiency improvement — rather than merely delivering technical tools. As a segmented category of enterprise grade AI solutions, the enterprise grade AI solution based on vertical large model capabilities deeply integrates the technical advantages of such models, including domain adaptability and task specialization. Based on the accumulated data assets and knowledge deposits in specific vertical fields, it builds an exclusive resource base covering industry terminology systems and business logic rules.

The vertical large model capabilities are mainly reflected in three aspects: first, assisting clients in building exclusive vertical large models; second, directly providing services to clients by relying on self-developed vertical large models; third, combining clients' proprietary models or external general large models with the company's accumulated industry knowledge base to jointly achieve the optimization and upgrading of output results.

Enterprise grade AI solutions can be divided into two categories based on application scenarios: internal-facing and external-facing. Internal applications focus on intelligent operations, offering core capabilities such as process automation, data-driven decision-making, and real-time risk control. These solutions help enterprises optimize internal business processes more efficiently, precisely, and intelligently. External applications emphasize intelligent marketing, providing capabilities such as accurate user profiling, multi-channel coordinated outreach, and real-time iteration of marketing performance. These solutions help enterprises reach target customers more accurately, efficiently, and in a more personalized manner.

From the perspective of industry development prospects, both intelligent operation products that enhance internal efficiency and intelligent marketing products that expand external markets exhibit strong cross-industry adaptability. They can be widely applied to enterprise customers across sectors such as manufacturing, finance, retail, healthcare, logistics, and more. As AI technologies become more deeply integrated with industry-specific business scenarios and enterprises' needs for digital transformation continue to intensify, enterprise grade AI solutions will further penetrate a broader range of specialized use cases. They will become a key force enabling enterprises to break through growth bottlenecks and achieve high-quality development.

Analysis of the industrial chain of the enterprise grade AI solution market

The market for enterprise grade AI solutions has formed a comprehensive ecosystem, in which all participants across the industry chain collaborate closely to jointly drive technological innovation, iterative upgrades, and commercialization. Within this ecosystem, the upstream segment — responsible for infrastructure and technology supply — primarily consists of two major categories: hardware and software. Hardware providers, represented by chip manufacturers, supply AI-specific acceleration chips that meet the high-performance computing requirements of large-model training and inference. Software providers, such as cloud computing platforms, build distributed training environments that lower the barrier to accessing computing resources.

Enterprise grade AI solution providers are at the core of the midstream of the industrial chain, providing diversified AI solutions for customers in various downstream industries with technical capabilities such as system integration, software development, model training and optimization.

The downstream application market is currently centered on the financial field, and will gradually expand in the direction of diversification in the future, forming a development pattern covering multiple fields. On the industry application side, enterprise grade AI solutions have derived diversified functions such as risk control, management, and marketing, and have penetrated into many fields such as finance, retail, and manufacturing, undertaking various functions such as customer service, production optimization, and intelligent decision-making.

The core growth logic of the enterprise grade AI solution industry

Demand side: The penetration of large industry models and the improvement of customer acceptance jointly drive demand growth through dual engines

- **Industry models will penetrate thousands of industries in the future.** At present, more and more enterprises are choosing to use AI solutions to solve pain points such as low business process efficiency and insufficient data value mining. In particular, industry large models with the ability to understand complex business scenarios have significant advantages, they are more in line with real business, more accurately capture industry rules, and more support customized decision-making, which meets the needs of enterprise customers in the era of intelligence to reduce costs, increase efficiency, and innovate and upgrade, and will promote the industry to achieve explosive growth in the future.

- **Downstream customer acceptance has improved.** In the early stage of digital transformation, enterprises are limited by insufficient scenario adaptability and difficulty in quantifying ROI, plus their acceptance of enterprise grade AI solutions is low, so they have a lower willingness to pay. As the general capabilities of large models become deeply integrated with industry-specific knowledge, they can provide more precise end-to-end solutions that effectively address enterprises' core business pain points, significantly increasing their willingness to pay and further unlocking market demand.

- **Diversified demand exploded.** With the deep penetration of AI technology and the comprehensive advancement of enterprises' AI-driven transformation, single-purpose solutions such as intelligent marketing or intelligent risk control can no longer meet enterprises' needs for intelligent upgrades across the entire business chain. Customer demand

has expanded into multiple scenarios, including intelligent customer service, intelligent supply-chain scheduling, intelligent workforce optimization, and intelligent financial accounting. Enterprises not only hope to use AI to reduce costs and improve efficiency across different business operations, but also seek the synergistic value created by end-to-end data integration.

- **Customer delivery standards have risen.** With the increasing complexity of business scenarios and the explosive growth of data volume in the AI era, traditional data management tools can no longer meet the core needs of enterprises in refined operations and real-time decision-making. Therefore, the requirements of enterprises for digital solutions have changed from traditional single data recording tools to solutions that produce business results, which not only stimulates the innovation and iteration of enterprise grade AI solutions in terms of technical depth, scenario breadth, and implementation speed, but also releases large-scale monetization space for the potential value of enterprise data assets.

Supply side: Enriching the product matrix and mature product capabilities to ensure supply growth

- **Product matrix richness has been improved.** Currently, AI solutions have developed into a series of mature digital product matrices, covering various types such as intelligent recommendation, intelligent marketing, real-time risk control, and intelligent document analysis. Leveraging core AI technologies such as deep learning, natural language processing, and computer vision, these products precisely address key pain points for downstream customers, such as the lack of real-time intelligent decision support, elevated costs due to redundant human processes, and insufficient delivery of personalized experiences.

- **The number of large model calls is increasing day by day.** With the increase in the number of large model calls, the accumulation of training data is becoming more and more abundant, and the iterative upgrading of machine learning technology has formed a data flywheel effect, so that the analysis and reasoning and solution generation capabilities of large models continue to enhance to support key links such as product innovation, business optimization, and process automation, and provide strong technical impetus for the expansion of industry scale.

- **AI Agent services are becoming more and more mature.** AI Agents are AI entities with autonomous perception, decision-making, and execution capabilities, which can autonomously disassemble tasks, invoke tools, and complete complex tasks driven by goals. Currently, AI Agent has formed a mature service system covering scenarios such as intelligent customer service and automated process management, which can effectively solve the pain points of enterprise task processing efficiency, difficulty in cross-system collaboration, and slow response to personalized needs. Adoption cases in finance, manufacturing, retail, and other sectors continue to grow, and the market space is expanding rapidly.

Enterprise Grade AI Solutions Market Size, China, 2021–2030E

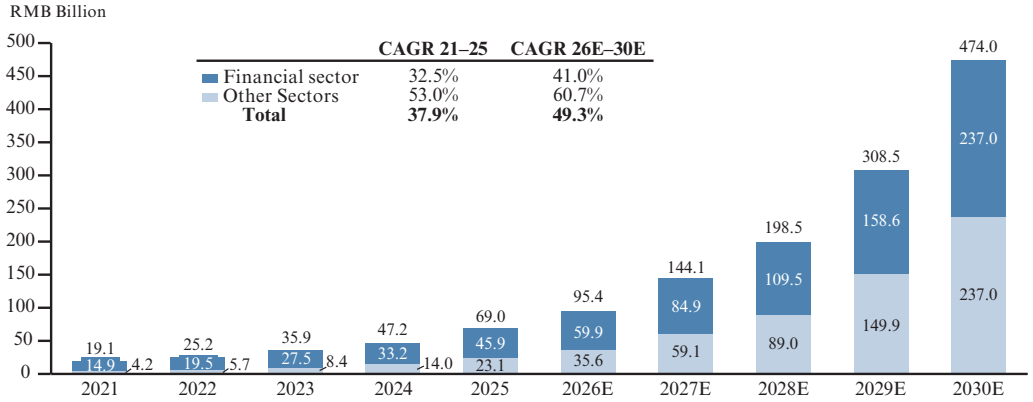
China's enterprise grade AI solution market is in a period of rapid development, with the market size growing from RMB19.1 billion in 2021 to RMB69.0 billion in 2025, with a compound annual growth rate of 37.9%, and the market size is expected to expand to RMB474.0 billion by 2030, with a compound annual growth rate of 49.3% from 2026 to 2030. This growth is due to the technological iteration of AI machine learning and the need for digital transformation of enterprises, and the growth rate will decline slightly in the future, entering a period of steady growth. As technology advances, China's enterprise-grade AI solutions can serve a target market (SAM) amounting to nearly RMB10 trillion, in terms of the segmented markets that specific products or services can actually cover or serve.

In terms of segmentation, China's enterprise grade AI solution market in the financial sector continues to grow, with a CAGR of 32.5% from 2021 to 2025, and is expected to increase to 41.0% from 2026 to 2030, with a slowdown in the future, and the market size is expected to reach RMB237.0 billion by 2030.

A serviceable addressable market (SAM) represents a market segment that a particular product or service can actually reach or serve. The core logic for calculating the size of SAM (Serviceable Addressable Market) is: SAM = Number of projects at headquarters × Unit price of projects at headquarters + Number of projects at branches × Unit price of projects at branches. Specifically, it splits the project quantity and corresponding unit price by enterprise level, and summarizes the result through the multiplication of quantity and price.

Driven by the trend of in-depth iteration of artificial intelligence technology and accelerated penetration of enterprise digital transformation, the market size of enterprise grade AI solutions equipped with vertical large model capabilities in China has reached approximately RMB10.0 billion in 2025, and is expected to maintain a high-growth momentum in the future, with continuous improvement in market penetration and commercialization implementation efficiency.

Enterprise Grade AI Solutions Market Size, China, by Revenue, 2021–2030E



Source: Frost & Sullivan, IMF, public filings

Threats and challenges for the enterprise-grade AI solution market

Lack of Data Accumulation. During long-term operations, enterprises continuously generate massive, multi-source, and heterogeneous business data. Coupled with the complex business rules and risk control logic in financial sub-sectors such as insurance and banking, data governance and knowledge accumulation have become core challenges for the implementation of enterprise-grade AI solutions. Without profound industry know-how, enterprise-grade AI solutions will struggle to accurately understand the real business needs of scenarios, leading to blind spots such as weak generalization ability and insufficient decision-making accuracy in the application of industry-specific large models, and failing to meet customers' personalized demands.

Strict Regulatory Compliance Requirements. Sectors such as finance, government affairs, and healthcare involve core interests including fund security and user privacy, with increasingly stringent regulatory standards, making compliance qualifications a rigid threshold for enterprise-grade AI solutions. Failure to meet cross-regional and cross-scenario compliance requirements will expose enterprise-grade AI solutions to cumbersome compliance reviews, restricted business expansion, and significant risks, making it difficult to enter high-value core markets.

Analysis of success factors of enterprise grade AI solutions

Massive industry know-how. In fields with high data complexity and strong professional requirements — such as insurance and securities within the financial sector — service providers must have an in-depth understanding of business rules, risk-control logic, and product-design logic in order to address the challenges posed by business complexity and data diversity. Leading service providers that have deeply cultivated vertical industries — through long-term service to industry

clients, deep involvement in business-process iteration, mastery of industry know-how, and accumulation of extensive case experience — are well positioned to meet customers' personalized and scenario-specific needs.

Regulatory compliance qualifications. Since the industry involves core interests such as fund security and user privacy, and financial (such as insurance, securities), medical (such as Internet healthcare) and other fields usually have strict regulatory standards, customers serving such fields will face cumbersome compliance reviews and regulatory policy restrictions on business development. Leading service providers are able to ensure compliance with regulatory requirements across different regions and business scenarios, offering solutions that satisfy multi-jurisdictional regulations and embed compliance checkpoints throughout the entire process. Consequently, providers with strong compliance qualifications and industry-specific capabilities are positioned to capitalize on tightening regulation and rising compliance requirements, strengthening their competitive moat and becoming key leaders in compliance-oriented services.

Definition and classification of enterprise grade AI Agent

Enterprise AI Agent is an intelligent AI solution built on a large model as a technical base to serve enterprise applications, and its main features are as follows:

- **Customer category:** Targeting enterprise customers, excluding consumer and government applications.
- **Technical path:** Using large models as the foundational technology, enhanced with industry-specific knowledge and tailored for specific domains, enabling a professional-level understanding. Additionally, AI capabilities must be leveraged during product operation and execution.
- **Data capabilities:** The ability to independently access and analyze enterprise data. As a result, enterprise-grade AI agents can integrate with existing IT systems to perform specific business operations, such as data queries and analysis, report generation, and process approvals.
- **Functional attributes:** It has the ability to act autonomously and act as a task agent, not only to understand instructions, but also to independently plan task steps, call tool resources, monitor the execution process, and finally complete the end-to-end task closed loop.

Enterprise-grade AI Agent Market Size, China, 2024–2030E

China's enterprise-grade AI Agent market has been growing rapidly. In 2025, the market size of China's enterprise-grade AI Agents reached RMB14.5 billion, and it is expected to experience explosive growth, reaching RMB251.7 billion by 2030, with a compound annual growth rate (CAGR) of 77.0% from 2025–2030. The penetration rate of enterprise-grade AI Agents in the enterprise-grade AI solution market reached 21.0% in 2025 and is projected to grow to 53.1% by 2030. This growth is primarily driven by the significant enhancement of AI Agent capabilities in autonomous decision-making, tool invocation, and scenario adaptation, which are enabled by advancements in AI large model technologies. This has led to the continuous expansion of AI Agent application scenarios across various industries.

COMPETITION ANALYSIS OF THE COMPANY'S INDUSTRY

Overview of the competitive landscape of China's enterprise-grade AI solution market

China's enterprise-grade AI solution market presents a competitive landscape with concentration of heads and fragmented segments. The overall market concentration is gradually increasing, and manufacturers with full-stack technical capabilities and comprehensive service advantages occupy the leading position, dominating the competition in mainstream scenarios. In

many vertical segments, due to differences in industry know-how and scenario adaptation needs, a large number of participants focusing on specific tracks have formed a decentralized competitive situation, and different echelon manufacturers have deeply cultivated their respective areas of advantage around technology, resources and scenarios. There are nearly 1,000 players in the overall enterprise-grade AI solutions market.

Ranking of enterprise-grade AI service providers in China

The company ranks among the top 20 enterprise-grade AI service providers in China, with a market share of 0.7%.

China's enterprise-grade AI service providers, by revenue, 2025

Ranking	Company	Revenue *(RMB100 Million)*
1	Company B	114.8
2	Company E	88.2
3	Company D	77.0

Ranking of enterprise-grade AI service providers in China equipped with vertical large model capabilities

Among China's enterprise-grade AI service providers equipped with vertical large model capabilities in 2025, the Company ranked fourth in the market with revenue of RMB0.48 billion.

China's enterprise-grade AI service providers equipped with vertical large model capabilities, by revenue, 2025

Ranking	Company	Revenue *(RMB100 million)*
1	Company A	14.1
2	Company B	11.9
3	Company C	7.8
4	The Company	4.8
5	Company D	4.2

Notes:

1) Company A was established in Beijing, China in 2020 and is an unlisted company. The company is an enterprise-grade cloud and AI service platform that provides basic cloud services such as computing, storage, and networking, as well as digital and intelligent transformation solutions for industries such as the Internet, finance, automotive, and industry.

2) Company B was established in 2008 in Hangzhou, China, and is an unlisted company. The company is a technology company focusing on the field of cloud computing and artificial intelligence, providing a full range of cloud services such as network security, databases, big data processing, and generative AI basic model applications to customers around the world.

3) Company C was established in 2001 in Beijing, China and is a listed company. As a high-tech enterprise with AI at its core, it delivers diversified information services and technological solutions catering to both individual and corporate clients. The company provides internet-based information retrieval and interactive services for individual users, whilst offering cloud computing, AI-related technical support, and digital transformation services to corporate clients.

4) Company D was established in 2010 in Beijing, China and is an unlisted company. The company is a cloud computing and intelligent service provider, providing basic cloud services such as computing, storage, networking, database, and security, as well as providing digital and intelligent transformation solutions for games, finance, administration, manufacturing and other industries.

5) Company E was established in March 2012 in Beijing, China and is an unlisted company. The company is a global technology and artificial intelligence service provider, offering information distribution, short video, social entertainment, enterprise collaboration, cloud services, and e-commerce solutions, as well as providing digital content, intelligent operation, and digital transformation services for individuals, businesses, and organizations worldwide.

Analysis of entry barriers to China's enterprise-grade AI solution market

- **Technical barriers:** In the current competitive landscape, standalone algorithmic capabilities are no longer sufficient to constitute a core competitive advantage. Instead, the decisive factor in the AI solution market is the integrated ability to deeply combine industry-specific knowledge, mature business processes, and cutting-edge AI technologies. The financial sector requires a specialised knowledge system encompassing risk control model optimisation and compliance algorithm development, whilst the manufacturing industry necessitates core competencies in production process parameter analysis and specialised equipment data analysis. The development of such industry-specific technologies requires long-term data accumulation, coupled with repeated validation across diverse scenarios. This process creates technical barriers that are extremely difficult for competitors to overcome.

- **Ecological barriers:** Within the financial sector, particularly the insurance industry, ecosystem barriers manifest in the necessity to establish business networks encompassing numerous institutions. AI service providers must achieve seamless integration with core business systems, reinsurance systems, and multi-channel sales platforms. The ecological construction of the consumer field also has high threshold characteristics. Retail AI solutions require integration with diverse systems including e-commerce platforms, payment institutions, logistics providers, and membership schemes, while also adapting to the unique operational models and data standards of different retail formats. Established ecosystem participants have typically developed stable technical standards and collaborative practices. For new entrants to the industry, building an ecosystem partnership network and supply chain system of comparable scale and quality within a short timeframe proves challenging.

- **Brand barriers:** Given that AI projects typically involve core business operations, clients tend to favour service providers with proven track records and industry reputation. In highly sensitive sectors such as finance and technology, a provider's historical performance and brand credibility often become pivotal factors in procurement decisions. Such trust, grounded in service quality, requires long-term cultivation and cannot be readily achieved through short-term market investments. This consequently establishes industry barriers that new entrants find difficult to overcome.

REGULATORY OVERVIEW

REGULATIONS ON CORPORATION AND FOREIGN INVESTMENT

The Company Law

On December 29, 1993, the Standing Committee of the National People's Congress (the "**SCNPC**") promulgated the Company Law of the PRC (《中華人民共和國公司法》), which came into effect on July 1, 1994 (subsequently amended on December 25, 1999, August 28, 2004, October 27, 2005, December 28, 2013, October 26, 2018 and December 29, 2023 (the latest amendments became effective on July 1, 2024)), provides that companies established in China may take the form of limited liability company or a company limited by shares. Each company has the status of a legal person and owns its assets in its own name. The Company Law applies to foreign-invested companies unless relevant laws provide otherwise.

FOREIGN INVESTMENT

Investment in the PRC by foreign investors are mainly regulated by the Catalog of Industries for Encouraging Foreign Investment (2022 Edition) (《鼓勵外商投資產業目錄》(2022年版)), which was promulgated by the Ministry of Commerce of the PRC (the "**MOFCOM**") and the National Development and Reform Commission of the PRC (the "**NDRC**") on October 26, 2022 and took effect on January 1, 2023, and the Special Administrative Measures for Access of Foreign Investment (Negative List) (2024 Edition) (《外商投資准入特別管理措施(負面清單)》(2024年版)) (the "**Negative List**"), which were promulgated by the MOFCOM and the NDRC on September 6, 2024 and took effect on November 1, 2024. The Negative List sets out several restrictive measures in a unified manner, such as the requirements on shareholding percentages and management, for the access of foreign investments in the industries listed in the Negative List and the industries that are prohibited for foreign investment. Any industries not falling in the Negative List shall be administered under the principle of equal treatment to domestic and foreign investment. On March 15, 2019, the NPC promulgated the Foreign Investment Law of the PRC (《中華人民共和國外商投資法》) (the "**FIL**"), which came into effect on January 1, 2020, pursuant to which, it is applicable to the investment activities in the PRC carried out directly or indirectly by foreign natural persons, enterprises or other organizations. The Implementation Rules to the Foreign Investment Law of the PRC (《中華人民共和國外商投資法實施條例》), which were promulgated by the State Council on December 26, 2019 and became effective on January 1, 2020, further clarify that the state encourages and promotes foreign investment, protects the lawful rights and interests of foreign investors, regulates foreign investment administration, continues to optimize foreign investment environment, and advances a higher-level opening.

On December 30, 2019, the MOFCOM and the SAMR jointly promulgated the Measures for Information Reporting on Foreign Investment (《外商投資信息報告辦法》), which became effective on January 1, 2020, pursuant to which, where a foreign investor carries out investment activities in the PRC directly or indirectly, the market regulatory authorities shall forward the investment information submitted by foreign investor or the foreign-invested enterprise to the competent commerce administrative authorities.

LAWS AND REGULATIONS ON CYBERSECURITY, DATA SECURITY AND PERSONAL INFORMATION PROTECTION

Cybersecurity and Data Security

The PRC regulatory authorities have enacted laws and regulations concerning internet information security and the protection of personal data against misuse or unauthorized disclosure, and which includes the Decisions on Protection of Internet Security (《全國人民代表大會常務委員會關於維護互聯網安全的決定》) enacted and amended by the NPCSC on December 28, 2000 and August 27, 2009, respectively, the Provisions on the Technical Measures for Internet Security Protection (《互聯網安全保護技術措施規定》) issued by the Ministry of Public Security (the "**MPS**") on December 13, 2005 and became effective on March 1, 2006, the Decision of the Standing Committee of the National People's Congress on Strengthening Network Information Protection

(《全國人民代表大會常務委員會關於加強網絡信息保護的決定》) promulgated by the NPCSC on December 28, 2012, the Several Provisions on Regulating the Market Order of Internet Information Services(《規範互聯網信息服務市場秩序若干規定》) promulgated by the Ministry of Industry and Information Technology of PRC (the "**MIIT**") on December 29, 2011.

On June 22, 2007, MPS, National Administration of State Secrets Protection and other governmental authorities issued the Administrative Measures for the Graded Protection of Information Security (《信息安全等級保護管理辦法》), which regulates that the security protection of an information system may be graded into five. For an information system of Grade II or above newly built, its operator or user shall, within 30 days after it is put into operation, complete the record filing procedures at the local public security organ at the level of municipality divided into districts or above.

On July 1, 2015, the NPCSC issued the National Security Law of the People's Republic of China (《中華人民共和國國家安全法》), which came into effect on the same day, pursuant to which the State shall safeguard the sovereignty, security and development interests of the state cybersecurity, and that the State shall establish a national security review and supervision system to review, among other things, foreign investment, key technologies, internet and information technology products and services, and other important activities that are likely to impact the national security of the PRC.

On November 7, 2016, the NPCSC promulgated the Cybersecurity Law of the People's Republic of China (《中華人民共和國網絡安全法》) (the "**Cybersecurity Law**"), which became effective on June 1, 2017. The Cybersecurity Law applies to the construction, operation, maintenance and use of networks as well as the supervision and administration of cyber security in the PRC. According to the Cybersecurity Law, network operators are broadly defined as owners and administrators of networks and network service providers, and such network operators shall comply with laws and regulations and fulfill their obligations to safeguard security of the network when conducting business and providing services. Those who construct or operate networks or provide services through networks shall take technical measures and other necessary measures pursuant to the mandatory requirements of laws, regulations and national standards to safeguard the safe and stable operation of the networks, respond to network security incidents effectively, prevent illegal and criminal activities, and maintain the integrity, confidentiality and usability of network data. On October 28, 2025, the NPCSC further revised the Cybersecurity Law, which became effective on January 1, 2026. The revised Cybersecurity Law stipulates that, among others, the state supports basic theoretical research on artificial intelligence and the research of key technologies such as algorithms, promotes the construction of infrastructure for training data resources and computing power, improves AI ethical standards, strengthens risk monitoring, assessment, and security supervision, and facilitates the application and healthy development of artificial intelligence. The revised Cybersecurity Law also increases penalties under certain circumstances such as failure to discharge the obligation of safeguarding cybersecurity, and failure to take actions against information that is prohibited from being published or disseminated by laws or administrative regulations, and expands extraterritorial application for entities, organizations, or individuals outside the PRC engaging in activities that endanger the cybersecurity of the PRC.

On June 10, 2021, the NPCSC promulgated the Data Security Law of the People's Republic of China (《中華人民共和國數據安全法》) (the "**Data Security Law**"), which became effective on September 1, 2021. According to the Data Security Law, "data" is defined as any record of information in electronic or other forms, and the processing activities of data includes the collection, storage, use, processing, transmission, provision and disclosure of data. The Data Security Law is broadly applicable to such processing activities of data which are carried out in the PRC or, where carried out outside the PRC, damage the national security, public interests or the legitimate rights and interests of citizens and organizations of the PRC. The Data Security Law mainly sets forth specific provisions regarding establishing basic systems for data security management, including a data classification and hierarchical protection system, risk assessment system, monitoring and early

alert system, and emergency disposal system. In addition, it clarifies the data security protection obligations of organizations and individuals carrying out data processing activities and implementing data security protection responsibility, including without limitation, that any organization or individual collecting data shall adopt lawful and proper methods and shall not acquire data by theft or in other illegal manners, and risk monitoring shall be strengthened when data processing activities are carried out, and where risks such as data security flaws and vulnerabilities are discovered, remedial measures shall be immediately taken.

On July 6, 2021, the General Office of the Central Committee of the Communist Party of China, and the General Office of the State Council jointly issued the Opinions on Strictly Combatting Illegal Securities Activities in Accordance with the Law (《關於依法從嚴打擊證券違法活動的意見》). The opinions emphasized the need to strengthen the administration over illegal securities activities and the supervision on overseas listings by China-based companies and improve the legislation on data security, cross-border data transmission, and confidential information management.

On July 30, 2021, the State Council promulgated the Regulations of Security Protection for Critical Information Infrastructure (《關鍵信息基礎設施安全保護條例》) (the "**CII Protection Regulations**"), which became effective on September 1, 2021. Pursuant to the CII Protection Regulations, critical information infrastructure refers to important network infrastructure and information systems of important industries and fields such as public communications and information services, energy, transportation, water conservancy, finance, public services, e-government affairs and national defense science, and other important ones whose damage, function loss or data leakage may endanger national security, people's livelihood and public interests. According to the CII Protection Regulations, the competent administrative departments and supervisory departments, which govern each respective important industry or field, shall be responsible for formulating the identification rules on and organizing the identification of the critical information infrastructure in such industry or field, and such departments should promptly notify the critical information infrastructure operator (the "**CIIO**") of the identification results.

On December 28, 2021, the CAC and other 12 PRC regulatory authorities jointly revised and promulgated the Measures for Cybersecurity Review (《網絡安全審查辦法》) (the "**Revised Measures for Cybersecurity Review**"), which became effective on February 15, 2022. The Revised Measures for Cybersecurity Review provides that, among others, (i) a CIIO purchasing network products and services or a network platform operator that engages in data processing activities that affect or may affect national security shall be subject to the cybersecurity review by the Cybersecurity Review Office, the department which is responsible for the implementation of cybersecurity review under the CAC; (ii) a network platform operator with personal information of more than one million users which seeks listing in a foreign country is obliged to apply for a cybersecurity review by the Cybersecurity Review Office; and (iii) the relevant regulatory authorities may initiate cybersecurity review if such regulatory authorities determine that the issuer's network products or services, or data processing activities affect or may affect national security.

On July 7, 2022, the CAC promulgated the Measures for the Security Assessment of Cross-border Data Transfer (《數據出境安全評估辦法》) (the "**Security Assessment Measures**"), which became effective on September 1, 2022. The Security Assessment Measures applies to the security assessment conducted by data processors where they provide overseas parties with important data or personal information collected and generated during operations within the territory of the PRC. Based on the Security Assessment Measures, data processors shall apply to the CAC through the provincial cyberspace administration in the place where they operate for a security assessment of cross-border data transfer if such transfer is conducted by a CIIO, or involves important data, or their cross-border data transfer activities fulfill certain thresholds.

On June 27, 2022, the CAC promulgated the Administrative Provisions on the Account Information of Internet Users (《互聯網用戶帳號信息管理規定》), which became effective on August 1, 2022. The obligations of internet-based information service providers include but not limited to: (i) authenticate the identity information of the users who apply for registration of relevant account and verify the account information submitted by users upon registration; (ii) display the location information of IP addresses of internet users' accounts on the information page of internet users' accounts; and (iii) equip themselves with professional and technical capabilities appropriate to the scale of services.

On December 8, 2022, the MIIT issued the Administrative Measures for Data Security in the Industrial and Information Technology Field (Trial Implementation) (《工業和信息化領域數據安全管理辦法(試行)》) (the "**MIIT Data Security Measures**"), which came into effect on January 1, 2023. The MIIT Data Security Measures is applicable to the processing activities carried out in the territory of the PRC of data in the field of industry and information technology, which include, among other things, the data collected and generated in the course of research, development and design, production and manufacturing, operation and management, operating and maintenance and platform operation in the field of industry. The MIIT Data Security Measures provides that industrial and telecommunication data processors shall implement data classification and grading, and further imposes data security obligations and responsibilities on data processors in the field of industry and information technology, which include, among others, taking protective measures based on the corresponding grading of data, establishing management system covering the whole data lifecycle, and staffing data security management personnel as needed to be in charge of the security supervision and management of data processing activities as a whole and assisting with the industrial administrative authorities in carrying out the relevant work.

On March 22, 2024, the CAC promulgated the Provisions on Promoting and Regulating Cross-Border Data Flow (《促進和規範數據跨境流動規定》), effective on the date of promulgation. The provisions provide several exemptions to data processors which exempt them from undergoing data security assessment, obtaining personal information protection certification, or entering into standard contracts for outbound transfer of personal information for businesses. These exemptions include, among others, scenarios where a data processor, other than a CIIO, has cumulatively transferred personal information (excluding sensitive personal information) of fewer than 100,000 individuals to overseas recipients since January 1 of the current year. In addition, a data processor, other than a CIIO, shall enter into a standard contract with overseas recipients for the cross-border transfer of personal information, or obtain certification for personal information protection if, since January 1 of the current year, the data processor has cumulatively transferred to overseas recipients personal information (excluding sensitive personal information) of more than 100,000 but fewer than 1,000,000 individuals, or sensitive personal information of fewer than 10,000 individuals. The provisions also explicitly state that data processors are not required to apply for security assessment on cross-border transfer of important data, provided that the relevant data has not been notified or published as important data by relevant departments or regions.

On September 24, 2024, the Administration Regulations on Cyber Data Security (《網絡數據安全管理條例》) (the "**Regulation on Cyber Data Security**") was issued by the State Council, which became effective on January 1, 2025. The Regulation on Cyber Data Security provides that cyber data processors whose cyber data processing activities affect or may affect national security shall be subject to national security review in accordance with the relevant regulations. In addition, the Regulations on Cyber Data Security also regulate other specific requirements in respect of the cyber data processing activities conducted by data processors in the view of, among others, personal information protection, important data safety, and cyber data cross-border safety management and obligations of network platform service provider.

Personal Information Protection

On July 16, 2013, the MIIT promulgated the Regulations on Protection of Personal Information of Telecommunications and Internet Users (《電信和互聯網用戶個人信息保護規定》), which came into effect on September 1, 2013, to enhance and enforce legal protection over user information security and privacy on the internet. The Regulations on Protection of Personal Information of Telecommunications and Internet Users require internet operators to take various measures to ensure the privacy and confidentiality of users' information.

On August 29, 2015, the NPCSC issued the Ninth Amendment to the Criminal Law of the People's Republic of China (《中華人民共和國刑法修正案(九)》), which became effective on November 1, 2015, stipulates that any network service provider that fails to fulfill the obligations related to information network security management as required by applicable laws and administrative regulations and refuses to take corrective measures after the regulatory authorities order them to correct the non-performance, shall be subject to criminal liability for causing (i) any large-scale dissemination of illegal information; (ii) any serious consequence due to the leakage of users' information; (iii) any serious loss of evidence of criminal activities or (iv) other serious circumstances, and any individual or entity that (a) sells or provides personal information to others unlawfully or (b) steals or illegally obtains any personal information will be subject to criminal liability in serious circumstances. Pursuant to the Notice of the Supreme People's Court, the Supreme People's Procuratorate and the Ministry of Public Security on Legally Punishing Criminal Activities Infringing upon the Personal Information of Citizens (《最高人民法院、最高人民檢察院、公安部關於依法懲處侵害公民個人信息犯罪活動的通知》), issued on April 23, 2013, and the Interpretation of the Supreme People's Court and the Supreme People's Procuratorate on Several Issues regarding Legal Application in Criminal Cases Infringing upon the Personal Information of Citizens (《最高人民法院、最高人民檢察院關於辦理侵犯公民個人信息刑事案件適用法律若干問題的解釋》), which was issued on May 8, 2017 and became effective on June 1, 2017, the following activities may constitute the crime of infringing upon a citizen's personal information: (i) providing a citizen's personal information to specified persons or releasing a citizen's personal information online or through other methods in violation of relevant national provisions; (ii) providing legitimately collected information relating to a citizen to others without such citizen's consent (unless the information is processed, not traceable to a specific person and not recoverable); (iii) collecting a citizen's personal information in violation of applicable rules and regulations when performing a duty or providing services; or (iv) collecting a citizen's personal information by purchasing, accepting or exchanging such information in violation of applicable rules and regulations.

On May 28, 2020, the NPC promulgated the Civil Code of the People's Republic of China (《中華人民共和國民法典》) (the "**Civil Code**"). Pursuant to the Civil Code, the personal information of a natural person shall be protected by the law. Any organization or individual that needs to obtain personal information of others shall obtain such information legally and ensure the safety of such information, and shall not illegally collect, use, process or transmit personal information of others, or illegally purchase or sell, provide or make public personal information of others.

On August 20, 2021, the NPCSC promulgated the Personal Information Protection Law of the People's Republic of China (《中華人民共和國個人信息保護法》) (the "**Personal Information Protection Law**"), which became effective on November 1, 2021. Pursuant to the Personal Information Protection Law, the processing of personal information includes the collection, storage, use, processing, transmission, provision, disclosure, deletion, etc. of personal information, and before processing personal information, personal information processors should truthfully, accurately and completely inform individuals of the following matters in a conspicuous manner and in clear and easy-to-understand language: (i) the name and contact information of the personal information processor; (ii) purpose of processing personal information, processing method, type of personal information processed and retention period; (iii) methods and procedures for individuals to exercise their rights under the Personal Information Protection Law; and (iv) other matters that should be notified as required by laws and administrative regulations. Personal information

processors should also take the following measures to ensure that personal information processing activities comply with laws and administrative regulations based on the processing purpose, processing methods, types of personal information, impact on personal rights and interests, and possible security risks, etc., and to prevent unauthorized access and personal information leakage, tampering and loss: (i) formulating internal management systems and operating procedures; (ii) implementing classified management of personal information; (iii) adopting corresponding security technical measures such as encryption and de-identification; (iv) reasonably determining the operating authority for personal information processing, and regularly conduct safety education and training for practitioners; (v) formulating and organizing the implementation of emergency plans for personal information security incidents; and (vi) other measures stipulated by laws and administrative regulations.

Where personal information is processed in violation of the provisions of the Personal Information Protection Law, or the processing of personal information fails to fulfill the personal information protection obligations hereunder, the department performing personal information protection duties shall order corrections, give warnings, confiscate illegal gains, and order to suspend or terminate the provision of services by the applications that illegally process personal information; if the personal information processor refuses to make corrections, a fine of not more than RMB1 million shall be imposed; the directly responsible person in charge and other directly responsible personnel shall be fined not less than RMB10,000 but not more than RMB100,000. For any aforesaid illegal act with serious circumstances, the department performing personal information protection duties at or above the provincial-level shall order the personal information processor to make corrections, confiscate the illegal gains, and impose a fine of less than RMB50 million or less than 5% of the previous year's turnover. It can also order the suspension of relevant business or suspend business for rectification, notify the relevant competent authority to revoke the relevant permits or the business license; impose a fine of RMB100,000 up to RMB1 million on the directly responsible person in charge and other directly responsible personnel, and may decide to prohibit them from serving as a director, supervisor, senior manager and person in charge of personal information protection of related companies within a certain period of time.

On February 22, 2023, the Measures for the Administration of Standard Contractual Clauses for the Cross-Border Transfer of Personal Information (《個人信息出境標準合同辦法》), were promulgated by the CAC, which became effective on June 1, 2023 and provide requirements and guidelines for personal information processors to enter into a contract for outbound transfer of personal information abroad and conduct relevant filing procedures.

On February 12, 2025, the Administrative Measures for the Compliance Audit of Personal Information Protection (《個人信息保護合規審計管理辦法》), was promulgated by the CAC, which became effective on May 1, 2025. According to the Administrative Measures for the Compliance Audit of Personal Information Protection, the term "compliance audit of personal information protection" refers to supervisory activities that review and evaluate whether the personal information processing activities of personal information processors comply with laws and administrative regulations. Personal information processors that process the personal information of more than 10 million individuals shall carry out the compliance audit of personal information protection at least every two years. Personal information processors in any of the following circumstances may be required by the CAC and other authorities performing personal information protection duties to entrust a professional agency to conduct a compliance audit of their personal information processing activities: (1) where significant risks are identified in the personal information processing activities that severely impact individual rights or lack adequate security measures; (2) where the personal information processing activities may infringe upon the rights and interests of a large number of individuals; (3) in the event of a personal information security incident resulting in the leakage, tampering, loss, or destruction of personal information of more than 1 million individuals or sensitive personal information of more than 100,000 individuals.

Algorithm and Generative AI Services Governance

On December 31 2021, the CAC, the MIIT, MPS, the SAMR jointly promulgated the Administrative Provisions on Internet Information Service Algorithm Recommendation (《互聯網信息服務算法推薦管理規定》), which became effect on March 1, 2022. The Administrative Provisions on Internet Information Service Algorithm Recommendation implements classification and hierarchical management for algorithm recommendation service providers based on various criteria, and stipulates that algorithm recommendation service providers with public sentiment attributes or social mobilizing capability shall file with the CAC within ten business days from the date of providing such services.

On November 25, 2022, the CAC, MIIT and MPS promulgated the Administrative Provisions on Deep Synthesis of Internet Information Service (互聯網信息服務深度合成管理規定), which took effect on January 10, 2023. The "deep synthesis technology" provided in such provisions refers to the technology to generate text, graphics, radio, video, virtual scenes, among others, with the use of deep learning and virtual reality. The measures emphasize that the deep synthesis services shall not be utilized for illegal activities prohibited by laws and regulations, and specifically, the related providers of such deep synthesis services shall (i) establish and improve control systems in regard to user registration, algorithm review, technological ethic review, information public review, data security, personal information protection, anti-telecom and online fraud, emergency disposal, etc. and hold safe and controlled technical protection measures; (ii) formulate and publicize related management rules and platform pacts, improve service agreements, perform management responsibilities in accordance with laws and agreements, and inform with explicit methods the technical supporters and users of the deep synthesis of their respective information safety obligations.

On July 10, 2023, the CAC together with other relevant authorities, released the Provisional Administrative Measures for Generative Artificial Intelligence Services (《生成式人工智能服務管理暫行辦法》) ("**Generative AI Services Measures**"), which came into effect on August 15, 2023 and mainly impose compliance requirements on providers of generative AI services. According to the Generative AI Services Measures, individuals or organizations that provide generative AI services of text, image, audios, videos and other content shall be responsible as the producers of such network information content and as the personal information processors to protect any personal information involved. Providers of generative AI services shall enter into service agreements with users registering for their generative AI services and shall adopt effective measures to prevent minor users from over-relying or addicting to generative AI services. In the event where illegal content or users engaging in illegal activities using generative AI services are discovered, the generative AI services providers are required to take appropriate measures, including stopping the generation of such illegal content and suspending or terminating the provision of services, undergo rectifications, keep relevant records and report to the competent authority. Any provider of generative AI services with public sentiment attributes or social mobilizing capability shall conduct security assessment and complete certain filings in accordance with relevant regulations. Providers of generative AI services may be subject to penalties for non-compliance, including warning, public denouncement, rectification orders and suspension of the provision of relevant services.

On March 7, 2025, the CAC, the MIIT, the MPS and the National Radio and Television Administration jointly issued the Notice on Promulgation of the Measures for Labeling AI-Generated or Composed Content (《人工智能生成合成內容標識辦法》), which will become effective on September 1, 2025, pursuant to which, internet information service providers have the obligations to add explicit or implicit labels to the AI-generated or composed content in certain circumstances.

On March 20, 2026, the MIIT and nine other relevant authorities jointly promulgated the Measures for Ethical Review and Services of Artificial Intelligence Technologies (for Trial Implementation) (《人工智能科技倫理審查與服務辦法(試行)》) (the "**AI Ethical Review Measures**"), which came into effect on the same day. Key AI activities, which includes, amongst others, the R&D

of algorithm models, applications and systems with public opinion/social mobilization capability and social consciousness-guiding capability, and R&D of automated decision-making systems with a high degree of autonomy for scenarios with safety or personal health risks, are subject to additional expert review. Relevant entities must also complete and update required registrations on the National Science and Technology Ethics Management Information Registration Platform.

REGULATIONS RELATING TO EMPLOYMENT AND SOCIAL WELFARE

The Labor Contract Law

The Labor Law of the PRC (《中華人民共和國勞動法》), effective January 1, 1995 and most recently amended on December 29, 2018, along with the Labor Contract Law of the PRC (《中華人民共和國勞動合同法》), effective January 1, 2008 and amended on December 28, 2012, collectively establish the mandatory requirement that formal labor contracts must be executed between employers and employees to establish lawful employment relationships within the PRC. The Interim Provisions on Labor Dispatch (《勞務派遣暫行規定》), effective March 1, 2014, further limit the number of dispatched workers to no more than 10% of an enterprise's total workforce, and the aforementioned total workforce refers to the sum of the number of people who have signed labor contracts with the employing unit and the number of dispatched workers who have been employed.

Social Insurance and Housing Provident Fund

The Social Insurance Law of the PRC (《中華人民共和國社會保險法》), promulgated on October 28, 2010 and effective July 1, 2011, and latest amended on December 29, 2018, along with the Interim Regulations on the Collection of Social Insurance Fees (《社會保險費徵繳暫行條例》) issued by the State Council on January 22, 1999 and last amended on March 24, 2019, establish the mandatory social insurance participation requirements for employees in the PRC. Under these regulations, employees must participate in three social insurance programs where contributions are shared between employers and employees: basic pension insurance, basic medical insurance, and unemployment insurance. Additionally, employees are covered by two employer-funded programs: work-related injury insurance and maternity insurance. The integration of maternity insurance with basic medical insurance was initiated through the Notice of the General Office of the State Council on Issuing the Plan for the Pilot Program of Combined Implementation of Maternity Insurance and Basic Medical Insurance for Employees (《國務院辦公廳關於印發的通知》) issued on January 19, 2017, and fully implemented nationwide pursuant to the Opinions of the General Office of the State Council on Comprehensively Promoting the Implementation of the Combination of Maternity Insurance and Basic Medical Insurance for Employees (《國務院辦公廳關於全面推進生育保險和職工基本醫療保險合併實施的意見》) promulgated on March 6, 2019. The Social Insurance Law of the PRC mandates employers to complete social insurance registration with local social insurance agencies and fulfill their obligations to either pay or withhold and remit the relevant social insurance premiums on behalf of employees. Noncompliance triggers graduated penalties: employers failing to register for social insurance will be ordered to rectify within a specified period, with potential penalties ranging from one to three times the payable premiums for continued non-compliance. Similarly, delayed or incomplete premium payments incur daily late fees of 0.05% of the outstanding amount from the due date, plus potential fines of one to three times the defaulted amount if not remedied within the prescribed timeframe.

The Regulations on the Administration of Housing Provident Fund (《住房公積金管理條例》), initially promulgated on April 3, 1999 and subsequently amended on March 24, 2002 and March 24, 2019, establish mandatory requirements for housing provident fund contributions in the PRC. Employers are obligated to make full and timely payments of housing provident funds, with express prohibitions against overdue or insufficient payments. Compliance requires employers to complete both payment processing and deposit registration procedures with the designated housing provident fund administrative center. The regulations implement a graduated enforcement mechanism for non-compliance. Enterprises failing to register for housing provident funds or establish employee accounts will receive correction orders from the housing provident fund administrative center, with

stipulated time limits for compliance. Persistent violations may result in administrative fines ranging from RMB10,000 to RMB50,000. For payment defaults, the administrative center will first issue orders requiring full payment within specified periods. Should enterprises continue non-compliance beyond these deadlines, the regulations authorize the administrative center to petition the People's Court for compulsory enforcement.

The Reform Plan of the State Tax and Local Tax Collection Administration System (《國税地税徵管體制改革方案》), jointly promulgated by the General Office of the Communist Party of China and the General Office of the State Council on July 20, 2018, implemented a fundamental restructuring of social insurance premium collection mechanisms effective January 1, 2019. This reform transferred collection authority for all social insurance programs, including basic pension insurance, unemployment insurance, maternity insurance, work injury insurance, and basic medical insurance, to the tax administration system. Supplementary guidance was provided through two key notices: the Notice of the General Office of the State Taxation Administration on Conducting the Relevant Work Concerning the Administration of Collection of Social Insurance Premiums in a Steady, Orderly and Effective Manner (《國家税務總局辦公廳關於穩妥有序做好社會保險費徵管有關工作的通知》) issued on September 13, 2018, and the Urgent Notice of the General Office of the Ministry of Human Resources and Social Security on Implementing the Spirit of the Executive Meeting of the State Council in Stabilizing the Collection of Social Insurance Premiums (《人力資源社會保障部辦公廳關於貫徹落實國務院常務會議精神切實做好穩定社保費徵收工作的緊急通知》) issued on September 21, 2018. These documents established strict prohibitions against local authorities conducting retrospective self-collection of historical social insurance arrears from enterprises. This policy direction was reaffirmed in the Notice of the State Administration of Taxation on Implementing the Several Measures to Further Support and Serve the Development of Private Economy (《國家税務總局關於實施進一步支持和服務民營經濟發展若干措施的通知》) promulgated on November 16, 2018, which explicitly prohibited tax authorities at all levels from initiating retrospective self-collection of overdue premiums from private enterprises or other taxpayers for previous years.

On July 31, 2025, the PRC Supreme People's Court promulgated the Supreme People's Court's Interpretation (II) on Several Issues Concerning the Application of Law in Labor Dispute Cases (《最高人民法院關於審理勞動爭議案件適用法律問題的解釋(二)》), (the "**New Judicial Interpretation**"), which took effect on September 1, 2025. Article 19(1) thereof stipulates that if an employer and an employee agree or the employee undertakes that social insurance contributions need not be paid, the court shall deem such agreement or undertaking invalid. Furthermore, where an employer fails to pay social insurance contributions in accordance with the law, and the employee seeks to terminate the labor contract and claims economic compensation from the employer pursuant to Article 38(3) of the PRC Labor Contract Law, the court shall support such claims in accordance with the law, which clarifies that employees are entitled to request termination of their labor contracts and receive corresponding economic compensation under the PRC Labor Contract Law if the employer fails to make social insurance contributions in accordance with the law.

REGULATIONS ON INTELLECTUAL PROPERTY IN THE PRC

Copyright Law and its Implementing Rules of the PRC

On September 7, 1990, the SCNPC promulgated the Copyright Law of the PRC (《中華人民共和國著作權法》) (the "**Copyright Law**"), which was last amended on November 11, 2020 and came into effect on June 1, 2021. The Copyright Law stipulates copyrights include personal rights such as the right of publication and that of attribution as well as property rights such as the right of production and that of distribution. Reproducing, distributing, performing, projecting, broadcasting or compiling a work or communicating the same to the public via an information network without permission from the owner of the copyright therein, unless otherwise provided in the Copyright Law, shall constitute infringements of copyrights. The infringer shall, according to the circumstances of the case, undertake to cease the infringement, take remedial action, and offer an apology, pay damages, etc.

Trademark Law and its implementation regulation of the PRC

Trademarks are protected by the Trademark Law of the PRC (《中華人民共和國商標法》) which was promulgated on August 23, 1982 and subsequently amended on February 22,1993, October 27, 2001, August 30, 2013, April 23, 2019 and took effect on November 1, 2019 as well as the Implementation Regulation of the PRC Trademark Law (《中華人民共和國商標法實施條例》) adopted by the State Council on August 3, 2002 and revised on April 29, 2014. In the PRC, registered trademarks include commodity trademarks, service trademarks, collective marks and certification marks. The Trademark Office of National Intellectual Property Administration handles trademark registrations and grants a term of 10 years to registered trademarks, renewable every 10 years where a registered trademark needs to be used after the expiration of its validity term.

Patent Law of the PRC

On March 12, 1984, the SCNPC promulgated the Patent Law of the PRC (《中華人民共和國專利法》), which was last amended on October 17, 2020 and came into effect on June 1, 2021. On June 15, 2001, the State Council promulgated the Implementation Rules of The Patent Law of the PRC (《中華人民共和國專利法實施細則》), which was last amended on December 11, 2023 and came into effect on January 20, 2024. Both stipulates that patents in China are divided into invention patent, utility patent and design patent. Invention patent refers to new technical solutions for a product, method or its improvement; utility patent refers to new technical solutions for the shape, structure or the combination of both shape and structure of a product, which is applicable for practical use; design patent refers to new designs of the shape, pattern or the combination of shape and pattern, or the combination of the color, the shape and pattern of a product with esthetic feeling and industrial application value. Invention patent shall be valid for 20 years from the date of application while utility patent shall be valid for ten years from the date of application and design patent shall be valid for fifteen years from the date of application. The patent right entitled to its owner shall be protected by the laws. Any person shall be licensed or authorized by the patent owner before using such patent. Otherwise, the use constitutes an infringement of the patent right.

Administrative Measures for Internet Domain Names

The MIIT promulgated the Administrative Measures on Internet Domain Names (《互聯網域名管理辦法》) (the "**Domain Name Measures**") on August 24, 2017, which took effect on November 1, 2017. Pursuant to the Domain Name Measures, the MIIT oversees the administration of PRC Internet domain names. The domain name registration follows a first-to-file principle. Applicants for registration of domain names must provide the true, accurate, and complete information of their identities to domain name registration service institutions. The applicants will become the holder of such domain names upon the completion of the registration procedure.

REGULATIONS ON TAX IN THE PRC

Enterprise Income Tax Law

On March 16, 2007, the SCNPC promulgated the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得税法》) (the "**EIT Law**"), which was last amended on December 29, 2018 and became effective on the same date. On December 6, 2007, the State Council promulgated the Implementation Rules to the EIT Law (《中華人民共和國企業所得税法實施條例》) (the "**Implementation Rules**"), which was amended on April 23, 2019. Both stipulates that enterprises are divided into resident enterprises and non-resident enterprises. A resident enterprise shall pay enterprise income tax on its income deriving from both inside and outside China at the rate of enterprise income tax of 25%. A non-resident enterprise that has an establishment or place of business in the PRC shall pay enterprise income tax on its income deriving from inside China and obtained by such establishment or place of business, and on its income which derives from outside China but has actual relationship with such establishment or place of business, at the rate of enterprise income tax of 25%. A non-resident enterprise that does not have an establishment or place

of business in China, or has an establishment or place of business in China but the income has no actual relationship with such establishment or place of business, shall pay enterprise income tax on its income deriving from inside China at the reduced rate of enterprise income tax of 10%.

Value-added Tax

Pursuant to Value-added Tax Law of the People's Republic of China (《中華人民共和國增值税法》), promulgated on December 25, 2024, and became effective on January 1, 2026, all enterprises and individuals engaged in the sale of goods, the provision of processing, repair and replacement services, sales of services, intangible assets, real property, and the importation of goods within the territory of the PRC shall be liable to pay VAT, the VAT tax rates generally applicable are simplified as 13%, 9%, 6% and 0%, the VAT tax rate applicable to the small-scale taxpayers is 3%. Regulations for the Implementation of the Value-Added Tax Law of the People's Republic of China (《中華人民共和國增值税法實施條例》), promulgated on December 25, 2025, and became effective on January 1, 2026 has detailed taxpayers and scope of taxation, clarify the applicable tax rates and determine the calculation methods for tax payable in different situations.

REGULATIONS ON FOREIGN EXCHANGE IN THE PRC

According to the Foreign Exchange Administration Regulations of the PRC (《中華人民共和國外匯管理條例》) promulgated on January 29, 1996 and amended on January 14, 1997 and August 5, 2008, the RMB is generally freely convertible for current account items, including the distribution of dividends, trade and service related foreign exchange transactions, but not for capital account items, such as direct investment, loan, repatriation of investment and investment in securities outside the PRC, unless the prior approval of the State Administration of Foreign Exchange (the "**SAFE**") or its designated banks is obtained.

According to the Notice of the State Administration of Foreign Exchange on Reforming and Regulating Policies on the Control over Foreign Exchange Settlement of Capital Accounts (《國家外匯管理局關於改革和規範資本項目結匯管理政策的通知》) promulgated on June 9, 2016, the settlement of foreign exchange receipts under the capital account (including but not limited to foreign exchange capital and external debts and funds recovered from overseas listing) may convert from foreign currency into RMB on a self-discretionary basis. The ratio of the discretionary exchange rate of foreign exchange receipts under the domestic capital account is tentatively set at 100%. The SAFE may adjust the above ratio in due course according to the balance of payment status.

According to the Notice of the State Administration of Foreign Exchange on Further Promoting Cross-border Trade and Investment Facilitation (《國家外匯管理局關於進一步促進跨境貿易投資便利化的通知》) which was promulgated on October 23, 2019 and amended by SAFE Notice on Further Deepening the Reform to Facilitate Cross-border Trade and Investment (《國家外匯管理局關於進一步深化改革促進跨境貿易投資便利化的通知》) which was promulgated on December 4, 2023, foreign-invested enterprises engaged in noninvestment business are permitted to settle foreign exchange capital in RMB and make domestic equity investments with such RMB funds according to the law on the condition that the current Special Administrative Measures for Access of Foreign Investment (Negative List) are not violated and the relevant domestic investment projects are genuine and in compliance with laws.

REGULATIONS ON OVERSEAS LISTING

The CSRC promulgated Trial Administrative Measures of the Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) (the "**Overseas Listing Trial Measures**") and five relevant guidelines on February 17, 2023, which came into effective on March 31, 2023. The Overseas Listing Trial Measures regulate both direct and indirect overseas offering and listing by PRC domestic companies' by adopting a filing-based regulatory regime.

Pursuant to the Overseas Listing Trial Measures, no overseas offering and listing shall be made under any of the following circumstances: (i) where such securities offering and listing is explicitly prohibited by provisions in laws, administrative regulations and relevant state rules; (ii) where the intended securities offering and listing may endanger national security as reviewed and determined by competent authorities under the State Council in accordance with law; (iii) where the domestic company intending to make the securities offering and listing, or its controlling shareholders and the actual controller, have committed crimes such as corruption, bribery, embezzlement, misappropriation of property or undermining the order of socialist market economy during the latest three years; (iv) where the domestic company intending to make the securities offering and listing is suspected of committing crimes or major violations of laws and regulations, and is under investigation according to law, and no conclusion has yet been made thereof; and (v) where there are material ownership disputes over equity held by the domestic company's controlling shareholder or by other shareholders that are controlled by the controlling shareholder and/or actual controller.

Initial public offerings or listings in overseas markets shall be filed with the CSRC within three business days after the relevant application is submitted overseas. The Overseas Listing Trial Measures also require subsequent reports to be filed with the CSRC upon the occurrence of any of the material events after an issuer has offered and listed securities in an overseas market, such as (i) change of control; (ii) investigations or sanctions imposed by overseas securities regulatory agencies or other relevant competent authorities; (iii) change of listing status or transfer of listing segment; (iv) voluntary or mandatory delisting. Where an issuer's main business undergoes material changes after overseas offering and listing, and is therefore beyond the scope of business stated in the filing documents, such issuer shall submit to the CSRC an ad hoc report and a relevant legal opinion issued by a domestic law firm within three business days after occurrence of the changes.

Furthermore, on February 24, 2023, the CSRC, together with certain other PRC governmental authorities, promulgated the Provisions on Strengthening Confidentiality and Archives Administration of Overseas Securities Offering and Listing by Domestic Companies (the "**Confidentiality and Archives Administration Provisions**") (《關於加強境內企業境外發行證券和上市相關保密和檔案管理工作的規定》), which came into effect on March 31, 2023. According to the Confidentiality and Archives Administration Provisions, PRC domestic companies that directly or indirectly conduct overseas offerings and listings, shall strictly abide by applicable PRC laws and regulations on confidentiality when providing or publicly disclosing, either directly or through their overseas listed entities, documents and materials to securities services providers such as securities companies and accounting firms or overseas regulators in the process of their overseas offering and listing. In the event such documents or materials contain state secrets or working secrets of government agencies, the PRC domestic companies shall first obtain approval from competent authorities according to law, and file with the secrecy administrative department at the same level; in the event that such documents or materials, if leaked, will jeopardize national security or public interest, the PRC domestic companies shall strictly fulfill relevant procedures stipulated by applicable national regulations. The PRC domestic companies shall also provide a written statement of the specific state secrets and sensitive information provided when providing documents and materials to securities companies and securities service providers, and the securities companies and securities service providers shall properly retain such written statements for inspection. Furthermore, the Confidentiality and Archives Administration Provisions also provide where overseas securities regulators and relevant competent overseas authorities request to inspect, investigate or collect evidence from PRC domestic companies concerning their overseas offering and listing or their securities firms and securities service providers that undertake securities business for such PRC domestic companies, such inspection, investigation and evidence collection must be conducted under a cross-border regulatory cooperation mechanism, and the CSRC or other competent authorities of the PRC government will provide necessary assistance pursuant to bilateral and multilateral cooperation mechanism. Domestic companies, securities firms and securities service providers shall first obtain approval from the CSRC or other competent PRC authorities before

cooperating with the inspection and investigation by the overseas securities regulators or competent overseas authority or providing documents and materials requested in such inspection and investigation.

REGULATIONS ON MANAGEMENT OF LEASE HOUSING IN THE PRC

Pursuant to the Administrative Measures on Leasing of Commodity Housing On December 1, 2010, the Ministry of Housing and Urban-Rural Development promulgated the Administrative Measures on Leasing of Commodity Housing (《商品房屋租賃管理辦法》), effective February 1, 2011, lessors and lessees shall complete property leasing registration and filing formalities within 30 days from execution of the property lease contract with the development (real estate) department of the PRC Government of the centrally-administered municipality, municipality or county where the leased property is located. Organizations who violate the relevant provisions of this regulation shall be ordered by the development (real estate) department of the PRC Governments of centrally-administered municipalities, municipalities or counties to make corrections within a stipulated period; where an organization fails to make corrections within the stipulated period, a fine ranging from RMB1,000 to RMB10,000 shall be imposed.

U.S. OUTBOUND INVESTMENT RULES

On October 28, 2024, the U.S. Department of the Treasury issued a final rule on the U.S. Outbound Investment Security Program, titled "*Provisions Pertaining to U.S. Investments in Certain National Security Technologies and Products in Countries of Concern*" (the "**Final Rule**") and codified in U.S. Code of Federal Regulations at 31 C.F.R. Part 850, to implement Executive Order 14105, "*Addressing United States Investments in Certain National Security Technologies and Products in Countries of Concern,*" of August 9, 2023. The Final Rule became effective on January 2, 2025 and applies to covered transactions with a completion date on or after that date. It targets certain investments by U.S. persons in entities in "countries of concern" (currently only China, including Hong Kong and Macau) that engage in activities relating to one or more of the following sectors: (i) semiconductors and microelectronics, (ii) quantum information technologies, and (iii) AI systems.

The Final Rule imposes notification or prohibition requirements on a range of direct or indirect investments by U.S. persons in "covered foreign persons." "Covered transactions" are defined in § 850.210 and include, among other things, U.S. person's direct or indirect: (i) acquisitions of equity interests or contingent equity interests, (ii) the provision of certain types of debt financing, (iii) conversions of contingent equity interests into equity interests, and (iv) other similar activities. "Covered foreign persons" include persons from a country of concern (i.e., entities with a principal place of business in, headquartered in, or incorporated or otherwise organised under the laws of the PRC, Hong Kong, and/or Macau, as well as entities majority-owned or controlled by individuals or entities from such jurisdictions) that engage in a "covered activity." "Covered activities" refer, in the context of a particular transaction, to activities falling within the definitions of "notifiable transaction" or "prohibited transaction" under the Final Rule.

Pursuant to § 850.301 of the Final Rule, U.S. persons (defined to include any U.S. citizen, lawful permanent resident, entity organised under U.S. law or the laws of any jurisdiction within the United States (including any foreign branch of any such entity), or any person in the United States) may not engage in a prohibited transaction unless an exemption for that transaction has been granted. "Prohibited transactions" include covered transactions by U.S. persons involving a covered foreign person that engages in, among other activities, the development of any AI system that is: (i) designed to be exclusively used for any military end use, or government intelligence or mass-surveillance end use; or (ii) trained using a quantity of computing power greater than 10^25 computational operations, or greater than 10^24 computational operations where the training uses primarily biological sequence data. "Notifiable transactions" include covered transactions by U.S. persons involving a covered foreign person that engages in, among other activities, the development of an AI system that does not meet the criteria for a prohibited transaction but nonetheless is: (i) designed to be used for any military end use, or government intelligence or mass-surveillance end

use; (ii) intended for cybersecurity applications, digital forensic tools, penetration testing tools, or the control of robotic systems; or (iii) trained using a quantity of computing power greater than 10^23 computational operations.

The Final Rule provides that "AI system" means: (i) a machine-based system that, for a given set of human-defined objectives, can make predictions, recommendations, or decisions influencing real or virtual environments, which: (a) uses data inputs to perceive real and virtual environments; (b) abstracts such perceptions into models through automated or algorithmic statistical analysis; and (c) uses model inference to make a classification, prediction, recommendation, or decision; and (ii) any data system, software, hardware, application, tool, or utility that operates in whole or in part using a system described in (i) above. "Developing" an AI system is defined in § 850.211 to include engaging in any stages prior to serial production, such as design or substantive modification, design research, design analyses, design concepts, assembly and testing of prototypes, pilot production schemes, design data, processes of transforming design data into a product, configuration design, integration design, and layouts. Note 2 to § 850.217 further clarifies that, for purposes of the notification requirement, development requires the Company to engage in one or more of the activities enumerated in § 850.211 (such as design or substantive modification) with respect to the third-party AI model or machine-based system used by a data system, software, hardware, application, tool, or utility that operates in whole or in part using such model or system.

As our business activities involve the development of AI systems within the scope of covered activities that could result in a notifiable transaction (but not a prohibited transaction), we would be considered a "covered foreign person" for purposes of the Final Rule by virtue of engaging in such activities. Accordingly, investments by U.S. persons to subscribe for our H Shares in the [REDACTED] would constitute covered transactions subject to the notification requirements under the Final Rule. Any such notification obligation would apply to the relevant U.S. persons subject to the Final Rule (and not to our Company or any other parties involved in the [REDACTED]) and would require notification to the U.S. Department of the Treasury.

A U.S. person is required to conduct a reasonable and diligent inquiry to assess whether it has any compliance obligations under the Final Rule. Where a U.S. person is required to report a notifiable transaction, it must electronically submit a notification to the U.S. Treasury within 30 calendar days following completion of the transaction. The notification must include the information specified in § 850.405 of the Final Rule, together with the certification required under § 850.203.

Following the [REDACTED], U.S. persons may invest in our publicly traded Shares without being required to comply with the above notification requirements, as such investment would be exempted, to the extent that they are not afforded any rights in the Company beyond standard minority shareholder protections.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

OVERVIEW

Our Company was established on December 2, 2021 as a limited liability company in the PRC. Over the past four years, we have swiftly emerged and established ourselves as an enterprise-grade AI solutions provider focusing on providing intelligent marketing and intelligent operations management solutions in delivering tangible results to our clients. Under the leadership of our Founders (as defined in "— Establishment of our Company" below), We operate an integrated "solutions + operations" model where we closely collaborate with our clients to best understand their needs and to facilitate successful adoption and iteration of our solutions. Please see the section headed "Directors and Senior Management" for details relating to our Founders' experiences and qualifications.

KEY CORPORATE AND BUSINESS DEVELOPMENT MILESTONES

The following table summarizes the key corporate and business development milestones since our establishment:

Time	Milestones
2021	Our Company was established in the PRC.
2022	We acquired Shanghai Youguang, enhancing our capabilities in customer engagement and data intelligence in September 2022. We built enterprise-level solutions powered by AI, delivering end-to-end in-house solutions that span foundational capability development, mid-tier applications, and top-tier business scenario implementation.
2023	We iterated our AI-driven enterprise-level intelligent marketing and intelligent operations management solutions, achieving commercial deployment across multiple vertical industries. We received investment from ZhongAn Technology in December 2023 and they became our second largest shareholder.
2024	We started the Series A Financing (as defined below) in 2024. For further details, please see the paragraphs headed "— Details of the Pre-[REDACTED] Investments" in this section below. We upgraded our enterprise-level intelligent marketing and intelligent operations management solutions with our large-model technology based AI foundation, and successfully achieved commercial deployment and scaled application across multiple industries.
2025	We launched our super assistant intelligent agent group product, achieving widespread commercial deployment. We commenced relocation of our registered office to Qianhai, Shenzhen, in preparation for future business needs and to facilitate the expansion of the geographical coverage of our business in January 2025. We completed the Series B Financing (as defined below) in October 2025. For further details, please see the paragraphs headed "— Details of the Pre-[REDACTED] Investments" in this section below.

OUR MAJOR SUBSIDIARY

Name of major subsidiary	Date and place of establishment	Equity interest attributable to the Group	Principal business activities
Shanghai Youguang	October 18, 2016 Shanghai, PRC	100%	Computer system and technical services

BACKGROUND TO THE ESTABLISHMENT OF OUR COMPANY

Establishment of our Company

Our Company was established on December 2, 2021 to explore AI capabilities and commercialization as a limited liability company under the laws of the PRC with an initial registered capital of RMB5 million. The registered capital of our Company was subsequently increased to RMB10 million in March 2022. Our Company was established at the direction of Mr. Yu Feng, Mr. Zhou Zhengyu, Mr. Mao Yifeng, Mr. Wang Min and Mr. Niu Chenghao (collectively, the "**Founders**"), who contributed 20.28%, 17.33%, 17.33%, 24.76% and 20.28% of the registered capital of our Company. At the time of its establishment, the Founders were employees of ZhongAn Technology and/or other members of ZhongAn Group.

Relationship with ZhongAn Technology

Since its establishment in July 2016, ZhongAn Technology, a wholly-owned subsidiary of ZhongAn Online, engaged in the development and provision of a range of technology and digitalization solutions and services for financial institutions, including ZhongAn Online and other third party institutions. In the 2020s, a series of policies were promulgated in the PRC regarding that insurance companies and their consolidated entities should focus on their core insurance business (the "**Relevant Regulatory Measures**"). The PRC Legal Advisor is of the view that if ZhongAn Online invested in a subsidiary engaging in information technology (such as AI solutions business), it would also comply with the Relevant Regulatory Measures. According to Frost & Sullivan, it is not uncommon for insurance companies to invest in other companies of various businesses as a minority shareholder or as an equity investor other than operating "non-core" businesses with their own subsidiaries. Having considered its own strategic considerations and supplementarily the relevant regulatory measures and guidance, ZhongAn Technology decided not to commit resources to develop new businesses for third party customers, including the development and provision of AI Solutions to third party customers, and to position ZhongAn Technology to primarily provide internal services within ZhongAn Group.

With years of experience in the finance and technology industries, the Founders acquired extensive insights on demands for AI solutions from financial institutions and clients in other industries. At the time of establishing the Company, the Founders considered that there may be growth potential for the demand for AI solutions, and the lack of suppliers in the market who were capable of providing such services. As such, the Founders took the opportunity to establish our Company as an independent start-up outside ZhongAn Group to develop and deliver AI solutions to financial institutions and clients in other industries.

Against the aforesaid background, the founding of our Company's business by our Founders, who were employees of ZhongAn Group at the relevant time, was consented by the ZhongAn Group. The establishment of our Company was beneficial to ZhongAn Technology as it allowed ZhongAn Technology to, in cooperation of our Company, fulfil its obligations under the then existing contracts with external customers with demands for AI solutions. Furthermore, by consenting to our establishment and cooperating with us, ZhongAn Group gained access to a reliable supplier in AI solutions provision for its own business needs and for other third party customers of ZhongAn Technology without having to commit extensive operational resources in research and development. In September 2024, ZhongAn Technology formally decided to cease the provision of any technology and digitalization solutions to third-party customers. Following such decision, customers previously served under contracts with ZhongAn Technology were transitioned to us. For details, see "Business — Our Customers".

Our Founders' Concurrent Roles in ZhongAn Group

At the inception of our business, the Founders were employees of ZhongAn Online and/or ZhongAn Technology. The Founders' past and present (as applicable) concurrent roles in ZhongAn Group and our Company are set out below.

	Concurrent Roles	
	ZhongAn Group	**Our Group**
Mr. Yu Feng (with concurrent roles in ZhongAn Group and our Group between December 2021 and March 2025; no longer involved in the management in ZhongAn Group since April 2025)	After the incorporation of our Company in December 2021, Mr. Yu had continued to serve as product manager of various departments of ZhongAn Online until November 2024, where he was primarily responsible for insurance and financial product innovation, business development for telecommunications finance, retail finance and the development of the consumer finance business. From June 2023 to March 2025, Mr. Yu served as the chairman and legal representative of Chongqing Zhong'an Microfinance Co., Ltd. (重慶眾安小額貸款有限公司), ("**Chongqing Zhong'an**"), where he represented Chongqing Zhong'an in fulfilling director duties, convening and chairing shareholder and board meetings and monitoring the implementation of board resolutions.	From December 2021 to December 2023, Mr. Yu provided strategic directions to our business and overall operations, while Mr. Qian Kai (錢鍇), a current member of our senior management, supervised and managed our day-to-day operations as the then general manager of the Company. Mr. Qian had been an employee of the Company since our incorporation in December 2021. Mr. Yu has been formally appointed and serving as chief executive officer and executive Director in December 2023, overseeing the strategic planning, business operations and participating in management of the Group and involving in major operational and investment decisions.
Mr. Zhou Zhengyu (with concurrent roles in ZhongAn Group and our Group between December 2021 and November 2024; no longer involved in the management in ZhongAn Group since December 2024)	Mr. Zhou was the legal director of ZhongAn Online from May 2020 to June 2024 and the legal director of ZhongAn Technology from July 2024 to November 2024. He was responsible for managing the relevant company's legal affairs, including compliance system development, contract review, legal risk prevention, litigation case handling, and intellectual property protection. He also provided legal support for strategic decision-making and business operations.	Since December 2021, Mr. Zhou has been serving as our board secretary and our legal director. Since February 2025, Mr. Zhou has been appointed a Director, participating in the financial planning and operations of the Board and overseeing company secretarial matters of the Company.

	Concurrent Roles	
	ZhongAn Group	**Our Group**
Mr. Mao Yifeng (with concurrent roles in ZhongAn Group and our Group between December 2021 and November 2024; no longer involved in the management in ZhongAn Group since December 2024)	Mr. Mao continued to serve as the vice president of ZhongAn Technology after the incorporation of our Company in December 2021 until November 2024, where he was primarily responsible for assisting the chief executive officer in overseeing system operations and maintenance, as well as R&D iteration, ensuring the stable operation of internal service systems of ZhongAn Technology.	From December 2021 and September 2022, Mr. Mao provided strategic direction with respect to the Company's research and development and technical innovation. From September 2022 to February 2025, Mr. Mao provided management oversight to the Company's research and development and technical innovation, while Mr. Wu Di (吴迪), also a current member of our senior management, supervised and managed our day-to-day operations on research, development and technical innovation as the then senior business director of the Company since September 2022. Mr. Wu had been a full time employee of the Company since September 2022. Upon since February 2025, Mr. Mao has also been serving as a Director, overseeing research and development and technical aspects of the Company's products.
Mr. Wang Min (with concurrent roles in ZhongAn Group and our Group since December 2021)	After the incorporation of our Company in 2021, Mr. Wang: (i) was director and legal representative of Chongqing Zhong'an, where he led its board of directors in formulating major strategic decisions and executed legally binding documents on its behalf, and he stepped down from such position in June 2023; and (ii) is still serving as the executive vice president and board secretary of ZhongAn Online.	From December 2021 to December 2023, Mr. Wang primarily acted as a founder with minimal management involvements in the Group. From December 2023 to December 2025, Mr. Wang was the chairman of the Company. Since December 2025, Mr. Wang has been serving as a non-executive Director and chairman of the Company, overseeing Board affairs and giving strategic advice and guidance on the business operations of our Group.
Mr. Niu Chenghao (with concurrent roles in ZhongAn Group and our Group between December 2021 and November 2024; no longer involved in the management in ZhongAn Group since December 2024)	Mr. Niu had continued to serve as the senior technology director of ZhongAn Technology after the incorporation of our Company in December 2021 until April 2022, where he was responsible for R&D implementation and team management of technical platforms for ZhongAn Technology. From April 2022 to August 2023, Mr. Niu served as the chief technology officer of ZhongAn Technology, managing the technology platform team. From August 2023 to December 2023, Mr. Niu served as the managing director of ZhongAn Technology, overseeing its daily operations and business management, and implementing resolutions of its shareholders and board of directors. From December 2023 to December 2024, Mr. Niu served as the vice president of ZhongAn Technology, providing critical technical support and guidance, and facilitating the overall upgrade and iteration of the internal system capabilities.	From December 2021 to December 2023, Mr. Niu primarily acted as a founder with minimal management involvements in the Group. From December 2023 to February 2025, Mr. Niu served as our Director, participating in major strategic decision-making and overseeing the management. Since December 2024, Mr. Niu has been the head of our innovation center operations, responsible for innovation planning, innovation project incubation, resource integration, team building, and development of new technologies and business initiatives. He stepped down from directorship and remained employed by our Company to focus on our daily operations from February 2025 onwards.

Save as for their respective historical employment (in the case of Mr. Yu Feng, Mr. Zhou Zhengyu, Mr. Mao Yifeng and Mr. Niu Chenghao) and current employment (in the case of Mr. Wang Min only) by ZhongAn Group, there is no past or present relationships of any nature between each of the Founders and ZhongAn Group, its subsidiaries, directors, shareholders or senior management, or any of their respective associates.

No Conflict of Interests from ZhongAn Group's Perspectives

Considering it was the strategic direction of ZhongAn Technology to not commit resources in developing new businesses, including provision of AI solutions to third party customers, our Company's business was not considered to be in competition with those operated by ZhongAn Group since our inception and as such, the operation of our Company by the Founders with overlapping roles in ZhongAn Group was not considered to result in material conflict of ZhongAn Group's interests. As a listed company itself, Zhong An Online also has stringent requirements and internal controls measures to prevent any possible conflict of interest in its dealings with related parties including our Company. In any case, the transactions between our Company and ZhongAn Group had always been carried out on arm's length basis subject to internal review and valuation as necessary.

Safeguarding Company's Interests Against any Potential Conflicts of Interests and Ensuring Transactions with ZhongAn Group are Conducted on Arm's Length Basis

Notwithstanding the Founders' management roles in ZhongAn Group as aforementioned, the Company's interest had been properly safeguarded against any potential conflicting of interests that could arise therefrom, considering that our Company had, since its inception, put adequate internal control measures and pricing policies in place to govern how transactions were/are carried out between the Company and its counter parties, including but not limited to members of ZhongAn Group where our Founders, who are also members of our management, had held concurrent management roles. These measures and policies require, among other things, that any transaction we carry with related parties, including but not limited to members of ZhongAn Group shall be fair and commercially reasonable, for instance:

(i) the terms for all contracts and agreements for provisions of AI solutions to both ZhongAn Group and independent third parties should be based on consistent pricing policies to ensure the service fees payable by ZhongAn Group or any parties to use are determined on arm's length basis and are fair and commercially reasonable;

(ii) in the case of procurement of insurance products by our Group from ZhongAn Online, the human resources department is required to prepare procurement requests with the necessary budget, business justification and, where available, market quotations from independent third party insurers for comparable coverage to ensure the insurance products procured from ZhongAn Online are conducted on normal commercial terms or better;

(iii) in connection with transactions involving investment and acquisition of intellectual property rights (for instance in the Angel Round Investment (defined below) by ZhongAn Technology in December 2023), the in-kind consideration that comprised the intellectual property rights being transferred was duly valued by independent third-party valuer to ensure the fairness and reasonableness of the transaction; and

(iv) when certain customer contracts previously signed by ZhongAn Technology were novated to us through tripartite novation agreements with the relevant customer, the consideration for such novation were determined based on valuation conducted by independent third-party valuer.

In any case, after April 2025, each of Mr. Yu Feng, Mr. Zhou Zhengyu and Mr. Mao Yifeng (comprising the majority of our executive Directors and senior management), together with Mr. Niu Chenghao, had stepped down from all positions in ZhongAn Group and had become independent from ZhongAn Group. Since then, related party transactions are required to be approved by the general manager/chief executive officer of the Company. Where the transaction counterparty is related to the manager/chief executive officer, the transaction shall be approved by the Board instead, and any Director who has potential conflict of interest (for instance, Mr. Wang Min when transactions with ZhongAn Group are concerned) shall abstain from voting. Further, where the

number of Directors who are entitled to vote at meetings of the Board is less than three (3), the relevant transaction shall be approved by the Shareholders who are disinterested in the relevant transactions at general meeting to ensure interests of the independent shareholders are safeguarded as a whole. The Company confirmed that such policies shall remain in force prior to the [REDACTED].

Upon [REDACTED], the Company shall adopt internal control measures to govern its connected transactions with connected persons as defined in chapter 14A of the Listing Rules. The internal control policies have been reviewed by the Company's internal control consultant in preparation for the [REDACTED], who has confirmed that such policies are in line with the requirements of the Listing Rules. For details, see "Connected Transactions — Internal Control Measures".

The Initial Nominee Arrangement Involving the Founders and Two Individual Nominee

Given the substantial uncertainty of the Group's business at its early stage of inception, as well as the early stage of AI industry in general, there are substantial risks of failure with the Founder's ventures with the development of the Company's business. As such, they considered it commercially prudent to adopt a nominee arrangement for themselves to minimize reputation risks for themselves in the event of any adverse developments in their business ventures. Also, considering they remained members of the management of ZhongAn Group when our Group was founded and had a certain level of reputation in the market, the initial nominee arrangement would reasonably avoid attracting unnecessary speculation and external attention. Accordingly, the Founders engaged two individuals whom they collectively trusted, namely Mr. Ni Junkang (倪俊康) ("**Mr. Ni**") and Mr. Gan Rui (甘鋭) ("**Mr. Gan**") to establish our Company, each holding 60% and 40%, respectively, of our Company's registered capital as nominees on behalf of the Founders (the "**Nominee Arrangement**"). Each of Mr. Ni and Mr. Gan was an independent third party of our Company and had not been involved in the management or control of our Company and had only exercised the voting rights of the Company strictly under the instructions of the Founders. Mr. Ni was employed by ZhongAn Group from April 2018 to November 2024 and Mr. Gan was employed by ZhongAn Group from April 2016 to November 2024, and was employed by our Company from December 2024 to February 2025. Mr. Ni, Mr. Gan and the Founders were colleagues with no other relationships.

As advised by our PRC Legal Advisor, the Nominee Arrangement and the setting up of the Company by the Founders while they were employees of ZhongAn Group did not contravene the mandatory provisions of laws and administrative regulations, or involve any invalidating circumstances as stipulated in the Civil Code. Further, as advised by our PRC Legal Advisor, despite the promulgation of the Relevant Regulatory Measures in the 2020s, such measures do not prohibit insurance companies like ZhongAn Online from engaging in non-insurance related business. According to Article 54 of the Measures for the Supervision and Administration of Insurance Holding Companies (CBIRC Order No. 13 of 2021) (《保險集團公司監督管理辦法》(銀保監會令2021年第13號)), the scope of non-insurance subsidiaries in which insurance companies may invest includes companies that "primarily provide information technology services, auditing, policy management, contingency management, and property services and management to members of the insurance group company." As AI solutions fall within the category of information technology services, ZhongAn Online's investment in our Company, or any investment by ZhongAn Online in the establishment of a subsidiary engaged in the AI solutions business, would also satisfy the business scope requirements under the aforesaid regulation.

Our Group as an Enterprise Operated Independently from ZhongAn Group

Based on the circumstances and observations set out below, despite the establishment of our Company by the Founders outside ZhongAn Group was consented by ZhongAn Group, ZhongAn Group had not been involved in directing our Group's strategic directions, business management and day-to-day operations whether directly or indirectly.

Having our own independent workforce

Since our inception of business, we had always maintained our own dedicated management, R&D and business development personnel to get acquainted with our clients and to operate our business and to maintain relationship with our customers.

In particular, our business had been independently managed by the Founders, who are equity-holders of our Company and primarily looking for future equity return. Noting the inherent risks associated with the inception of our Group as an independent business, our Founders were not remunerated by our Company by way of fees and salaries during its initial establishment stage for capital preservation. This is in line with market practices where founders of new business ventures founded with limited resources will commonly forgo remuneration for capital preservation. For the avoidance of doubt, all of the remuneration received by the Founders from ZhongAn Group were paid solely for their work performed for ZhongAn Group (i.e. excluding our Group). ZhongAn Group had not charged our Company for the Founders' own time spent in pursuit of their own business venture outside ZhongAn Group with their knowledge and consent. Nevertheless, ZhongAn Group had charged our Group on arm's length's basis for costs where resources were incurred by them for those customer contracts that were being novated or otherwise transitioned from ZhongAn Technology to us, and such fees were determined based on third party valuation. For details, see "Business — Our Customers".

Our positive operating cash flow between our establishment in December 2021 and the draw down of bank borrowings and paid-up of capital from our Founders and Pre-[REDACTED] Investors in 2023

Since the inception of our business in December 2021, we adopted a fee model that requires customers to make payments in accordance with specific milestones. At the initial stage of our establishment and prior to the Company obtaining bank borrowings in June 2023 and receiving paid up registered capital from our Founders in December 2023, our working capital was primarily derived from positive operating cash flow generated from our ordinary course of business derived primarily from transactions with ZhongAn Technology and independent third party customers. In particular, while a larger portion of the cash received during such period was from service provision contracts signed with ZhongAn Technology, the Company had, since 2022, begun entering into service provision contracts with third party customers and had generated a significant amount of cash therefrom to supported its working capital. Further, of the milestone payments received from ZhongAn Technology from the aforesaid service provision contracts, such milestone payments were made for services provided to ZhongAn Technology for itself and for further provision to independent third-party customers. While ZhongAn Group remains as one of our important customers, we have been mitigating potential impact from reliance on ZhongAn Group. In particular, as our operations became mature and our market reputation grew, we got engaged by more independent customers, in accordance with project agreements with terms that were consistent with those signed ZhongAn Technology and its associates. The number of such customers increased from 88 in 2023 to 361 in 2025, and revenue contribution from ZhongAn Group (excluding sales to independent ultimate customers through ZhongAn Technology) decreased to 22.3% for the year ended December 31, 2025. As a result, as our customer concentration continued to decrease, an increasing portion of the milestone payments was received from independent third-party customers instead.

In December 2023, the Founders, through Zhongxing Youmi, completed fully paying up their respective portion of the registered capital using their personal funds. We also received additional capital from our Pre-[REDACTED] Investors and bank borrowings in June 2023 and December 2023, respectively.

ZhongAn Technology's own decision to not to commit resources in the development of new businesses including the provision of AI solutions for external customers

Noting that ZhongAn Technology has never engaged in the development and provision of AI solutions to third party customers on its own, it is ZhongAn Online's own decision to not to commit resources in the development of new non-insurance related businesses through its subsidiaries or consolidated entities including the development and provision of AI solutions to third party customers given the regulatory guidance, and the uncertain business prospects and investment returns. Against such background, when the Founders decided out of their own intention and assessment of the market to establish the Company to develop and provide AI solutions outside ZhongAn Group, ZhongAn Online consented to such initiative, and eventually cooperated with us to provide AI solutions to those of their existing customers with demands for AI solutions in the early stage of our development. In 2024, ZhongAn Technology decided on its own to cease providing any technology and digitalization solutions to third party customers and transitioned the customers previously served under contracts with ZhongAn Technology to us. Against such background, it would not make commercial sense for it to maintain control and involvement in our businesses after going through all the hassles involving business novation and customer communication.

No control over composition of the Board, no disproportionate special rights and no acting in concert arrangements

When ZhongAn Technology decided to act as an investor of our Company by injecting the intellectual property and capital in 2023 upon seeing adequate improvement in the investment risk profile of our business, ZhongAn Technology had only been given the right to nominate one Director and customary special rights that were proportionate to their direct shareholding in our Company, and in line with those given to other Pre-[REDACTED] Investors in any Shareholders' agreement which were effective from time to time, or in the Company's articles of association effective from time to time. For details relating to the special rights granted to our Pre-[REDACTED] Investors, see "— Details of the Pre-[REDACTED] Investment — Special rights granted to the Pre-[REDACTED] Investors". Considering ZhongAn Technology did not even exercise its director nomination rights until February 2025, and the number of Directors as nominated by ZhongAn Technology had never exceeded one third of the Board since the completion of the Angel Round Financing in December 2023, ZhongAn Technology had never been able to control the composition of the majority of our members of our Board. It is worth noting that Dr. Zhu Junsheng, the non-executive Director nominated by ZhongAn Technology, is merely an independent third party, who is not even an employee, of ZhongAn Group.

Further, as of the Latest Practicable Date, ZhongAn Technology held approximately 35.49% of our Shares and is expected to hold less than 30% of the Shares upon [REDACTED], with no acting in concert agreement with any other Shareholders (including any of our Controlling Shareholders). It follows that ZhongAn Technology had never been given any contractual rights to assert substantial influence over the operations and management of our Group in any manner that is disproportionate to its direct shareholding in our Company.

To the best of our knowledge and as confirmed by ZhongAn Online, ZhongAn Technology similarly does not seek to direct the strategy and business planning of the ZhongAn Technology Portfolio Companies (as defined below) or to gain controlling stake in, or control of composition of board of directors thereof, with respect to such other ZhongAn Technology Portfolio Companies.

Acquisition of Shanghai Youguang in September 2022 and Subsequent Capital Injection

We acquired the 70% of the equity interests in Shanghai Youguang in September 2022 at the consideration of RMB1.00 from the then-sole shareholder of Shanghai Youguang, Mr. Wu Di, who had, since the completion of this acquisition, been a member of our senior management. Mr. Wu Di had always been independent of ZhongAn Group. The nominal consideration for the acquisition was determined on arm's length basis after the relevant parties had considered the need for capital and the negative book value and negative current asset value of Shanghai Youguang at the time of its acquisition.

The acquisition of Shanghai Youguang allowed us to enhance our capabilities and efficiencies in customer engagement as Shanghai Youguang was an IT solutions provider at the time of our acquisition and possessed relevant client network and talent pool that can be deployed by our business. It had also established branch offices in Beijing, Shenzhen, and Chengdu where service delivery teams can be deployed locally and in closer proximity to where clients are located. As such, the acquisition of Shanghai Youguang helped enhance our on-site service delivery capabilities for clients at lower costs while strengthening client engagement and retention to improve profit margins in the long run. The acquisition was particularly important in expanding our workforce for efficient deployment in multiple locations outside Shanghai.

Following the completion of the aforesaid acquisition, our Company further increased the registered capital of Shanghai Youguang by RMB2.10 million and completed paying up such amount in October 2022 to replenish its working capital and to support its development. Subsequently, in March 2025, in furtherance of pursuing the long-term growth of Shanghai Youguang, (i) Shanghai Youguang increased its authorised share capital, such that our Company's equity interests in it was increased to 95%; and (ii) our Company acquired the remaining 5% equity interests in Shanghai Youguang from the other then-shareholder of Shanghai Youguang, Mr. Wu Di, at a consideration of RMB535,500. As such, by March 2025, Shanghai Youguang became a wholly-owned subsidiary of our Company.

The funds required for the capital injection in October 2022 were from our Company's operating cash flow generated from milestone payments received for provision of our AI services. The funds required for the acquisition of the remaining 5% equity interests in Shanghai Youguang in March 2025 were sourced proceeds from our Pre-[REDACTED] Investments.

MAJOR SHAREHOLDING CHANGES

Equity Transfer in December 2023

On December 20, 2023, an equity transfer agreement was entered into by and among Mr. Ni and Mr. Gan as transferors, and Zhongxing Youmi and Zhongxing Huxiu as transferees. Each of Zhongxing Youmi and Zhongxing Huxiu is a shareholding platform established by the Founders for holding their equity interests in our Company. The purpose of such equity transfers was to unwind the Nominee Arrangement at a nominal consideration of RMB305,000 in aggregate. Such consideration was determined based on the company's net assets at that time.

Zhongxing Youmi is a limited partnership established under the laws of the PRC and its general partner is Zhongxing Huxiu. As of the Latest Practicable Date, Zhongxing Huxiu held 0.0001% of Zhongxing Youmi's partnership interest and the remaining partnership interest was held by three limited partners. Zhongxing Youhai and Zhongxing Youchen, being the two largest limited partners, each held 37.62% of Zhongxing Youmi's partnership interest. Zhongxing Youxu, the remaining limited partner, held the remaining 24.76% of its partnership interest.

Zhongxing Youhai is a limited partnership established under the laws of the PRC and its general partner is Zhongxing Huxiu. Zhongxing Huxiu held 0.0001% of Zhongxing Youhai's partnership interest and the remaining partnership interest was held by two limited partners, namely Mr. Niu Chenghao who held 53.92% of its partnership interest and Mr. Zhou Zhengyu who held 46.08% of its partnership interest.

Zhongxing Youchen is a limited partnership established under the laws of the PRC and its general partner is Zhongxing Huxiu. Zhongxing Huxiu held 0.0001% of Zhongxing Youchen's partnership interest and the remaining partnership interest was held by two limited partners, namely Mr. Yu Feng who held 53.92% of its partnership interest and Mr. Mao Yifeng who held 46.08% of its partnership interest.

Zhongxing Youxu is a limited partnership established under the laws of the PRC and its general partner is Zhongxing Huxiu. Zhongxing Huxiu held 0.0001% of Zhongxing Youxu's partnership interest and the remaining partnership interest was held by Mr. Wang Min.

Zhongxing Huxiu is a limited liability company established under the laws of the PRC. Its largest shareholder is Mr. Yu Feng, who held 90% of the shares of Zhongxing Huxiu.

The capital structure of our Company upon completion of the equity transfers is set forth as follows:

Shareholders	**Registered share capital subscribed** *(RMB)*	**Corresponding equity interest in our Company** *(%)*
Zhongxing Youmi	9,999,000	99.99
Zhongxing Huxiu	1,000	0.01
Total	**10,000,000**	**100.00**

Investment by ZhongAn Technology in December 2023

In December 2023, as we continued to develop our business with a clearer and defined pathway, we started to seek external equity financing, and, ZhongAn Technology decided to invest in us as a strategic financial investor. Pursuant to a capital increase agreement entered into by ZhongAn Technology, our Company and Zhongxing Youmi in December 2023 (the "**2023 Capital Increase Agreement**"), ZhongAn Technology agreed to subscribe for additional equity capital of RMB9,116,800 at a consideration of RMB8.7 million in cash and RMB10.42 million in the form of intellectual property rights. Pursuant to the 2023 Capital Increase Agreement and a supplemental agreement entered into between ZhongAn Technology, our Company and Zhongxing Youmi in August 2024, such intellectual property rights included 116 patents, 135 copyrights and 2 trademarks, which were valued by an independent valuer as of November 2023, with reference to the total registered assets of the Company (the "**Angel Round Investment**"). Immediately upon completion of the Angel Round Investment, ZhongAn Technology held 47.69% of the voting rights in and remained as a minority Shareholder of our Company. Our Company had, at no point in time, become a consolidated entity of ZhongAn Online.

Despite our Company had already developed a full suite of AI solutions available for customers prior to the Angel Round Investment, the acquisition of these registered patents, copyrights and trademark allowed us to upgrade the technology we then possessed with registered intellectual property rights for optimizing and marketing our then AI solutions offerings with the better legal protection without having to expend significant time and resources in intellectual property rights registration. As our access to working capital further improved by way of bank borrowings, Pre-[REDACTED] Investments and increased positive operating cash flow from our expanding businesses in 2024 and onwards, we had been committing resources to further develop our intellectual property to continuously enhance and optimize our solutions delivery. As of May 31, 2026, our Group possessed a total of 117 patents and 243 software copyrights as our own intellectual property rights. For details of the terms of the investment by ZhongAn Technology, see — "Details of the Pre-[REDACTED] Investments" below.

On December 27, 2023, Zhongxing Huxiu as the transferor, and Zhongxing Youmi as the transferee, entered into an equity transfer agreement, pursuant to which Zhongxing Huxiu agreed to transfer its 0.01% equity interest in our Company, representing a registered capital contribution of

RMB1,000, to Zhongxing Youmi at a nominal consideration of RMB30.5, considering the transfer was conducted among entities affiliated with the Founders. Following the above transfers, the shareholding structure of our Company was as follows:

Shareholders	**Registered share capital subscribed** *(RMB)*	**Corresponding equity interest in our Company** *(%)*
Zhongxing Youmi	10,000,000	52.31
ZhongAn Technology	9,116,800	47.69
Total	**19,116,800**	**100.00**

ZhongAn Technology is a limited liability company incorporated in the PRC on July 7, 2016 and is wholly owned by ZhongAn Online. ZhongAn Technology's operations primarily involve provision of routine I.T. services to ZhongAn Group. ZhongAn Technology also acts as a pure financial investor in a wide range of non-controlling companies that operate in various sectors, which may include the I.T. and financial services sectors (the "**ZhongAn Technology Portfolio Companies**").

Pre-[REDACTED] Investments

We have entered into several rounds of Pre-[REDACTED] Investments with our Pre-[REDACTED] Investors. For further details, please see the paragraphs headed "— Details of the Pre-[REDACTED] Investments" in this section below.

Conversion in Joint Stock Company

On April 25, 2025, our then Shareholders passed resolutions approving, among other matters, the conversion of our Company from a limited liability company into a joint stock limited company and the change of name of our Company to Zhongan Information Technology (Shenzhen) Co., Ltd. (眾安信科(深圳)股份有限公司). Pursuant to the promoters' agreement entered into by all the then Shareholders on even date, all promoters approved the valuation of the net assets of the Company to be RMB340,779,007.45 as of February 28, 2025, and the conversion of RMB23,193,825 in net assets value of our Company into 23,193,825 Shares of RMB1.00 par value each, with the remaining RMB317,585,182.45 in net assets converted to capital reserves of our Company. The 23,193,825 Shares were issued to the then Shareholders of our Company in proportion to their capital contribution to our Company. Upon the completion of registration on May 8, 2025 our Company was converted into a joint stock company with limited liability.

Share Subdivision

Pursuant to the resolutions of our Shareholders passed on December 25, 2025, the Share Subdivision was conditionally approved, under which each Share with a par value of RMB1.00 in the share capital of our Company will be subdivided into ten Shares with a par value of RMB0.10 each. The Share Subdivision will take effect (1) upon us having obtained the requisite regulatory approvals in respect of the Share Subdivision and the [REDACTED], and (2) immediately prior to the completion of the [REDACTED]. Following the Share Subdivision, our registered capital will be RMB25,688,204, divided into 256,882,040 Shares, each with a par value of RMB0.10.

MAJOR ACQUISITIONS, DISPOSALS AND MERGERS

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

DETAILS OF THE PRE-[REDACTED] INVESTMENTS

Principal terms of the Pre-[REDACTED] Investments

Our Company concluded three rounds of Pre-[REDACTED] Investments with the Pre-[REDACTED] Investors. The following table summarizes the key terms of the Pre-[REDACTED] Investments to our Company made by the Pre-[REDACTED] Investors by way of subscription:

	Angel Round Financing[4]	**Series A Financing[6]**	**Series B Financing[7]**
Date of agreement	December 27, 2023	October 22, 2024 and January 7, 2025	October 23, 2025, October 24, 2025 and October 27, 2025
Last date of settlement	December 28, 2023	February 14, 2025	October 30, 2025
Amount of registered capital/Shares subscribed	RMB9,116,800	RMB4,077,025	RMB2,494,379
Amount of consideration paid for equity subscription	RMB19.12 million[5]	RMB277.25 million	RMB215.09 million
Approximate cost per Share[1]	RMB0.21	RMB6.8	RMB8.6
Discount to the [REDACTED][2]	[REDACTED]	[REDACTED]	[REDACTED]
Post money valuation of our Company[3]	RMB40 million	RMB1,577 million	RMB2,215 million
Basis of determination of the valuation and consideration	The valuation of our Group and consideration for the Pre-[REDACTED] Investments was determined based on arm's length negotiation between our Group and the Pre-[REDACTED] Investors taking into account (1) the industry's prospects for growth; (2) the Group's business operations and financial performance; and (3) the Group's capabilities, customer base, and development potential.		
Use of [REDACTED] and whether they have been fully utilized	We utilized the [REDACTED] for the development and operation of our principal business of our Group. As of the Latest Practicable Date, approximately 89.98% of the net [REDACTED] in cash from the Pre-[REDACTED] Investments had been utilized by our Group.		
Lock-up period	Subject to a lock-up period of 12 months following the [REDACTED] pursuant to the PRC Company Law.		

	Angel Round Financing[4]	Series A Financing[6]	Series B Financing[7]
Strategic benefits of the Pre-[REDACTED] Investments brought to our Group	Our Group would benefit from the additional capital injected by the Pre-[REDACTED] Investors in our Group, their business resources, knowledge and experience, potential business opportunities and benefits that may be provided by them, and their investments demonstrate their commitment and confidence in the business performance and operations, strengths and long-term prospects of our Group. Further, our non-executive Directors represent certain of our Pre-[REDACTED] Investors and they complement our executive Directors to support good corporate governance.		

The Company confirms that the Pre-[REDACTED] Investors in both Series A Financing and Series B Financing were independent of ZhongAn Technology. The Pre-[REDACTED] Investors in both Series A Financing and Series B Financing (i.e. excluding ZhongAn Technology) were introduced to the Company via: (1) personal connections of the Founders; (2) connections of other Pre-[REDACTED] Investors; and (3) certain financial intermediaries.

(1) The cost per Share paid by the Pre-[REDACTED] Investors was calculated based on the amount of investment made by the relevant Pre-[REDACTED] Investors and number of Shares acquired in each respective round of investment, as adjusted to reflect subsequent capital changes, the conversion of our Company from a limited liability company to a joint stock limited liability company on May 8, 2025 and the Share Subdivision.

(2) The discount to the [REDACTED] is calculated based on the foreign exchange rate as of the Latest Practicable Date and the assumption that the [REDACTED] is HK$[REDACTED] per H Share (being the [REDACTED] of the indicative [REDACTED] range).

(3) The post-money valuation of our Company equals the total consideration paid by the Pre-[REDACTED] Investors divided by the percentage of equity interests held of such investors immediately following their investments.

(4) The Pre-[REDACTED] Investor involved in the Angel Round Financing included ZhongAn Technology.

(5) The consideration composed RMB8.7 million in cash and RMB10.42 million in the form of intellectual property rights, including patents, copyrights and trademarks, which were valued by an independent valuer as of November 2023, with reference to the total registered assets of the Company. Such intellectual property rights have been embedded in our AI services capabilities, which we have leveraged in various AI solutions.

(6) The Pre-[REDACTED] Investors involved in the Series A Financing included Wuxi Zhenwei Emerging Industry Venture Capital Fund Partnership (Limited Partnership)* (無錫臻煒新興產業創業投資基金合夥企業(有限合夥)) ("**Wuxi Zhenwei**"), Luban Zhiyuan Shurong Equity Investment Fund (Jinan) Partnership (Limited Partnership)* (魯版致遠數融股權投資基金(濟南)合夥企業(有限合夥)) ("**Luban Zhiyuan**"), Wuxi Binzhong Emerging Industry Venture Capital Partnership (Limited Partnership)* (無錫彬眾創業投資合夥企業(有限合夥)) ("**Wuxi Binzhong**"), Huamin Caixin Phase I (Qingdao) Strategic Emerging Industry Venture Capital Fund Partnership (Limited Partnership)* (華民財欣一期(青島)戰略新興產業私募股權投資基金合夥企業(有限合夥)) ("**Huamin Caixin**"), Huamin Kechuang (Qingdao) Industry Investment Fund Partnership (Limited Partnership)* (華民科創(青島)產業基金合夥企業(有限合夥)) ("**Huamin Kechuang**") and Shenzhen Nanshan Zhanxin Investment Zhong'an Xinke Investment Partnership (Limited Partnership)* (深圳市南山戰新投眾安信科投資合夥企業(有限合夥)) ("**Nanshan Zhanxin**") (the "**Series A Financing**").

(7) The Pre-[REDACTED] Investors involved in the Series B Financing included Jiaxing Kai'an Venture Capital Partnership (Limited Partnership)* (嘉興鎧安創業投資合夥企業(有限合夥)) ("**Jiaxing Kaian**"), Wuhan Innovation and Development Investment Fund Partnership Enterprise (Limited Partnership)* (武漢創新發展投資基金合夥企業(有限合夥)) ("**Wuhan Innovation**"), Wuhan Wuchuang Yongying Enterprise Management Consulting Partnership Enterprise (Limited Partnership)* (武漢武創永盈企業管理諮詢合夥企業(有限合夥)) ("**Wuhan Yongying**"), Hubei Xiachuang Xinghuo Venture Capital Fund Partnership Enterprise (Limited Partnership)* (湖北夏創星火創業投資基金合夥企業(有限合夥)) ("**Hubei Xiachuang**"), Shenzhen Hongnian Investment Co., Ltd.* (深圳市泓年投資有限公司) ("**Shenzhen Hongnian**"), Wuxi Yicun Minyu Huixin Investment Fund Partnership Enterprise (Limited Partnership)* (無錫一村民裕惠新股權投資基金合夥企業(有限合夥)) ("**Wuxi Yicun**"), Wuxi Huicui Hengyihui High Tech Jinwutong Venture Capital Partnership (Limited Partnership)* (無錫惠萃恒益惠高新金梧桐創業投資合夥企業(有限合夥)) ("**Wuxi Huicui**"), Xingren (Hangzhou) Private Equity Investment Fund Partnership (Limited Partnership)* (星任(杭州)私募股權投資基金合夥企業(有限合夥)) ("**Xingren Hangzhou**"), Jiangsu Suhao Artificial Intelligence Application Innovation Industry Special Fund (Limited Partnership)* (江蘇蘇豪人工智能應用創新產業專項基金(有限合夥)) ("**Jiangsu Suhao**") and Beijing Dawan Huichuang Technology Co., Ltd.* (北京大灣輝創科技有限公司) ("**Beijing Dawan**") (the "**Series B Financing**").

Special rights granted to the Pre-[REDACTED] Investors

Pre-[REDACTED] Investors in both Series A Financing and Series B Financing were granted special rights by our Company including information rights, inspection rights, anti-dilution right, repurchase right, pre-emptive dividend right, priority right to liquidation, right to appoint directors and observers, right to be part of the shareholders' meetings and/or right of entitlement of same favorable terms offered to other investors by the Company and/or certain existing Shareholders. Such special rights were terminated in January and October 2025 respectively and all such special rights granted by our Company had been terminated as of October 30, 2025 pursuant to an agreement signed by all Pre-[REDACTED] Investors.

Joint Sponsors' Confirmation

The Joint Sponsors have confirmed that the Pre-[REDACTED] Investments are in compliance with Chapter 4.2 of the Guide for New Listing Applicants.

PRC LEGAL ADVISOR'S CONFIRMATION

As advised by our PRC Legal Advisor, our Company has made all necessary registrations or filings with the relevant local branch of SAMR in respect of the Pre-[REDACTED] Investments in all material respects, and the Pre-[REDACTED] Investments were conducted in compliance with the applicable PRC laws and regulations in all material respects.

Information regarding the Pre-[REDACTED] Investors

The background information of our Pre-[REDACTED] Investors is set out below. To the best of the Company's knowledge, information and belief, all the Pre-[REDACTED] Investors are independent third parties.

ZhongAn Technology

ZhongAn Technology is a limited liability company incorporated in the PRC on July 7, 2016 and is a wholly-owned subsidiary of ZhongAn Online. ZhongAn Online is a joint stock limited company with limited liability incorporated in the PRC on October 9, 2013, whose shares are listed on the Stock Exchange (stock code: 6060). ZhongAn Technology's operations primarily involve provision of routine I.T. services to ZhongAn Group, whereas ZhongAn Online is an Internet-based insurance company in the PRC.

Wuxi Zhenwei

Wuxi Zhenwei is a limited partnership established under the laws of the PRC on May 17, 2024 and its general partner is Shanghai Yicun Private Equity Fund Management Co., Ltd.* (上海一村私募基金管理有限公司) ("**Shanghai Yicun**"). As of the Latest Practicable Date, Shanghai Yicun held 1.0204% of Wuxi Zhenwei's partnership interest and the remaining partnership interest was held by two (2) limited partners. Shenzhen Zhonglian Business Co., Ltd.* (深圳眾聯商務有限公司) ("**Shenzhen Zhonglian**"), being the largest limited partner, held 78.5714% of Wuxi Zhenwei's partnership interest and the remaining limited partner does not hold more than 30% of its partnership interest.

Shanghai Yicun is held as to 99% by V Capital Co., Ltd.* (一村資本有限公司) ("**V Capital**"), which is in turn held as to approximately 41.92% by Wuxi Guolian Industrial Investment Private Equity Fund Management Co., Ltd. (無錫國聯產業投資私募基金管理有限公司) ("**Guolian Industrial**") and approximately 40.92% by Jiangxi Huaxicun Co., Ltd. (江蘇華西村股份有限公司) ("**Jiangsu Huaxicun**"). Jiangsu Huaxicun is a company listed on the Shenzhen Stock Exchange (stock code: 000936). Guolian Industrial is held as to 55% by Wuxi Innovation Investment Group Co., Ltd. (無錫市創新投資集團有限公司) ("**Wuxi Innovation**") and 30% by Wuxi Guolian Industrial Investment Group Co., Ltd. (無錫國聯實業投資集團有限公司) ("**Wuxi Guolian Investment**"). Wuxi Innovation is held as to 73% by Wuxi Guofa Capital Operation Co., Ltd.* (無錫市國發資本運營有限公司) ("**Wuxi Guofa**"), a wholly-owned subsidiary of State-owned Assets Supervision and

Administration Commission of Wuxi Municipal People's Government (無錫市人民政府國有資產監督管理委員會) ("**Wuxi SASAC**"). Wuxi Guolian Investment is wholly owned by Wuxi Guolian Development (Group) Co., Ltd.* (無錫市國聯發展(集團)有限公司), which is held as to approximately 59.13% by Wuxi SASAC and approximately 34.42% by Wuxi Guofa.

Shenzhen Zhonglian is wholly owned by Shenzhen Zhonglian Non Financing Guarantee Co., Ltd.* (深圳眾聯非融資性擔保有限公司), which is in turn wholly owned by Mr. Zhang Weidong (張偉東), who is Shenzhen Zhonglian's director and general manager. He is also an independent third party of our Company.

Wuxi Binzhong

Wuxi Binzhong is a limited partnership established under the laws of the PRC on October 18, 2024 and its general partner is Shanghai Zibin Investment Management Co., Ltd.* (上海子彬投資管理有限公司) ("**Shanghai Zibin**"), a hedge fund manager, which is held as to 52.75% by Mr. Fan Huizhong (范惠眾) and as to 47.25% by three (3) other shareholders with none of them holding more than 30.00% equity interest. Mr. Fan Huizhong (范惠眾) is an independent third party of our Company. He is the founder of Shanghai BinFu Investment Management Partnership (Limited Partnership) (上海彬複投資管理合夥企業(有限合夥)) as well as the executive director and general manager of Shanghai Zibin.

As of the Latest Practicable Date, Shanghai Zibin held 0.0357% of Wuxi Binzhong's partnership interest and the remaining partnership interest is held by three (3) limited partners. Two of the limited partners held more than 30% of Wuxi Binzhong's partnership interest, including Shanghai Putuo Industrial Guidance Investment Co., Ltd.* (上海普陀產業引導投資有限公司) ("**SPIGI**") which held approximately 42.8418% and Shanghai Binfu Qingyun Venture Capital Partnership (Limited Partnership)* (上海彬複卿雲創業投資合夥企業(有限合夥)) ("**SBQV**") which held approximately 35.7015%. The remaining limited partner does not hold more than 30% of its partnership interest.

SPIGI is wholly held by Shanghai Municipal Finance Bureau of Putuo District (上海市普陀區財政局). SBQV's general partner is Shanghai Zibin, which held 1.00% of its partnership interest and the remaining partnership interest is held by five (5) limited partners. Its largest limited partner is Changzhou Binfuqing Cloud Entrepreneurship Investment Partnership Enterprise (Limited Partnership)* 常州彬複卿雲創業投資合夥企業(有限合夥) ("**Changzhou Binfuqing**") which held 69.40%. The remaining limited partners do not hold more than 30% of its partnership interest. Changzhou Binfuqing's general partner is Changzhou Zibin Enterprise Management Co., Ltd.* (常州子彬企業管理有限公司) ("**Changzhou Zibin**"), which held 1.01% of its partnership interest. None of its remaining seven (7) limited partners held more than 30% of its partnership interest. Changzhou Zibin is in turn wholly held by Shanghai Zibin.

Huamin Caixin

Huamin Caixin is a limited partnership established under the laws of the PRC on August 6, 2021 and its general partner is Huamin Equity Investment Fund Management (Shenzhen) Co., Ltd.* (華民股權投資基金管理(深圳)有限公司) ("**Huamin Equity**").

As of the Latest Practicable Date, Huamin Equity held 0.01% of Huamin Caixin's partnership interest and the remaining partnership interest is held by two (2) limited partners. The largest limited partner, Shandong Province Caixin Investment Co., Ltd.* (山東省財欣投資有限公司) ("**Shangdong Caixin**"), held 90.00% of Huamin Caixin's partnership interest and the remaining limited partner does not hold more than 30% of its partnership interest.

Huamin Equity is held as to 45% by Shenzhen Huaixin Enterprise Investment Consulting Co., Ltd.* (深圳懷新企業投資顧問股份有限公司) ("**Shenzhen Huaixin**") and 40% by Changcheng Kewen Capital Management Co., Ltd.* (長城科文資本管理有限公司) ("**Changcheng Kewen**"). The remaining shareholder does not hold more than 30%. Shenzhen Huaixin is in turn held as to 70% by Shenzhen Securities Times Co., Ltd.* (深圳證券時報社有限公司) ("**Shenzhen Securities Times**") and 30% by

Shenzhen Security Newspaper Media Co., Ltd.* (深圳證券時報傳媒有限公司) ("**Shenzhen Security Newspaper**"). Shenzhen Securities Times is held wholly by People' Daily 人民日報社, a public institution directly under the Central Committee of the Communist Party of China. Shenzhen Security Newspaper is wholly held by Shenzhen Securities Times. Changcheng Kewan is held as to 99% by Mr. Cui Bin (崔斌). Mr. Cui Bin is the controlling shareholder of Great Wall Ke Wen Capital Management Co., Ltd. (長城科文資本管理有限公司). He is also a director and general manager of Huamin Equity. He is also an independent third party of our Company.

Shangdong Caixin is wholly owned by Shandong Caixin Asset Operation Co., Ltd.* (山東省財欣資產運營有限公司), which is in turn wholly held by the Department of Finance of Shandong Province (山東省財政廳).

Huamin Kechuang

Huamin Kechuang is a limited partnership established under the laws of the PRC on June 3, 2020 and its general partner is Huamin Equity.

As of the Latest Practicable Date, Huamin Equity held approximately 0.1988% of Huamin Kechuang's partnership interest and the remaining partnership interest is held by the only limited partner, Shandong Dongneng Jiachi Industrial Investment Fund Partnership Enterprise (Limited Partnership)* (山東動能嘉弛產業投資基金合夥企業(有限合夥)) ("**Shangdong Jiachi**"), which held approximately 99.8012%. Shangdong Jiachi is an independent third party of our Company.

Shangdong Jiachi's general partner is Shandong New Energy Private Equity Fund Management Co., Ltd.* (山東省新動能私募基金管理有限公司) ("**Shandong New Energy PE**"), which held 0.05% of its partnership interest and the remaining partnership interest is held by two (2) limited partners. Shangdong Jiachi's largest limited partner is Shandong New Kinetic Energy Investment Management Co., Ltd.* (山東省新動能資本管理有限公司) ("**Shandong New Kinetic**") which held 52.52% and the remaining limited partner is Shandong New Energy Capital Management Co., Ltd.* (山東省新動能投資管理有限公司) ("**Shandong New Energy Capital**"), which held 47.43%.

Shandong New Energy PE is wholly held by Shandong New Kinetic. Shangdong New Kinetic and Shandong New Energy Capital are both wholly held by Shandong New Kinetic Energy Fund Management Co., Ltd.* (山東省新動能基金管理有限公司) ("**Shandong New Kinetic Energy Fund Management**"). Shandong New Kinetic Energy Fund Management is in turn wholly held by Shandong Caijin Investment Co., Ltd. (山東省財金投資集團有限公司). Shandong Caijin Investment Co., Ltd. is held as to 92.03% by the Department of Finance of Shandong Province (山東省財政廳).

Nanshan Zhanxin

Nanshan Zhanxin is a limited partnership established under the laws of the PRC on December 26, 2024 and its general partner is Shenzhen Nanshan Huirong Equity Investment Management Co., Ltd.* (深圳南山匯融股權投資管理有限公司) ("**Shenzhen Nanshan**").

As of the Latest Practicable Date, Shenzhen Nanshan held 1.00% of Nanshan Zhanxin's partnership interest and the remaining partnership interest is held by the only limited partner, Shenzhen Nanshan Strategic Emerging Industries Investment Co., Ltd.* (深圳市南山戰略新興產業投資有限公司) ("**SNSEI**"), which held 99.00%.

Shenzhen Nanshan is wholly held by SNSEI. SNSEI is an independent third party of our Company and is in turn wholly held by Shenzhen Nanshan District State-owned Assets Supervision and Administration Bureau (深圳市南山區國有資產監督管理局).

Luban Zhiyuan

Luban Zhiyuan is a limited partnership established under the laws of the PRC on August 31, 2023 and its general partner is Huamin Equity.

As of the Latest Practicable Date, Huamin Equity held 1.00% of Luban Zhiyuan's partnership interest and the remaining partnership interest is held by five (5) limited partners. The largest limited partner, Shandong Publishing & Media Co., Ltd.* (山東出版傳媒股份有限公司) ("**Shandong Publishing**"), a company incorporated in the PRC and listed on the Shanghai Stock Exchange (stock code: 601019), held 40.00% of Luban Zhiyuan's partnership interest and the four (4) other limited partners do not hold more than 30%.

Jiaxing Kaian

Jiaxing Kaian is a limited partnership established under the laws of the PRC on September 5, 2025 and its general partner is Hangzhou Huazhi Rongke Investment Management Co., Ltd.* (杭州華智融科投資管理有限公司) ("**Hangzhou Huazhi**").

As of the Latest Practicable Date, Hangzhou Huazhi held 7.69% of Jiaxing Kaian's partnership interest and the remaining partnership interest is held by seven (7) limited partners. The largest limited parter, Mr. Xu Minhua (徐敏華), held as to 51.28% of Jiaxing Kaian's partnership interests and the remaining limited partners do not hold more than 30% of its partnership interest. Mr. Xu Minhua (徐敏華) is an high net wealth individual and is an independent third party of our Company.

Hangzhou Huazhi is in turn held by nine (9) shareholders, none of which holding more than 30% of its shareholding.

Wuhan Innovation

Wuhan Innovation is a limited partnership established under the laws of the PRC on September 19, 2023 and its general partner is Wuhan Wuchuang Capital Private Equity Investment Fund Management Co., Ltd. (武漢武創資本私募股權投資基金管理有限公司) ("**Wuhan Wuchuang**").

As of the Latest Practicable Date, Wuhan Wuchuang held 1.18% of Wuhan Innovation's partnership interest and the remaining partnership interest is held by five (5) limited partners. The largest limited parter, Wuhan Guochuang Innovation Investment Co., Ltd.* (武漢國創創新投資有限公司) ("**Wuhan Guochuang**") is an independent third party of our Company and held as to 34.32% of Wuhan Innovation's partnership interests and the remaining limited partners do not hold more than 30% of its partnership interest.

Wuhan Wuchuang and Wuhan Guochuang are both wholly owned by Wuhan Innovation Investment Group Co., Ltd. (武漢創新投資集團有限公司), which is wholly owned by Wuhan State-owned Capital Investment and Operation Group Co., Ltd.* (武漢國有資本投資運營集團有限公司) ("**Wuhan Capital Investment**"). Wuhan Capital Investment is held as to 98.62% by Wuhan Industrial Investment Holding Group Co., Ltd.* (武漢產業投資控股集團有限公司), which is wholly owned by the State-owned Assets Supervision and Administration Commission of Wuhan Municipal People's Government* (武漢市人民政府國有資產監督管理委員會).

Wuhan Yongying

Wuhan Yongying is a limited partnership established under the laws of the PRC on September 15, 2025 and its general partner is Mr. Tian Hongyu (田宏宇), who is the head of the investment department of Wuchuang Yongying and an independent third party of our Company. As of the Latest Practicable Date, Mr. Tian Hongyu held 20% of Wuhan Yongying's partnership interest and the remaining partnership interest is held by four (4) limited partners, none of which holding more than 30% of its shareholding.

Hubei Xiachuang

Hubei Xiachuang is a limited partnership established under the laws of the PRC on November 21, 2022 and its general partner is Hubei Xiachuang Venture Capital Management Co., Ltd. (湖北夏創創業投資管理有限公司) ("**Hubei VC**").

As of the Latest Practicable Date, Hubei VC held 0.0667% of Hubei Xiachuang's partnership interest and the remaining partnership interest is held by two (2) limited partners. The largest limited parter, Wuhan Jiangxia Technology Investment Group Co., Ltd.* (武漢市江夏科技投資集團有限公司) ("**Wuhan Jiangxia**"), is an independent third party of the Company, and held as to 99.8667% of Hubei Xiachuang's partnership interests and the remaining limited partner does not hold more than 30% of its partnership interest.

Hubei VC is wholly owned by Wuhan Jiangxia, which is in turn wholly owned by the Jiangxia District Finance Bureau, Wuhan City* (武漢市江夏區財政局).

Shenzhen Hongnian

Shenzhen Hongnian is a limited liability company established under the laws of the PRC on September 12, 2025. It is wholly owned by Ms. Ruan Juanjuan (阮娟娟), who is a high-net-worth individual and an independent third party of our Company.

Wuxi Yicun

Wuxi Yicun is a limited partnership established under the laws of the PRC on April 11, 2025 and its general partner is Shanghai Yicun.

As of the Latest Practicable Date, Shanghai Yicun held 0.5% of Wuxi Yicun's partnership interest and the remaining partnership interest is held by four (4) limited partners. The largest limited parter, Minsheng Securities Investment Co., Ltd.* (民生證券投資有限公司) ("**Minsheng Securities**"), held as to 50% of Wuxi Yicun's partnership interests and the remaining limited partners, which includes Wuxi VC (as defined below), do not hold more than 30% of its partnership interest.

Minsheng Securities is wholly owned by Minsheng Securities Co., Ltd.* (民生證券股份有限公司), which is in turn held as to 99.98% by Guolian Minsheng Securities Co., Ltd.* (國聯民生證券股份有限公司) ("**Guolian Minsheng**"). Guolian Minsheng is an independent third party of the Company, and is listed on the Stock Exchange (stock code: 1456) and on the Shanghai Stock Exchange (stock code: 601456).

Wuxi Huicui

Wuxi Huicui is a limited partnership established under the laws of the PRC on August 17, 2022 and its general partner is Wuxi Huicui Hengyi Private Fund Management Co., Ltd.* (無錫惠萃恒益私募基金管理有限公司) ("**Wuxi Private Fund**").

As of the Latest Practicable Date, Wuxi Private Fund held 0.0033% of Wuxi Huicui's partnership interest and the remaining partnership interest is held by Wuxi Huicui Hengyi Huixin Venture Capital Partnership Enterprise (Limited Partnership)* (無錫惠萃恒益惠新創業投資合夥企業(有限合夥)) ("**Wuxi VC**"), the largest limited partner, which holds 99.9967% of Wuxi Huicui's partnership interest. Wuxi VC is an independent third party of the Company.

Wuxi Private Fund is held as to 80% by Wuxi Huicui Hengyi Management Consulting Co., Ltd.* (無錫惠萃恒益管理諮詢有限公司), which is held by Mr. Pu Jiong (浦炯). Mr. Pu Jiong is an independent third party of our Company. He is the sole shareholder, executive director and general manager of Wuxi Huicui Hengyi Management Consulting Co., Ltd.* (無錫惠萃恒益管理諮詢有限公司).

Wuxi VC's general partner is Wuxi Private Fund, which held 0.0003% of its partnership interest. Its remaining partnership interest is held by two limited partners, Wuxi Huimao Investment Co., Ltd.* (無錫惠茂投資有限公司) ("**Wuxi Huimao**"), which holds 50% of Wuxi VC's partnership interest, and Wuxi Huiyun Investment Co., Ltd.* (無錫惠運投資有限公司) ("**Wuxi Huiyun**"), which holds 49.9997% of its partnership interest. Both Wuxi Huimao and Wui Huiyun are in turn wholly owned by Wuxi Huixi High-Tech Industrial Development Co., Ltd.* (無錫惠西高新技術產業發展有

限公司), which is in turn wholly owned by Wuxi Huishan High-Tech Industrial Development Zone Development and Construction Co., Ltd.* (無錫惠山高新技術產業開發區開發建設有限公司) ("**Huishan High-Tech**"). Huishan High-Tech is held as to 55.56% by Wuxi Huishan District State-Owned Enterprise Reform and Development Service Centre* (無錫市惠山區國企改革發展服務中心) and 44.44% by Wuxi Luoshe Asset Investment and Management Co., Ltd.* (無錫洛社資產投資經營有限公司) ("**Wuxi Luoshe**"). Wuxi Luoshe is in turn held by Wuxi Huiluo Investment Development Co., Ltd. (無錫惠洛投資發展有限公司), which is held as to 80% by Huishan High-Tech.

Xingren Hangzhou

Xingren Hangzhou is a limited partnership established under the laws of the PRC on July 15, 2025 and its general partner is Yadong Xingshang Changge Venture Capital Co., Ltd.* (亞東星尚長歌創業投資有限公司) ("**Yadong Xingshang**").

As of the Latest Practicable Date, Yadong Xingshang held 0.9901% of Xingren Hangzhou's partnership interest and the remaining partnership interest is held by Guoren Property Insurance Co., Ltd. (國任財產保險股份有限公司) ("**Guoren Property**"), which is an independent third party of the Company and the largest limited partner, which holds 99.0099% of Xingren Hangzhou's partnership interest.

Yadong Xingshang is wholly owned by Shanghai Fosun Fortune Investment Management Co., Ltd.* (上海復星創富投資管理股份有限公司) ("**Fosun Fortune**"), which is in turn held as to 99.1% by Shanghai Fosun Fortune Industrial Investment Co., Ltd.* (上海復星產業投資有限公司) ("**Fosun Industrial**"). Fosun Industrial is wholly owned by Shanghai Fosun High Technology (Group) Co., Ltd.* (上海復星高科技(集團)有限公司), which is in turn wholly owned by Fosun International Limited (復星國際有限公司) ("**Fosun International**"), a company incorporated in Hong Kong and listed on the Stock Exchange (stock code: 656).

Guoren Property is held as to 41% by Shenzhen Investment Holdings Co., Ltd.* (深圳市投資控股有限公司) ("**Shenzhen Investment**"). The other shareholders do not hold more than 30% shareholding of Guoren Property. Shenzhen Investment is in turn held wholly by Shenzhen Municipal People's Government State-owned Assets Supervision and Administration Commission* (深圳市人民政府國有資產監督管理委員會).

Jiangsu Suhao

Jiangsu Suhao is a limited partnership established under the laws of the PRC on March 17, 2025 and its general partner is Jiangsu Suhao Investment Group Co., Ltd.* (江蘇蘇豪投資集團有限公司) ("**Jiangsu Investment**").

As of the Latest Practicable Date, Jiangsu Investment held 1.0% of Jiangsu Suhao's partnership interest and the remaining partnership interest is held by four (4) limited partners. The largest limited parter, Jiangsu Suhao Holding Group Co., Ltd.* (江蘇省蘇豪控股集團有限公司) ("**Jiangsu Holding**"), which is an independent third party of our Company and held as to 49% of Jiangsu Suhao's partnership interests and the remaining limited partners do not hold more than 30% of its partnership interest.

Jiangsu Investment is wholly owned by Jiangsu Holding, which is in turn wholly owned by Jiangsu Provincial People's Government (江蘇省人民政府).

Beijing Dawan

Beijing Dawan is a limited liability company under the laws of the PRC on October 11, 2025. Its sole shareholder is Mr. Liu Hui (劉輝), who is a high-net-worth individual and an independent third party of our Company.

REASONS FOR THE [REDACTED]

Our Company is seeking a [REDACTED] of its H Shares on the Stock Exchange in order to provide further capital for the development and expansion of our Company's business, to strengthen our Company's working capital and to further raise our business profile and national presence. For further details of our future plans, see "Future Plans and Use of [REDACTED]."

CAPITALIZATION OF OUR COMPANY

The table below sets out the capitalization of our Company as of the Latest Practicable Date and immediately upon the completion of the Share Subdivision and the [REDACTED] (assuming that the [REDACTED] is not exercised):

	As of the Latest Practicable Date		Upon completion of the Share Subdivision and the [REDACTED] (assuming the [REDACTED] is not exercised)		
Shareholder	**Number of Unlisted Shares**	**Approximate ownership percentage in total issued share capital**	**Number of H Shares**	**Approximate ownership percentage in H Shares**	**Approximate ownership percentage in total issued share capital**
Zhongxing Youmi	10,000,000	38.93%	[REDACTED]	[REDACTED]	[REDACTED]
ZhongAn Technology	9,116,800	35.49%	[REDACTED]	[REDACTED]	[REDACTED]
Wuxi Zhenwei	1,528,508	5.95%	[REDACTED]	[REDACTED]	[REDACTED]
Nanshan Zhanxin	1,470,523	5.72%	[REDACTED]	[REDACTED]	[REDACTED]
Wuhan Innovation	579,846	2.26%	[REDACTED]	[REDACTED]	[REDACTED]
Luban Zhiyuan[#]	441,157	1.72%	[REDACTED]	[REDACTED]	[REDACTED]
Jiaxing Kaian	427,230	1.66%	[REDACTED]	[REDACTED]	[REDACTED]
Wuxi Binzhong	400,718	1.56%	[REDACTED]	[REDACTED]	[REDACTED]
Hubei Xiachuang	347,907	1.35%	[REDACTED]	[REDACTED]	[REDACTED]
Jiangsu Suhao	347,907	1.35%	[REDACTED]	[REDACTED]	[REDACTED]
Shenzhen Hongnian	231,938	0.90%	[REDACTED]	[REDACTED]	[REDACTED]
Wuxi Yicun	231,938	0.90%	[REDACTED]	[REDACTED]	[REDACTED]
Huamin Caixin[#]	205,873	0.80%	[REDACTED]	[REDACTED]	[REDACTED]
Wuxi Huicui	115,969	0.45%	[REDACTED]	[REDACTED]	[REDACTED]
Xingren Hangzhou	115,969	0.45%	[REDACTED]	[REDACTED]	[REDACTED]
Huamin Kechuang[#]	88,231	0.34%	[REDACTED]	[REDACTED]	[REDACTED]
Beijing Dawan	34,791	0.14%	[REDACTED]	[REDACTED]	[REDACTED]
Wuhan Wuchuang	2,899	0.01%	[REDACTED]	[REDACTED]	[REDACTED]
Other shareholders participating in the [REDACTED]	—	—	[REDACTED]	[REDACTED]	[REDACTED]
Total	25,688,204	100.00%	[REDACTED]	[REDACTED]	[REDACTED]

Notes:

[#] Each of Luban Zhiyuan, Huamin Caixin and Huamin Kechuang is managed by Huamin Equity as general partner. These entities in aggregate held 2.86% of the total issued Shares as at the Latest Practicable Date, and are expected to hold in aggregate [REDACTED] of each of our total issued H Shares and total issued Shares upon completion of the Share Subdivision and the [REDACTED] (assuming the [REDACTED] is not exercised).

PUBLIC FLOAT

Rule 8.08 of the Listing Rules requires that there must be an open market in the securities for which listing is sought. This will normally mean that for a class of securities new to listing, at least a minimum prescribed percentage of that class of securities must be held by the public at the time of listing. Where the expected market value of the class of securities at the time of listing is not exceeding HK$6,000,000,000, the minimum prescribed percentage is determined at 25%. Assuming that the [REDACTED] is not exercised, based on an [REDACTED] of (i) HK$[REDACTED] per Share (being the [REDACTED] of the indicative [REDACTED] range), the [REDACTED] of our Shares immediately upon [REDACTED] is expected to be HK$[REDACTED] million; (ii) HK$[REDACTED] per Share (being the [REDACTED] of the indicative [REDACTED] range), the [REDACTED] of our Shares immediately upon [REDACTED] is expected to be HK$[REDACTED] million; and (iii) HK$[REDACTED] per Share (being the [REDACTED] of the indicative [REDACTED] range), the [REDACTED] of our Shares immediately upon [REDACTED] is expected to be HK$[REDACTED] million. Accordingly, at least 25% of the total number of issued shares must be held by public upon [REDACTED] (based on the [REDACTED] and [REDACTED] of the indicative [REDACTED] range).

Immediately upon completion of the Share Subdivision and the [REDACTED], (i) a total of [REDACTED] H Shares held by our core connected persons, including Zhongxing Youmi and ZhongAn Technology, will not be counted towards the public float of the Company, representing approximately [REDACTED] of our total issued Shares upon [REDACTED] (assuming the [REDACTED] is not exercised). A total of [REDACTED] H Shares converted from the Unlisted Shares and will be held by our Shareholders who are not our core connected persons (nor are accustomed to take instructions from core connected persons of the Company in relation to the acquisition, disposal, voting or other disposition of their shares, and their acquisition of shares were not financed directly or indirectly by core connected persons of the Company) and the [REDACTED] H Shares to be issued pursuant to the [REDACTED] (assuming the [REDACTED] is not exercised) will count towards public float of the Company, which represents approximately [REDACTED] of our total issued Shares upon [REDACTED]. The public float of our Company immediately upon completion of the [REDACTED] is higher than the prescribed percentage of Shares required to be held in public hands under Rule 8.08(1) of the Listing Rules, thereby satisfying Rule 8.08(1) of the Listing Rules.

[REDACTED]

[REDACTED]

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

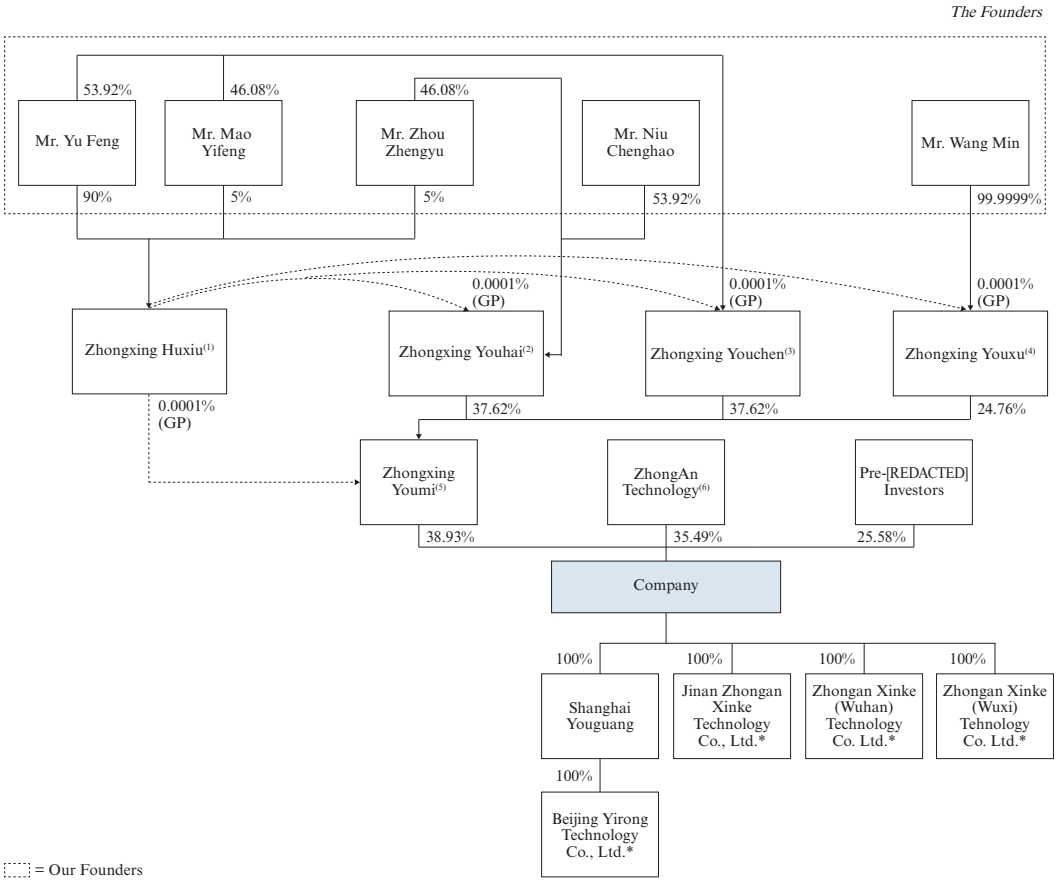
[REDACTED]

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

OUR SHAREHOLDING AND CORPORATE STRUCTURE

Shareholding and Corporate Structure Immediately before the Completion of the [REDACTED]

The following chart illustrates our simplified shareholding and corporate structure as of the Latest Practicable Date and immediately prior to the completion of the Share Subdivision and the [REDACTED]:



Notes:

(1) Zhongxing Huxiu is a limited liability company and the general partner of Zhongxing Youmi. Its largest shareholder is Mr. Yu Feng, who held 90% of its shareholding interest.

Mr. Yu Feng is our executive Director.

(2) Zhongxing Youhai is a limited partnership whose general partner is Zhongxing Huxiu. Mr. Niu Chenghao and Mr. Zhou Zhengyu are the limited partners of Zhongxing Youhai, holding approximately 53.92% and 46.08% partnership interests in Zhongxing Youhai, respectively.

Mr. Zhou Zhengyu is our executive Director.

(3) Zhongxing Youchen is a limited partnership and a limited partner of Zhongxing Youmi, holding approximately 37.62% partnership interest in Zhongxing Youmi.

Zhongxing Youchen is a limited partnership whose general partner is Zhongxing Huxiu. Mr. Yu Feng and Mr. Mao Yifeng are limited partners of Zhongxing Youchen, holding approximately 53.92% and 46.08% partnership interests in Zhongxing Youchen, respectively.

Each of Mr. Yu Feng and Mr. Mao Yifeng is our executive Director.

(4) Mr. Wang Min is the limited partner who holds approximately 99.99% partnership interests in Zhongxing Youxu, a limited partnership whose general partner is Zhongxing Huxiu.

Mr. Wang Min is our non-executive Director and the chairman of the board.

(5) See "— Corporate Development and Major Shareholding Changes — Equity Transfer in December 2023" above.

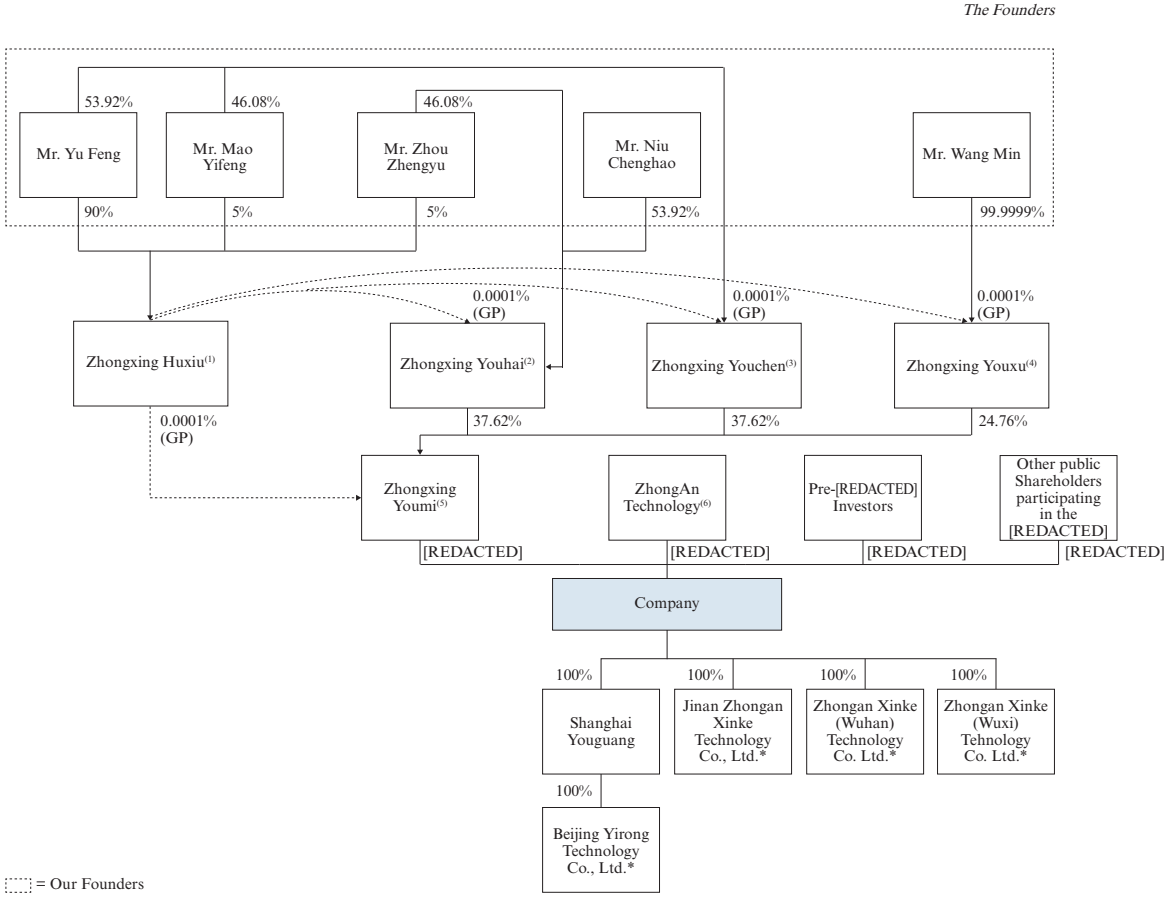
(6) See "— Corporate Development and Major Shareholding Changes — Investment by ZhongAn Technology in December 2023" above.

(7) See "— Details of the Pre-[REDACTED] Investments — Information regarding the Pre-[REDACTED] Investors" above.

(8) See "— Details of the Pre-[REDACTED] Investments — Information regarding the Pre-[REDACTED] Investors" above.

Shareholding and Corporate Structure upon Completion of the Share Subdivision and the [REDACTED]

The following chart illustrates our simplified shareholding and corporate structure immediately following the completion of the Share Subdivision and the [REDACTED], assuming the [REDACTED] is not exercised:



BUSINESS

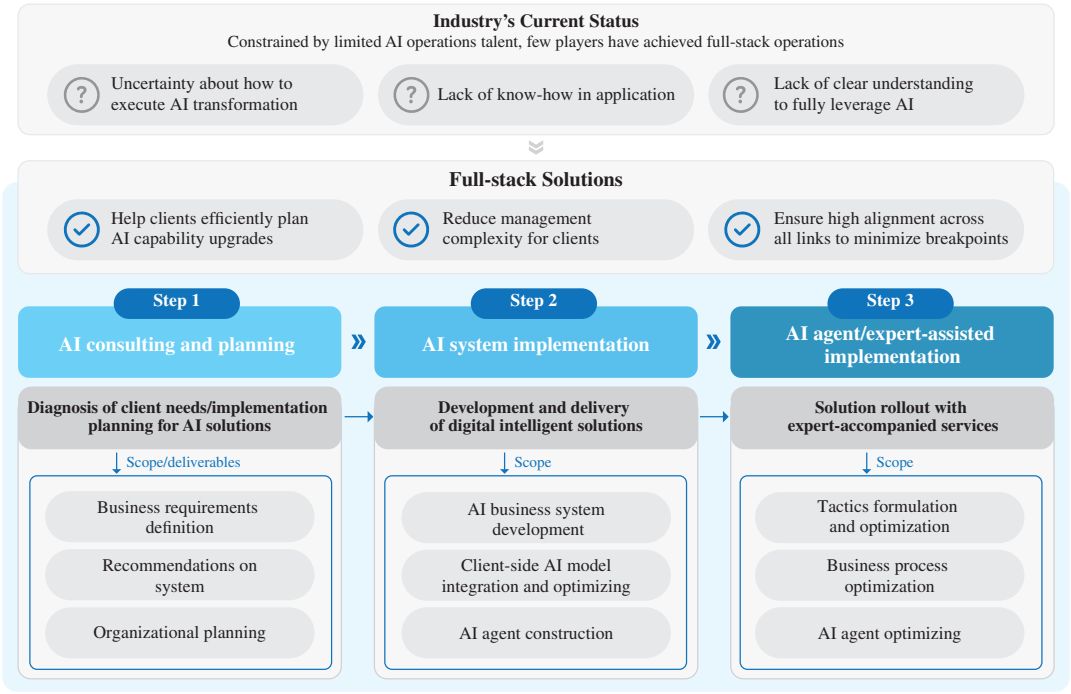
OVERVIEW

We are an AI solutions provider focusing on intelligent marketing and intelligent operations management solutions for enterprises. According to Frost & Sullivan, in terms of revenue in 2025, we rank among the top 20 out of nearly 1,000 enterprise-grade AI solutions providers, and rank fourth amongst enterprise-grade AI solutions providers equipped with vertical large model capabilities in China. We work with corporate clients across various industries including financial services, information technology, retail and others. On the marketing side, we help clients acquire, manage and retain customers more effectively, and drive repeat purchases and upselling opportunities within their existing customer base. On the operations management side, we support clients in executing and managing core business operations, including automated analysis of operational data and report generation, customer service, execution of business processes and monitoring and analysis of operational risks.

Our technological innovation and commercialization strengths have also been recognized by industry authorities. In 2025, we were listed in the MIIT's AI Agent Industry Landscape 1.0 and named as WEMONEY's Annual Pioneer in Technology Innovation. We were also recognized in China AI Application Commercial Potential Rankings 2024.

Our solutions include tailor-made and/or standard modules that can be installed onto our clients' own IT-backbone.

Below is an illustration of our business model and solutions:



Our technical capabilities allow us to provide solutions to our clients — from initial diagnosis and planning through to implementation and ongoing support. After implementation, we stay involved to observe the performance and make necessary modifications to ensure delivery of practical results.

Our solutions combine industry knowledge accumulated through close collaboration with clients over the years with our technical capabilities. Since our inception, we have built ongoing relationships with many of our clients, supporting them as they expand their use of AI across different parts of their business. We believe our hands-on approach and track record of delivering practical results position us well to continue growing in the enterprise-grade AI solutions market.

Our client base has grown steadily over the Track Record Period. The cumulative number of clients we had served grew from 88 as of December 31, 2023 to 241 as of December 31, 2024, and further expanded to 361 as of December 31, 2025, representing a CAGR of 102.5%, and further increased to 409 as of May 31, 2026. Many clients have expanded their use of our solutions over time, taking on additional functions and scenarios, which reflects the practical value our solutions deliver.

OUR STRENGTHS

We believe the following strengths position us well to thrive and capitalize on future opportunities in the enterprise-grade AI solutions market:

We are an enterprise-grade intelligent marketing and intelligent operations management AI solutions provider with strong growth potential

We are an enterprise-grade AI solutions provider focusing on providing intelligent marketing and intelligent operations management solutions. According to Frost & Sullivan, in terms of revenue in 2025, we were ranked fourth amongst enterprise-grade AI solutions providers equipped with vertical large model capabilities[(Note)] in China. Our technological innovation and commercialization strengths have also been recognized by industry authorities. In 2025, we were listed in the MIIT's AI Agent Industry Landscape 1.0 and named as WEMONEY's Annual Pioneer in Technology Innovation. We were also recognized in China AI Application Commercial Potential Rankings 2024.

Our market position is rooted in our ability to effectively deliver intelligent marketing and intelligent operations management solutions with tangible results. Such ability is pillared by our wealth of industry knowledge and a robust technical foundation. Our industry expertise has been strengthened by our in-depth knowledge of the industries we serve, built upon our Founders' extensive prior experience. According to Frost & Sullivan, we were among the first enterprise-grade AI solutions providers to apply AI technologies to financial services. As a result of our experience in serving highly regulated industries, we have accumulated proprietary knowledge across end-to-end business processes, along with extensive business insights, industry-specific knowledge, and proven implementation methodologies. We embed our strong knowledge base with a solutions architecture that covers both fundamental AI and agent delivery capabilities, forming a platform-based model that effectively reduce traditional operational silos and pain points. Our solutions architecture enables us to provide comprehensive solutions to our clients spanning foundational digitalization, mid-layer AI applications, and business scenario implementation. By enhancing operational efficiency and driving revenue growth, we empower our clients' business development and concurrently create value for partners within their ecosystem. In turn, this win-win scenario engined our growth and helped us build a diverse and growing customer base.

Benefiting from our established market presence and favorable industry trends, our business has achieved rapid growth. For further details of the industry trends, please see "Industry Overview" in this Document". Our revenue increased by 36.6% from RMB225.9 million in 2023 to RMB308.5 million in 2024, and increased by 54.6% from RMB308.5 million to RMB477.1 million in 2025, and increased by 62.7% from RMB122.5 million for the five months ended May 31, 2025 to RMB199.3 million for the five months ended May 31, 2026. Our net profit increased by 229.6% from RMB10.1 million in 2023 to RMB33.2 million in 2024, and increased by 17.6% from RMB33.2 million in 2024 to RMB39.1 million in 2025, and we recorded a net profit of RMB4.2 million for the five months ended May 31, 2026, as compared to a net loss of RMB9.0 million for the five months ended May 31, 2025. Moreover, according to Frost & Sullivan, the enterprise-grade AI solutions market is expected to grow rapidly at a CAGR of 42.7% between 2025 and 2029, with the market size reaching RMB278.0 billion by 2029. In particular, the market for enterprise-grade AI solutions equipped with vertical capabilities in China reached RMB5.0 billion in 2024, representing 10.6% of China's overall enterprise-grade AI solution market.

Note: According to Frost & Sullivan, "vertical large model capabilities" is an industry term referring to the ability to efficiently access and utilize proprietary datasets and knowledge systems specific to segmented industries and conduct in-depth data governance.

Comprehensive and scalable solutions that meet clients' diverse-scenario needs

We have delivered intelligent, digital, and diversified solutions characterized by modularity, scalability, and commercial viability. Our solutions address the broad spectrum of client business scenarios, from the initial stage of assisting clients in clarifying business needs to the deployment and ongoing enhancement of AI-driven workflows. As of the Latest Practicable Date, we have 1,200+ AI agents and 50+ AI Super Assistants, which support a wide range of enterprise use cases. We deploy these agents to deliver solutions for specific marketing and operations management scenarios for clients. Our intelligent marketing solutions cover the key customer engagement cycle, including data integration, user insight, automated strategy development, multi-channel engagement and performance analytics to drive user growth and revenue. Our intelligent operations management solutions enhance management and operational efficiency in decision making, business administration, R&D and risk management, optimizing workflows across key business functions such as business management, financial operations, R&D, and compliance. Unlike many entities that offer narrow solutions that leave clients to bridge the gaps, our integrated approach converts fragmented processes into unified AI-driven systems. For further details, please see the section headed "— Our Solutions".

Our solutions are scalable because they are built on modular architecture and reusable technical assets, enabling rapid configuration of key components to meet diverse client needs. This modular architecture is designed with a decoupled structure, allowing core capabilities to operate independently from scenario-specific applications and be deployed, extended or upgraded without disrupting existing systems. The strength of our solutions is in combining experience accumulation with flexible configuration. We transform tacit expert knowledge into structured CoT and SoPs, forming a unique "standardized expertise" capability that enables swift adaptation to new use cases through minimal technical optimizing. Our modular design also allows for plug-and-play integration with existing systems, reducing implementation time and cost while supporting scalable, incremental upgrades across both small and medium size enterprises and large corporations. For further details of our technical capabilities, please see the section headed "— Our Cross-Industry AI Architecture — XK-Qian AI — Our unified AI Foundation".

Our wealth of AI deployment experience has refined our replicable implementation methodology and engineering capabilities. With solid capabilities in knowledge engineering, RAG*(Note)* and prompt engineering, we follow a "pilot first, scale later" approach, verifying value through targeted pilot programs before systematic expansion. Our approach increased solutions accessibility, offer greater operational stability, and predictable scalability, but also allows enterprises of all sizes to deploy solutions matching their needs, scale progressively and receive the support they need to successfully implement enterprise-grade AI transformation.

Solid and reliable technology foundation supported by strong R&D capabilities

Our solid and reliable technology foundation is built on a proprietary two-layer solutions architecture — XK-QianAI and QianNexus. This framework has delivered proven, consistent results for our clients. It transforms scattered operational processes into AI-ready structured knowledge, then deploys AI agents that execute business workflows to reduce manual work, improve decision accuracy and drive measurable revenue and efficiency gains.

We deliver value to clients through a systematic approach. XK-QianAI serves as our technical and knowledge foundation, enabling deep integration of technology and enterprise workflows. Its data distillation capability compliantly extracts information from diverse sources, applying intelligent cleaning and distillation. The built-in knowledge pipeline converts unstructured documents into structured data, ensuring effective AI agent applications. XK-QianAI maintains over 1,000,000 knowledge bases deployed in production environments and datasets exceeding 10 million samples for model training and evaluation, supported by knowledge management teams. This provides timely knowledge updates tailored to finance, retail and technology scenarios, significantly reducing manual maintenance costs and improving scenario adaptation efficiency.

Note: RAG refers to a technique that enables generative artificial intelligence models to retrieve and incorporate new information.

XK-QianAI integrates 1,200+ CoT and 18,000+ CoT nodes, supporting AI agents on QianNexus in delivering coordinated, scenario-specific responses. For further details of our AI foundation capabilities, please see the section headed "— Our Cross-Industry AI Architecture — XK-QianAI — Our unified AI foundation".

QianNexus then deploys our foundational AI capabilities into actionable business solutions. With 1,200+ self-developed AI agents and 50+ AI Super Assistants, QianNexus enables the connection of fragmented enterprise data and business processes, helping to reduce data silos and support more streamlined and coordinated workflows across the organization. QianNexus delivers coordinated intelligent marketing and operations covering front-end marketing, operations and analytics, and back-end R&D management and compliance risk control. Through attribution and feedback loops enabled by a knowledge flywheel framework — which continuously aggregates business feedback to refine knowledge system and agent behavior — QianNexus drives AI agents to self-iterate and optimizes decision-making accuracy. AI agents draw directly from XK-QianAI's dynamic knowledge base and CoT reasoning to execute clients' complex workflows, transforming our R&D capabilities into measurable operational efficiency improvements and commercial value for clients. For further details, please see the section headed "— Our Cross-Industry AI Architecture — QianNexus — Core agent execution and orchestration".

Our sustained R&D investment underpins the advancement of this two-layer architecture, yielding substantial results. As of May 31, 2026, our main intellectual property includes: (i) 117 patents, (ii) 243 software copyright, (iii) 60 trademarks, and (iv) six domain names in the PRC. Our R&D personnel have deep expertise in algorithm development, engineering implementation and enterprise AI applications. Furthermore, we have completed the generative AI service filing and the algorithm filing for our proprietary vertical large language model.

Robust and rapidly growing customer base

We have an expanding customer base that encompasses entities in diverse industries. The cumulative number of clients we had served grew from 88 as of December 31, 2023 to 241 as of December 31, 2024, and further expanded to 361 as of December 31, 2025, representing a CAGR of 102.5%, and further increased to 409 as of May 31, 2026. We believe our expanding customer base validates the sustained value we deliver to our clients and the partners within their ecosystem. It also generates steady streams of high-quality operational feedback and multi-dimensional industry insights that directly improve our intelligent solutions offering capabilities.

We have created a reinforcing growth cycle where client feedback drives our technical enhancement and industry knowledge, and we contribute such knowledge to further advance client operations. Through our ongoing application, feedback and refinement process, we integrate real-world business understanding and cross-industry insights from partners into our AI foundation, XK-QianAI, steadily advancing our capabilities. In 2024, XK-QianAI's overall accuracy improved by 33%, and coverage of its industry-scene knowledge base expanded by 20%. In 2025, overall accuracy further improved by 15% and industry-scene coverage expanded by 20% as compared to 2024, demonstrating the cumulative positive impact of the reinforcing growth cycle.

We have built a collaborative ecosystem that enables cross-industry resource exchange and value creation. We facilitate opportunities where entities can exchange valuable insights within their industry and/or cross-industry to keep identifying potential business collaboration opportunities. Moreover, in certain marketing scenarios, our intelligent marketing solutions enable clients to combine data from established and active platforms to attain consumer behavior insights for targeted marketing and personalized engagement — which ultimately leads to new growth channels for clients and stronger client relationship for us.

A core founding team with deep industry insight driving sustainable growth

Our founding team brings over 15 years of cumulative experience across AI and enterprise technology, translating deep industry knowledge into practical business solutions. Their extensive involvement in these fields brings strong understanding of complex enterprise workflows and data-governance requirements, enabling them to lead the development of our intelligent marketing and intelligent operations solutions. Their proven ability to bring AI into real business environments reinforces our positioning as an AI solution enabler focused on delivering tangible outcomes rather than standalone tools. In 2025, our Chief Executive Officer Mr. Yu Feng was named to the International Data Corporation ("**IDC**") China IT Industry Ecosystem Hall of Fame (中國IT行業生態名人堂), reflecting industry recognition of his long-standing contributions to the IT and enterprise technology ecosystem.

Our core team members from leading technology companies bring expertise in large-scale AI deployment, enterprise system integration and decision making. Their expertise supports the continuous enhancement of XK-QianAI, our AI foundation creating a virtuous cycle where platform improvements generate stronger client outcomes and "QianNexus, our AI agent matrix", which in turn fuel further innovation and long-term value creation.

OUR STRATEGIES

We plan to pursue the following strategies to further entrench our position in the enterprise-grade AI solutions market and deliver continued growth:

Continue to invest in technology to support sustainable growth

Our success is driven by our ability to develop and incorporate advanced AI technologies into our intelligent solutions. We aim to reinforce our technological capabilities through establishing a R&D team composed of large model algorithm experts and industry specialists, focusing on translating AI capabilities into deployable, enterprise-grade applications. We also plan to further advance our intelligent agent capabilities and related application frameworks to support broader enterprise adoption.

We plan to continue advancing XK-QianAI, our AI foundation, with R&D efforts focused on preparing and governing the core inputs required for effective AI application. These efforts include strengthening data perception capabilities, improving large-scale knowledge engineering processes, and refining mechanisms for structuring industry knowledge, rules and operational logic. By organizing and standardizing industry knowledge and AI-ready knowledge, XK-QianAI provides a stable and extensible foundation that supports consistent AI behavior across different business contexts and application scenarios.

Building on this foundation, we plan to continue enhancing our AI agent matrix, QianNexus, with R&D focused on AI agent execution and orchestration for complex and evolving business scenarios. Our research will emphasize the development of industry-oriented agents, coordination mechanisms for multi-agent workflows and decision-support capabilities that enable agents to perform tasks, collaborate with one another and adapt to changing conditions during operation. Through these capabilities, QianNexus supports scalable execution of complex and non-standard tasks by translating high-level business goals into executable steps, autonomously invoking existing tools and data sources, and adjusting execution paths based on real-time internal and external feedback. These efforts are intended to support reliable execution, scalable deployment and progressive expansion of AI-enabled applications across our intelligent operations management and intelligent marketing solutions.

Continue to cultivate value for customers and improve our solutions portfolio and business model

As we continue to operate on a client-centric model, we seek to enhance our solutions to deliver measurable operational improvements and sustainable business value for our customers. We aim to strengthen our solutions portfolio by further developing scenario-based capabilities that address practical needs across different business functions, application contexts and stages of enterprise adoption.

As of the Latest Practicable Date, we had developed 1,200+ AI agents and 50+ AI Super Assistants, which are deployed across a wide range of enterprise scenarios. Building on this foundation, we plan to continue expanding and refining our AI agent and AI Super Assistant offerings by developing additional standardized and adaptable solutions that can be applied across diverse scenarios. These scenario-based AI Super Assistants are designed to address recurring challenges across areas such as marketing, customer service, risk control and operations, and to be embedded into business workflows to support execution, coordination and decision-making at different levels of complexity.

We also seek to explore new opportunities across the value chain of our existing customers by expanding solution deployment from initial use cases to adjacent business functions and broader operational scenarios. Leveraging our expertise in AI technologies and accumulated industry insights, we aim to further enhance our ability to provide tailored solutions that align with customers' operational needs and evolving application scenarios. To support this objective, our sales and marketing teams will continue to work closely with our R&D teams to identify emerging customer requirements and translate them into deployable solutions in an efficient and scalable manner.

Deepen collaboration with customers and capture market growth opportunities

We plan to expand our sales team and strengthen channel development to support business growth. These efforts will focus on improving market coverage within target enterprise customer segments, deepening engagement with existing customers and supporting broader solution deployment. In parallel, we intend to increase market visibility through a combination of online and offline marketing initiatives and enhanced brand promotion, with the objective of broadening market reach and reinforcing customer awareness of our solutions.

At the same time, we seek to further expand and diversify our industry application solutions. Leveraging our AI capabilities developed in different industries, and our accumulated technological and implementation experience, we plan to pursue cross-industry application opportunities. We aim to extend existing solution capabilities to new business contexts, enhance cross-industry data insights and AI applications, and support scalable solution replication across different industries and use cases.

We plan to pursue selective acquisitions as part of our strategy to enter into new industry domains and capture market growth opportunities. Our acquisition activities will be conducted on a prudent and disciplined basis, with a focus on small-scale transactions that demonstrate strong strategic alignment and synergy with our existing business. Such transactions are primarily intended to complement and enhance our core capabilities through the integration of multi-model capabilities, AI agent capabilities and industry data assets, together with AI engineering capabilities and customer resources, rather than capital-intensive investments.

Strengthen talent development and build a high-caliber talent pool

We aim to strengthen our talent development framework by aligning recruitment, training and incentive mechanisms with our long-term strategic priorities. Our objective is to build a stable, skilled and motivated workforce capable of supporting the continuous development, deployment and scaling of our AI architecture, AI agents and industry solutions.

In line with our technology and solutions roadmap, we seek to attract professionals with expertise across AI algorithms, data engineering and AI application development, combined with practical industry knowledge and experience in applying AI across diverse business scenarios. In particular, we focus on building capabilities that support large-scale model engineering, data processing and governance, AI agent design, application architecture and front-end tooling, as well as industry-oriented solution design and delivery.

We plan to implement targeted training and development programs that span technical, product, solution and management functions. These programs are intended to enhance cross-functional collaboration between R&D, product and business teams, and to support the translation of technical capabilities into deployable solutions. Our talent management system covers recruitment, professional development, motivation and performance evaluation, and we will continue to refine our compensation and incentive structures to attract and retain experienced AI engineers, data specialists, product professionals and industry experts.

Through these initiatives, we seek to build a diverse and well-balanced R&D and solution delivery team that combines strong technical depth with application-oriented and industry-facing capabilities. We believe this talent base will form a sustainable foundation to strengthen our innovation capacity, support efficient execution of complex AI projects and enable scalable expansion across multiple industries and application scenarios.

OUR BUSINESS MODEL

Introduction

We offer full-stack AI solutions that aim to solve the industry's challenges, which is constrained by a limited pool of AI operations talent. Many enterprises currently face uncertainty about how to transform, a lack of practical know-how in AI usage, and an unclear understanding to fully leverage AI capabilities. To bridge these gaps, we provide integrated services that help clients efficiently plan AI transformation, reduce management complexity, and ensure high alignment across all operational scenarios.

We offer intelligent marketing and intelligent operations management solutions to enterprise clients, designed to embed AI capabilities into core business processes. Our intelligent marketing solutions help enterprises enhance customer acquisition, engagement and retention through more precise customer outreach and recommendations, translating insights into tangible commercial outcomes. Our intelligent operations management solutions focus on improving the efficiency and consistency of day-to-day operational workflows by supporting decision-making and process optimization. For a detailed description of the solutions we provide, please see "— Our Solutions."

Key features of our business model

We deliver enterprise-grade, full-stack intelligent solutions that provide client-centric support across various industries.

- ***Client-centric***.
  - We collaborate with our clients as embedded partners throughout their AI transformation, beginning with a comprehensive assessment of their specific business challenges.
  - We design tailored solutions that integrate directly into existing client processes.
  - Throughout the engagement, we work to progressively expand deployments, delivering measurable results that align with unique operational requirements.

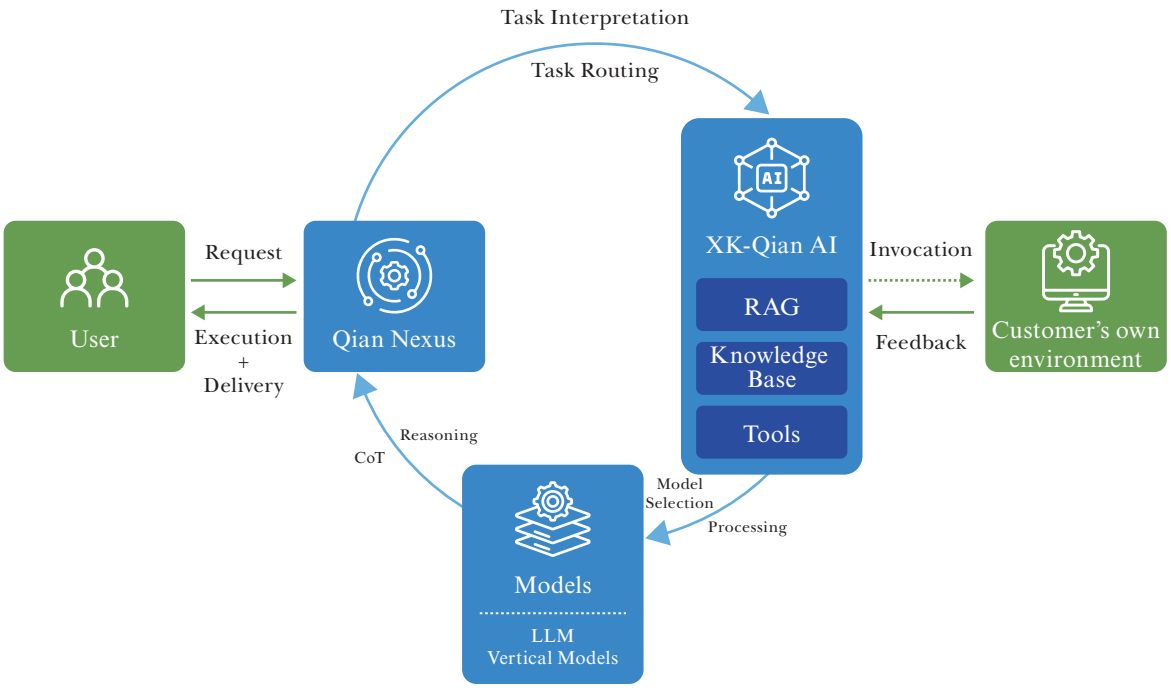
- ***Enterprise-grade***.
  - We focus on enterprise clients whose operations require robust, scalable solutions that meet stringent security and compliance requirements.
  - Our solutions embed AI capabilities directly into operational workflows, decision-making processes, and execution cycles as an integral part of daily business activities.
  - By aligning AI logic with real operational rules and data flows, our solutions support end-to-end transformation and sustained adoption.
  - Our modular architecture with standardized interfaces enables seamless integration, reducing implementation time and transformation costs.
  - We provide dedicated operational support, configurable customization, and continuous monitoring to ensure stable performance and ongoing adaptation.
- ***Full-stack***.
  - We provide end-to-end solutions covering initial diagnosis and planning, eventual implementation, and ongoing optimization.
  - We address execution challenges, such as organizing fragmented data and maintaining system reliability in operational.
  - Our solutions architecture enables us to provide comprehensive solutions spanning foundational digitalization, mid-layer AI applications, and business scenario implementation.
  - Ongoing technical assistance and eventual implementation guidance help clients refine system usage and improve efficiency.
  - Clients receive fully functioning AI systems with ongoing support, enabling them to capture business value immediately without building extensive internal AI capabilities.
- ***Cross-industry***.
  - Our industry experience was initially accumulated in the financial services sector, where processes are complex, data-intensive, and subject to stringent regulation.
  - This deep understanding of sector-specific workflows and deployment challenges refined our platform capabilities.
  - We have progressively expanded to other industries, including technology and retail, and tailored our solutions to each sector's workflows and terminology.
  - By leveraging accumulated industry knowledge and adaptable infrastructure, we support diverse business scenarios and transfer proven capabilities across industries.

These features allow us to provide an integrated delivery model that consolidates key elements of enterprise AI deployment — data management, industry knowledge development, AI agent incubation and lifecycle management — within a unified framework. As a result, enterprise customers can reduce implementation friction and operational overhead while improving decision-making quality and productivity. These solutions are enabled by our AI infrastructure, XK-QianAI and QianNexus. For further details of our solutions and technical capabilities, please see "— Our Cross-Industry AI Architecture".

As the partner to our client throughout their AI transformation, we ensure solutions integrate seamlessly into core business processes with smooth ongoing operation and iteration. Through our engineered, AI-driven and scenario-specific approach, we make AI transformation practical, scalable and sustainable, translating clients' AI investments into measurable business results and sustained competitive advantage.

OUR SOLUTIONS

We provide intelligent marketing and intelligent operations management solutions that enable clients to accelerate AI deployment, enhance operational and marketing efficiency, and strengthen competitiveness in a rapidly evolving market. The chart below illustrates the key workflow of our solutions.



The following sets out the key steps of our end-to-end workflow execution:

Step 1. When a user submits a request, it is received by QianNexus, which interprets the underlying business intent and coordinates the appropriate specialist AI agents.

Step 2: QianNexus decomposes the request into structured tasks and routes them to XK-QianAI, which retrieves relevant context from our knowledge base and interacts with the system and information within the customer's own environment through RAG.

Step 3. Based on task complexity and required domain expertise, XK-QianAI selects and invokes the most suitable model, which include external general-purpose models and vertical models including our proprietary vertical model.

Step 4. The selected model performs multi-step reasoning guided by CoT mechanisms, decomposing complex business problems into sequential logical steps to generate structured, interpretable and compliant outputs, which are returned to QianNexus.

Step 5. QianNexus consolidates the outputs and delivers the final results back to the business user.

Depending on clients' business needs and deployment preferences, we adopt a flexible solutions delivery model. In certain cases, where clients possess advanced technical capabilities or require one-off configuration, fine-tuning or deployment support, we deliver our intelligent solutions on a one-time basis through delivering system modules.

In other cases, where clients require continuous optimization, system operation support or iterative enhancement aligned with evolving business requirements, we provide our solutions on an ongoing basis over the contract term, with delivery of service and support rendered progressively over time.

Our intelligent marketing solutions

Our intelligent marketing solutions support enterprises through the marketing lifecycle, from data ingestion and customer understanding to execution, measurement and enhancement. Built on XK-QianAI and QianNexus, our solutions establish an adaptable, systemized framework for intelligent client operations centered on the lifecycle management of our client's end customer. The process begins with the integration of fragmented customer, business and behavioral data into unified customer views, which are enriched with industry-specific marketing expertise and contextual insights. These unified views support customer stratification, product matching and multi-channel engagement within a single executable system workflow. Based on these inputs, AI agents conduct customer segmentation, intent analysis and tactic formulation, forming marketing decisions tailored to specific scenarios.

Rather than isolated marketing tools or one-off campaigns, these capabilities are constructed as an integrated matrix on the XK-QianAI platform and operationalized through QianNexus-enabled workflow orchestration. These decisions are then translated into actionable execution through QianNexus's AI agents responsible for content generation, channel selection and precise customer outreach. QianNexus further empowers end-to-end business processes by embedding AI agents directly into operational workflows, supported by complementary consulting and implementation services that facilitate solution deployment and ongoing optimization. Campaign performance is monitored across channels, with real-time feedback reflected in the system to refine targeting logic, content relevance and execution strategies. This feedback mechanism operates alongside business diagnostics, process optimization and organizational and performance-alignment initiatives, enabling enterprises to achieve sustained marketing operations rather than short-term activation. This closed-loop process enables enterprises to improve marketing effectiveness from insight generation through execution and evaluation. For high-frequency, data-intensive industries such as financial services, technology and retail, our solutions deliver consistent, scalable and tangible improvements in targeting precision and customer engagement supporting intelligent upgrades of diverse marketing and customer operation models and ultimately enhancing customer activity, conversion efficiency and long-term operational sustainability.

Key functions of our intelligent marketing solutions

Our intelligent marketing solutions are structured around six key functions, including:

- *Business data accumulation and management* — Captures and consolidates multi-source interaction signals into a continuously enriched and structured knowledge base that supports decision-making across different stages of the customer management decisions.
- *Customer tagging and segmentation* — Applies rule-based and AI-assisted logic to classify customers according to behavioral patterns and purchasing preferences, enabling differentiated customer engagement strategies.
- *Marketing campaign configuration and execution* — Provides a structured environment for designing, scheduling and deploying campaigns across digital channels, with configurable targeting rules and messaging parameters.

- *Sales lead allocation and follow-up management* — Automatically distributes potential customer leads to appropriate sales representatives and monitors follow-up actions and conversion outcomes through standardized workflows.
- *Customer outreach and engagement coordination* — Orchestrates outbound engagement across digital channels and sales or customer service representatives to ensure consistent and timely customer communications.
- *Marketing performance reporting and retrospective analysis* — Consolidates campaign performance and conversion results into structured reports that support ongoing performance review and continuous improvement.

Application scenarios of our intelligent marketing solutions

The following illustrative scenarios demonstrate how the above functional modules are deployed in practical business contexts and integrated into enterprise workflows.

- *Application scenario 1: Online customer acquisition and conversion management for insurance institutions*

Our solutions enable enterprises to manage online customer acquisition and conversion in a structured and standardized manner by consolidating lead and inquiry information from multiple sources, routing leads to the appropriate sales teams and tracking follow-up activities within a unified system.

For example, an insurance institution deployed the system to consolidate customers interaction signals from its official website, mini-programs and third-party distribution channels into a unified and continuously evolving prospect knowledge base. Prospective customers were dynamically segmented and aligned with scenario-specific campaign logic.

Potential customer leads were automatically routed to appropriate sales agents, with follow-up progress and conversion status tracked at each stage of the sales process. By maintaining a structured and real-time view of each prospect's engagement history and conversion trajectory, the relevant customers were able to shorten response cycles, prioritize high-intent prospects and improve overall acquisition efficiency.

- *Application scenario 2: Renewal and repeat-purchase operations for existing customers*

Our solutions support customer retention and renewal management by embedding automated outreach triggers and centralized monitoring into structured operational workflows.

In practice, our solutions analyze contract information, renewal timelines and customer behavioral indicators to identify customers approaching renewal milestones. Renewal progress and follow-up actions were monitored centrally, enabling management visibility and structured intervention where necessary. By replacing fragmented manual tracking with system-driven workflows, the relevant customers reduced lapse rates, enhanced agent productivity and improved customer retention outcomes.

- *Application scenario 3: Multi-channel marketing campaign governance*

Our solutions enable enterprises to govern multi-channel marketing campaigns through a single integrated platform that centralizes campaign configuration, execution monitoring and performance evaluation.

In practice, our solutions enable businesses to design and manage outreach campaigns across multiple channels, including SMS, in-app notifications and outbound calls, within a single integrated platform. Rather than operating separate tools across departments, campaign logic and performance data were consolidated into one system environment. This centralized

view enhanced cross-channel consistency, improved allocation of marketing resources and supported data-driven optimization decisions, strengthening both operational efficiency and campaign effectiveness.

Our intelligent operations management solutions

Our intelligent operations management solutions enable enterprises to achieve end-to-end intelligent operations, from upstream planning to downstream execution and monitoring. Built on cloud-native and microservices-based architecture and leveraging the capabilities of XK-QianAI and QianNexus, our solutions are designed to support core operational functions of financial institutions through a systematized intelligent operations management framework.

The operational process begins with the integration of diverse public industry data and industry specific knowledge into a unified operational foundation. By centrally managing the operational status of core systems and end-to-end operational processes, our solutions enhance operational efficiency and improve controllability across execution activities. AI agents apply external general large language model capabilities and business rules to analyze operational inputs, perform multi-step reasoning and generate actionable decisions aligned with regulatory and operational requirements. These decisions are embedded directly into core operational workflows, where AI agents coordinate across business functions. Through AI-assisted analysis of key operational indicators and business activities, our solutions strengthen operational management capabilities across finance, actuarial, R&D and compliance-related functions.

Through daily operations, our AI foundation and agent orchestration layer monitors execution outcomes, identifies exceptions and performance gaps, and incorporates operational feedback to refine decision logic and workflow coordination. This enables enterprises to reinforce execution discipline and support operational adjustments based on timely insights, while maintaining the stability of existing process frameworks.

By transforming traditionally manual processes into data-driven and strengthened systems, our solutions help enterprises enhance automation, improve accuracy and responsiveness, and support stable and scalable intelligent operations across diverse business scenarios. Through a progressive adoption approach, enterprises can evolve toward an AI-assisted, decision-oriented operations management model, supporting cost structure optimization, strengthened risk control and continuous enhancement of operational capabilities.

Key functions of our intelligent operations management solutions

Our intelligent operations management solutions are structured around four key functions, including:

- *Operational data integration and knowledge management* — Consolidates diverse public sector data and industry-specific knowledge into a unified operational foundation, forming a continuously updated knowledge base that supports decision-making across operational functions.
- *AI-assisted operational analysis and decision generation* — Applies AI agents in conjunction with external large language model capabilities and business rules to analyze operational inputs, perform multi-step reasoning and generate actionable decisions based on operational requirements.
- *Core workflow coordination and execution* — Embeds AI-generated decisions directly into core operational workflows, enabling AI agents to coordinate across business functions including product design, risk management, financial actuarial tasks and compliance monitoring.

- *Operational performance monitoring and alerting* — Analyzes key operational indicators and business activities, automatically identifies anomalies, generates alerts upon detection of abnormal indicators and assigns handling tasks to relevant personnel for follow-up.

Application scenarios of our intelligent operations management solutions

The following illustrative scenarios demonstrate how the above functions are deployed in practical business contexts and integrated into enterprise workflows.

- *Application scenario 1: Automated service workflow management*

  Our solutions provide a centralized platform through which service requests are submitted and systematically routed to the appropriate personnel or departments for handling. The system automatically manages task assignment based on agentic agents and enterprise knowledge bases including business rule and expert knowledges, tracks the status and progress of each case in real time, and records the handling outcomes upon completion. This enables end-to-end visibility and accountability across the entire service workflow, reducing manual coordination and minimizing the risk of cases being delayed or overlooked.

- *Application scenario 2: Automated product information aggregation*

  Our intelligent agent continuously monitors and retrieves publicly available product data from external sources, and automatically processes and organizes such data into a structured and continuously updated knowledge base. This ensures that relevant product information remains current and readily accessible to support operational decision-making, without relying on manual data collection or maintenance.

- *Application scenario 3: Real-time operational risk detection and response*

  Our solutions draw on information consolidated within the knowledge base as well as data collected through ongoing operational activities to perform automated risk identification and rule-based compliance checking. Where anomalies or deviations from established risk parameters are detected, the system automatically generates alerts and assigns handling tasks to the relevant personnel for investigation and resolution.

Market Demands and Problem Solving

The growing adoption of AI across enterprise functions has increased demand for solutions that can be deployed at scale and integrated into day-to-day business operations. As enterprises pursue greater efficiency, improved decision-making and more responsive execution, they commonly encounter structural challenges arising from fragmented data, manual processes, evolving compliance requirements and the need for continuous adaptation. Our solutions are designed to address these enterprise-level challenges in a systematic and scalable manner, as set out in the table below. For details of our solutions capabilities, please see the section headed "— Our Cross-Industry AI Architecture".

Enterprise challenges	Our solutions
Fragmented enterprise data limiting unified insights and decision-making	• Convert unstructured data into AI-ready knowledge. • Consolidate diverse data into unified knowledge bases. • Enable consistent, scenario-based decision-making.

Enterprise challenges	Our solutions
Heavy reliance on manual workflows limiting scalability and execution efficiency	• Embed AI agents into operational workflows. • Automate coordination- and rule-driven tasks. • Support scalable execution through monitoring mechanisms.
Inconsistent execution standards and elevated compliance and oversight risk	• Integrate industry knowledge and regulatory rules into execution logic. • Generate interpretable and compliant outputs. • Enhance auditability and oversight.
Limited personalization and inability to respond to real-time changes	• Incorporate real-time behavioral and operational feedback. • Dynamically adjust recommendations and execution strategies.
Lack of closed-loop mechanisms for continuous optimization	• Establish closed-loop frameworks linking insights, execution and outcomes. • Support ongoing optimization as deployments scale.

Case studies

Case Study 1 — Intelligent Marketing Solution for a Global Luxury Group

We partnered with a global luxury group to support the transformation of its China operations from a traditional offline sales model to a multi-touchpoint service system. With digital channels becoming essential to customer engagement, the client faced challenges arising from the implementation of Personal Information Protection Law of the People's Republic of China, which prevented the use of cross-border marketing systems for domestic workflows. All scenario triggers and message delivery therefore had to operate within China, requiring a full reconstruction of digital engagement logic and service execution pathways. This compliance-driven shift created demand for localized technical infrastructure, and paved the way for us becoming the client's key technology partner in China.

We delivered a full-chain intelligent marketing solution addressing both data-security requirements and insufficient scenario coverage in the client's legacy systems. Our work included activity migration, data migration, personal information localization and multi-channel integration. Through a localized orchestration hub, we now support six major categories of marketing and service scenarios — including foundational operations such as email subscription, customer-experience collection and tailored service processes, as well as various campaign-related workflows — forming the core of the client's newly formed customer relationship management system in China.

Our competitive advantage lies in our integrated "solutions + operations" model. By combining multi-channel touchpoint coordination with localized operational expertise, we support customer acquisition, customer management, execution workflows and value conversion within a unified framework. We assist the client in evaluating reuse of existing strategy models, configuring new rules where required and conducting limited-scope test runs to validate performance and avoid large-scale execution risks. Compared with providers that only supply tools or lack cross-channel operational capabilities, our solution is tightly embedded within the client's core workflows and stringent compliance requirements, resulting in higher operational success rates and meaningful replacement barriers, as reflected in our growing collaboration with the client.

This deployment demonstrates the replicability of our intelligent marketing solution across luxury, retail and other consumer-facing industries. Our ability to operate reliably under stringent regulatory and data-security requirements has created strong client stickiness and elevated system replacement costs. With a stable compliance foundation in place, we plan to support the client in introducing an AI-driven middle platform — such as AI-driven sales assistants and AI assistants that recommend customer-facing content to frontline teams — to enhance frontline productivity and enable continuous iteration in intelligent marketing operations.

Case Study 2: AI-Driven Marketing Platform for an International Financial Institution

We established a long-term partnership with a leading international financial institution to enhance how it engages partnering banks, merchants and cardholders in China. As the institution expanded its network of issuing banks and offline merchant partners, it sought to improve benefits communication and make better use of diverse data to support joint marketing. In response, we deployed an AI-enabled travel and lifestyle assistant supported by a centralized benefits and campaign knowledge base. Integrated into systems used by partner banks, this solution presents benefits information in a structured, easy-to-use format, ensuring that bank staff can provide accurate guidance without extensive training and that updates can be delivered across participating partners.

In parallel, we supported the migration of cardholder engagement from traditional social channels to enterprise-grade digital channels, enabling more frequent, structured and content-rich interactions. As a result, the client significantly increased proactive customer outreach and engagement efficiency, shifting from limited monthly outreach to daily customer touchpoints, and contributing to a more than threefold increase in its enterprise messaging user base.

As its cooperation with a major domestic bank deepened, our role expanded to include broader operational support. Beyond providing the underlying intelligent marketing solution we now assist the client in coordinating cross-industry campaigns involving issuing banks as well as selected retail, lifestyle and travel partners. By connecting data signals and behavioral patterns across these sectors, we help identify overlapping customer needs and transform them into actionable marketing pathways — for example, enabling financial institutions to reach high-value consumer groups engaging with retail or travel merchants, while helping merchants benefit from additional customer engagement driven by card-related activities. We support our client in designing joint offers, configuring benefit rules and aligning the launch and follow-up of promotional activities across channels, creating a mutually reinforcing ecosystem where each participant benefits from shared data insights and cross-domain activation.

This combined model of "intelligent marketing platform + collaborative operations" demonstrates our ability to integrate data and resources across sectors, orchestrate multi-party collaboration and generate tangible business outcomes for partners. We believe this approach is replicable for other card schemes and financial institutions seeking to activate broader ecosystem synergies.

Case Study 3: AI-driven Solutions to Launch Product Offering

An insurance customer sought to introduce a new insurance line.

During our collaboration with the client, we applied accumulated industry knowledge, standardized business rules and scenario-based methodologies embedded within our platform. Through automated processing and AI-assisted optimization mechanisms, these capabilities were adapted to the client's operational context and integrated into its core systems, supporting the effective deployment of our AI infrastructure and enabling tangible improvements in business execution.

We initially provided our client with technical capabilities to conduct digital functionality across the entire insurance policy lifecycle, including product design, development, direct sales, channel distribution, underwriting, endorsements, and claims. This enabled our client to achieve end-to-end milestones: launching new insurance products from design to market, supported by a system performance of 1,000 transactions per second. Consequently, our client successfully established its new line business and seamlessly executed its inaugural sales campaign. After product launch, we deepened our collaboration by constructing data infrastructure, intelligent reporting system, intelligent marketing, and intelligent operations around the core management system. These systems allowed our client to gain digital insights into customer profiles and business performance, enabling personalized service and timely operational feedback access for agile decision-making.

Utilizing our robust knowledge base, we continued to improve on the client's AI infrastructure and developed a suite of insurance-specific AI agents to enhance our client's automated operations, compliance management, and intelligent marketing in following up with the end-to-end nature of our solution.

As a result, we helped our client create, launch, and maintain their new insurance products, and retained our client into our long-term portfolio.

Case Study 4: Intelligent Marketing Solutions for Information Technology Company Customers

Technology companies with a large user bases own a vast amount of customer interaction data, yet translating that data into effective marketing action remains a challenge — a challenge we helped a number of such companies solve through our intelligent marketing solutions during the Track Record Period. To address these needs, our solutions are structured around an integrated framework comprising a customer data platform, marketing automation and intelligent outreach capabilities.

Our customer data platform enabled customers to consolidate user interaction data from disparate business channels into a unified system, establishing a structured customer tagging architecture that supports precise user segmentation and targeted engagement. Without such consolidation, fragmented data can result in inconsistent engagement and missed targeting opportunities.

Building on this foundation, our marketing automation module allowed customers to design and deploy rule-based workflows supporting a range of activities, including re-engagement campaigns, behavior-triggered messaging and promotional outreach. This reduced reliance on manual campaign management and enabled marketing operations to be conducted in a more systematic and scalable manner. Our system then executed outreach activities through messaging channels and delivered real-time engagement results back to the customer, allowing timely adjustments to outreach strategies and enhancing the overall responsiveness of their marketing operations.

Through our intelligent marketing solutions, these customers were able to reduce manual operation, conduct engagement activities at greater scale and redirect resources toward higher-value marketing activities, supporting their broader growth objectives.

Project Acquisition Methods and Tendering Performance

During the Track Record Period, the majority of our contracts were obtained through direct negotiations with customers. For the years ended December 31, 2023, 2024 and 2025 and the five months ended May 31, 2026, we entered into 112, 300, 415 and 397 contracts with customers, respectively. Among these, 108, 296, 334 and 365 contracts, respectively, were obtained through direct negotiations, representing the predominant source of our project engagements.

In addition, we also participate in tendering processes organized by relevant customers. During the Track Record Period, we participated in 8, 14, 191 and 117 tenders in 2023, 2024 and 2025 and the five months ended May 31, 2026, respectively, of which we successfully won 5, 8, 74 and 58 tenders, respectively, representing success rates of approximately 62.5%, 57.1%, 38.7% and 49.6% for the respective years/period. The decrease in tender success rate was primarily attributable to our business expansion in 2025, during which we increased our participation in open tenders to broaden our customer base and reduce customer concentration, as compared to 2023 and 2024 when our project engagements were primarily secured through direct negotiations with existing customers. In aggregate, we participated in 330 tenders during the Track Record Period and successfully secured 145 projects, representing an overall success rate of approximately 43.9%.

The following table sets forth a breakdown of our project acquisition methods and tendering performance during the Track Record Period.

Year/Period	Project signed (numbers of projects) *(note)*	Direct negotiation (numbers of projects)	Tender won (numbers of tenders)	Tender participated (numbers of tenders)	Tender success rate (%)
2023	112	108	5	8	62.5%
2024	300	296	8	14	57.1%
2025	415	334	74	191	38.7%
As of May 31, 2026	397	365	58	117	49.6%
Total	1,224	1,103	145	330	43.9%

Note: The number of projects signed may not equal the sum of direct negotiations and tenders won, as (i) contracts arising from tenders won may be signed in a different year from the year in which the tender was won, and (ii) a single tender may give rise to more than one contract.

Customer Acquisition Method

While a portion of our customers during the Track Record Period were transitioned from ZhongAn Technology in connection with its cessation of third-party AI solution services (as further described in the section headed" — Our Business Relationship with ZhongAn Group"), we have been actively and independently developing our customer base since our establishment through the following principal channels:

(i) *Direct business development* — We proactively identifies and engages prospective clients through industry research and client needs assessment. Sales personnel conduct direct business visits and customized solution presentations to demonstrate our capabilities and progressively establish business relationships with potential clients.

(ii) *Tendering* — We participate in open tendering and procurement processes organized by prospective clients. Our participation in such processes has increased significantly over the Track Record Period, reflecting our deliberate strategy to broaden our client base beyond existing relationships.

(iii) *Industry events and forums* — We participate in major industry exhibitions, professional forums and technical conferences. Through exhibition participation, keynote presentations and on-site engagements, we raise market awareness of our solutions and establish connections with prospective clients.

Project Backlog Movement

Our backlog represents the total value of contracts that have been signed but not yet recognized as revenue as at the relevant date. Such value represents the amount that we expect to receive under the terms of the relevant contracts, assuming they are performed in accordance with their terms.

The following table sets forth the movement of our backlog during the Track Record Period.

	2023	2024	2025	As of May 31, 2025	As of May 31, 2026
	(RMB'000)	*(RMB'000)*	*(RMB'000)*	*(RMB'000)*	*(RMB'000)*
Opening balance	13,204	128,344	326,812	326,812	334,946
Newly signed contracts (net of contract adjustment)	354,486	525,580	516,662	100,745	175,761
Contract sum recognized	239,347	327,112	508,528	129,839	210,587
Closing balance *(note)*	128,344	326,812	334,946	298,168	300,121

Note: Closing balance represents the aggregate value of signed but not yet fully delivered contracts as at the end of each year. It equals opening balance, plus newly signed contracts during the year (net of any cancellations or terminations), less contract sum recognized during the year.

The value of newly signed contracts (net of contract adjustments) was RMB354.5 million, RMB525.6 million, RMB516.7 million and RMB175.8 million in 2023, 2024 and 2025 and the five months ended May 31, 2026, respectively. The increase in the year ended December 31, 2024 and 2025 and the five months ended May 31, 2026 when compared to the same period in 2025 was primarily driven by the upgrade of our intelligent marketing and intelligent operations management solutions through the development of an AI foundation model leveraging external general-purpose large model technologies, which led to increased client demand.

Our backlog increased from RMB128.3 million as of December 31, 2023 to RMB326.8 million as of December 31, 2024, to RMB334.9 million as of December 31, 2025, and amounted to RMB300.1 million as of May 31, 2026. The growth over the three years ended December 31, 2025 was primarily driven by the increase in the value of newly signed contracts. As our contracts typically have a duration of more than one year, a substantial portion of the contract value from newly signed contracts remains in backlog at year end pending future recognition.

Our Sales Approach, Delivery Models and Deployment Methods

Direct sales approach

We derived substantially all of our revenue through direct sales during the Track Record Period. We have deliberately adopted a direct sales model because we believe close and continuous engagement with client is essential for delivering enterprise-grade, full-stack AI solutions that span initial diagnosis and planning, eventual implementation, and ongoing optimization. Direct engagement allows us to integrate complex cross-functional delivery into a single, accountable execution framework, reducing clients' coordination burden and project execution risk.

Delivery model

We deliver our solutions under two principal models:

Project-based delivery. Under this model, we work with clients to scope, design and implement end-to-end solutions tailored to their specific operational requirements, covering solution design, system development, implementation and post-deployment support. This model is adopted across substantially all client types and industries we serve. Revenue contribution from project-based delivery accounted for approximately 40.9%, 62.2%, 70.7% and 51.7% of our total revenue for the years ended December 31, 2023, 2024 and 2025 and the five months ended May 31, 2026, respectively.

Modular delivery. Under this model, clients select and procure specific functional modules from our solution suite on a standalone basis. Revenue contribution from modular delivery accounted existing for approximately 59.1%, 37.8%, 29.3% and 48.3% of our total revenue for the years ended December 31, 2023, 2024 and 2025 and the five months ended May 31, 2026, respectively. The increase in the revenue contribution of modular delivery for the five months ended May 31, 2026 was primarily attributable to the enhanced capabilities and broadened coverage of our functional modules, allowing us to serve a wider set of client requirements via modular delivery, driving a corresponding increase in revenue.

Deployment methods

The deployment method for each project is determined by the delivery model adopted, as well as the nature of the solution and the client's operational and regulatory environment.

For project-based delivery, we deploy our solutions through three principal methods:

(i) *Remote deployment* — which is our primary deployment method, is adopted where solutions can be implemented without requiring continuous on-site presence.

(ii) *Hybrid deployment* — which combines remote development and configuration with limited on-site coordination, and is commonly adopted for projects in the insurance and securities industries where system integration and internal compliance processes may require partial on-site involvement.

(iii) *On-site deployment* — which is more frequently required for banking clients, where stricter internal compliance controls and IT security requirements necessitate direct on-site access during system implementation.

In addition to accessing our technical modules within locally deployed solutions in their own environment, depending on customers' business needs, they may also securely invoke our technical modules remotely from their own premises.

For modular delivery, solutions are delivered entirely through remote deployment, given the standardized and platform-based nature of the relevant modules, which do not require on-site implementation.

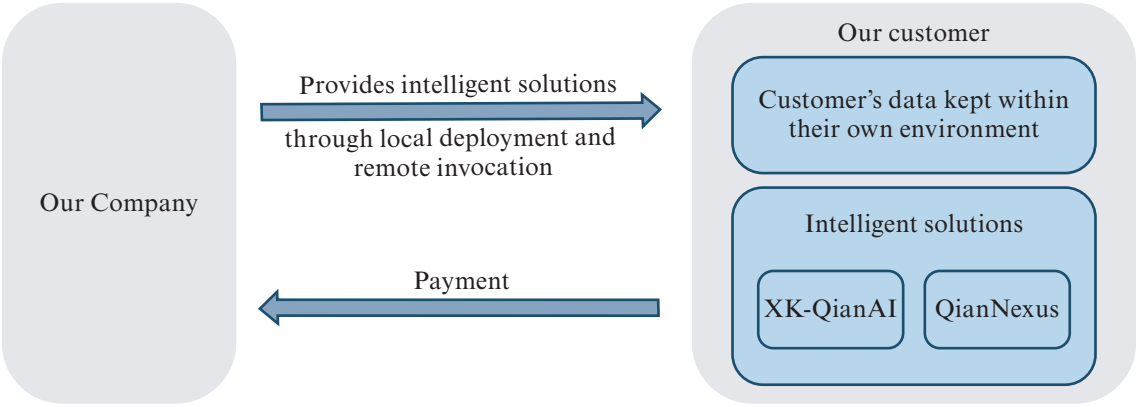
Participation of third parties in project delivery

In general, we independently conduct the sales, delivery and implementation of our intelligent marketing and intelligent operations management solutions, and projects are carried out directly between our clients and us. We provide our solutions to customers on an end-to-end basis and are responsible for the project lifecycle, including solution design, system development, implementation and ongoing support. Save for the transitional arrangements with ZhongAn Group as further described in the section headed "— Our Business Relationship with ZhongAn Group" in this Document, all contractual arrangements are entered into directly between our customers and us, and all service fees are paid directly by customers to us. Third parties are not involved in the delivery of our solutions. Save for limited circumstances where we may have access to data entrusted to us by

our customers in the course of service delivery, we do not access any customer data in the course of delivering our solutions. For further details, please see the section headed "— Data Compliance and Data Security" in this Document.

In the ordinary course of business, we may procure certain supporting services, such as digital telecommunication services and professional advisory services, which are auxiliary in nature and disclosed under "— Suppliers" in this Document. Such suppliers provide services as supporting functions to our operations and do not participate in our project delivery, system development, solution design or customer relationship management.

The flow of services and funds among us and our customers is illustrated in the flow chart below.



Pricing

In determining our pricing, we take into account a range of factors including competitors' pricing and prevailing market rates for comparable service deliverables or components, marketing value and business profile of the respective customers, our estimated costs of providing the relevant services with reference to our profitability targets, as well as the scope and complexity of work involved. Furthermore, we evaluate factors such as the solutions procured, service consumption and usage frequency, implementation schedule and duration, and volume of services being procured. Our pricing policy applies consistently across all categories of customers, including independent third-party customers acquired directly by us, ZhongAn Group as an end-user, and independent third-party customers introduced or transitioned through ZhongAn Group.

Our Charging Model

We charge customers under two models, namely periodic model and by-stage model, for both our intelligent marketing solutions and intelligent operations management solutions.

Periodic model. This model applies to both our project-based delivery and modular delivery model. Under this model, revenue is recognized on a periodic basis over the service period. We apply two pricing approaches under this model:

- *Usage-based pricing* — under which fees are charged based on the number of AI function calls processed through our systems.
- *Cost-based pricing* — under which fees are determined on a case-by-case basis having regard to the estimated costs of providing the relevant services.

By-stage model. This model applies to our project-based delivery engagements. Under this model, we charge customers based on project milestones, with revenue recognized upon delivery and acceptance of the completed work.

Sales volumes and average project value

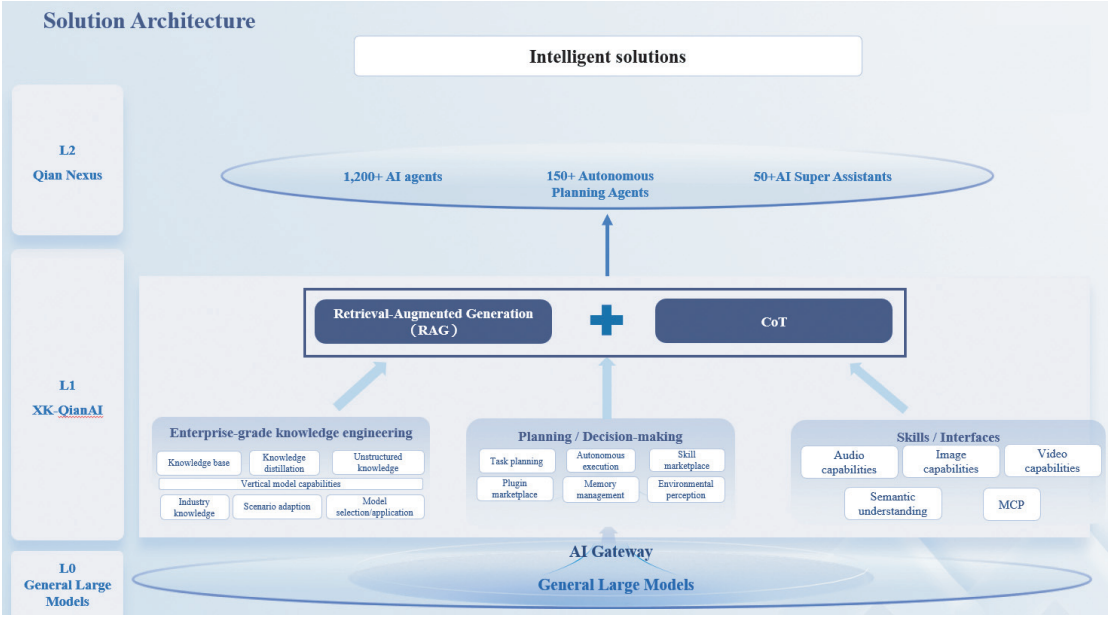
The table below sets forth a breakdown of our sales volumes and average selling price by solution type and customer industry for the years/period indicated.

	For the year ended December 31,						Five months ended May 31,			
	2023		2024		2025		2025		2026	
	Sales volume (project)	Average project value *(RMB'000)*	Sales volume (project)	Average project value *(RMB'000)*	Sales volume (project)	Average project value *(RMB'000)*	Sales volume (project)	Average project value *(RMB'000)*	Sales volume (project)	Average project value *(RMB'000)*
Intelligent marketing	76	2,002.7	92	1,863.3	130	1,687.9	75	778.3	104	1,094.1
Financial services	14	3,458.8	30	2,828.4	50	2,466.2	30	1,026.1	43	1,673.5
Information technology	39	2535.8	45	1,731.6	64	1,396.4	34	732.6	47	848.0
Retail and others	23	212.5	17	508.9	16	421.6	11	243.6	14	140.7
Intelligent operations management	56	1,315.3	114	1,202.7	193	1,335.1	106	605.0	142	602.4
Financial services	39	1,558.0	77	1,074.5	144	1,611.8	82	672.4	110	694.1
Information technology	13	935.5	25	2,048.3	32	492.2	17	411.5	22	283.5
Retail and others	4	184.1	12	263.3	17	578.2	7	285.3	10	295.6
Total	**132**	**1,711.1**	**206**	**1,497.7**	**323**	**1,477.1**	**181**	**676.8**	**246**	**810.3**

During the Track Record Period, our sales volume (numbers of projects) increased from 132 to 206 and further to 323, and amounted to 246 for the five months ended May 31, 2026, while our average project value decreased from RMB1.7 million to RMB1.5 million and was RMB0.8 million for the five months ended May 31, 2026. The increase in sales volume during the three years ended December 31, 2025 was primarily attributable to our continued expansion of our market presence and client base, which drove an overall increase in the number of projects undertaken. The decrease in average project value for the three years ended December 31, 2025 was primarily attributable to our customer base expansion, as newly onboarded customers typically commence collaboration with us on smaller projects. As average project value is calculated based on revenue recognized during the relevant period and a substantial portion of our revenue is recognized over time based on customers' usage of our services, the average project value for the five months ended May 31, 2025 and 2026 only reflected the revenue recognized during such period and is not indicative of the full value of the relevant projects.

OUR CROSS-INDUSTRY AI ARCHITECTURE

The effectiveness of our solutions is supported by our underlying platform architecture, which enables continuous conversion of evolving industry knowledge with the coordinated execution of AI capabilities across business workflows. There are two key layers that underpin our solutions, namely XK-Qian AI and QianNexus.



XK-QianAI — Our unified AI Foundation

Our solutions are underpinned by XK-QianAI, which serves as our unified AI foundation for the accumulation and structuring of industry knowledge system and the governance of AI capabilities. As enterprises increasingly deploy AI in highly regulated and rapidly evolving environments, they often face the practical challenge of translating dispersed updates in rules, policies and operational procedures into reliable, adaptable intelligence. We designed XK-QianAI to address this challenge by enabling continuous knowledge refresh and controlled deployment of industry logic in a manner that remains aligned with professional workflows. Upon local deployment within a client's own environment, XK-QianAI connects with the client's existing systems to enable consolidation and structuring of the client's data within their enclosed infrastructure, unifying AI capabilities across our intelligent marketing and intelligent operations management solutions, ultimately enabling enterprises to harness large language models more efficiently within their operational context, enhancing the efficiency of AI deployment across their existing business workflows without requiring large-scale infrastructure overhaul.

Building on our early application of AI technologies in financial services and our long-term exposure to complex industry processes, XK-QianAI incorporates proprietary industry knowledge system accumulated through implementation experience, including industry-specific terminology, process logic and know-how while integrating general-purpose large language models, multimodal models and vertical industry capabilities together with a robust Model Context Protocol (MCP)*(Note)* and application programming interface (API)*(Note)*-based ecosystem, enabling AI agents to orchestrate and mobilize enterprise-wide resources. These assets are iteratively maintained

Note: Chain-of-Thought (CoT) refers to a reasoning framework in which an artificial intelligence model organizes its processing logic through a sequence of intermediate steps, allowing complex instructions or business rules to be handled in a structured manner.

Standard Operating Procedure (SOP) refers to documented standardized procedures that guide personnel in performing routine operations in a consistent and controlled manner.

through a two-pronged model of "industry experts + knowledge management experts," allowing us to continuously refine domain concepts and convert business experience into reusable, standardized knowledge elements that can be consistently applied across solutions and scenarios. XK-QianAI also provides full traceability of every AI-driven operation, recording each step to enable clients to identify the source of any issue and ensure safe and compliant use of AI in accordance with applicable requirements.

Through built-in knowledge engineering processes, XK-QianAI converts unstructured materials — such as business documents, internal manuals and rule updates — into structured, decision-ready knowledge system on a continuous basis. This capability supports timely knowledge updates for use in downstream applications and helps ensure that AI outputs remain interpretable, compliant and operationally consistent, particularly in use cases where accuracy, explainability and alignment with prescribed procedures are critical. In intelligent marketing scenarios, this foundation supports automated customer intent recognition, enabling more precise customer segmentation, routing and engagement within intelligent marketing workflows. By maintaining a continually updated and governed knowledge foundation, XK-QianAI provides a stable basis for scenario-specific deployment and supports the scalability of our solutions in industries where knowledge and compliance requirements frequently change.

Such knowledge foundation include data such as detailed business processes, product data, sales scripts (for industry practitioners), and service workflows. Such data are obtained from lawful and compliant sources without any personal information. Such data mainly derived from our business experience and rules summarized by our business personnels in the course of providing services to our customers such as marketing scripts, key decision signals, business risk control and compliance rules and standard operating procedures (SOPs) governing AI agent operations and performance optimization, as well as public industry data and public laws and regulations.

To illustrate how this architecture delivers enterprise-grade performance, the following sections outline the key components of our AI foundation and the core capabilities that enable XK-QianAI to support multi-scenario AI agents across different industries:

High-Quality Data Distillation

Our AI foundation is supported by public industry data and knowledge system accumulated through long-term collaboration in financial and marketing scenarios. We have built a substantial corpus, providing a comprehensive source of real-world expressions, behavioral patterns and industry-specific linguistic structures.

To ensure the reliability and applicability of public industry data and our accumulated know how, we apply systematic data-cleaning and sample-screening procedures. These large-scale, high-quality materials serve as a foundational resource for our CoT architecture, professional knowledge system and multi-scenario AI agents. By grounding our models in extensive, industry-specific data, our AI foundation ensures that our solutions remain precise, scalable and adaptable across diverse marketing, operations and customer-service applications.

Intelligent Decision-Making and Planning Capability

Our AI foundation incorporates a large-scale CoT mechanism that enables structured, multi-step decision-making and autonomous task planning across complex enterprise scenarios.

We have developed an extensive library of over 1,200 decision-making CoT and more than 90 autonomous planning chains, supported by approximately 18,000 interconnected functional nodes. These nodes incorporate a range of core AI technologies, including intent-recognition modules (意圖識別), knowledge-retrieval mechanisms (知識檢索), inference nodes (推理能力), code-execution and tool-invocation components (工具調用能力), prompt-engineering configurations (提示詞工程) that enable scalable and consistent task execution.

Through the orchestration of these interconnected components, the CoT system can break down complex tasks into actionable sub-steps, identify user intent, retrieve relevant conceptual or procedural logic, invoke task-specific tools or models, and generate outputs that are interpretable, consistent and aligned with enterprise-grade stringent compliance requirements. Each reasoning step is structured, auditable and capable of reflecting industry-standard decision processes.

This CoT capability is part of the operational backbone of our AI agents. It enables agents to execute critical functions across marketing, operations, customer service and internal-management workflows with high reliability, accuracy and interpretability. By providing a systematic framework for domain reasoning, our CoT architecture ensures that AI agents can produce high-quality decisions even in complex, rapidly changing business environments.

Cross-Industry Knowledge System

Our AI foundation is further supported by a comprehensive cross-industry knowledge system that integrates both declarative and procedural knowledge across multiple industries. This system provides the industry-specific context, business logic and operational rules necessary for our AI agents to deliver outputs that are accurate, interpretable and compliant in enterprise environments.

Our knowledge system comprises extensive, structured knowledge system organized within our industry-specific knowledge base (知識庫) and script library (話術庫). These assets include product information, service procedures, compliance requirements, operational rules, industry practices and other industry-specific materials that support professional-grade reasoning and user interaction. To ensure efficient retrieval and contextual alignment, the knowledge system incorporates semantic retrieval mechanisms, content structuring, rule mapping, and indexed knowledge organization.

In selected scenarios requiring factual grounding or supplemental context, the system may incorporate retrieval-augmented generation (RAG) in a controlled manner to enhance accuracy, though knowledge-based responses remain the primary mode of operation. This design ensures that output remains predictable, auditable and aligned with enterprise governance requirements.

Knowledge system are curated and validated through a continuous lifecycle process involving dedicated knowledge-management teams. These teams oversee content structuring, semantic annotation, periodic updates and operational feedback integration, ensuring that the knowledge system reflects current business practices, regulatory changes and industry developments. All incorporated information is processed under strict privacy protocols.

This knowledge system forms a foundational layer of our AI architecture by providing the business logic and contextual grounding upon which AI agents operate. It enables agents to follow structured rules, apply industry-specific reasoning, and produce outputs that are consistent, compliant and applicable across marketing, operations, customer-service and internal-management scenarios.

Automated Knowledge Engineering Pipeline

Our AI foundation incorporates an automated knowledge engineering pipeline that transforms operational materials into structured, standardized and reusable knowledge formats optimized for enterprise use. Configured based on business rules and industry requirements, unstructured documents are automatically converted into machine-readable formats that can be directly understood and applied by AI agents, improving data usability through consistent interpretation and reduced ambiguity.

The pipeline automates the end-to-end conversion process, including ingestion of unstructured materials, standardized transformation and integration into the knowledge system. This enables newly generated operational information to be incorporated efficiently and in a timely manner, supporting enterprises' needs for up-to-date knowledge while reducing reliance on manual processing.

By structuring knowledge in formats aligned with enterprise workflows and industry expectations, the pipeline helps maintain the relevance, consistency and reliability of domain knowledge within our AI foundation. This structured and continuously updated knowledge base enhances the effectiveness of AI agents across marketing, operations, customer service and other enterprise scenarios, while its scalable processing capacity supports cross-industry deployment and adaptation to evolving business requirements.

Our vertical large model capabilities

Building on the industry knowledge systems and reasoning structures established within XK-QianAI, our AI architecture is organized into vertical large model capabilities that align large-model reasoning and output generation with specific industry contexts and enterprise requirements.

Rather than applying uniform model logic across all deployments, this approach enables secure access to a variety of large language models with automatic invocation of the most suitable model based on business requirements, as well as multi-model operational controls, decision structures and governance mechanisms to be configured based on each client's industry, operational maturity and regulatory environment. As a result, the same AI foundation can support enterprises at different stages of AI adoption and across diverse use cases while maintaining consistency, interpretability and compliance.

These vertical large model capabilities are embedded across both XK-QianAI and QianNexus, forming the capability layer that bridges our AI foundation with agent execution and workflow orchestration. They provide a scalable and extensible technical basis for deploying AI-driven decision-making, execution and continuous optimization across a wide range of industry applications.

QianNexus — Our AI Agent Matrix

Built on XK-QianAI, QianNexus is our AI agent matrix, it functions as the execution and orchestration layer that embeds AI capabilities into end-to-end business workflows, enabling enterprises to move beyond isolated AI pilots and deploy intelligence at scale. Recognizing that many enterprises can initiate AI projects but often lack the technical resources to sustain monitoring, maintenance and iteration, QianNexus is designed to support reliable day-to-day operations and continuous improvement after deployment.

To tailor deployments to each partner's business nature, budget, compliance needs and growth plans, QianNexus leverages CoT driven prompting and decision logic to assess scenario requirements and determine an appropriate solution framework for specific use cases. It is supported by an accumulated library of decision-making structures and nodes that facilitate robust scenario matching, planning and execution across diverse operational contexts. In parallel, QianNexus incorporates knowledge feedback from operational processes and optimization mechanism, creating a self-reinforcing cycle that continuously improves agent accuracy and professionalism over time.

Multi-Scenario AI Agent Matrix

During the Track Record Period, we developed and began to deploy multi-scenario AI agent matrix capable of supporting end-to-end workflows across marketing, operations, customer service, internal management and quality assurance. Leveraging the capabilities of our AI foundation, the matrix integrates industry understanding (行業理解), advanced engineering techniques (升級技術) and abstraction of business knowledge into structured representations (抽象化語料信息) to create agents that can respond effectively to real-world business scenarios.

Each AI agent is designed by combining AI-driven capabilities such as precision recognition (精準識別), autonomous decision-making (自主決策) and integrated execution (集成交付), enabling enterprises to embed AI into high-frequency and mission-critical processes. This design ensures that agents not only understand user intent and retrieve relevant knowledge but also execute multi-step actions through configurable workflows.

Our matrix currently includes 1,200+ AI agents and 50+ AI Super Assistant across five core categories — marketing, operations, customer service, internal administration and compliance — providing comprehensive scenario coverage for enterprises in industries such as financial services, retail and other applicable verticals. Each category contains highly specialized agents tailored to unique business objectives, such as outbound engagement, underwriting assistance, claims assessment, risk-control review, workflow automation and internal task support.

By integrating industry-specific inputs with scalable technical components, the multi-scenario agent matrix enables rapid deployment, flexible customization and continuous iteration. This allows enterprises to adopt AI progressively while ensuring that each agent remains accurate, reliable and aligned with evolving business logic and regulatory requirements.

Continuous Knowledge Integration Mechanism

To ensure that our AI agents remain accurate, up-to-date and aligned with evolving business requirements, we have established a continuous knowledge integration mechanism that systematically absorbs, structures and updates industry knowledge. This mechanism combines three key capability pillars — industry understanding, technical enhancement, and abstraction of business knowledge into structured forms — which together enable our platform to maintain high levels of professional relevance and operational consistency across multiple industries. The updated knowledge is then applied to iterate the relevant AI agent.

Through deep cooperation with clients and long-term exposure to industry workflows, our teams capture industry-specific insights covering product logic, service procedures, compliance rules, operational constraints and real-world dialogue patterns. These insights serve as the initial source of knowledge, forming the basis for continuous enhancement of our AI agents. Leveraging advanced engineering methods, we further refine, generalize and standardize such domain information into reusable structures, ensuring that knowledge can be efficiently integrated into our platform architecture.

This mechanism supports the ongoing abstraction of raw operational processes into structured knowledge, transforming complex business practices into standardized elements such as process rules, decision factors, scenario classifications and response templates. By converting domain expertise into consistent, machine-readable formats, the mechanism ensures that our AI agents can operate with accuracy, interpretability and professional depth across a wide range of business scenarios.

The continuous knowledge integration mechanism also enables rapid adaptation to change in market conditions, regulatory updates and newly emerging business practices. As clients update their products, workflows or compliance requirements, new information can be promptly integrated into our knowledge system, thereby enhancing the reliability and timeliness of AI agent outputs. This dynamic update process ensures that our solutions remain closely aligned with industry standards and capable of supporting mission-critical decision-making in highly regulated sectors.

Model Optimization Loop

To ensure strong and reliable performance in complex operational environments, our solutions incorporate a optimization loop powered by large, industry-specific knowledge system accumulated through industry engagement, as well as public industry data.

During deployment, operational feedback generate decision outcomes, exception cases, error patterns and workflow bottlenecks, which are fed back into the optimization pipeline. This iterative process enables our clients to refine their decision-making logic, enhance predictive accuracy, and adapt to evolving business scenarios. Over time, the knowledge flywheel forms a compounding effect: as models become more accurate, clients rely more on automated processes, generating more operational feedback, which in turn accelerates model improvement. This virtuous cycle enhances stability, reduces manual exception handling and drives consistent improvement in operational efficiency and output quality.

Modular Architecture and Standardized Integration

Our AI agent matrix is supported by a modular and decoupled architecture, in which core agent capabilities are separated from scenario-specific applications. Through standardized interfaces, reusable components, and APIs, we provide plug-and-play integration with existing client systems. This allows for tailored solution assembly without extensive redevelopment, shortening implementation timelines and reducing costs. Furthermore, this modularity supports progressive rollouts — moving from targeted modules with measurable outcomes to enterprise-wide adoption — while maintaining operational stability and predictable scalability.

The Rollout of Our Integrated Architecture in Practice

Our technology stack operates as a closed-loop system. Enterprise data — such as customer transaction records, product documentation and regulatory guidelines — is first cleaned and structured through data distillation and stored in knowledge bases in client's local environment, forming the foundation upon which all downstream capabilities depend.

When a user or business task triggers an AI Super Assistant — for instance, a user initiating a batch quality inspection review — the request is decomposed and routed to specialized AI agents via QianNexus. Each agent retrieves relevant knowledge through RAG (for example, pulling the applicable regulatory clause or a customer's most recent interaction history), follows structured reasoning through CoT and CoT nodes, and adheres to compliance logic encoded in SoPs (such as approved sales scripts or mandated service protocols), before calling the most appropriate external or internal large model through LLM orchestration.

Where external systems are involved — the Model Context Protocol (MCP), an internal protocol framework that standardizes how AI agents interface with external tools, systems and data sources through APIs, provides standardized connectivity without disrupting the client's existing infrastructure. Together, XK-QianAI and QianNexus make this possible: XK-QianAI provides the infrastructure layer that ties each of these components together, while QianNexus serves as the orchestration and execution layer that applies these capabilities to real business workflows across intelligent marketing and intelligent operations management.

How Our AI Foundation and Core Capabilities Support Our Solutions

Our AI foundation and core capabilities together form a unified infrastructure that enables the effective deployment of our solutions across enterprise scenarios. By combining structured knowledge engineering, cross-industry domain intelligence and advanced agent-building capabilities, this foundation ensures that our solutions operate on consistent business logic, remain aligned with industry requirements and can adapt to evolving operational needs.

Building on this integrated foundation, we are able to translate underlying intelligence into practical, scenario-specific solutions that automate complex workflows, support reliable and compliant execution, and continuously improve through real-world operational feedback. This enables our solutions to deliver scalable, sustainable and measurable business outcomes across diverse enterprise environments.

AWARDS, RECOGNITIONS AND CERTIFICATES

We received a number of awards and recognitions in connection with our business and set forth below are some of the material awards and recognitions we had received as of the Latest Practicable Date:

Award/Recognition	Award Date	Awarding Institution/Authority
High and New Technology Enterprises accreditation in 2025	2025	Office of the National High-tech Enterprise Certification Management Leading Group in Shenzhen
Specialized, Sophisticated, Distinctive, and Innovative Small and medium-sized enterprises (SMEs) in 2025	2026	Small and Medium Enterprises Service Bureau
Listed on KPMG's China's Leading Fintech 50 list	2023 & 2024 & 2025	KPMG China
2024 Outstanding Case of Digital Transformation in China's Insurance Industry	November 29, 2024	CBIMC
Listed on 2024 China AI Application Field List of Most Commercial Potential	December 10, 2024	Jazzyear
WEMONEY Lab Treasury Brand Plan — Annual Outstanding Technology Innovation Pioneer Institution Included in 2024 Digitalization	January 21, 2025	WEMONEY
Vendor Landscape for Central State-Owned Enterprises (Smart Finance, Marketing Digitalization, Business-Finance Integration)	March 17, 2025	ifenxi
2025 (7th) Financial Data Intelligence Excellence Solutions Award (Xin Zhi Award)	April 15, 2025	Fintech Innovation in China
Listed in 2025 China Social Media Marketing Technology Map	April 17, 2025	Miaozhen Marketing Science Academy & MARTEKER
Double Fish Award 2024 — Annual Technology Innovation Award	April 18, 2025	InsurView
Listed in AI Agent Industry Map 1.0	June 18, 2025	China Academy of Information and Communications Technology (CAICT)
Listed in Top 50 Enterprise-Grade AI Agent Applications 2025 (Rank: Top 24)	August 25, 2025	DBC (De Ben Consulting)

The following table sets out a list of certificates that we received as of the Latest Practicable Date:

Certificates	Date of grant	Date of expiry
AAA Credit Enterprise (AAA級信用企業牌匾)	May 12, 2025	May 11, 2028
AAA — Industry Integrity Unit Grade Certificate — AAA Integrity Unit in Internet Services Industry (AAA — 行業誠信單位等級證書 — 互聯網服務行業AAA級誠信單位)	May 12, 2025	May 11, 2028
AAA Enterprise Credit Grade Certificate — Grade AAA (AAA — 企業信用等級證書 — AAA級)	May 12, 2025	May 11, 2028
AAA Integrity Entrepreneur Certificate — Yu Feng Integrity Entrepreneur (AAA — 誠信企業家證書 — 郁鋒誠信企業家)	May 12, 2025	May 11, 2028
AAA Credible Supplier Grade Certificate — Grade AAA Credible Supplier (AAA — 誠信供應商等級證書 — AAA級誠信供應商)	May 12, 2025	May 11, 2028
AAA Quality Service Integrity Unit (AAA級質量服務誠信單位)	May 12, 2025	May 11, 2028
AAA Credit Rating Certificate — Grade AAA (AAA — 資信等級證書 — AAA級)	May 12, 2025	May 11, 2028
Quality Management System Certification Certificate (質量管理體系認證證書) ISO-9001:2015	November 25, 2022	20 November, 2028
Occupational Health and Safety Management System Certificate (職業健康安全管理體系認證證書) GB/T 45001–2020/ISO 45001:2018	13 January, 2025	12 January, 2028
Environmental Management System Certificate (環境管理體系認證證書) GB/T 24001–2016/ISO 14001:2015	13 January, 2025	12 January, 2028

OUR CUSTOMERS

We have established coverage across a range of clients, including financial institutions, technology companies and retail entities. Our client development strategy has two fronts: (i) deepening client engagement, including a focus on those clients who tend to have more sizable and stable demand for our solutions and have more potential to become premium clients, and (ii) expanding our client base to include additional enterprise customers while increasing solution adoption across existing clients.

In line with our strategic growth on deepening client engagement and expanding our client base, we continued to serve our existing clients while adding new high-value enterprise customers across retail and other industries. The increasing proportion of multinational and premium brand clients reflects our strengthened ability to penetrate high-value business segments and broaden our industry coverage. Moreover, the cumulative number of clients we had served grew from 88 as of December 31, 2023 to 241 as of December 31, 2024, and further expanded to 361 as of December 31, 2025, representing a CAGR of 102.5%, and further increased to 409 as of May 31, 2026. In addition, our customer retention rate[(Note)] was 42.4% for 2024 and 53.0% for 2025.

Note: Client retention for 2024 is calculated by dividing the number of customers with whom we had derived revenue in 2023 and 2024 by the total number of revenue generating customers in 2024. Client retention for 2025 is calculated by dividing the number of customers with whom we had derived revenue in 2023 and/or 2024 by the total number of revenue generating customers in 2025.

During the Track Record Period, our sales to the largest customer in each year/period accounted for 44.4%, 44.6%, 22.3% and 25.1% of our total revenue for the respective years/period. For the years ended December 31, 2023, 2024 and 2025 and the five months ended May 31, 2026, our sales to the five largest customers in aggregate accounted for 74.7%, 62.7%, 43.0% and 54.7% of our total revenue for the respective years/period.

Save for ZhongAn Group, our Directors confirm that the rest of our five largest customers for each period during the Track Record Period were independent third parties. None of our Directors, their respective associates, or Shareholders (other than ZhongAn Group) (which to the best knowledge of our Directors owned more than 5% of our share capital as at the Latest Practicable Date) had any interest in any of our five largest customers.

The following tables set forth details of our top five customers for each period during the Track Record Period in terms of revenue:

Customer	Solutions/ Services provided	Credit terms	Commencement of business relationship	Payment method	Amount of sales *RMB'000*	% of our total revenue for the period
For the year ended December 31, 2023						
ZhongAn Group	Intelligent marketing and Intelligent operation	within 1 month after invoice date	2022	bank transfer	100,260	44.4%
Customer A	Intelligent marketing	within 1 month after invoice date	2023	bank transfer	25,516	11.3%
Customer B	Intelligent marketing	within 1 month after invoice date	2023	bank transfer	16,589	7.3%
Customer C	Intelligent marketing	within 1 month after invoice date	2022	bank transfer	13,358	5.9%
Customer D	Intelligent marketing	within 1 month after invoice date	2023	bank transfer	13,073	5.8%
Total					168,796	74.7%
For the year ended December 31, 2024						
ZhongAn Group	Intelligent marketing and Intelligent operation	within 1 month after invoice date	2022	bank transfer	137,661	44.6%
Customer E	Intelligent marketing and Intelligent operation	within 1 month after invoice date	2022	bank transfer	21,767	7.1%
Customer F	Intelligent marketing	within 1 month after invoice date	2024	bank transfer	13,740	4.5%
Customer A	Intelligent marketing	within 1 month after invoice date	2023	bank transfer	10,242	3.3%
Customer B	Intelligent marketing	within 1 month after invoice date	2023	bank transfer	9,908	3.2%
Total					**193,318**	**62.7%**
For the year ended December 31, 2025						
ZhongAn Group	Intelligent marketing and Intelligent operation	within 1 month after invoice date	2022	bank transfer	106,259	22.3%
Customer E	Intelligent marketing and Intelligent operation	within 1 month after invoice date	2022	bank transfer	31,826	6.7%
Customer G	Intelligent operation	within 1 month after invoice date	2025	bank transfer	30,457	6.4%
Customer H	Intelligent marketing and Intelligent operation	within 1 month after invoice date	2025	bank transfer	22,974	4.8%
Customer I	Intelligent operation	within 1 month after invoice date	2025	bank transfer	13,726	2.9%
Total					**205,242**	**43.0%**

Customer	Solutions/ Services provided	Credit terms	Commencement of business relationship	Payment method	Amount of sales *RMB'000*	% of our total revenue for the period
For the five months ended May 31, 2026						
ZhongAn Group	Intelligent marketing and Intelligent operation	within 1 month after invoice date	2022	bank transfer	49,959	25.1%
Customer E	Intelligent marketing and Intelligent operation	within 1 month after invoice date	2022	bank transfer	31,123	15.6%
Customer F	Intelligent marketing	within 1 month after invoice date	2024	bank transfer	13,174	6.6%
Customer J	Intelligent operation	within 1 month after invoice date	2025	bank transfer	8,723	4.4%
Customer K	Intelligent marketing and Intelligent operation	within 1 month after invoice date	2025	bank transfer	5,990	3.0%
Total					**108,969**	**54.7%**

Notes:

ZhongAn Group comprises ZhongAn Online, ZhongAn Technology and other subsidiaries of ZhongAn Online. ZhongAn Online is a Chinese insurance group founded in 2013 in Shanghai, China which primarily engages in internet-related insurance services, including property, cargo, liability, credit and guarantee, motor vehicle, and short-term health and accident insurance, as well as related reinsurance and insurance information services. ZhongAn Online, according to its 2025 interim report, has a registered capital of RMB1,469.8 million. ZhongAn Technology is a member of ZhongAn Group that engages primarily in the provision of routine I.T. services to ZhongAn Group. For the purpose of ranking our top five customers, our sales to ZhongAn Group represents our sales of enterprise-level AI solutions to ZhongAn Group for its own uses. For further details relating to our business relationship with ZhongAn Group, please see the section headed "Our Business Relationship with ZhongAn Group" below.

Customer A is a Chinese company founded in 2018 in Shenzhen, China which primarily engages in computer software development, design, technical consultation services and has a registered capital of RMB30 million.

Customer B is a Chinese company founded in 2017 in Beijing, China which primarily engages in technical services including technology development, technology consultation, technology transfer, technology promotion and software services including software development, software design. Customer B has a registered capital of RMB10 million.

Customer C is a Chinese company founded in 2018 in Beijing, China which primarily engages in technical services including technology development, technology transfer, technology consultation, technology promotion and software services including software development, software design. Customer C has a registered capital of RMB10 million.

Customer D is a Chinese company founded in 2019 in Shenzhen, China which engages in the provision of information technology services, including information system integration, software and hardware development and sales, data and information management consulting. Customer D has a registered capital of RMB17.5 million.

Customer E is a Chinese company founded in 2009 in Shenzhen, China which primarily engages in engages in insurance services, including property, liability, credit and guarantee, short-term health and accident insurance, as well as related reinsurance and permitted insurance fund utilization activities. Customer E has a registered capital of RMB4,007.2 million. Customer E and ZhongAn Online are indirectly associated through their respective equity interests in a company, in which Customer E holds an 83.82% interest and ZhongAn Online, through its wholly-owned subsidiary, holds the remaining 16.18% interest.

Customer F is Chinese company founded in 2006 in Foshan, China which primarily engages in insurance services. Customer F has a registered capital of RMB1,000 million.

Customer G is a Chinese company founded in 2001 in Beijing, China and primarily engages in export credit insurance, overseas investment insurance, domestic credit insurance, and related credit guarantee, reinsurance, receivables management and insurance fund utilization services. Customer G has a registered capital of RMB27,161.1 million.

Customer H is a Chinese company founded in 2017 in Shenzhen, China and primarily engages in credit and guarantee insurance, short-term health and accident insurance, and related reinsurance and insurance fund utilization activities. Customer H has a registered capital of RMB1,000 million.

Customer I is a Chinese company founded in 2002 in Beijing, China and primarily engages in life insurance, health insurance and accident insurance, as well as related reinsurance and insurance fund utilization activities. Customer I has a registered capital of RMB6,000 million.

Customer J is a Chinese company founded in 2004 in Shanghai, China which primarily engages in the provision of property and casualty insurance services, including motor vehicle insurance, property and engineering insurance, liability insurance, credit and guarantee insurance and short-term health and accident insurance. Customer J has a registered capital of RMB846.2 million.

Customer K is a Chinese company founded in 2022 in Anhui Province, China which primarily engages in technical services including technology development, technology consultation and technology promotion, software development and information technology consulting services. Customer K has a registered capital of RMB20 million.

Our Business Relationship with ZhongAn Group

ZhongAn Technology, a wholly-owned subsidiary of ZhongAn Online, is one of the substantial shareholders of our Company and a significant customer of our Group. ZhongAn Technology had been engaged in the provision of technology and digitalization solutions and services. At the time of our establishment, our Founders were employees of ZhongAn Technology and/or other members of ZhongAn Group. Our Founders founded our Company outside of ZhongAn Group, with ZhongAn Group's consent.

ZhongAn Technology subsequently became one of our substantial Shareholders in December 2023, subscribing for equity capital at a consideration of RMB8.7 million in cash and RMB10.42 million in the form of intellectual property rights, including 116 patents, 135 copyrights and 2 trademarks. During the Track Record Period, our sales to ZhongAn Group included our sales of enterprise-level AI solutions to ZhongAn Group for its own use and our sales to ultimate independent customers in collaboration with ZhongAn Technology, with revenue attributable to ZhongAn Technology and its associates amounting to RMB102.6 million, RMB140.1 million, RMB116.2 million and RMB53.0 million for the years ended December 31, 2023, 2024 and 2025 and the five months ended May 31, 2026, respectively. For further details on the background and circumstances of our establishment and these arrangements, please see the section headed "History, Development and Corporate Structure — Corporate Development and Major Shareholding Changes" in this Document.

A. Transition of Customer Contracts from ZhongAn Technology

In September 2024, ZhongAn Technology formally decided to cease the provision of AI solutions to third-party customers. For further details, please see the section headed "History, Development and Corporate Structure — Background to the Establishment of Our Company." Following such decision, customers previously served under contracts with ZhongAn Technology were transitioned to us through the following arrangements, namely (i) novation of the existing contract from ZhongaAn Technology to us; and (ii) project transfer arrangements without novating the existing contracts:

1. Novated Customer Contracts

Certain customer contracts previously signed by ZhongAn Technology were novated to us through tripartite novation agreements among the relevant customer, ZhongAn Technology, and us, pursuant to which all contractual rights and obligations of ZhongAn Technology were transferred to us in full (the "**Novated Customer Contracts**"). Upon novation, we assumed direct responsibility for service delivery to the relevant customers and became entitled to receive all service fees directly from them. The material terms therein generally provided that:

- all rights and obligations of ZhongAn Technology transferred to us on the effective date, at which point ZhongAn Technology ceased to have any rights or obligations thereunder;
- any outstanding amounts previously payable to ZhongAn Technology became payable to us, with payment timing and method continuing per the original agreements;
- the novation would not affect the progress of the relevant projects; and
- the relevant customer and ZhongAn Technology agreed to cooperate with us to facilitate our performance of service under the contract.

2. Unnovated Arrangements

For certain other contracts, the transition was instead effected through project transfer arrangements agreed between ZhongAn Technology and us with the acknowledgment of the relevant customers. This approach was adopted in circumstances where customers had previously signed contract with ZhongAn Technology and preferred not to change contract party, given an imminent completion of the relevant contract term or cumbersome internal process to amend procurement contracts (the "**Unnovated Arrangements**"). For the avoidance of doubt, the use of the Unnovated Arrangements relates only to the performance of the existing contracts with ZhongAn Technology during the transition period. The relevant customers shall subsequently enter into new contracts with us upon expiry of the original agreements should they demand for our services again. Revenue generated from such Unnovated Arrangement were included in our sales to ultimate independent customers in collaboration with ZhongAn Group and amounted to nil, RMB57.8 million, RMB114.7 million and RMB8.4 million for each of the years/period ended 31 December 2023, 2024 and 2025 and the five months ended May 31, 2026. As of May 31, 2026, 28 customers remained under the Unnovated Arrangements. The material terms of such project transfer arrangements generally provided that:

- ZhongAn Technology would transfer the relevant projects to us, with ZhongAn Technology and us coordinating to notify the relevant customers and facilitate a smooth handover;
- we assumed responsibility for performing all obligations under the original project agreements from the date of transfer;
- ZhongAn Technology undertook to remit to us, in full, any service fees received from customers in respect of the transferred projects; and
- we and ZhongAn Technology would take all necessary steps to ensure continuity of service delivery throughout the transition period.

As of the Latest Practicable Date, the total contract sum of the Unnovated Arrangements amounted to approximately RMB24.0 million. Our work under such Unnovated Arrangements is expected to be completed by the end of 2026.

We believe that we will be able to continue to enter into new contracts directly with the relevant customers and to continue to provide services to them for the following reasons: (i) during the Track Record Period, we performed the substantive work and were primarily responsible for service delivery and day-to-day communications with the relevant customers. Moreover, we did not experience any material disruption to our service delivery or any material adverse changes to our collaboration with the relevant customers; and (ii) we have established working relationship with the relevant customers and we have a track record of directly securing new contracts, upon completion of the remaining term under the Unnovated Arrangements. As of May 31, 2026, over 50% of the customers previously under the Unnovated Arrangements have entered into new contracts directly with us.

Prior to the transition arrangements described above, the relevant services were provided under contractual arrangements involving ZhongAn Technology. Following the completion of such transition arrangements, we provided complete and standalone solutions directly to the relevant customers, assumed full responsibility for service delivery, and became entitled to all service fees payable under the relevant project agreements. There was no profit-sharing or commission arrangement between ZhongAn Technology and us in relation to such projects.

B. Sales to ZhongAn Group itself

During the Track Record Period, we provided enterprise-level AI solutions to ZhongAn Group for its own operational use. These solutions primarily consisted of (i) intelligent marketing solutions; and (ii) intelligent operations management solutions, which were deployed to support ZhongAn

Group's customer engagement, marketing and operational management functions. Revenue generated from such projects amounted to RMB100.3 million, RMB137.7 million, RMB106.3 million and RMB50.0 million for the years ended December 31, 2023, 2024, 2025 and the five months ended May 31, 2026, respectively.

The table below summarizes the solutions provided to ZhongAn Group for its own use during the Track Record Period.

Solutions type	Description of major functions and systems included
Intelligent marketing solutions	Deployment of intelligent marketing systems, including (i) customer relationship and engagement management systems supporting lead acquisition, customer management and digital marketing operations, and (ii) data-driven marketing systems such as customer data platforms and marketing automation systems supporting data integration, customer profiling, targeted marketing and campaign management.
Intelligent operations management solutions	Provision of intelligent insurance core operational systems supporting insurance operations management, including intelligent business and finance integrated management systems, business integration and supplier management platforms, product management systems, operational monitoring and risk control systems (such as transaction security and anti-fraud systems), payment and settlement systems, revenue and billing management systems, and intelligent customer service platforms.

C. Purchase from ZhongAn Group

During the Track Record Period, our purchases from ZhongAn Group amounted to approximately RMB9.2 million in 2023 and RMB85.1 million in 2024.

Purchase in 2023

For the year ended December 31, 2023, our costs relating to the purchase from ZhongAn Group amounted to approximately RMB9.2 million. Such costs represent fees paid to ZhongAn Technology for commissioned development work to supplement our development capacity, undertaken on a project basis.

As our business expanded and the number of projects we undertook materially increased, we at times faced development constraints that required external support. We selected ZhongAn Technology for such work because they possessed the relevant technical capabilities and was able to deploy experienced delivery development resources within the timeframes we required. The relevant work was carried out by ZhongAn Technology in accordance with our specifications and requirements, and we remained responsible for the delivery and completion of the relevant projects. As we expanded our development team, we did not engage ZhongAn Technology for similar work in 2024 or 2025.

Such commissioned work comprised development and delivery assignments in respect of several projects. Examples included an intelligent customer service management system, an automated underwriting and claims system, an operational and risk management system and an intelligent marketing management system.

The fees payable to ZhongAn Technology were determined with reference to the scope of work completed and deliverables provided, taking into account the corresponding development workload and cost estimates. Such fees were assessed with reference to prevailing market rates and determined through arm's length negotiations.

Purchase in 2024

For the year ended December 31, 2024, our costs relating to the purchase of work in progress from ZhongAn Group amounted to approximately RMB85.1 million. The increase was primarily attributable to the settlement of costs previously incurred by ZhongAn Technology in connection with customer contracts novated to us, following ZhongAn Technology's decision to cease providing solutions to third-party customers.

The work in progress acquired primarily comprised costs incurred by ZhongAn Technology for the projects prior to transferring such projects to us, covering work in progress of functions to be included in such projects. Examples included customer data and marketing automation, intermediary operations management, actuarial and financial management, business operations management, data management and information security. These costs formed part of the project work in progress transferred to us.

In determining such costs, we assessed the costs previously incurred by ZhongAn Technology prior to the project transfers, including internal labor costs, preliminary cost estimates and external procurement costs, with reference to established PRC industry standards and commonly adopted methodologies for the valuation of software and information technology service projects. These standards and methodologies provide a structured framework for translating such factors into cost estimates, which we use to assess the reasonableness of the costs incurred by ZhongAn Technology.

The above transactions are summarized as below:

	For the year ended 31 December			For the five months ended May 31,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Sales of software or service to ZhongAn Group				
A. — Sales to ultimate independent customers in collaboration with ZhongAn Group	nil	57,818	114,654	8,378
B. — Sales to ZhongAn Group itself *(Note 1)*	100,260	137,661	106,259	49,959
Total	100,260	195,479	220,913	58,337
C. Purchase from ZhongAn Group	9,161	85,092	—	—

Notes:

1) As ZhongAn Group has only invested in our Group since December 2023, only transactions subsequent to December 2023 are counted as our related parties transactions as shown in Note 34 to the Accountants Report.

Pricing Principles for Transactions with ZhongAn Group

Prior to the establishment of the formal connected transaction management policy adopted in connection with the [REDACTED], we maintained a consistent set of pricing principles governing our transactions with ZhongAn Group, which were designed to ensure that all such transactions were conducted on normal commercial terms and at prices that were fair and reasonable to us.

Our pricing approach was based on the following reference benchmarks, applied comprehensively and having regard to the specific circumstances of each transaction:

Comparable market pricing. As a primary reference, we sought to benchmark transaction prices against those agreed between independent third parties for the same or substantially similar products or services under comparable conditions. Where such market comparables were available, they served as the primary basis for determining the appropriate price range for the relevant transaction.

Cost-based pricing. In addition to comparable market pricing, where the scope of services involves a significant degree of customization, we also determine pricing based on our estimated costs of providing the relevant services, to which a reasonable profit margin is applied with reference to prevailing industry margins and our internal profitability targets.

In addition to the above pricing principles, each transaction was subject to a pricing evaluation prior to contract execution. The relevant business team was responsible for collecting market price information and cost data applicable to the transaction, and for preparing an initial pricing proposal having regard to the specific circumstances of the transaction. The proposed pricing, together with the contract terms, was then submitted for approval through successive levels of management prior to execution.

Separately, as a listed company, ZhongAn Group has its own strict internal control measures governing its related-party transactions. Accordingly, transactions between ZhongAn Group and us were also required to comply with such regulatory requirements on ZhongAn Group's part, which provided an additional layer of oversight to ensure that the terms of such transactions, including pricing, were on normal commercial terms.

Based on the foregoing, our Directors are of the view that all historical transactions between us and ZhongAn Group were conducted on normal commercial terms, with pricing that was fair and reasonable and not prejudicial to the interests of us and our minority Shareholders.

Framework Cooperation Arrangement with ZhongAn Group

To formalize and regulate the continuing business cooperation between our Group and ZhongAn Group, our Company entered into a cooperation framework agreement with ZhongAn Technology (the "**Cooperation Framework Agreement**"). Pursuant to the Cooperation Framework Agreement, (i) members of our Group may provide enterprise-grade AI solution services to ZhongAn Technology and its associates, and (ii) members of our Group may procure insurance-related products and services from ZhongAn Online.

The Cooperation Framework Agreement sets out the principal terms governing the continuing transactions between the parties, including the types of transactions contemplated thereunder, the applicable annual transaction caps and the pricing principles under which the transactions are to be conducted on normal commercial terms and determined after arm's length negotiations. The initial term of the Cooperation Framework Agreement will commence on the [REDACTED] and expire on December 31, 2028, and may be renewed subject to compliance with applicable laws, regulations and the Listing Rules. Further details of the Cooperation Framework Agreement are set out in the section headed "Connected Transaction — Non-Exempt Continuing Connected Transaction" in this Document.

Taking into account that, (i) we have established stable business relationship between our Group and ZhongAn Group. We are familiar with ZhongAn Group's business needs and requirements on products and service, we believe we are able to provide technology solutions that are more cost-competitive and responsive to developments in the insurance industry; (ii) we believe we are one of the preferred suppliers of ZhongAn Group for AI system services, primarily because we possess industry know-how derived from our Founders' prior work experience, including in the application of AI in insurance companies; (iii) for both our Company and ZhongAn Group, our collaboration is commercially practical. The Cooperation Framework Agreement (including the

annual transaction caps) provides a contractual framework governing the continuing cooperation between ZhongAn Group and our Group and reflects the parties' expectation of continuing transactions; and (iv) we also believe that ZhongAn Group, as a substantial Shareholder of our Company, has aligned interests with us in the future development of our Company, our Directors are of the view, that the business relationship between our Group and ZhongAn Group is unlikely to terminate or materially adversely change in the foreseeable future.

Separately, while ZhongAn Group remains one of our important customers, our Directors are of the view that our Group would be able to mitigate potential impact from reliance on ZhongAn Group, as our Group has been diversifying our customer base and, accordingly, customer concentration has been decreasing. The number of customers increased from 88 in 2023 to 409 in the five months ended May 31, 2026, and revenue contribution from ZhongAn Group (excluding sales to independent ultimate customers through ZhongAn Technology) decreased to 25.1% for the five month ended May 31, 2026. According to Frost & Sullivan, in the enterprise-grade AI solution market, the top five customers typically account for a relatively large proportion of a company's total revenue, with such contribution on average exceeding 40%, indicating that a certain level of customer concentration is consistent with industry practice.

Having taken into account the factors above and the view of the Directors, nothing has come to the Joint Sponsors' attention that would reasonably cause them to disagree with the Directors' view on its relationship with ZhongAn and its ability in mitigate potential impact from reliance on Zhongan Group.

Agreements with Customers

Set forth below is a summary of the key terms with our clients:

Deliverables	We typically provide non-exclusive licenses of use rights of our solutions and maintenance services related to the solutions. For application development and other services, we typically develop customized applications based on the client's specification.
Fees and pricing	We apply a value-based pricing model. We provide comprehensive quotations for end-to-end solutions based on the scope of services and complexity involved. Our Pricing decision is determined through a systematic evaluation of factors including the solutions procured, service consumption and usage frequency; and implementation schedule and duration.
Payment	We send monthly invoice to clients and usually grant a credit period of within one month.
Confidentiality	Each party shall maintain confidentiality of information obtained in relation to the relevant agreement and its contractual terms, and not disclose confidential information to third parties.

During the Track Record Period and up to the Latest Practicable Date, our Directors confirm that we did not have any material breach of agreements with our clients, nor did we receive any material client complaints, and we did not experience any material returns from our clients.

We endeavor to grow alongside our clients' success. In our ongoing efforts to enhance client satisfaction, we maintain high-quality and targeted after-sales services to advise our clients on how to best utilize our solutions, improve their user experiences of our solutions, and share our industry know-how and insights with them. After-sales services are primarily provided through online and on-site visits to address client issues. We had not experienced any material client complaints during the Track Record Period.

OUR SUPPLIERS

Top Suppliers

Our suppliers primarily include digital communication service providers, professional advisory service providers and project solutions integrators. During the Track Record Period, our purchases from the largest supplier in each year/period accounted for 18.7%, 43.2%, 10.1% and 6.7% of our total cost of sales for the respective years/period. For the years ended December 31, 2023, 2024 and 2025 and the five months ended May 31, 2026, our purchases from the five largest suppliers in each year/period in aggregate accounted for 73.2%, 74.7%, 39.6% and 31.5% of our total cost of sales for the respective years/period.

For the services purchased from these suppliers, (i) digital communication services included enterprise communication services such as SMS and voice messaging, as well as connectivity services such as dedicated voice and data lines and Internet connectivity services, which supported the delivery of our solutions and related services; (ii) professional advisory services included financial advisory services provided by accounting firms in connection with certain projects involving intelligent business and finance integrated management systems. As such projects involved specialized accounting and actuarial considerations, we engaged accounting firms to provide financial advisory support, the outputs of which we incorporated into our system development and implementation work for the relevant projects; and (iii) project solution integrators provided integration support and related technical services in connection with the delivery and deployment of certain solution projects.

Save for ZhongAn Group, our Directors confirm that the rest of our five largest suppliers for each period during the Track Record Period were independent third parties and none of our Directors, their respective close associates, or Shareholders (other than ZhongAn Group) (which to the best knowledge of our Directors owned more than 5% of our share capital as at the Latest Practicable Date) had any interest, directly or indirectly, in any of our five largest suppliers for each period during the Track Record Period. Please refer to the paragraph headed "Our Business Relationship with ZongAn Group" under the heading "Our Customers" above for further details of our transactions with ZhongAn Group.

Our Directors confirm that during the Track Record Period and up to the Latest Practicable Date, we did not experience any material interruptions, disputes, or delays in relation to the supply of suppliers.

The following tables set forth details of our top five suppliers for each period during the Track Record Period in terms of purchase amounts:

Supplier	Solutions/ services purchased	Credit terms	Commencement of business relationship	Payment method	Amount of purchases *RMB'000*	% of total purchases for the period
For the year ended December 31, 2023						
Supplier A	Digital services	within 1 month after invoice date	2022	bank transfer	28,949	18.7%
Supplier B	Digital services	within 1 month after invoice date	2022	bank transfer	25,808	16.7%
Supplier C	Digital services	within 1 month after invoice date	2022	bank transfer	25,569	16.5%
Supplier D	Digital services	within 1 month after invoice date	2023	bank transfer	22,616	14.6%
Supplier E	Digital services	within 1 month after invoice date	2023	bank transfer	10,493	6.8%
Total					113,435	73.2%
For the year ended December 31, 2024						
ZhongAn Group	Technical services	within 1 month after invoice date	2022	bank transfer	85,092	43.2%
Supplier D	Digital services	within 1 month after invoice date	2023	bank transfer	25,220	12.8%
Supplier A	Digital services	within 1 month after invoice date	2022	bank transfer	14,878	7.6%
Supplier C	Digital services	within 1 month after invoice date	2022	bank transfer	11,287	5.7%
Supplier F	Digital services	within 1 month after invoice date	2023	bank transfer	10,738	5.5%
Total					147,215	74.7%
For the year ended December 31, 2025						
Supplier G	Professional advisory services	within 1 month after invoice date	2024	bank transfer	11,981	10.1%
Supplier H	Digital services	within 45 days after invoice date	2024	bank transfer	10,512	8.8%
Supplier D	Digital services	within 45 days after invoice date	2023	bank transfer	8,444	7.1%
Supplier I	Digital services	within 45 days after invoice date	2025	bank transfer	8,166	6.9%
Supplier J	Professional advisory services	within 1 month after invoice date	2025	bank transfer	8,133	6.8%
Total					47,236	39.6%
For the Five months ended May 31, 2026						
Supplier I	Digital services	within 45 days after invoice date	2025	bank transfer	3,530	6.7%
Supplier K	Digital services	within 45 days after invoice date	2025	bank transfer	3,516	6.7%
Supplier J	Professional advisory services	within 1 month after invoice date	2025	bank transfer	3,417	6.5%
Supplier D	Digital services	within 45 days after invoice date	2023	bank transfer	3,055	5.8%
Supplier H	Digital services	within 45 days after invoice date	2024	bank transfer	2,990	5.7%
Total					16,508	31.5%

Notes:

Supplier A is a Chinese company founded in 2012 in Wuxi, China and primarily engages in telecommunications and information technology services, including technology development and consulting, information system integration, software development, and the sale of electronic products. Supplier A has a registered capital of RMB80.4 million.

Supplier B is a Chinese company founded in 2019 in Shenzhen, China and primarily engages in network and information technology services, including software and network development, internet information and telecommunications services, advertising services, and related product trading. Supplier B has a registered capital of RMB10 million.

Supplier C is a Chinese company founded in 2019 in Guizhou, China and primarily engages in engages in cloud computing and information technology services, including software development and sales, artificial intelligence and data platform services, system integration and operation services, internet and telecommunications-related services, as well as the manufacture, sale and leasing of computer hardware and related equipment. Supplier C has a registered capital RMB5,000 million.

Supplier D is a Chinese company founded in 2017 in Beijing, China and primarily engages in technology and digital services, including software and artificial intelligence application development, system integration, consulting and related business services. Supplier D has a registered capital of RMB30 million.

Supplier E is a Chinese company founded in 2020 in Hangzhou, China and primarily engages in technology and information services, including AI and IoT-related solutions, data and IT support services, product sales, and telecommunications services. Supplier E has a registered capital of RMB10 million.

ZhongAn Group is a Chinese insurance group founded in 2013 in Shanghai, China which primarily engages in internet-related insurance services, including property, cargo, liability, credit and guarantee, motor vehicle, and short-term health and accident insurance, as well as related reinsurance and insurance information services. ZhongAn Group has a registered capital of RMB1,469.8 million.

Supplier F is a Chinese company founded in 2016 in Guizhou, China and primarily engages in software and information technology services, including software development, data processing and big data services, system integration, technology consulting, and related telecommunications and IT service. Supplier F has a registered capital of RMB15.9 million.

Supplier G is a Chinese company founded in 2007 in Shanghai, China and primarily engages in business consulting, financial and tax advisory services, software-related services, and accounting agency services. Supplier G has a registered capital of RMB30 million.

Supplier H is a Chinese company founded in 2016 in Shanghai, China and primarily engages in cloud computing and information technology services, including data processing, system integration. Supplier H has a registered capital of RMB30 million.

Supplier I is a Chinese company founded in 2015 in Jiangxi, China and primarily engages in information technology and digital services, including software and artificial intelligence application development, system services and IT consulting. Supplier I has a registered capital of RMB30 million.

Supplier J is the Shanghai branch of a Chinese company established in 2001 and primarily engages in economic information consulting, tax consulting, and the development of computer software and hardware, computer networks and integrated systems, as well as related technology transfer and technical consulting services.

Supplier K is a Chinese company founded in 2018 in Guangdong, China which primarily engages in communication system equipment design, computer technology development, software development and information technology services. Supplier K has a registered capital of RMB19.8 million.

We have standardized procedures for selecting and vetting suppliers. We prioritize engaging suppliers that are well-established and have a proven track record. We evaluate potential suppliers with our selection procedures. If they pass those procedures, we add them to our list of qualified suppliers. We ultimately engage suppliers from our list of qualified suppliers. We will select suitable suppliers based on our business needs at different stages and for different solutions. We will also evaluate the price and quality provided by our current suppliers, compare them with alternatives in the market and make adjustments on the selection of suppliers accordingly.

Agreements with Suppliers

Our suppliers primarily include digital communication service providers, professional advisory service providers and project solutions integrators. We typically enter into framework agreements or service agreements with these suppliers. The salient terms vary depending on the nature of services provided and are summarized below.

For digital telecommunications services:

Set forth below is a summary of the key terms of our agreements with our digital telecommunications services providers:

Scope of services	The digital telecommunications services providers provided digital telecommunication channel services, including message transmission and related technical support services, for our marketing and business communication purposes.
Fees, pricing and delivery	The service fees are charged at the agreed rates based on the specific items requiring digital telecommunication promotion as set out in the agreements. The price may be adjusted according to the number of characters contained in each digital telecommunication message.
Payment	Payments for the digital telecommunications channel services are settled on a monthly basis.
Confidentiality	The providers must keep all information and digital telecommunication content confidential and may not disclose it without our prior written consent, except as required for service performance or by law.
Breach and Liability	The providers are liable for breach of the agreement, including service failures or non-compliance. We may terminate the agreement and claim compensation in accordance with its terms.
Termination	We may terminate the agreement (i) upon the expiry of its term, (ii) by mutual agreement between both parties, or (iii) in accordance with the termination provisions of the agreement.

For professional advisory services:

Set forth below is a summary of the key terms of our agreements with our professional advisory service providers:

Scope of services:	We engaged accounting firms to provide professional advisory services as we required the specialized accounting expertise of accounting firms to properly design, plan, and support the implementation of new insurance contract accounting standard within the solutions we delivered to our end-customers, ensuring the end product met the necessary regulatory and accounting requirements for the insurance company. Such services comprised advising on the accounting policies, measurement methodology, chart of accounts and accounting treatment, and the presentation and disclosure of financial statements under the new standard. The deliverables provided by the accounting firms served as guidance for us to carry out system development and implementation work for the relevant end-customers.
Intellectual property:	Unless otherwise agreed, the accounting firms retain ownership of their proprietary methodologies, models and intellectual property developed prior to or outside the scope of the engagement. We are granted a non-exclusive, non-transferable right to use the deliverables solely for the purposes of the relevant projects.

Responsibilities:	We are responsible for providing complete and accurate information required for the performance of the services and for making management decisions relating to the implementation of the advisory recommendations. The accounting firms act solely in an advisory capacity in connection with the relevant projects.
Limitation of scope:	The advisory services are performed based on information provided by us, and do not undertake responsibility for verifying the completeness or accuracy of such information.
Service fees and payment terms:	Service fees are determined on a project basis and are generally payable in installments linked to the completion of key project milestones, such as the commencement of the engagement, the completion of major project deliverables, the trial run of the relevant end-customer's system, and the final acceptance of the project.

For project solution integration services:

Set forth below is a summary of the key terms of our agreements with our project solution integrator:

Scope of cooperation	We cooperate with project solution integrators in connection with the promotion, sale, integration and implementation of our solutions and related services. Such cooperation may take different project structures, including arrangements where the integrator contracted directly with end customers and procures our solutions and services through orders, or arrangements where we procure implementation and technical services from the integrator for specific projects.
Orders and fees	Specific products, services, pricing and delivery terms are determined in the relevant project orders. Fees are settled in accordance with the agreed commercial terms set out in such project orders.
Intellectual property	Intellectual property ownership is determined in accordance with the applicable cooperation model and relevant project orders. The integrator may be granted limited rights to use our trademarks and branding solely for authorized promotion during the cooperation term.
Termination	The agreements may be terminated upon expiry of the service term, by mutual agreement, or in accordance with their terms.

OVERLAPPING CUSTOMERS AND SUPPLIERS

During the Track Record Period, our overlapping customers and suppliers mainly included (i) ZhongAn Group, which was one of our five largest customers in 2023 and 2024 and our five largest suppliers in 2024 and (ii) Supplier F which was a telecommunication service provider and one of our five largest suppliers in 2024 and our customer in the same period.

For the sales and purchases transactions between us and ZhongAn Group, please see the section headed "Our business relationship with ZhongAn Group" above. With supplier F, we mainly sell intelligent marketing service to and acquire digital communication service from it.

Our transactions with overlapping customers-suppliers primarily reflect the mutually beneficial relationships with our business partners, where they provide us with high-quality telecommunication services at reasonable prices while procuring our solutions.

The following table sets forth our sales to and purchases from the Overlapping Customers-Suppliers during the Track Record Period.

	For the year ended December 31			For the five months ended May 31,
	2023	**2024**	**2025**	**2026**
Sales to the Overlapping Customers-Suppliers				
Revenue *(RMB in thousands)*	102,183	147,296	4,515	9
As a percentage of total revenue *(%)*	45.2%	47.7%	0.9%	*De Minimis*
Purchases from the Overlapping Customers-Suppliers				
Purchase amount *(RMB in thousands)*	9,296	99,991	3,244	459
As a percentage of total purchase amount *(%)*	4.8%	44.8%	2.7%	0.9%

For ease of reference, set forth below is the breakdown of the sales and purchases attributable to each overlapping customer and supplier for each of the years/period during the Track Record Period.

	Overlapping Customer/ Supplier	**Sales** *(RMB'000)*	**Purchases** *(RMB'000)*
For the year ended 31 December 2023	ZhongAn Group	100,260	9,161
	ZhongAn Technologies International Group Limited *(Note)*	1,923	135
For the year ended 31 December 2024	ZhongAn Group	137,661	85,093
	Supplier F	8,936	10,738
	Overlapping Customer/ Supplier I	481	2,485
	Overlapping Customer/ Supplier II	113	1,297
	Overlapping Customer/ Supplier III	104	377

	Overlapping Customer/ Supplier	Sales *(RMB'000)*	Purchases *(RMB'000)*
For the year ended 31 December 2025	Overlapping Customer/ Supplier IV	2,503	2,389
	Overlapping Customer/ Supplier V	1,348	742
	Overlapping Customer/ Supplier VI	664	113
For the five months ended May 31, 2026	Overlapping Customer/ Supplier V	9	459

Notes:

ZhongAn Technologies International Group Limited is a subsidiary of a joint venture of ZhongAn Online.

Overlapping Customer/Supplier I is a Chinese company founded in 2016 in Shenzhen, China and primarily engages in computer software development, technical services and consulting, software sales, system integration, and the sale of computer equipment and electronic products. Overlapping Customer/Supplier I has a registered capital of RMB5million.

Overlapping Customer/Supplier II is a Chinese company founded in 2019 in Shanghai, China and primarily engages in technology development, transfer, and consulting, and technology services in the fields of information, communication, computer, and network technology, computer network engineering, computer system integration, installation and maintenance of office equipment and household appliances. Overlapping Customer/Supplier II has a registered capital of RMB10 million.

Overlapping Customer/Supplier III is a Chinese company founded in 2015 in Shanghai, China and primarily engages in technical services, technology development, technical consulting, exchanges and transfer, technology promotion, software development, internet data services, industrial internet data services. Overlapping Customer/Supplier III has a registered capital of RMB60 million.

Overlapping Customer/Supplier IV is a Chinese company founded in 1996 in Shanghai, China and primarily engages in the manufacturing, research and development, and sale of automobiles and related vehicles, as well as investment and management of state-owned assets and domestic trading and consulting services. Overlapping Customer/Supplier IV has a registered capital approximately RMB21,749 million.

Overlapping Customer/Supplier V is a Chinese company founded in 2017 in Xi an, China and primarily engages in the sale of consumer goods and electronic products, software development and internet data and network technology services, as well as the provision of technical services and consulting, business and management consulting, and import and export of g0ods and technologies. Overlapping Customer/Supplier V has a registered capital of RMB13.5 million.

Overlapping Customer/Supplier VI is a Japanese company founded in 1980 in Japan and primarily engages in consultation on business and information systems, planning, design, development, implementation, operation and maintenance of information systems, development, manufacturing, sales and rental of software and hardware related to information systems. Overlapping Customer/Supplier VI has a registered capital of approximately RMB621.7 million.

Our Directors confirm that our sales to and our purchases from the Overlapping Customers-Suppliers were (i) entered into after due consideration taking into account the prevailing purchase and selling prices at the relevant times and (ii) conducted on an arm's length basis. Our Directors further confirm that there were no instance where trade payables to overlapping customers/suppliers were offset against trade receivables from them during the Track Record Period. To the best knowledge of our Directors, we did not have any other overlap between our other major customers and major suppliers during the Track Record Period and up to the Latest Practicable Date.

QUALITY CONTROL

We are committed to maintaining a consistently high level of quality across our solutions. To this end, we have established a quality management system that provides an overall framework for the continual improvement of our solutions and operational processes. Our quality management system covers key areas across our solutions development and service delivery activities and is supported by internal standards and procedures designed to ensure orderly and reliable operations. We also maintain a dedicated team responsible for quality assurance, including the testing and validation of our solutions.

We have also adopted a management review mechanism to evaluate the effectiveness of our quality management system and to closely monitor its implementation across our development and delivery processes. As part of these reviews, we assess relevant quality, performance and delivery factors to identify potential issues and ensure that our solutions continue to meet our internal standards. During the Track Record Period and up to the Latest Practicable Date, we had not been subject to any complaints, claims or returns in relation to our solutions.

RESEARCH AND DEVELOPMENT

We are committed to continuous innovation as the foundation of our long-term growth and competitive advantage. Our R&D efforts focus on building enterprise-grade AI solutions that address the complex operational and compliance requirements of industries such as finance, technology and retail. By combining advanced AI technologies with deep industry know-how, we aim to deliver practical, scalable, and secure solutions that drive AI transformation for our clients.

R&D Organization and Talent

Our R&D function is organized around dedicated teams responsible for AI model engineering, application development, and data governance, working in close collaboration with our solution units to ensure that innovations are rapidly translated into market-ready offerings. This integrated structure allows us to align research priorities with client needs and maintain agility in deploying new technologies.

We have assembled an elite talent pool drawn from top-tier technology firms and leading academic institutions, with engineers and researchers experienced in AI model training, enterprise software engineering, and AI transformation consulting. This combination of technical depth and industry insight positions us to deliver solutions that are both technologically advanced and operationally relevant, reinforcing our leadership in enterprise AI innovation. As of May 31, 2026, we have an R&D center in Shanghai which comprises 249 employees. This strong human capital base enables us to transform research outcomes into practical, scalable solutions efficiently.

Our team brings together multidisciplinary expertise across all critical domains of enterprise-grade AI development. This includes specialists in AI architecture, who design scalable and modular systems for model orchestration and deployment; industry application experts, who translate industry-specific knowledge into practical, scenario-based AI solutions; and algorithm engineers, who focus on inference model development, prompt engineering, and RAG frameworks. In addition, our systems development team builds cloud-native, low-code platforms and containerized deployment environments to ensure seamless integration and scalability for enterprise clients.

R&D Process

The following illustrates our in-house R&D process:

R&D Process Steps	Description
Research and project Initiation	In this stage, we determine our R&D direction by assessing market developments, emerging technology trends and feedback obtained through regular client visits. We also prepare project budgets and conduct investment-return analyses to evaluate feasibility before submitting proposals for internal approval.
Planning	Once a R&D project is approved, we formulate detailed schedules and prepare corresponding resource allocation plans to ensure that the development process can be executed efficiently and in accordance with project objectives.
Design, development, testing and release	This stage includes system design, code development, functional and quality testing and the release of the solutions after meeting internal acceptance requirements. We primarily adopt an agile development model during this stage, enabling iterative improvement and timely refinement based on ongoing evaluations.
Project closure	Upon completion, we conduct reviews of R&D outcomes to assess project performance against expectations and archive all deliverables and supporting documentation to ensure comprehensive record-keeping and facilitate knowledge accumulation for future development projects.

Core R&D Focus Areas

Our research and development efforts are focused on strengthening the foundational intelligence and system capabilities that underpin our solutions, enabling scalable deployment and sustained performance across enterprise scenarios.

We continue to enhance our core AI foundation by advancing AI-driven infrastructure, including diverse data processing, large-scale knowledge engineering and industry-oriented model training capabilities. These efforts are directed at improving the efficient transformation of complex operational data into structured, reusable knowledge system, supporting accurate reasoning, consistent execution and reliable decision-making in enterprise environments.

Building on these foundational capabilities, we further focus on translating underlying intelligence into deployable and adaptive solution frameworks. This includes the development of modular, scenario-oriented components, AI agent orchestration mechanisms and continuous optimization frameworks that allow AI agents to collaborate across end-to-end business workflows. Through ongoing refinement of industry knowledge bases, rapid scenario adaptation mechanisms and data-driven feedback loops, our R&D initiatives aim to ensure that our solutions remain aligned with evolving business requirements, regulatory expectations and operational complexity, while enabling measurable and sustainable business outcomes.

Key Achievements

The table below sets forth our key R&D achievement during the Track Record Period:

Achievement	Description
Development of an integrated intelligent marketing capability framework.	We have successfully developed an intelligent marketing framework that integrates, strategy formulation and private-domain operations into a unified system. This framework links multiple dimensions, including customer segmentation, timing, service delivery, engagement channels and performance evaluation, enabling coordinated marketing decision-making. By consolidating fragmented customer, business, event and behavioral data into unified enterprise-level customer profiles and supporting personalized engagement through private-domain platforms, we have established scalable capabilities for precise customer operations and lifecycle management.
Establishment of a knowledge-engineering-driven AI platform.	We have built a centralized AI platform centered on advanced knowledge engineering, integrating large-scale cross-industry entity knowledge to construct knowledge graphs covering extensive relationships, product categories and end-to-end supply chain structures. On this basis, we have developed a modular and reusable industry component framework, enabling flexible application across multiple sectors. Through industry-specific knowledge graph construction, layered knowledge modeling and rapid scenario adaptation mechanisms, supported by domain-oriented language models and a data flywheel framework, we have established a systematic foundation for continuous industry adaptation and intelligent application deployment.

Our Ongoing R&D Project

The table below sets forth our ongoing R&D project during the Track Record Period:

Intelligent transformation of core insurance intermediary systems.	We are currently conducting research and development on the intelligent transformation of core insurance intermediary systems. This ongoing work focuses on adopting modular, cloud-based system architectures that are designed to allow different functional modules to operate independently while remaining seamlessly connected. The research covers key operational areas, including personnel management, business operations and financial management. As part of this ongoing effort, we are also developing standardized interfaces to support adoption by insurance carriers. In addition, our research includes the development of user-friendly configuration tools that are intended to enable clients to manage insurance product setup, adjustments and deployment without complex technical development, with the objective of improving operational efficiency and system flexibility.

Development of the QianNexus AI agent matrix	We continue to research and develop multi-agents capabilities through utilizing synergies between diverse AI agents on Qian AI and to translate our foundational knowledge engineering and industry intelligence into deployable enterprise applications. This ongoing research focuses on integrating modular industry capabilities, scenario-based adaptation mechanisms and continuous knowledge feedback frameworks, with the objective of enabling AI agents to operate collaboratively across complex business workflows. Through this research initiative, QianNexus is being developed as a scalable and reusable foundation for intelligent solution deployment across industries, with an emphasis on supporting continuous optimization, operational stability and real-world application.

Our Planned R&D Projects

The table below sets forth our planned R&D project in the future:

Focus Area	**R&D objective and description**
XK-QianAI	Enhancement of AI-driven foundational architecture: We plan to strengthen multi-modal data processing capabilities and further develop automated knowledge engineering frameworks to support large-scale cross-industry entities and relationship structures, covering product categories and end-to-end supply chain linkages.
XK-QianAI	Industry adaptation and model optimization framework: We plan to develop modular industry components, expand industry-specific knowledge bases and enhance rapid scenario iteration mechanisms to accelerate adaptation to new industries and business scenarios.
QianNexus	Intelligent agent orchestration and decision-making framework We plan to enhance QianNexus's agent orchestration capabilities, including multi-agent collaboration, scenario planning and decision-making workflows, to support complex enterprise use cases across multiple functions.
QianNexus	Deployment, monitoring and optimization tools We plan to further develop tools for agent deployment, monitoring and performance optimization, enabling enterprises to manage AI agents efficiently and support ongoing refinement based on operational outcomes.

Investment in R&D

We have consistently allocated significant resources to R&D to maintain our technological leadership. During the Track Record Period, our R&D expenses were approximately RMB10.9 million, RMB26.8 million, RMB92.6 million and RMB43.8 million for the years ended December 31, 2023, 2024 and 2025 and the five months ended May 31, 2026, respectively, representing 4.8%, 8.7%, 19.4% and 22.0% of our total revenue for the same periods.

SALES AND MARKETING

Our sales and marketing strategies are designed to create robust engagement with both existing and potential clients. We market our solutions through our sales and marketing team who have extensive industry and business experience and technology expertise.

As of May 31, 2026, we had a sales and marketing team of approximately 48 personnel. To ensure that our sales and marketing personnel can fulfill their commitments effectively, we have implemented a series of policies and standardized process that guides their sales and marketing activities. This structured approach not only enhances the efficiency of our sales and marketing team but also ensures that all promises made to clients can be reliably delivered. By adhering to this standardized process, we maintain consistency in our offerings and build trust with our clients, further supporting our growth objectives and reinforcing our market position.

Sales Performance Metrics

Our sales team is evaluated against a structured set of key performance indicators (KPIs) designed to align individual performance with the Company's growth objectives. Primary assessment criteria include (i) contract value targets, which varies per the sales personnel's experience, (ii) collection performance, whereby timely collection of receivables is a critical metric; and (iii) project profitability, in which each project is expected to meet or exceed the target gross margin that varies according to the project. No performance bonus is awarded for projects falling below this threshold.

Secondary assessment factors include incentives for new client acquisition and sales process management. We track client coverage and visit frequently through our CRM system, and underperforming sales staff are subject to follow-up and coaching by the sales leadership team. This multi-dimensional KPI framework ensures that our sales efforts focus not only on revenue generation but also on profitability, cash flow discipline, and strategic solutions promotion.

Marketing Channels and Client Acquisition

We primarily rely on direct sales to acquire clients. Our sales team leverages the Company's internal resources and industry relationships to expand client coverage.

In addition to direct sales, we complement our sales and marketing approach through partnerships and event-based marketing. We work with project solution integrators, under which our solutions are included in broader solution offerings delivered to end customers. Through this model, our solutions are deployed as part of integrated projects addressing clients' operational and digital transformation needs. We also participate in and organize targeted marketing activities, including industry conferences and roadshows, to engage potential clients and support business development efforts.

Showcasing Competitive Advantages

We emphasize our technology-driven capabilities and deep industry expertise throughout our sales and marketing activities. During client engagement and pre-sales presentations, our team shares well-implemented plans with leading financial institutions, highlighting measurable business outcomes to demonstrate the practical value of our solutions.

Furthermore, we conduct scenario-based demonstrations during client meetings, showcasing real-time applications in vertical industry contexts to illustrate the depth of our technical capabilities and understanding of complex business processes.

COMPETITION

China's enterprise AI services market is characterized by differentiated competitive dynamics across various segments, shaped by the rapid expansion of enterprise demand for AI-enabled capabilities across business functions and industries. As enterprises accelerate intelligent operations initiatives, market demand has evolved from the adoption of standalone AI tools toward solutions that can be embedded into core business workflows and deliver measurable operational and commercial outcomes.

Competition in enterprise AI service segments driven by vertical large model capabilities, according to Frost & Sullivan, revenue among leading providers in such segments ranged from approximately RMB0.3 billion to RMB1.0 billion in 2024. This competitive landscape reflects increasing demand for industry-specific expertise, deep understanding of business scenarios and the ability to integrate domain knowledge with advanced AI technologies, which has raised market entry barriers and favored providers capable of supporting complex, real-world enterprise use cases.

We believe that our business model is distinctive, and our solutions encompass the entire value chain for intelligent marketing and intelligent operations management. We face competition in certain aspects of our business. We compete with other competitors that develop and offer intelligent marketing and intelligent operations management solutions for clients. We may also in the future face competition from new entrants that will increase the level of competition. For example, more established technology companies that possess substantial financial resources, sophisticated technological capabilities and broad distribution channels may develop solutions that directly compete with ours.

We believe that our ability to compete effectively depends on many factors, including the breadth and depth of our offerings, our pricing competitiveness, our technological capabilities, quality control of our offerings, our partnership with third parties and the strength and reputation of our brand.

RISK MANAGEMENT AND INTERNAL CONTROL

We have established and currently maintain risk management and internal control systems consisting of policies and procedures that we consider to be appropriate for our business operations. We are dedicated to continually improving these systems. We have adopted and implemented risk management policies in various aspects of our business operations such as financial reporting and internal control. Our Board of Directors is responsible for the establishment and updating of our internal control systems, while our senior management monitors the daily implementation of the internal control procedures and measures with respect to each of our subsidiaries and functional departments.

Legal and Compliance Risk Management

We have established a structured framework designed to support compliance with applicable laws and regulations in the course of our operations. We also adopted employee codes of conduct and disciplinary policies that set out behavioral standards and expressly prohibit misconduct such as commercial bribery, conflicts of interest and unauthorized disclosure of confidential information, together with defined disciplinary and grievance procedures.

In relation to intellectual property, we have implemented a lifecycle-based management approach covering technology and trade secrets patents, trademarks and copyrights, including clear attribution of work-related achievements and standardized procedures for creation, application and rights protection. In addition, our human resources policies are formulated in accordance with applicable labor laws and regulations, and are supported by compliance training programs and confidentiality undertakings. These measures are intended to place key operational areas, including

labor relations, business ethics and core technology assets — within a defined governance structure, enabling US Company to identify, assess and mitigate legal and regulatory risks on a systematic basis.

We have adopted internal policies to support compliance with applicable PRC laws, regulations and regulatory requirements on algorithm recommendation, deep synthesis, and generative AI services. These policies include governance measures covering (i) internal mechanism review for relevant algorithmic functionalities prior to launch, (ii) security risk monitoring and incident response procedures to address potential information security and compliance risks, and (iii) personal information protection measures to prevent unauthorized access and personal information leakage, tampering and loss.

Financial Reporting Risk Management

In relation to financial reporting risk management, we have implemented standardized policies and procedures to support the integrity of financial information, asset accuracy and data security. We maintain a remuneration and benefits framework linked to performance evaluation, together with strict expense reimbursement and approval procedures, under which false reimbursement is treated as a serious violation. These measures are designed to support the accurate and compliant recording of costs and expenses.

We also applied closed-loop management over procurement of key fixed assets, including centralized procurement and registration of equipment and periodic asset verification conducted jointly by the operations and finance functions, to ensure consistency between physical assets and accounting records and the accuracy of depreciation and amortization. In addition, we have implemented information security measures, including data leakage prevention controls, encryption and backup requirements, and mandatory data security checks upon device disposal or employee departure, to safeguard financial data and support the reliability of its financial reporting.

Internal Control

We have established internal control arrangements characterized by defined responsibilities and process-based checks and balances to support operational efficiency and execution of our business strategy. We apply tiered authorization and approval mechanisms in key areas such as branch management, employee disciplinary actions and information system administration, with segregation of duties embedded where appropriate. Key control activities are integrated into core business processes, including alignment of asset and access management with the employee lifecycle, incorporation of multi-level approvals into incentive and innovation-related processes, and implementation of technical controls and prior approvals for network access and system changes. We also maintain a performance-oriented incentive framework under which assessment outcomes are linked to remuneration and promotion considerations, while violations of internal rules may affect performance ratings, incentive eligibility and advancement opportunities. Through a combination of clearly defined responsibilities, standardized procedures and supporting technical measures, these internal controls are intended to provide reasonable assurance regarding operational effectiveness, safeguarding of assets and compliance with applicable internal policies and external requirements. Our Directors are of the view that our enhanced internal control measures are adequate and effective to ensure compliance with relevant laws and regulations going forward.

PROPERTIES

Leased Properties

As of May 31, 2026, we leased 9 properties with a total gross floor area of approximately 1,321.18 square meters for our business operations. The properties we lease are mainly used as office space. These lease agreements had standard terms, including payment of rent, payment of security deposit, maintenance and repairment, and early termination upon advance notice and payment of liquidated damages.

We believe that our existing facilities are generally adequate to meet our current needs, and additional space can be obtained on commercially reasonable terms to meet our future needs. We do not anticipate undue difficulty in renewing our leases upon their expiration.

SEASONALITY

Our results exhibit significant seasonality. Our primary clients are large scale enterprises and state-owned enterprise, whose funding for projects is allocated through annual budgets. Typically, companies finalize their annual budgets around the Chinese New Year, conduct solution evaluations and vendor selections during the first three quarters, and concentrate project development and delivery primarily in the fourth quarter. As a result, a substantial portion of our revenue is recognized in the fourth quarter each year. According to Frost & Sullivan, such seasonal patterns are common across the industry.

INTELLECTUAL PROPERTY

Our intellectual property rights are key to our success and competitiveness. As of May 31, 2026, our main intellectual property includes:

a. 104 patents;

b. 243 software copyright;

c. 60 trademarks; and

d. 6 domain names in the PRC.

For details, see "Appendix IV — Statutory and General Information — Further Information about our Business — Intellectual Property Rights."

Our success relies on the protections of our proprietary rights under applicable laws and regulations of patents, copyrights, domain names and trademarks, and confidentiality clauses and non-disclosure agreements with our clients, suppliers, collaborative partners, employees and others third-parties. Particularly, we generally require our employees to enter into confidentiality agreements in order to protect our intellectual property rights and trade secrets. These agreements typically provide that all relevant intellectual properties developed by our employees during their employment with us are our intellectual properties. Our employees are also contractually required to refrain from disclosing confidential information to third parties unless authorized in writing by our Company.

In addition, we have established internal policies and management procedures that incorporate confidentiality and intellectual property protection requirements into our employee handbook, internal codes of conduct and data security-related policies, with a view to embedding such requirements into our day-to-day operations. We also maintain technical and system-based safeguards designed to control access to sensitive business information and core materials, enhance data security and reduce the risk of unauthorized access or leakage.

Moreover, we have implemented a centralized and lifecycle-based approach to manage and protect our intellectual property rights, including internal coordination across relevant functions and periodic planning and monitoring of intellectual property filings, maintenance and enforcement. We also engage professional intellectual property service providers to assist with patent mining, application, registration, maintenance and enforcement of our intellectual property rights where appropriate.

During the Track Record Period and up to the Latest Practicable Date, none of our employees breached the confidentiality obligations under their employment contracts in a material respect; we were not subject to, nor were we party to, any intellectual property rights infringement claims or litigations; and we were not aware of any material infringement of our intellectual property rights that had or could have a material adverse effect on our business. We had complied with all

applicable intellectual property laws and regulations in all material respects during the Track Record Period and up to the Latest Practicable Date. See "Risk Factors — Risks relating to our business and our industry — "We may be subject to intellectual property infringement claims, which may be expensive to defend and may disrupt our business and operations." in this document.

We have implemented an intellectual property protection mechanism that covers risk identification, early warning, response and resolution. At the early stages of solutions development, we conduct professional searches and analyses to identify potential risks relating to patents, trademarks and software copyrights. During the Track Record Period, we conducted 21 IP pre-screening reviews.

We have also established an intellectual property infringement emergency-response mechanism with clearly defined responsibilities and operating procedures to manage situations in which our solutions may potentially infringe third-party rights. Under this mechanism, a cross-departmental team led by our legal department and supported by technical experts promptly initiates risk assessments upon detecting potential infringement risks. Such assessments include determining the type of potential infringement, evaluating the scope of potential impact and the corresponding responding priority. Depending on the assessment results, we may suspend the sale or promotion of potentially affected solutions while pursuing appropriate resolution approaches, including communication and negotiation with relevant stakeholders, to ensure that our response is lawful, effective and comprehensive. During the Track Record Period and up to the Latest Practicable Date, we had not experienced any intellectual property infringement incidents.

To ensure data security and regulatory compliance, we have established information-security management framework with reference to the requirements of the Classified Protection of Cybersecurity (Level 3) and ISO 27001. We conduct internal information-security audits on a quarterly basis, and we undergo annual inspections for the Classified Protection of Cybersecurity (Level 3) and ISO 27001. Based on the results of these audits and assessments, we continuously enhance our information-security management practices to ensure a stable and secure operation of our business systems.

EMPLOYEES

As of May 31, 2026, we had 964 full-time employees, and all of them were based in the PRC. The following table sets forth the number of our employees categorized by function and percentage of our total number of employees as of May 31, 2026:

	As of May 31, 2026	
Function	**Number of Employees**	**% of Total**
Technical	878	91.1%
Sales and Marketing	48	5.0%
Administration	38	3.9%
Total	**964**	**100.0%**

Our success depends on our ability to attract, retain and motivate qualified personnel. As part of our talent management strategy, we offer employees competitive base salaries, performance-based bonuses and other incentives.

We place a strong emphasis on attracting, retaining, and developing qualified employees. During the Track Record Period, we primarily recruited staff through employees' referral and recruitment websites. To enhance employee satisfaction, we offer competitive remuneration packages, including salaries, health insurance, allowances, and performance-based incentives, supported by an annual performance evaluation system that informs salary levels, bonuses, and promotions.

We also provide employees with onboarding and on-the-job training to improve their understanding of industry standards, their professional skills and overall performance. We enter into standard labor contracts with our employees, along with confidentiality and non-compete agreements for key personnel. We are confident in our ability to maintain strong relationships with our employees. During the Track Record Period and up to the Latest Practicable Date, our Directors confirm that we did not encounter any material labor disputes or material recruitment difficulties that would have a material adverse effect on our operations.

Social Insurance and Housing Provident Fund

According to laws and regulations in China, we are required to participate in various employee social security plans for our employees that are administered by local governments, including housing, pension, medical insurance, maternity insurance, employment injury insurance, unemployment insurance and housing provident funds through a PRC government-mandated benefit contribution plan.

During the Track Record Period, we were not in strict compliance with the requirements for social insurance and housing provident fund contributions in relation to some of our PRC employees, primarily because (i) we hired an extensive team of employees located across a large number of cities in China and our labor force was mobile, which made it impracticable for us to establish subsidiaries or branches in every city for such employees; (ii)the applicable PRC laws and regulations governing social insurance and housing provident funds are intricate and vary by region, which add complexity to our compliance efforts; and (iii) in some cases, certain employees voluntarily made the decision not to make such contributions in full in lieu of receiving more cash payments. As a result, we may be required by competent authorities to pay the outstanding amount, and may be subject to late payment penalties or enforcement application made to the court.

Our Directors believe that the incident above would not have a material adverse effect on our business, financial condition and results of operations, considering that during the Track record Period and up to the Latest Practicable Date, (i) we did not receive any material employee complaint concerning their payment of social insurance and housing provident funds; (ii) we were not subject to any administrative penalties with respect to the payment of social insurance and housing provident, and we have obtained certain confirmation issued by the relevant authorities confirming that no administrative penalty was imposed on us in this regard and (iii)we maintained close communication with relevant authorities on the regular basis so as to understand their requirements and the interpretation of relevant rules and regulations in relation to social insurance and housing provident funds, and would make contributions with respect to the above-mentioned matters in accordance with their specific guidance in a timely manner. In addition, Pursuant to the Urgent Notice on Enforcing the Requirement of the General Meeting of the State Council and Stabilizing the Levy of Social Insurance Payment (關於貫徹落實國務院常務會議精神切實做好穩定社保費徵收工作的緊急通知) promulgated on September 21, 2018 by the Ministry of Human Resources and Social Security, administrative enforcement authorities are prohibited from organizing and conducting centralized collection of enterprises' historical social insurance arrears. Based on the forgoing, our PRC legal advisors is of the view that the risk we would be subject to pay all historical shortfalls, or be subject to material administrative penalties by the competent authorities regarding our contribution to the social insurance and housing provident funds during the Track Record Period is remote, provided that there are not changes in the current policies, regulations and local government enforcement and supervision requirements related to social insurance and housing provident fund, and no major employee complaints, reports or related lawsuits/arbitrations are filed.

INSURANCE

We consider our insurance coverage to be adequate as we have in place all the mandatory insurance policies required by Chinese laws and regulations and in accordance with the commercial practices in our industry. However, in line with general market practice, we do not maintain any business interruption insurance or product liability insurance, which are not mandatory under PRC

laws. We do not maintain keyman insurance, insurance policies covering damage to our network infrastructures or information technology systems, or any insurance policies for our properties. During the Track Record Period, we did not make any material insurance claim in relation to our business. See "Risk Factors — Risks Related to Our Business and Industry — Our limited insurance coverage could expose us to significant costs and business disruption".

INFORMATION TECHNOLOGY SYSTEM

Information technology is fundamental to our competitive advantage and operational efficiency. We primarily rely on TM, our proprietary system that has been developed and continuously enhanced to support our business expansion and evolving operational needs. The TM system supports key business functions, including the management of client, potential business opportunities, client-visiting activities and other marketing-related data management. As of the Latest Practicable Date, our TM system was supported by dedicated IT personnel and maintained by designated maintenance team.

To ensure system reliability, we have established designated department responsible for maintaining a stable and secure operations. We have also implemented a tiered authorization framework under which access rights are assigned based on personnel roles and responsibilities with clear segregation between development, operation and business functions. The framework supports a complete process for access application, approval and revocation, and all activities are recorded through audit logs.

Moreover, we have also implemented a number of technical measures to strengthen the security and stability of our systems. Our database is backed up daily through image-based backup mechanisms to ensure data integrity and recoverability. We enforce strict code-review and testing requirements through our release management system, and new code or feature iterations may only be deployed after passing security scans. In addition, we maintain a comprehensive monitoring system that monitors indicators including availability, response time, error rates and resource utilization, and are supported by a multi-level alert mechanism designed to facilitate the prompt identification and resolution of system issues. During the Track Record Period and up to the Latest Practicable Date, we had not experienced any material IT system failure or downtime that had a material adverse effect on our business operations.

LICENSES AND PERMITS

The table below sets forth a summary of the material licenses and permits we received as of the Latest Practicable Date.

Year	Licenses/Permits	Validity period
2024	Security Level Protection Filing (No. 31010199234-25003)	July 24, 2024–N/A
2024	Information Security Service Qualification Certification (CCRC2024ISV-RA-2635)	December 24, 2024–December 23, 2027
2025	Security Level Protection Filing(No. 31010199234–25004)	September 11, 2025-N/A

During the Track Record Period and up to the Latest Practicable Date, we had obtained all material licenses, approvals and permits that were required for our business operations in the PRC, and such licenses, approvals and permits had remained in full effect. All of our licenses which have expiration dates are valid for a fixed period and subject to renewal upon expiry. Our Directors do not expect any impediment in the renewal of our licenses.

LEGAL PROCEEDINGS AND COMPLIANCE

Legal Proceedings

During the Track Record Period and up to the Latest Practicable Date, we had not been a party to any material legal, arbitral or administrative proceedings, and we were not aware of any pending or threatened legal, arbitral or administrative proceedings against our Group or our Directors that could, individually or in the aggregate, have a material adverse effect on our business, financial condition and results of operations.

Compliance

During the Track Record Period and up to the Latest Practicable Date, we had not been and were not involved in any material non-compliance incidents that had led to fines, enforcement actions or other penalties that could, in the view of our Directors individually or in the aggregate, have a material adverse effect on our business, financial condition and results of operations.

Non-Compliance Incidents

During the Track Record Period and up to the Latest Practicable Date, we were not subject to any material administrative penalties for non-compliance with applicable PRC laws and regulations. Set out below are several isolated, non-systemic and incidental non-compliance incidents identified during the Track Record Period, each of which arose under specific circumstances. Based on the nature, scale and regulatory context of these matters, we believe that none of these incidents has had, or is reasonably likely to have, any material adverse effect on our business operations, financial condition or results of operations.

Social insurance and housing provident fund contributions

During the Track Record Period, certain subsidiaries of our Group did not fully contribute to social insurance and housing provident funds for certain employees in accordance with relevant statutory requirements. The total shortfall amount was approximately RMB0.4 million, RMB0.2 million, RMB0.2 million and RMB0.1 million for the years ended December 31, 2023, 2024 and 2025 and the five months ended May 31, 2026, respectively.

The under-contributions were primarily attributable to historical arrangements made after taking into account employees' preference to increase their net remuneration, at the time, of certain detailed distinctions between mandatory statutory requirements and locally administered contribution practices, which resulted in contributions being made based on bases lower than the statutory requirements. These matters arose from compliance misinterpretation and historical administrative practices, rather than any intentional non-compliance.

According to our PRC Legal Advisor, the potential consequences for underpayment of social insurance contributions under PRC law include (i) an order by the competent authority to make up the shortfall within a specified period, (ii) a late payment surcharge calculated from the date of the shortfall, and (iii) a fine if the relevant entity fails to rectify such non-compliance within the prescribed period. For housing provident fund contributions, the competent authority may order rectification within a prescribed period and, in case of non-compliance, may apply to the court for enforcement. We undertake that, if requested by the relevant authorities, we will make up any outstanding shortfall in full and pay any late payment surcharges or administrative fines imposed in accordance with applicable laws and regulations.

Pursuant to the Interpretation II of the Supreme People's Court of Issues Concerning the Application of Law in the Trial of Labor Dispute Cases (《最高人民法院關於審理勞動爭議案件適用法律問題的解釋(二)》) enacted by the Supreme People's Court on July 31, 2025, and implemented on September 1, 2025, any agreement between an employer and an employee for the non-payment of social insurance or any employee undertaking to waive such payment shall be deemed void by the people's court. However, the Judicial Interpretation does not repeal the social insurance laws and regulations currently in force in the PRC. Given that the relevant employees and us have not entered

into any agreement exempting us from paying social insurance, our Directors believe that the implementation of the Judicial Interpretation will not have a material adverse effect on our business or financial results.

According to our PRC Legal Advisor, no administrative penalties have been imposed on our Group in respect of such matters during the Track Record Period or up to the Latest Practicable Date. The relevant authorities have not initiated any enforcement actions against us. As advised by our PRC Legal Advisor, provided that there are no significant changes in the current policies, regulations and local government enforcement and supervision requirements related to social insurance and housing provident fund, and no major employee complaints, reports or related lawsuits/arbitrations are filed, we face a remote risk of being subject to centralized collection of underpaid contributions or significant administrative penalties for above issues by the authorities overseeing social insurance and housing provident fund. Accordingly, we consider that these matters do not and will not have any material adverse effect on our business operations, financial condition or results of operations.

We have not made any provision for the above-mentioned shortfalls in our financial statements. This determination was made by our Directors and as advised by our PRC Legal Advisor, provided that there are no significant changes in the current policies, regulations and local government enforcement and supervision requirements related to social insurance and housing provident fund, and no major employee complaints, reports or related lawsuits/arbitrations are filed, we face a remote risk of being subject to centralized collection of underpaid contributions or significant administrative penalties for above issues by the authorities overseeing social insurance and housing provident fund. Based on management's assessment, no provision is required under applicable accounting standards. The Reporting Accountant's opinion on the historical financial information of our Group for the Track Record Period as a whole is set out on page I-2 of Appendix I to this Prospectus.

To enhance compliance, we have commenced rectification by progressively aligning the contribution bases with statutory requirements and strengthening our internal control procedures. The rectification is expected to be completed in phases within approximately three years, with adjustments for Our Company to be completed by July 2026 and the remaining entities to be completed by 2027 and 2028. In addition, we have implemented internal control measures, including standardizing contribution policies, strengthening compliance review mechanisms and providing regular training to relevant personnel. We will continue to monitor regulatory developments and refine our compliance procedures as appropriate.

Leased properties without ownership certificates and unregistered leases

As of May 31, 2026, our Group leased a number of properties in the PRC primarily for operational purposes. We believe that there is sufficient supply of comparable properties in the relevant locations and we do not rely on any single leased property for our business operations.

As of the Latest Practicable Date, lessors of two of our leased properties have not provided valid property ownership certificates or the requisite authorization for sublease. These properties, located in Shenzhen and Xi'an, are affected as the lessors have not obtained the relevant ownership certificates due to historical reasons or have not completed the relevant property registration procedures. Consequently, if any of these leases is challenged by third parties, we may not be able to continue to use the affected properties.

As advised by our PRC Legal Advisor, as the tenants, we would not be subject to any administrative penalties pursuant to the relevant laws and regulations. Our Directors are of the view that such defects would not have a material adverse effect on our business operations, primarily because if relocation becomes necessary, we expect to be able to identify alternative premises in nearby locations with similar conditions in a timely manner without incurring material losses. We have taken remedial actions to mitigate such risks. For the affected property in Shenzhen, we have obtained a written undertaking from the lessor confirming its right to lease the property. For the property in Xi'an, the lease has been renewed. We are also closely monitoring the progress of the lessors in obtaining the relevant ownership certificates.

In addition, under applicable PRC laws and regulations, lease agreements are required to be registered with the relevant authorities. As of May 31, 2026, eight leased premises, with an aggregate gross floor area of approximately 1,291.18 sq.m., had not completed the required lease registration procedures, primarily due to the lack of cooperation from certain lessors.

As advised by our PRC Legal Advisor, failure to complete the registration of lease agreements does not affect the validity of such leases or our right to use the relevant properties, but may result in the imposition of monetary fines ranging from RMB1,000 to RMB10,000 per unregistered lease if such non-compliance is not rectified within the prescribed period. During the Track Record Period and up to the Latest Practicable Date, no administrative penalties or enforcement actions had been imposed on our Group in relation to the above non-compliance, and we have not received any rectification orders from the relevant authorities. Accordingly, our Directors are of the view that the above non-compliance does not and will not have a material adverse effect on our business operations, financial condition or results of operations.

We have been taking steps to complete the outstanding lease registration procedures and will continue to liaise with the relevant lessors to facilitate the registration process. We expect to complete the registration of the remaining leases within a reasonable timeframe, subject to the cooperation of the relevant lessors.

To prevent recurrence, we have established and implemented internal control measures in respect of our leasing arrangements, including:

- conducting pre-lease verification procedures to review the lessors' ownership certificates, leasing qualifications and relevant authorization documents;
- ensuring that the permitted use of the leased properties aligns with our intended use prior to entering into lease agreements;
- incorporating lease registration requirements into our internal approval and compliance procedures and maintaining follow-up actions with lessors to complete registration formalities; and
- taking into account the level of cooperation of lessors in lease registration and compliance matters when selecting leased premises.

COMPLIANCE WITH INTERNATIONAL SANCTIONS LAWS AND REGULATIONS

The U.S. Department of Commerce, Bureau of Industry and Security ("**BIS**") administers the Export Administration Regulations (the "**EAR**"), which govern the export, re-export, and transfer (in-country) of items subject to the U.S. jurisdiction. The EAR apply to all "items subject to the EAR", which include, among other things, (i) U.S.-origin items; (ii) items of non-U.S.-origin that incorporate or commingle with controlled U.S.-origin content exceeding the applicable de minimis threshold; and (iii) items of non-U.S.-origin that are classified on the Commerce Control List and are the direct product of certain U.S.-origin technology or software or of a plant that is the direct product of certain U.S. technology or software. "Export" means, in general, an actual shipment or transmission out of the U.S., including the sending or taking of an item out of the U.S., in any manner; "re-export" includes the shipment of an item subject to the EAR from one foreign country to another foreign country; and a "transfer (in-country)" generally refers to a change in end use or end user of an item within the same foreign country. Accordingly, a transfer of products or technology from one end user to another end user within the PRC could constitute a transfer (in-country) for purposes of the EAR, provided that such products or technology qualify as items subject to the EAR.

Through the EAR, BIS maintains, among others, a list of persons (including businesses, research institutions, government and private organisations, individuals and other types of legal persons) believed to be involved in, or pose a risk of becoming involved in, activities contrary to the

national or foreign policy interests of the U.S. These foreign persons are subject to end-user controls under the EAR. Supplying items subject to the EAR to parties listed on the Entity List without a license from BIS is prohibited, and such licenses are generally subject to a presumption of denial.

During the Track Record Period, seven of our customers (the "**Relevant Customers**") and one of our suppliers (the "**Relevant Supplier**") were included on the Entity List administered by BIS. Our services provided to the Relevant Customers mainly included intelligent operations management solutions (such as operational and database monitoring system and alert management system), as well as intelligent marketing solutions, whereas the services we procured from the Relevant Supplier included primarily digital communication text messaging channel services. During the years ended December 31, 2023, 2024 and 2025 and the five months ended May 31, 2026, the revenue generated from our transactions with the Relevant Customers amounted to nil, RMB2.5 million, RMB3.0 million and RMB41,000, respectively, which accounted for nil, 0.8%, 0.6% and 0.02% of our total revenue for the respective years/period, and our purchases from the Relevant Supplier amounted to RMB25.6 million, RMB11.3 million, RMB2.5 million and RMB0.8 million, respectively, which accounted for 16.5%, 5.7%, 2.1% and 1.6% of our total purchases for the respective years/period. To the extent that items subject to the EAR are involved in our transactions with the Relevant Customers, we could potentially be exposed to restrictions under U.S. export control rules. On the other hand, the U.S. export rules do not directly to apply to our procurement of services from entities listed on the Entity List, and therefore, our transactions with the Relevant Supplier are unlikely to implicate the EAR.

On the basis that (i) we are a PRC-incorporated company with no U.S. nexus, including no U.S. subsidiaries, personnel, beneficial owner, infrastructure, or transactions involving U.S. currency; (ii) our solutions and products are developed and delivered entirely within the PRC and do not incorporate or commingle with any controlled U.S.-origin content or technology, nor are they the direct product of U.S.-origin technology or software, or are produced by a plant, or major component of a plant, located outside the U.S. that is itself a direct product of U.S.-origin technology or software; and (iii) our transactions with the Relevant Customers and the Relevant Supplier are of a commercial nature and do not involve provision of items classified on the Commerce Control List or products that are intended, entirely or in part, to be used for a "military end use" or by a "military end user" as defined under the EAR, as advised by our International Sanctions Legal Advisor, our solutions and products are not considered as "items subject to the EAR", nor is there a risk of violation of the U.S. export control regulations in relation to our Group's transactions with the Relevant Customers or the Relevant Supplier listed on the Entity List.

Furthermore, during the Track Record Period and up to the Latest Practicable Date, (i) neither our Company nor any of our subsidiaries, affiliates, agents, directors, officers, or employees have engaged in any transactions, business or financial dealings with any person or entity that is listed on any specially designated nationals and blocked persons list or designated person list maintained by the U.S., the United Nations, the European Union, the United Kingdom or Australia, or any entity owned or controlled by such persons or entities; and (ii) we do not have any sufficient nexus with the U.S., the U.K., the E.U. or Australia in respect of our Group's activities.

On the basis set out above and based on the review of our Group's activities for the purposes of assessing sanctions or export control risks, our International Sanctions Legal Advisor is of the view, and our Directors concur, that our Group's business activities during the Track Record Period and up to the Latest Practicable Date do not appear to implicate breaches of International Sanctions, nor constitute Primary Sanctioned Activities or Secondary Sanctionable Activities as defined in Chapter 4.4 of the Guide for New Listing Applicants.

While we do not consider there to be any risk of violation of the U.S. export control regulations in respect of our procurement of services from the Relevant Supplier, as advised by Frost & Sullivan, even if we were to replace the Relevant Supplier, our Group would be able to procure comparable services from alternative suppliers in the PRC that are not included on the Entity List administered by BIS on comparable commercial terms.

ENVIRONMENTAL, SOCIAL, AND CORPORATE GOVERNANCE POLICY

Our commitment to technological innovation is intrinsically linked to our pursuit of sustainable and responsible growth. As an emerging domestic provider of enterprise-grade AI solutions, our ESG strategy is founded on creating enduring value by enabling digital and intelligent transformation for our clients, upholding the highest standards of employee welfare and ethical conduct, and minimizing the environmental footprint of our operations. We are dedicated to contributing to a sustainable digital economy through our diversified portfolio of solutions encompassing holistic diagnostic planning for digital transformation, system capability building, and expert operational services.

During the Track Record Period and up to the Latest Practicable Date, our Directors confirm that we did not incur any material administrative penalties for violating applicable health, safety or environmental laws and regulations.

ESG Governance and Management Framework

We recognize that our business will be affected by ESG-related risks and therefore continually optimize our ESG risk management and opportunity identification system. During the Track Record Period, we were not subject to any material administrative penalties for violating health, safety, or environmental regulations.

Governance Structure

The Board of Directors (the "**Board**") is responsible for setting the strategic direction of our Group and ensuring the alignment of our ESG strategy with corporate values and core business objectives. The formulation of the ESG strategy involves the evaluation, prioritization, and management of relevant issues and risks. Currently, our Company is in a pre-[REDACTED] preparatory phase, and newly nominated directors for the ESG Working group have not yet formally assumed their duties. Relevant responsibilities will be progressively strengthened following the [REDACTED]. The Board will adopt the following approach to overseeing material ESG issues:

Identify — The Board will engage internal and external stakeholders (including, but not limited to, shareholders/investors, the management and employees, customers, business partners, suppliers, regulatory authorities, and community/non-governmental organizations) to identify material ESG issues and risks inherent in our business operations. The Board believes that open dialogue with stakeholders plays a crucial role in maintaining our business sustainability.

Strategic Planning — The Board will establish a ESG Working group and four specialized committees including Audit, Remuneration, Nomination, and Strategy & Investment Decision. This structure is designed to build a governance framework with clear delineation of responsibilities and powers to safeguard the legitimate rights of our Group and its stakeholders and enhance operational efficiency. The Legal and Compliance Department currently oversees regulatory compliance and matters related to policy, legal, and reputational risks.

Assess — Apart from assessing the performance of our ESG measures through discussion with our stakeholders, the Board will engage an independent third party to identify and assess our performance in respect of environmental protection and climate change.

Review — The Board will review the metrics and progress made against ESG-related goals annually to guide us to achieve better ESG performance. Through our ESG policy, a set of systematic risk management practices has been put in place to ensure financial and operational functions, compliance control systems, material control, asset management and risk management all operate effectively.

To steer the sustainability agenda, the Board plans to establish an ESG Working Group to oversee the management of ESG matters. These responsibilities will be enhanced post-[REDACTED]. In the future, our Group plans to integrate climate-related matters into the

existing ESG management framework. The Board will regularly review climate-related policies and performance to ensure their execution and oversight. Guided by the Board, the Strategy & Investment Decision Committee will gradually formulate and refine strategic climate-related objectives, supervising and reviewing the implementation of climate change responses.

Furthermore, to systematically manage environmental and occupational health and safety issues, our Group has established and maintains an integrated management system certified to the ISO 45001 (Occupational Health & Safety Management Systems) and ISO 14001 (Environmental Management Systems) standards. The day-to-day operation of this system is entrusted to appointed management representatives, whose responsibilities include ensuring its effective operation, organizing internal audits, reporting performance to top management, and driving continuous improvement. ESG performance, compliance status, risks, and opportunities will serve as key inputs to these reviews, ensuring strategic alignment and resource allocation.

Our Company is committed to forming a diverse and effective Board. Currently, during the pre-[REDACTED] preparatory phase, newly nominated directors have not yet formally assumed their duties. Relevant composition and diversity considerations will be enhanced post-[REDACTED]. To ensure robust oversight and informed decision-making, Board members will receive regular ESG competency training to enhance their knowledge and skills in sustainability and corporate governance relevant to the technology sector.

The Remuneration Committee shall assist the Board in determining the policy and structure for the remuneration of executive Directors, evaluating the performance of executive Directors, reviewing incentive schemes and Directors' service contracts, and fixing the remuneration packages for all Directors and senior management. Currently, there are not yet measures that factor ESG-related performance metrics or considerations into Directors' compensation. However, in alignment with our long-term sustainability commitments, we are actively evaluating the integration of relevant ESG targets, including those related to climate change, into our executive remuneration framework to better align leadership incentives with our company's strategic objectives and stakeholder expectations.

Climate-Related Risks and Opportunities

As an innovative provider of enterprise-grade AI solutions, we acknowledge that climate-related factors present both potential challenges and opportunities for our business operations and strategic trajectory. These encompass physical threats to our offices and digital infrastructure, as well as transition risks stemming from the global shift towards a low-carbon economy. Proactively understanding and managing these elements is integral to ensuring operational resilience, maintaining regulatory compliance, and creating sustainable long-term value for our stakeholders. The climate-related risks and opportunities pertinent to our Group are outlined below.

Physical Risks

Our business is primarily conducted through a distributed network of office locations across major Chinese cities (Shanghai and Shenzhen), supported by critical digital infrastructure including data centers and cloud services. There is a probability that we are vulnerable to climate-related physical risks, including the increased severity and frequency of acute extreme weather events such as typhoons and floods due to our location in coastal regions, as well as long-term chronic changes like rising average temperatures.

- **Disruptions in infrastructure** — Extreme weather events such as floods or typhoons could temporary disruption to office operations or infrastructure supporting our digital services, disrupt stable energy and water supplies.
- **Interruptions to supply chain** — The above-mentioned climate events can also disrupt our suppliers' operations and global logistics networks, delaying the delivery of essential devices.

- **Rising temperatures** — Higher temperatures increase cooling demands for computer servers. Also, it will potentially affect employee well-being and productivity, leading to elevated energy costs and potential challenges in maintaining product quality.

Transition Risks

In terms of transition risks, the global focus on climate change and sustainability is driving new regulations and shifting market expectations that directly impact the technology sector, and consequently, our operations. As a provider of enterprise-grade AI solutions, we recognize that our stakeholders are increasingly integrating environmental and governance criteria into their procurement, investment, and partnership decisions. Proactively managing climate-related transition risks and demonstrating credible sustainability performance is therefore critical to maintaining our competitive edge, safeguarding our reputation, and securing our long-term market position. In response, we are committed to advancing sustainable operational practices, such as enhancing energy efficiency across our offices and cloud infrastructure, promoting green procurement, and encouraging low-carbon digital solutions, mitigate relevant risks and align our business model with the imperatives of a low-carbon economy.

- **Policy and legal changes** — Stricter emissions standards for industrial operations, carbon pricing mechanisms, and mandates for energy efficiency can influence our manufacturing costs and facility planning. Furthermore, future regulations focusing on the carbon footprint of digital services and technology infrastructure could impact our strategic planning and solutions design choices.

- **Market** — Our key enterprise clients across various sectors are increasingly incorporating ESG criteria into their procurement and partnership decisions. A failure to demonstrate robust environmental stewardship and a tangible commitment to sustainable operations could result in a competitive disadvantage as clients favor providers with stronger ESG credentials. Conversely, volatility in energy prices would indirectly affect our operational costs through our reliance on cloud services and office utilities.

- **Reputation** — As stakeholders, including investors, partners, and the technology community, increasingly prioritize sustainability, a perceived lag in environmental responsibility could lead to reputational damage. This is particularly critical as we position ourselves as a leader in domestic AI innovation and digital transformation, where forward-thinking governance is expected.

- **Technology** — The adoption of sustainable technologies is crucial for mitigation. For our company, this includes implementing energy-efficient office management systems and optimizing cloud resource utilization for lower carbon intensity. However, investing in best-in-class sustainable technologies and practices may require substantial upfront investment and must be carefully managed to align with our financial planning and operational continuity.

Mitigation of Physical and Transition Risks

To mitigate physical risks, we have established emergency response plans and management protocols for our key office locations. These procedures, which include detailed contingency plans and regular drills, are designed to ensure operational continuity and facilitate swift recovery in the event of disruptions, thereby minimizing potential downtime.

In terms of mitigating transition risks, we monitor the evolving regulatory landscape through our Legal and Compliance department. Our approach to managing identified transition risks, including those related to policy, market, and reputation, involves strategic planning for future adjustments as the regulatory and market environments evolve. We are committed to increase transparency and communication. Also, advancing sustainable operational practices, such as promoting energy efficiency and a green office culture, to reduce our carbon footprint. By

progressively integrating climate considerations into our strategic planning, we aim to ensure compliance, enhance our business resilience, and protect our market reputation as a responsible innovator in the technology sector.

Opportunities

In addition to developing mitigation measures for identified climate risks, we recognize strategic opportunities arising from the global transition to a sustainable, digital economy. Our core business is inherently aligned with these macro trends. Specifically, our suite of AI-driven solutions for intelligent marketing and operations management is designed to support clients throughout their digital and intelligent transformation journey. This transformation is a key driver for improving operational efficiency and reducing environmental footprints, positioning our services to meet growing market demand.

We further identify that this shift creates opportunities within our value chain, particularly among partners and suppliers in cloud computing and big data sectors who are also innovating for a low-carbon future. In response, we plan to strategically align our resource allocation, including potential adjustments to R&D and human capital investments, to capitalize on this medium to long-term opportunities. This proactive approach allows us to align our commercial growth with the broader goals of digital efficiency and environmental sustainability.

Environment Policies

We regard green development as a priority for our business growth and continually strive for innovation in both production and management to instill the concept of sustainable development throughout our operations. We comply with environmental laws and regulations governing the management of hazardous materials in our manufacturing process, including their use, storage, discharge and disposal. These include, but are not limited to, laws and regulations in the following highlighted aspects:

General Environmental Protection: Environmental Protection Law of the PRC (2014, Order No. 9 of the President)

Environmental Protection Law of the PRC (2014, Order No. 9 of the President)

Atmospheric and Climate Protection:

- Law of the PRC on the Prevention and Control of Atmospheric Pollution (2018)
- Integrated Emission Standard of Air Pollutants
- General Guideline of the Greenhouse Gas Emissions Accounting and Reporting for Industrial Enterprises (GB/T 32150–2015)
- Water Protection:
  - Water Law of the PRC (2021)
  - Water Pollution Prevention and Control Law of the PRC (2017)
  - Regulation on Urban Drainage and Sewage Treatment (Decree No. 641 of the State Council)
  - Standards for Drinking Water Quality (GB 5749–2022)
- Waste Management:
  - Law of the PRC on the Prevention and Control of Environmental Pollution by Solid Waste (2020)
  - Administrative Measures for Hazardous Waste Transfer (2021)

- Standard for Pollution Control on Hazardous Waste Storage (GB 18597–2023)
- Regulation on the Administration of Permitting of Pollutant Discharges (Decree No. 736 of the State Council)
- Management Measures for the Prevention and Control of Pollution from Electronic Waste

Energy Conservation and Management

- Energy Conservation Law of the PRC (2018)
- Renewable Energy Law of the PRC (2009)
- Energy Law of the PRC (2024)

Furthermore, we have aligned our business operations with the key national environmental policies, which include, but are not limited to, the following:

- Implementation Plan for Pollution Reduction, Carbon Emission Reduction, and Coordinated Efficiency Enhancement (2022)
- Interim Regulations on the Administration of Carbon Emissions Trading (Decree No. 775 of the State Council)
- Action Plan for the Control of New Pollutants (State Office Development No. 15, 2022)
- Work Plan on "Zero-waste City" Pilot Program in China (2019)

During the Track Record Period and up to the Latest Practicable Date, we were not subject to any material fine, claim or administrative penalties arising from non-compliance with applicable environmental laws and regulations.

Environmental Management

Our Group's environmental responsibility is guided by our commitment to comply with national and local environmental protection regulations. We integrate environmental considerations into our daily operations by promoting green office practices and an awareness of energy conservation and emission reduction. Our Group has been certified to the ISO 14001 standard, which guides our ongoing efforts to enhance operational sustainability and environmentally friendly.

Industry-Specific Environmental Management

As a provider of enterprise-level AI solutions, the Group recognizes that its most significant environmental impacts are indirect, deriving principally from its consumption of purchased electricity and its reliance on cloud computing infrastructure. In response to industry-specific risks, the Group has developed and is implementing a suite of targeted policies and operational measures.

Our foundational strategy emphasizes sustainable compute practices, focusing on architectural and operational efficiencies to reduce the underlying computational intensity of our AI solutions. This involves optimizing algorithms, employing efficient development frameworks to minimize the energy required per unit of output.

Regarding the environmental impact, our approach is strategically oriented towards our cloud service providers. We prioritize engaging partners who demonstrate leadership in energy efficiency, notably through published and ambitious Power Usage Effectiveness (PUE) targets, and who are committed to transitioning their data center operations to renewable energy sources. Furthermore, we are actively working to enhance the monitoring of greenhouse gas (GHG) emissions associated

with our third-party cloud usage. We engage with key providers to obtain granular data on the carbon footprint of our consumed services, with the objective of progressively integrating this information into our Scope 3 emissions accounting and management processes.

In parallel, we enforce rigorous energy management strategies across our direct operations. This encompasses promoting an energy-conscious office culture and implementing technical measures to reduce consumption related to in-house software development, data storage, and IT infrastructure. Practices include the virtualization of resources, enforced power management protocols for all equipment, and the optimization of data storage architectures.

The lifecycle management of hardware forms a critical component of our environmental policy. We maintain a structured asset management system that mandates the evaluation of all IT equipment for reuse or refurbishment prior to decommissioning. For hardware at its end-of-life, we partner exclusively with certified electronic waste (e-waste) recycling vendors to ensure the environmentally sound disposal and recycling of servers, computers, and networking equipment, in full compliance with all applicable regulations, including the Law of the PRC on the Prevention and Control of Environmental Pollution by Solid Waste.

This holistic approach to environmental risk is integrated into our corporate governance framework. Climate-related risks, encompassing the energy footprint of digital infrastructure, supply chain sustainability, and the transition to a low-carbon economy, are subject to ongoing review and are being embedded into the Group's strategic planning. The Board of Directors, supported by the future ESG Working Group and the Strategy & Investment Decision Committee, maintains oversight responsibility for these policies, ensuring they evolve in line with technological advancements and stakeholder expectations.

Climate Change, Greenhouse Emission, and Waste Management

We aim to establish a robust governance framework guided by a dedicated Climate Change Policy and aligned with national mandates. Our Company has committed to the decarbonization target of net-zero emissions by 2060.

As a non-manufacturing enterprise focused on AI solutions, our direct environmental footprint is primarily associated with office-based operations. The primary energy consumption comes from electricity used in our offices, including powering office equipment, lighting, and air conditioning. Our operational waste is general office waste, and we do not generate hazardous waste from our core business activities. We are committed to systematically minimizing this impact through dedicated resource management and continuous improvement of our environmental performance.

Our environmental management focuses on operational efficiency and resource conservation within our offices:

- **Energy & Emissions:** We maintain records of our electricity consumption to understand and manage our primary environmental impact. Our efforts are channelled into office-level energy-saving initiatives.
- **Waste Management:** Our operational waste is primarily general office waste (non-hazardous). We have implemented paper-saving and recycling practices across all offices to minimize waste generation. We prioritize digital workflows to minimize paper consumption. We actively promote a paperless office culture.

Energy Efficiency and Emissions Management

Our Group are committed to the efficient use of resources. In our daily operations, we continually promote green office initiatives and implement measures to conserve energy and reduce emissions. This includes managing energy consumption in our office spaces and promoting low-carbon principles in business activities. We actively promote water conservation awareness among employees and conduct regular inspections to prevent leakage and waste. Although our water

usage is relatively low and confined to office purposes, we will remain focused on maintaining high management efficiency. In the future, we will engage in sustainable procurement. We prioritize selecting cloud service providers and partners who demonstrate a commitment to using renewable energy, thereby indirectly reducing the carbon footprint of our service delivery.

Significant Impacts on the Environment and Natural Resources

As a responsible company, our operations consume significant energy and generate specific waste streams, which we manage with the utmost responsibility and in accordance with relevant laws and regulations. Our operations are not intensive in direct physical resource consumption. We do not generate hazardous waste. Our focus is on minimizing resource use through the office-based measures previously described. Our most significant environmental interaction is through purchased electricity and cloud services. We keep records of all energy consumption and greenhouse gas emissions to identify and implement improvements actively. We are committed to minimizing this impact through the continuous promotion of our green office culture. These ongoing initiatives demonstrate our commitment to responsible environmental stewardship as a technology enterprise.

Human Resources

Our Group has strictly complied with the relevant PRC laws and regulations in material aspects to ensure employees' interests are protected. These include, but are not limited to the following:

- Labor Law of the PRC
- Labor Contract Law of the PRC
- Regulations on Paid Annual Leave for Employees
- PRC Law on the Protection of Disabled Persons
- Trade Union Law of the PRC
- PRC Law on the Protection of Women's Rights and Interests
- Special Rules on the Labor Protection of Female Employees
- Provisions on the Prohibition of Using Child Labor
- Law of the People's Republic of China on the Protection of Minors

In addition to compliance with above laws and regulations in material aspects, we have adopted policies on compensation and dismissal, equal opportunities, diversity, anti-discrimination, training and development and other benefits and welfare which include:

- Ensuring employees receive fair compensation aligned with job value, individual capability, and performance contribution through a structured system of base pay, performance-based salary, bonuses, and project allowances;
- Linking compensation outcomes to individual performance appraisal results to promote a culture of meritocracy and incentivize high performance;
- Adhering to procedures for terminations and dismissals that are compliant with all applicable labor laws and regulations, as outlined in individual employment contracts;
- Implementing fair recruitment practices based on merit, with a focus on industry experience and educational background aligned with our technological and research needs;

- Committed to providing equal opportunities for all individuals, upholding rights regardless of race, nationality, gender, or any other characteristic protected by law, as part of our foundational employment principles;
- Prohibiting discrimination, harassment, and retaliation in all aspects of employment, in line with our established governance policies;
- Providing a comprehensive and competitive benefits package that includes statutory social insurance, supplementary commercial insurance, paid leave, regular health checkups, and holiday benefits to attract and retain skilled professionals;
- Ensuring a safe and healthy workplace by providing necessary resources and adhering to occupational health and safety standards; and
- Fostering a professional and supportive organizational culture that values employee well-being and team cohesion, such as through celebrations for employee birthdays, as well as during festivals and holidays.

We make sure to effectively communicate our human resources management system, salary management system, reward and punishment system, and code of conduct to our employees. Furthermore, we uphold a culture of equality, diversity, innovation and zero tolerance for discrimination, fostering a transparent and trusting environment that values honesty and inclusiveness.

Labor Standards

Our Group strictly follows relevant laws and regulations such as the Labor Law of the PRC, the Labor Contract Law of the PRC, and the Law on the Protection of Minors to manage labor practices.

We foster a workplace built on "harmony, inclusiveness, equality, and non-discrimination," firmly opposing discrimination based on race, social origin, nationality, religion, disability, or gender. We are committed to fair and transparent employment conditions. Employees are engaged under clear terms that define working hours, compensation, and benefits, in full accordance with national and local labor regulations. To empower our employees' growth, we have established a dual-track career development system comprising a Professional Track for deepening technical expertise and a Management Track for those pursuing leadership roles involving team development and operational management. This framework is designed to motivate talent, facilitate personal advancement, and align individual aspirations with our organizational goals.

We have a zero-tolerance policy towards child labor and forced labor. Our recruitment procedures include verification of identity documents and, where necessary, background checks to ensure legal compliance and ethical hiring. Should any instance of non-compliance with labor laws, such as child labor or forced labor be identified, our Group is committed to taking immediate and appropriate corrective action. This includes a full review of the circumstances, remediation in line with legal requirements, and implementing measures to prevent recurrence. We also provide regular training to relevant personnel to maintain awareness of labor rights and compliance obligations.

No child labor, forced, or compulsory labor was reported or identified within any workplace of our Group during the Track Record Period and up to the Latest Practicable Date. Additionally, our Group shall also be implementing measures to minimize the chances of child labor, forced, or compulsory labor within its supply and value chain.

Supply Chain Management

We recognize the environmental and social impact of our procurement activities and are committed to integrating ESG considerations into our supplier selection process in the future. We engage service suppliers and have established a Supplier Management Regulation《供應商管理規定》,

though specific environmental and social responsibility requirements will be enhanced post-[REDACTED]. Our current procurement focus is on cloud resources and computer equipment. Where possible, we prioritize local suppliers for equipment to reduce transportation-related emissions. For asset management, we have a system for the reuse and recycling of computer equipment. Our dedication is further demonstrated by our certification to the ISO28000 (Supply Chain Security Management System) standard.

Product Responsibility

Product Quality

Our Group is committed to ensuring the quality of its offered solutions, and it has complied with all applicable PRC laws and regulations regarding product responsibility in material aspects. These include, but not limited to the following:

- Law of the PRC on the Protection of Consumer Rights and Interests
- Cybersecurity Law of the PRC
- E-commerce Law of the PRC
- Personal Information Protection Law of the PRC

Our commitment to quality and safety is demonstrated through our internationally recognized software development and management capabilities, including CMMI Level 5 certification and ISO 9001 (Quality Management System) certification. We have established comprehensive management measures covering the entire software development lifecycle to ensure system stability and security.

We have established a rigorous quality assurance framework, governed by our Information System R&D Project Management Measure《信息系統研發項目管理辦法》. This facilitates full lifecycle management of projects, from initiation and feasibility analysis to design, development, testing, acceptance, training, and maintenance. This is supported by complementary regulations covering application security design, development standards, and outsourced development management to ensure project quality and standardize R&D processes Our commitment is further validated by multiple international certifications, including ISO 9001, ISO28000, ISO/IEC 27001 (Information Security Management Systems), and ISO 22301 (Business Continuity Management Systems).

We have established a standardized advertisement compliance review process. Marketing materials are drafted by the relevant department and submitted to the Legal and Compliance department for review, ensuring adherence to laws such as the Advertising Law and the Anti-Unfair Competition Law before any public release.

Intellectual Property Management

Our commitment to intellectual property (IP) is embedded in our corporate strategy. We regard IP as a core strategic asset and follow a management philosophy of "defensive protection, offensive portfolio building, and asset-based development". Our multi-faceted IP protection strategies include collaborating with external agencies for patent mining and application; securing IP ownership through contractual agreements; employing a dual strategy of source code leak prevention (via Data Loss Prevention tools and access controls) coupled with timely software copyright registration for all product lines; and maintaining an innovative incentive and approval process to encourage creation. These activities are centrally governed by our Intellectual Property Management Regulation《知識產權管理規定》, which ensures unified management. All existing product lines have secured software copyright protection, with applications filed prior to the launch.

Customer Feedback

We value client relationships and are committed to addressing feedback professionally. We have established a Business Process Management Measure《商務流程管理辦法》to formally manage customer satisfaction and handle client complaints and inquiries. This system is designed to ensure that feedback is received, acknowledged, and addressed to support service improvement and maintain strong client partnerships. As a B2B technology service provider, our interactions are primarily with enterprise clients. Feedback typically pertains to software performance, system functionality, and service delivery. Any feedback received is managed through our quality system to implement corrective and preventive actions, supporting our commitment to continuous improvement and optimization.

Cybersecurity and Data Privacy Protection

Our Group has complied with all PRC applicable laws and regulations regarding data security in material aspects. These include, but not limited to the following:

- Cybersecurity Law of the PRC
- Personal Information Protection Law of the PRC
- Data Security Law of the PRC

In addition to compliance with above laws and regulations in material aspects, our Group has implemented a comprehensive data compliance management system governing the entire data lifecycle, adhering to the principles of legality, legitimacy, necessity, and confidentiality. We strictly prohibit the excessive collection or misuse of user data. Our technical and organizational measures are validated by international certifications, including ISO/IEC 27701 (Privacy Information Management Systems) for our relevant management system. The data we process primarily relates to our business operations and client engagements. Employees are subject to confidentiality obligations as part of our standard governance.

During the Track Record Period and up to the Latest Practicable Date, we were not aware of any material data breaches, data losses, or incidents of unauthorized use of personal information. As advised by our PRC Legal Advisor, we are in compliance with all applicable PRC data security and personal information protection laws and regulations in material aspects.

Responsible AI and Ethical Governance

The Group is acutely aware of the ethical responsibilities associated with developing and deploying AI technologies. Our governance framework is designed to prevent misuse and ensure responsible innovation:

- **Product Development Governance:** Our software development lifecycle is governed by the Information System R&D Project Management Measure, ensuring rigorous feasibility analysis, design, testing, and review. This includes specific protocols for ethical AI assessment during the design phase to identify and mitigate potential biases, privacy infringements, or harmful application risks.
- **Data Security and Privacy Protection:** We adhere to the highest standards of data governance, compliant with the Cybersecurity Law, Personal Information Protection Law, and Data Security Law of the PRC. Our management systems are certified to ISO/IEC 27001 (Information Security) and ISO/IEC 27701 (Privacy Information Management). Strict access controls, encryption, and data minimization principles are enforced to prevent unauthorized use or leakage of data that could fuel AI misuse.

- **Intellectual Property and Source Code Protection:** Our Intellectual Property Management Regulation ensures robust protection of our AI algorithms and software. Combined with strict internal controls and confidentiality agreements, this minimizes the risk of our technology being replicated or diverted for unintended purposes.
- **Customer and Contractual Safeguards:** Our client engagements are governed by contracts that include clauses defining the approved use cases for our AI solutions. We explicitly prohibit clients from using our technology for illegal activities, fraud, discrimination, or generating harmful content.
- **Employee Training and Culture:** We foster a culture of integrity and responsibility. Employee training programs include modules on AI ethics, data privacy, and compliance, ensuring our team understands their role in developing and deploying technology responsibly.
- **Oversight and Accountability:** Ultimate responsibility for the ethical deployment of AI rests with the Board. Post-[REDACTED], the enhanced ESG governance structure, including the dedicated ESG Working Group, will provide ongoing oversight of AI ethics as a material social and governance issue.

Generative AI Services

Our Group has adopted a series of measures to comply with the Generative AI Services Measures, including:

- Formulating the Algorithm and Generative AI Services Management Rules, aiming to ensure compliance with the Generative AI Services Measures
- Designating the AI Lab as the lead unit responsible for overseeing our generative AI services
- Implementing labels on generated content
- Establishing convenient channels for complaints and reports
- Entering into service agreements with users of the our products relating to generative AI services, which clarify the rights and obligations of parties.

In relation to our cloud-based solutions integrating external general large models, we have submitted algorithm filing applications for the "Xinke Qiance Nexus Algorithm" and "Xinke Qiance Nexus Algorithm-1" to the CAC, and such algorithm filings have been completed, we have also submitted an application for registration of "Xinke Qiance Nexus" generative AI service to Guangdong CAC and such registration has been completed.

For data sources forming our knowledge foundation of XK-Qian AI and the data used to train our large language model, we have formulated policies and procedures stipulating that our Group shall use data with legitimate sources, including that where open-source data is used, open-source license agreements shall be complied with, and that if data is procured from suppliers, agreements shall be entered into with such suppliers that require the suppliers to ensure the legitimacy of the source of the data provided thereby. In addition, we conduct security reviews of open-source data to verify that it contains no malicious code or harmful content.

During the Track Record Period and as of the Latest Practicable Date, we had not been subject to any material administrative penalties or sanctions, or involved in any regulatory investigations due to any material non-compliance with the Generative AI Services Measures. In light of the foregoing and the measures we have adopted in accordance with the Generative AI Services Measures, our PRC Legal Advisor is of the view that we had complied, in material aspects, with the Generative AI Services Measures during the Track Record Period and as of the Latest Practicable Date.

Anti-Corruption

Our Group regards strict compliance with all applicable PRC laws and regulations as the cornerstone of sustainable and ethical business operations in material aspects. Our Group requires that all employees conform to the Law Against Unfair Competition of the PRC, Criminal Law of the PRC, and other laws, regulations, and regulatory documents related to commercial bribery and corruption.

This commitment is upheld through an internal governance framework designed to promote integrity and accountability. We resolutely prohibit all forms of misconduct, including bribery, acceptance of bribes, solicitation of bribes, interest transfers, tax evasion, and insider trading. Oversight is integrated into our management structure, with foundational ethical standards established in our Employee Handbook, which is dedicated to fostering a corporate culture of integrity, probity, and uprightness. We reinforce this culture through ongoing communication and are systematically advancing the development and implementation of specialized anti-corruption systems.

Our institutional policies establish clear standards of conduct, supported by concrete preventive measures:

- **Anti-Bribery and Extortion:** We define clear red lines for business conduct, prohibiting employees from soliciting or accepting improper benefits. We conduct basic compliance screening of partners and constrain employee behaviour through onboarding training and regular communications.
- **Anti-Fraud Management:** We enforce a multi-level approval mechanism for all financial disbursements and have established controls for asset and data management to prevent fraud.
- **Anti-Money Laundering:** We maintain complete transaction records to ensure traceability of all business dealings.

Our Group has established formal procedures for the confidential reporting of potential misconduct. We enforce a strict whistleblower protection mechanism, maintaining confidentiality and prohibiting any form of retaliation. Reported matters are handled through a designated process that includes review, appropriate investigation while maintaining confidentiality, and follow-up actions as necessary.

During the Track Record Period and up to the Latest Practicable Date, our Group has not aided, abetted, assisted, or colluded with any individual who has committed, or conspired to commit any unlawful activities. No non-compliance with relevant laws and regulations that have a significant or material impact on our Group relating to corruption, bribery, fraud and money laundering were identified during the Track Record Period and up to the Latest Practicable Date.

Environmental Metrics and Targets

Greenhouse Gas Emissions

Scope of Greenhouse gas emissions	Emission Sources	As of May 31, 2026 ($tCO_2eq.$)	2025 ($tCO_2eq.$)	2024 ($tCO_2eq.$)	2023 ($tCO_2eq.$)
Scope 1 emission[1]		0.00	0.00	0.00	0.00
Scope 2 emission[2]	Purchased electricity[3,4]	296.83	700.46	499.19	45.21
Scope 3 emission[5,6,7]	Electricity used for freshwater and sewage treatment[4]	3.16	5.20	3.30	1.48
	Category 1: Purchased goods and services	6,442.04	10,865.19	95.95	15.81
	Category 6: Business travel	112.50	214.15	37.40	3.39
Total[8]		6,854.53	11,785.00	635.85	65.89
Scope 1 + Scope 2 Emissions Intensity ($kgCO_2eq./$Group Employee)		0.31	0.67	0.72	0.11
Total Emissions Intensity ($tCO_2eq./$Group Employee)		7.07	11.22	0.91	0.17

Note 1: As pursuant to Appendix 2 of "How to Prepare an ESG Report" set out by Hong Kong Exchanges and Clearing Limited, Scope 1 greenhouse gas emissions refer to direct emissions from equipment and operations that are owned or controlled by our Group.

Note 2: As pursuant to Appendix 2 of "How to Prepare an ESG Report" set out by Hong Kong Exchanges and Clearing Limited, Scope 2 greenhouse gas emissions refer to energy indirect emissions resulting from the generation of purchased or acquired electricity, heating, cooling, and steam consumed within our Group.

Note 3: According to The Ministry of Ecology and Environment of People's Republic of China: Emission factor of 0.5777 tCO_2e/MWh was used for purchased electricity from the National Grid of the PRC in 2025 and 2024; Emission factor of 0.6205 tCO_2e/MWh was used for purchased electricity from the National Grid of the PRC in 2023.

Note 4: Our purchased electricity and water consumption is sourced from the total utility usage data provided by property owners. For offices where historical data are unavailable, consumption is estimated based on occupied area, employee count, and usage duration.

Note 5: Scope 3 GHG emissions were calculated based on available emission factors referred by Appendix 2 of "How to Prepare an ESG Report" set out by Hong Kong Exchanges and Clearing Limited, as well as based on the "Technical Guidance for Calculating Scope 3 Emissions (version 1.0)" published by Greenhouse Gas Protocol, unless stated otherwise.

Note 6: Data for other categories of scope 3 emissions have not yet been collected, and our Group currently does not have the capability to conduct data collection for these categories; however, our Group shall endeavor to dedicate resources to complete scope 3 emissions disclosure in due time.

Note 7: Due to lack of resources, our Group's consumption of total purchased goods and services and total travel distance for business travel had to be extrapolated from recent samples; however, our Group shall endeavor to keep complete records of its resource consumption in due time.

Note 8: Total GHG Emissions may not equal total sum of emission sources due to rounding errors.

The Group acknowledges the significant fluctuations observed in its resource consumption and greenhouse gas (GHG) emission metrics between 2023 and 2025, as presented in the ESG report. The period from 2023 to 2025 represents a phase of rapid business growth and scaling of operations.

The substantial increase in Scope 2 emissions (from 45.21 tCO_2e in 2023 to 700.46 tCO_2e in 2025) and total energy consumption (from 72,867.02 kWh in 2023 to 1,212,494.57 kWh in 2025) is directly correlated with the expansion of IT infrastructure and operational activity to support client projects and service delivery.

The increase in Scope 3 emissions, particularly in "Category 1: Purchased goods and services" (from 15.81 tCO_2e in 2023 to 10,865.19 tCO_2e in 2025), is attributable to the growth in procurement volume for cloud services and technology equipment essential for its AI solution business.

Resources Consumption

In terms of energy consumption, our Group mainly consumed electricity for business purposes during the track record period. The following table shows the breakdown of our energy consumption for the periods indicated:

	Unit	As of May 31, 2026	2025	2024	2023
Electricity Consumption[1]	kWh	513,812.25	1,212,494.57	864,106.13	72,867.02
Total Energy Consumption[2]	kWh	513,812.25	1,212,494.57	864,106.13	72,867.02
Total Energy Consumption Intensity	kWh/Group Employee	530.25	1,154.76	1,239.75	182.62

Note 1: Our purchased electricity is sourced from the total utility usage data provided by property owners. Consumption is estimated based on occupied area, employee count, and usage duration.

Note 2: Conversion factors were referred to IEA Energy Statistics Manual and 2006 IPCC Guidelines for National Greenhouse Gas Inventories.

In addition to energy consumption, we also utilize water in our operations. The following table outlines our water usage for the periods indicated.

	Unit	As of May 31, 2026	2025	2024	2023
Water Consumption[1]	m^3	6,637.65	10,897.08	6,912.67	2,259.28
Water Consumption Intensity	m^3/Group Employee	6.85	10.38	9.92	5.66

Note 1: Our water consumption is sourced from the total utility usage data provided by property owners. Consumption is estimated based on occupied area, employee count, and usage duration.

Industry Peer Comparison

Our Group has selected Deepexi Technology Co., Ltd. (1384.HK) as our ESG performance peers, since we believe it serves as a meaningful and relevant comparison within the enterprise digital transformation and AI solutions sector. Deepexi Technology is classified within the Information Technology Industry under the Hang Seng Industry Classification System, similar to our Group. Both companies operate at the forefront of digital transformation, sharing significant exposure to regulatory frameworks concerning cybersecurity, data privacy, technology, and cloud service compliance, while functioning in innovation-driven and R&D-intensive environments. Furthermore, Deepexi Technology's focus on digital intelligence solutions across finance, retail, and other sectors directly parallels our integrated "AI + service" model and industry-centric product lines. This selection ensures that the core operational, regulatory, and strategic profile of this peer is comparable to our own key business activities.

The following table compares relevant environmental data from the above-mentioned industry peers of our Group over their three most recently completed reporting periods.

Data	Company	Unit	2025	2024	2023
Scope 1 + Scope 2 emissions	Group	tCO_2e	700.46	499.19	45.21
	DEEPEXI TECHNOLOGY CO., LTD. ("DEEPEXI")		98.52	123.90	150.60
Scope 1 + Scope 2 emissions intensity	Group	tCO_2e/employee	0.67	0.72	0.11
	DEEPEXI[1]		0.21	0.38	0.40
Energy consumption	Group	kWh	1,212,494.57	864,106.13	72,867.02
	DEEPEXI		183,600.00	211,651.90	257,224.30
Energy consumption intensity	Group	kWh/employee	1,154.76	1,239.75	182.62
	DEEPEXI[1]		395.69	655.27	689.61
Water consumption	Group	m^3	10,897.08	6,912.67	2,259.28
	DEEPEXI		N/A	3,415.80	3,768.50
Water consumption intensity	Group	m^3/employee	10.38	9.92	5.66
	DEEPEXI[1]		N/A	10.58	10.10
Non-Hazardous Waste Generation	Group	kg	550.20	365.23	209.08
	DEEPEXI		N/A	N/A	N/A
Non-Hazardous Waste Generation intensity	Group	kg/employee	0.52	0.52	0.52
	DEEPEXI[1]		N/A	N/A	N/A

Note 1: Since intensities at DEEPEXI are expressed in terms of "per revenue", intensities have been recalculated to be expressed in terms of "per employee" for easier comparison, with employee figures referenced from the ESG report of the corresponding reporting year.

Based on the available environmental data for the three most recently completed reporting periods (2023–2025), our Group demonstrates a differentiated environmental performance profile when compared to our selected industry peers, DEEPEXI.

When considering environmental data intensity, our Group's performance shows both strengths and opportunities for improvement. Our Scope 1 & 2 emissions intensity was higher than DEEPEXI in 2024 and 2025; however, it was notably lower in 2023. Similarly, our energy consumption intensity was higher in 2024 and 2025, yet considerably lower in 2023. This reflecting a recent upward trajectory that we are actively addressing through enhanced efficiency and energy-management measures. In contrast, our Group demonstrates competitive performance in resource management efficiency. Our water consumption intensity is consistently lower than that of DEEPEXI across comparable periods (2023 and 2024), and we maintain a notably low intensity of non-hazardous waste generation, which remains stable and below measurable peer levels.

We acknowledge that differences in environmental intensity are influenced by several factors, including business model nuances, geographic operational footprint, the maturity of ESG data management, and varying stages in the deployment of energy efficiency and renewable energy initiatives. For instance, a company with larger owned data center operations would naturally have a different energy and emissions profile than one focused primarily on software and solutions.

As we continue to scale our operations, we are committed to leveraging our established management systems and our ongoing environmental initiatives to drive further efficiencies, with the expectation of achieving and maintaining leading environmental performance relative to our industry peers in the future.

Furthermore, here is a comparison of our forward-looking environmental targets with those of our peer, DEEPEXI.

Category	Targets for the Group[1]	Targets for DEEPEXI[2]
GHG emissions	Reduce total Scope 1 + Scope 2 greenhouse gas emission intensity by 15% within 10 years, with the year ended December 31, 2024 as the base year.	Reduce carbon dioxide emission intensity by 10% from baseline of 2022 by 2030.
Energy efficiency	Reduce total energy consumption intensity by 10% within 10 years, with the year ended December 31, 2024 as the base year.	Reduce electricity consumption intensity by 10% from baseline of 2022 by 2030.
Water efficiency	Reduce water consumption intensity by 10% within 10 years, with the year ended December 31, 2024 as the base year.	Reduce water use intensity by 15% from baseline of 2022 by 2030.

Note 1: Intensities at the Group are expressed in terms of "per employee".

Note 2: Intensities at DEEPEXI are expressed in terms of "per million RMB revenue".

We recognize the significance of safeguarding the environment and fostering sustainability. With a focus on environmental responsibility and minimizing our environmental footprint, our Group has established environmental targets that align with our overall business strategy and objectives. These targets undergo regular review and updates to ensure ongoing enhancements in our sustainability practices. Through the establishment of these targets, we aim to demonstrate our dedication to environmental protection by proactively adopting measures to mitigate our environmental impact.

Category	Targets for the next 10 years	Plans to achieve targets
GHG emissions1	Reduce total Scope 1 + Scope 2 greenhouse gas emission intensity by 15% within 10 years, with the year ended December 31, 2024 as the base year.	• Actively improve energy efficiency to reduce GHG emissions from fuel usage and purchased electricity consumption; • Conduct research and explore sustainable technologies and practices to minimize our carbon footprint; • Collaborate with industry organizations to develop sustainable solutions; and • Prioritize local suppliers for equipment to reduce transportation-related emissions.

Category	Targets for the next 10 years	Plans to achieve targets
Energy efficiency	Reduce total energy consumption intensity by 10% within 10 years, with the year ended December 31, 2024 as the base year.	• Purchase energy-efficient equipment, electronic appliances and devices throughout the whole Group; • Continuously monitor the energy consumption of our offices; • Train and educate employees to turn off unnecessary and idling equipment, electronic appliances, and devices; and • Explore feasibility of installing new solar photovoltaic power stations at our facilities.
Water efficiency	Reduce water consumption intensity by 10% within 10 years, with the year ended December 31, 2024 as the base year.	• Increase awareness among employees for water conservations; • Implement wastewater recycling infrastructure and systems at our facilities, and • Prioritize energy-efficient infrastructure and architecture to reduce water use.
Waste generation	Reduce hazardous and non-hazardous waste generation intensity by 10% within 10 years, with the year ended December 31, 2024 as the base year.	• Phase out and replace outdated machinery with new, environmentally-friendly equipment designed to minimize hazardous waste generation; • Reuse and recycling of computer equipment; • Promote green office practices and energy conservation and emission reduction.; and • Digitize workflows to minimize paper consumption and other office material waste.

Note 1: During the Track Record Period and up to the Latest Practicable Date, our Group has only completed 2 out of 15 categories of Scope 3 emissions disclosures. While we endeavor to dedicate resources to complete scope 3 emissions disclosure in due time, since any reduction targets set for Scope 3 emissions would quickly become outdated as we implement disclosures for other categories of Scope 3 emissions, we have decided to forego setting Scope 3 emissions reduction target for the time being.

Furthermore, here is a comparison of our forward-looking environmental targets with those of our peer, DEEPEXI.

Category	Targets for the Group[1]	Targets for DEEPEXI[2]
GHG emissions	Reduce total Scope 1 + Scope 2 greenhouse gas emission intensity by 15% within 10 years, with the year ended December 31, 2024 as the base year.	Reduce carbon dioxide emission intensity by 10% from baseline of 2022 by 2030.
Energy efficiency	Reduce total energy consumption intensity by 10% within 10 years, with the year ended December 31, 2024 as the base year.	Reduce electricity consumption intensity by 10% from baseline of 2022 by 2030.
Water efficiency	Reduce water consumption intensity by 10% within 10 years, with the year ended December 31, 2024 as the base year.	Reduce water use intensity by 15% from baseline of 2022 by 2030.

Note 1: Intensities at the Group are expressed in terms of "per employee".

Note 2: Intensities at DEEPEXI are expressed in terms of "per million RMB revenue".

Furthermore, in pursuit of social responsibility, and to align with the China's Dual Carbon 3060 plan, which aim to achieve carbon emissions peak before 2030 and carbon neutrality by 2060, our Group has set the target of becoming carbon neutral by 2060. To reach this target, our Group may purchase carbon certificates, as well as commit to other sustainable measures to sequester any GHG emissions that are unavoidable.

Employment

See below for the detailed breakdown of our workforce for the periods indicated:

Total Workforce as of:	As of May 31, 2026	December 31, 2025	December 31, 2024	December 31, 2023
By Gender				
Male	680	709	457	246
Female	289	341	240	153
By Employment Type				
Full-Time	964	1,045	696	390
Part-Time	5	5	1	9
By Employee Category[1]				
Senior Management	5	5	6	8
Middle Management	31	34	28	6
Frontline and Other Employees	933	1,011	663	385

Total Workforce as of:	As of May 31, 2026	December 31, 2025	December 31, 2024	December 31, 2023
By Age Group				
18–25	102	108	40	32
26–35	624	712	522	280
36–45	234	223	132	83
46–55	9	7	3	4
56 or above	0	0	0	0
By Geographical Location				
Mainland China	969	1,050	697	399
Total	969	1,050	697	399

Note 1: Senior Management is defined as any employee at or above Company Director-Level Executive; Middle Management is defined as any employee at Company Manager.

See below for the detailed breakdown of turnover rate by employee group of our workforce for the periods indicated:

Turnovers as of:	As of May 31, 2026		December 31, 2025		December 31, 2024		December 31, 2023	
	Number	Turnover Rate	Number	Turnover Rate	Number	Turnover Rate	Number	Turnover Rate
By Gender								
Male	165	24.26%	360	50.78%	230	50.33%	133	54.07%
Female	69	23.88%	142	41.64%	105	43.75%	92	60.13%
By Age Group								
18–25	33	32.35%	43	39.81%	18	45.00%	54	168.75%
26–35	154	24.68%	360	50.56%	253	48.47%	149	53.21%
36–45	46	19.66%	94	42.15%	60	45.45%	22	26.51%
46–55	1	11.11%	4	57.14%	4	133.33%	0	0.00%
56 or above	0	NA	1	NA	0	0.00%	0	0.00%
By Geographical Location								
Mainland China	234	24.15%	502	47.81%	335	48.06%	225	56.39%
Total	234	24.15%	502	47.81%	335	48.06%	225	56.39%

Occupational Health and Safety

Our Group strives to provide and maintain a safe and healthy working environment whilst complying with all applicable laws, regulations, and standards. These include, but not limited to the following:

- Labor Contract Law of the PRC
- Law of the PRC on the Prevention and Treatment of Occupational Diseases
- Work Safety Law of the PRC

We aim to provide a safe and healthy workplace for our employees and implement an effective management system to help ensure employees' safety and well-being, preventing and reducing hazards and risks associated with our operation. Our approach is codified in internal policies such as the Employee Handbook《員工手冊》and Human Resource Management System《人力資源管理制度》which collectively define clear standards and procedures for maintaining workplace safety. Our dedication is further demonstrated by our certification to the ISO 45001 standard.

We implement practical measures to safeguard our employees, who primarily work in office environments. These include configuring intelligent control systems to monitor and regulate indoor air quality and temperature, conducting regular sanitation and pest control, organizing fire safety training and drills, and providing annual health check-ups. We demonstrate a specific commitment

to supporting female employees through dedicated nursing rooms. Furthermore, female employees are entitled to one hour of breastfeeding leave per workday from the birth of their child until the child turns one year old.

During the Track Record Period and up to the Latest Practicable Date, we have not been named as defendants in any pending lawsuits pertaining to labor injury and strikes. During the Track Record Period and up to the Latest Practicable Date, we did not experience any material accidents involving personal injury or property damage, and we were not subject to any material claims, lawsuits, penalties or disciplinary actions as a result of any material accidents.

See below for the detailed breakdown of occupational health and safety data for the periods indicated:

Occupational Health and Safety Data as of:	**As of May 31, 2026**	**December 31, 2025**	**December 31, 2024**	**December 31, 2023**
Work related fatality	0	0	0	0
Fatality Rate	0.0%	0.0%	0.0%	0.0%
Work injury cases > 3 days	0	0	0	0
Work injury cases ≤3 days	0	0	0	0
Lost days due to work injury	0	0	0	0

DATA COMPLIANCE AND DATA SECURITY

We are highly aware of the importance of data security and personal information protection and we have implemented rigorous internal policies and procedures to ensure the compliance and security of the data we process during the course of our business.

In our private deployment solutions, data generated during the operations of our solutions offered is processed by our enterprise customers and stored on their own systems or their designated systems.

In our cloud-based solutions, we are mainly entrusted by our enterprise customers, to store business data uploaded by our enterprise customers which involves personal information of the end users of our enterprise customers (such as name, address, telephone number, insurance policies, communication and call logs/recordings) ("**Customer Entrusted Data**") during the operations of our solutions on our systems to provide various functions under intelligent marketing and intelligent operations management solutions, under such circumstances, as the relevant functions are automatically operated on our system with the support of XK — QianAI and QianNexus, we normally do not have access to such data during daily operation. Certain functions in our cloud-based solutions involve necessary data interactions with third party service providers. For example, when we provide services based on external general large models or text massages sending and outbound calling services, we may transmit certain Customer Entrusted Data (such as telephone number of their end users) to large model provider and other third-party service providers as entrusted by our customers, subject to necessary measures to safeguard our enterprise customers' data such as imposing data protection obligations in agreements with third-party service providers and encrypted data transmission. Given that we are only entrusted by our enterprise customers to store and process the Customer Entrusted Data, it is our enterprise customers' obligation to obtain the consent from relevant data subject. Apart from Customer Entrusted Data, we also directly collect and process limited personal information of personnel of our enterprise customers, such as account registration information, device information, log information, and customer service communication logs. We have implemented security protection measures (such as encryption and access control measures) to prevent leakage of both Customer Entrusted Data and the personal information of personnel of our enterprise customers.

During the process of our business operation, we have implemented and employed a variety of technologies to detect and eliminate risks and vulnerabilities in data security, including encryption, access authentication, log audits, and security incident monitoring. Furthermore, access to our systems is strictly controlled and monitored that our employees are only permitted to access to data on a need-basis, factoring in our employee's responsibilities and the sensitivity of data. Moreover, firewalls are in place for protecting our cloud-based systems and enhancing network security. Regular data backups and recovery tests are conducted to minimize the risk of data loss, and data disaster recovery procedures have also been established. We also have designated personnel responsible for data security and personal information protection as part of our internal governance. We also provide data security and information privacy trainings regularly to relevant employees to enhance their data compliance awareness.

We have formulated multiple internal policies and measures during our business operations, such as information system data security management policy, personal information protection management policy. We have formulated the General Guidelines on Cybersecurity and Data Compliance Management, which stipulate that measures shall be adopted to verify the legitimacy of data sources (e.g., requiring data providers to warrant that such data or information is obtained from lawful and legitimate sources and that all necessary consents have been obtained in accordance with applicable laws). In cases where we process personal information entrusted by our customers, we require our customers to obtain the consent of individuals or have other legal basis for processing such personal information in our online agreement. We also conduct security audits and risk assessments to ensure the effective implementation of such policies and the confidentiality, integrity, and availability of data. In addition, we have also established various policies, such as cybersecurity management policy, information security incident emergency response protocol, aiming to ensure proper IT system maintenance, cyber-related log management, data access control, data backup and recovery, and data event response mechanisms.

We have designated a management department responsible for cybersecurity, data security and personal information protection. We have adopted technical measures to prevent cybersecurity hazards such as computer viruses, network attacks and network intrusions, and have retained network logs monitoring network operation status and cybersecurity incidents for at least six months. For online products where we directly collect personal information, we have published privacy policy to inform individuals of the purposes, methods and scope of processing personal information, as well as the privacy protection measures adopted, and we have also obtained the consents from these individuals for collecting and processing their personal information.

During the Track Record Period and up to the Latest Practicable Date, we were not aware of any significant incidents of data or personal information leakage. We believe that we are in compliance with applicable PRC laws in respect of cybersecurity, data privacy and protection in material aspects. During the Track Record Period and up to the Latest Practicable Date, we were not aware of any material data breaches, data losses, or incidents of unauthorized use of personal information. As advised by our PRC Legal Advisor, we are in compliance with all applicable PRC data protection and privacy, and cybersecurity regulations laws and regulations in material aspects.

As PRC laws and regulations on cybersecurity, data privacy and protection are evolving constantly in recent years, we have been paying close attention to the latest PRC legislative and regulatory developments in this field. We conduct routine compliance checks and rectifications in terms of cybersecurity, data privacy and protection, reducing our compliance risks and keeping pace with regulatory development.

RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

As at the Latest Practicable Date, our issued Shares are held as to approximately 38.93% by Zhongxing Youmi, and as to approximately 35.49% and ZhongAn Technology.

ZHONGXING YOUMI

Zhongxing Youmi is a limited partnership established under the laws of the PRC on September 25, 2023. Each of Zhongxing Youhai, Zhongxing Youchen, and Zhongxing Youxu is a limited partner of Zhongxing Youmi, with Zhongxing Huxiu, a limited company, being its general partner. The general partner of each of Zhongxing Youhai, Zhongxing Youchen and Zhongxing Youxu is Zhongxing Huxiu. Mr. Niu Chenghao and Mr. Zhou Zhengyu are the limited partners of Zhongxing Youhai, holding approximately 53.92% and 46.08% partnership interests therein, respectively. Mr. Yu Feng and Mr. Mao Yifeng are the limited partners of Zhongxing Youchen, holding approximately 53.92% and 46.08% partnership interests therein, respectively. Mr. Wang Min is the limited partner of Zhongxing Youxu, holding approximately 100% partnership interests therein. Zhongxing Huxiu is owned as to 90% by Mr. Yu, 5% by each of Mr. Zhou and Mr. Mao. As such, Mr. Yu, Mr. Wang, Mr. Niu, Mr. Mao and Mr. Zhou are collectively referred to as the Founders.

Pursuant to the partnership agreement of Zhongxing Youmi entered into between Zhongxing Youhai, Zhongxing Youchen, Zhongxing Youxu and Zhongxing Huxiu, among other things, unless otherwise agreed by all partners, (1) matters of Zhongxing Youmi shall be decided by the partners' meetings; and (2) save for certain specified matters, resolutions of the partnership shall be passed by more than half of the general partners and by limited partners representing more than half of the total capital contributions made by all limited partners.

As disclosed above and in the section headed "History, Development and Corporate Structure — Corporate Development and Major Shareholding Changes" of this Document, Zhongxing Youmi is wholly owned by our Founders. The Founders entered into a concert party agreement dated December 26, 2023, (the "**Concert Party Agreement**"). Pursuant to the Concert Party Agreement, whereby the Founders have agreed that, among other things, (1) they have acted in concert, and have agreed to continue to act in concert, in deciding major matters concerning the Company; (2) the Founders shall endeavor to reach consensus through thorough discussion in deciding on major matters of the Company; and (3) where there are inconsistent opinions among the Founders, the final decision shall be made by Mr. Yu. The Concert Party Agreement shall be effective from the execution date until the expiration of the first 36 months following the Company's [REDACTED] of its [REDACTED]. None of the other Shareholders individually had held more than 30% of the total issued share capital of the Company upon [REDACTED].

Based on the partnership agreements disclosed above and the terms of the Concert Party Agreement, the Shares held by Zhongxing Youmi are considered collectively controlled by the Founders, with Mr. Yu having a effective casting vote on how to exercise the votes attached to such Shares.

ZHONGAN TECHNOLOGY

ZhongAn Technology is wholly-owned by ZhongAn Online. Immediately following the completion of the Share Subdivision and the [REDACTED] (the [REDACTED] are not exercised), our issued H-Shares are expected to be held as to [REDACTED]% ZhongAn Technology. Accordingly, ZhongAn Technology and ZhongAn Online, will not be the Controlling Shareholders of our Company upon [REDACTED].

OUR CONTROLLING SHAREHOLDERS UPON [REDACTED]

Immediately following the completion of the Share Subdivision and the [REDACTED] (assuming the [REDACTED] are not exercised), our issued H-Shares are expected to be held as to [REDACTED]% by Zhongxing Youmi. Accordingly, Zhongxing Youmi, together with Zhongxing Youhai, Zhongxing Youchen, Zhongxing Youxu, Zhongxing Huxiu and the Founders, through their interests in Zhongxing Youmi, will be deemed as the group of Controlling Shareholders of our Company upon [REDACTED].

RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

No Competition under Rule 8.10 of the Listing Rules

Each of the members of our group of Controlling Shareholders confirms that, as of the Latest Practicable Date, he or it did not have any interest in a business, apart from the business of our Group, which competes or is likely to compete, directly or indirectly, with our business that would require disclosure under Rule 8.10 of the Listing Rules.

Independence from our Controlling Shareholders

Our Directors believe that our Group will be capable of carrying out our business independently from our Controlling Shareholders and their respective close associates after the [REDACTED] for the reasons set out below.

Operational independence

We have established our own organizational structure, with each department assigned to specific areas of responsibilities which have been in operation and are expected to continue to operate independently from our Controlling Shareholders and their respective close associates. We are in possession of all relevant licenses, assets, copyrights, trademarks and other intellectual properties necessary to carry on and operate our business. In addition, we have sufficient operational capacity in terms of capital and employees to operate independently.

Based on the above, our Directors believe that our Group will be able to operate independently from our Controlling Shareholders and their respective close associates after the [REDACTED].

Management independence

Upon the [REDACTED], our Board will comprise three executive Directors, two non-executive Directors and three independent non-executive Directors, and our senior management team will comprise five members. Our executive Directors and senior management team are responsible for the daily management of our operations.

Mr. Yu Feng, Mr. Mao Yifeng, Mr. Zhou Zhengyu and Mr. Wang Min, who are the members of the group of Controlling Shareholders, as detailed above, are also the members of our Board. Their respective positions with our Company are as follows:

Name	Positions with our Company	Capacities with entities comprising the Controlling Shareholders
Mr. Yu Feng (郁鋒)	Executive Director, and chief executive officer	90% of the issued share capital in Zhongxing Huxiu as a shareholder and 53.92% of the partnership interests in Zhongxing Youchen as a limited partner
Mr. Mao Yifeng (毛一烽)	Executive Director, chief technical officer and vice president	5% of the issued share capital in Zhongxing Huxiu as a shareholder and 46.08% of the partnership interests in Zhongxing Youchen as a limited partner
Mr. Zhou Zhengyu (周政宇)	Executive Director, secretary of the Board, chief financial officer and joint company secretary	5% of the issued share capital in Zhongxing Huxiu as a shareholder and 46.08% of the partnership interests in Zhongxing Youhai as a limited partner
Mr. Wang Min (王敏)	Chairman of the Board and Non-executive Director	99.999% of the partnership interests in Zhongxing Youxu as a limited partner

RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

Each of the entities comprising our Controlling Shareholders are mere investment holding platforms with no operations.

Our Directors consider that they are able to carry on our business independently from the Controlling Shareholders from a management perspective for the following reasons:

(a) our daily management and operations are carried out by a senior management team, all of whom have substantial experience in the industry in which our Company is engaged, and will therefore be able to make business decisions that are in the best interests of our Group. See "Directors and Senior Management" for details of the industry experience of our senior management team;

(b) each Director is aware of his/her fiduciary duties as a director which require, among other things, that he/she acts for the benefit and in the interest of our Company and does not allow any conflict between his/her duties as our Director and his/her personal interests. In the event that there is a potential conflict of interest arising out of any transaction to be entered into between our Group and a Director and/or his/her associate, he/she is required to declare the nature of such interest before voting at the relevant Board meetings of our Company in respect of such transactions and the interested Director shall abstain from voting and shall not be counted towards the quorum for the voting;

(c) we have three independent non-executive Directors and certain matters of our Company must always be referred to the independent non-executive Directors for review; and

(d) we have adopted a series of corporate governance measures to manage conflicts of interest, if any, between our Group and the Controlling Shareholders which would support our independent management. See "— Corporate Governance Measures" below for details. Based on the above, our Directors believe that our Board as a whole and together with our senior management are able to perform the managerial role in our Group independently from the Controlling Shareholders and their close associates after the [REDACTED].

Based on the above, our Directors believe that our Board as a whole and together with our senior management are able to perform the managerial role in our Group independently from the Controlling Shareholders and their close associates after the [REDACTED].

Financial independence

We have independent internal control and accounting systems. We also have an independent finance team responsible for discharging treasury functions. We are capable of obtaining financing from third parties, if necessary, without reliance on our Controlling Shareholders or their respective close associates. As of the Latest Practicable Date, there were no subsisting loans, guarantees or pledges provided by our Controlling Shareholders or their respective close associates to our Group.

Based on the above, our Directors believe that our Group will be able to maintain financial independence from our Controlling Shareholders and their respective close associates after the [REDACTED].

CORPORATE GOVERNANCE MEASURES

In order to further safeguard the interests of our minority Shareholders, we will adopt the following corporate governance measures to manage our potential conflicts of interest with our Controlling Shareholders:

- in the event that our independent non-executive Directors are requested to review any conflict of interests between our Group our Controlling Shareholders, our Controlling Shareholders undertakes to provide and the independent non-executive Directors with all

necessary information and our Company shall disclose the decisions of the independent non-executive Directors either in its annual report or by way of announcements in accordance with the Listing Rules;

- our Directors (including the independent non-executive Directors) will seek independent and professional opinions from external advisors at our Company's cost as and when appropriate in accordance with the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules;
- any transactions between our Company and its connected persons shall be in compliance with the relevant requirements of Chapter 14A of the Listing Rules, including the announcement, annual reporting and independent shareholders' approval requirements (if applicable) under the Listing Rules;
- in the event of any potential conflict of interests, our Director(s) with an interest in the relevant transaction(s) shall abstain from voting at the relevant Board meeting and shall not be counted towards the quorum in respect of the relevant resolution(s) at such Board meeting;
- in the event of any such potential conflict of interests at the shareholders' level, our Controlling Shareholders shall abstain from voting at the Shareholders' meeting of our Company with respect to the relevant resolutions; and
- we have appointed Rainbow Capital (HK) Limited as our Compliance Advisor to provide advice and guidance to us in respect of compliance with the Listing Rules, including various requirements relating to corporate governance.

Based on the above, our Directors are satisfied that sufficient corporate governance measures have been put in place to manage our conflicts of interest between with our Controlling Shareholders, and to protect minority Shareholders' interests after the [REDACTED].

CONNECTED TRANSACTIONS

Pursuant to Chapter 14A of the Listing Rules, the transactions that we enter into with our connected persons will constitute connected transactions upon the [REDACTED]. Upon [REDACTED], the following transactions between us and our connected person(s) will constitute our continuing connected transactions under Chapter 14A of the Listing Rules.

OUR CONNECTED PERSONS

The table below sets forth the party who will become our connected person upon the [REDACTED] and who has entered into certain transactions with us which will constitute our continuing connected transactions following the [REDACTED]:

Parties	Connected Relationship
ZhongAn Technology and its associates, including but not limited to ZhongAn Online, the sole shareholder of ZhongAn Technology	ZhongAn Technology is one of the substantial shareholders of our Company

SUMMARY OF OUR CONTINUING CONNECTED TRANSACTIONS

We have entered into the following transactions that will constitute continuing connected transactions under Rule 14A.31 of the Listing Rules upon the [REDACTED]:

	Transaction	Applicable Listing Rule	Waiver sought	Proposed annual cap for the years ending December 31, 2026	2027	2028
				(RMB in thousand)		
Non-exempt continuing connected transactions contemplated under the Cooperation Framework Agreement						
1.	Provision of enterprise grade AI solution services by our Group to	Rule 14A.35 Rule 14A.36 Rule 14A.105	Announcement and independent shareholders' approval, circular			
	(i) Ultimate independent customers in collaboration with ZhongAn Technology			36,000	5,000	nil
	(ii) ZhongAn Technology and its associates			137,062	138,052	146,207
2.	Procurement of insurance related services and products by our Group from ZhongAn Online			1,741	2,263	2,942

NON-EXEMPT CONTINUING CONNECTED TRANSACTION

Cooperation Framework Agreement

On [•], our Company and ZhongAn Technology entered into a cooperation framework agreement (the "**Cooperation Framework Agreement**"), to regulate (1) the provision of services comprising our enterprise grade AI solutions by members of our Group to ZhongAn Technology and its associates; and (2) the procurement of insurance related services and products from ZhongAn Online by members of our Group.

Separate underlying agreements will be entered into which will set out the precise scope of services and insurance coverage, service fees calculation, insurance premium, method of payment and other details of the service arrangement in the manner provided in the Cooperation Framework Agreement.

The initial term of the Cooperation Framework Agreement will commence on the [REDACTED] and end on December 31, 2028. The Cooperation Framework Agreement can be renewed by the agreement between ZhongAn Technology and us subject to compliance with the requirements under applicable laws, regulations and rules (including but not limited to the Listing Rules). ZhongAn Technology shall and shall procure its associates to allow the Company's auditors sufficient access to their records for the purpose of reporting on the transactions under the Cooperation Framework Agreement.

Reasons for the transaction

1. Provision of enterprise grade AI solution services by our Group to ZhongAn Technology and its associates

During the Track Record Period, our sales to ZhongAn Group included our sales of enterprise-level AI solutions to ZhongAn Group for its own use and our sales to ultimate independent customers in collaboration with ZhongAn Technology. Under such collaboration, our Group, with the necessary technical capability, performed the work substantially required under such contracts, while ZhongAn Technology, which had a longer operating history, signed the relevant contracts with ultimate independent customers (the "**Previous Arrangements**"). These services included our intelligent marketing solutions, our intelligent operations management solutions, and related services.

In September 2024, ZhongAn Technology decided not to engage in the provision of AI solutions to third-party customers. Since then, third-party customers demanding new services have been signing engagement agreements with our Group directly. However, as the Previous Arrangements took time to complete and any novation of agreements took time, the Group had, on our own and no longer in collaboration with ZhongAn Technology, been providing services to the relevant customers demanding AI solutions pursuant to the existing contracts signed between ZhongAn Technology and the relevant customers (the "**Unnovated Arrangements**").

As at the Latest Practicable Date, the total contract sum of the Unnovated Arrangements amounted to RMB24 million. Our work under such Unnovated Arrangements is expected to be completed by the end of 2026.

2. Procurement of insurance products by our Group from ZhongAn Online by members of our Group

ZhongAn Online is insurance company in China. ZhongAn Online provides various types of insurance products to its clients. As most of our Group's operations are based in China, we have procured and will continue to procure insurance products, including but not limited to group medical insurance for our employees in China, from ZhongAn Online.

The historical transactions mainly related to the purchase of the group medical insurance as part of the Group's employee remuneration package to establish a more comprehensive and multi-tiered healthcare protection system. In addition to the statutory medical insurance that provides basic protection in respect of outpatient services, critical illnesses, self-paid medicines and higher-end medical treatments, and the Group procures group medical insurance from ZhongAn Online to enhance the overall level of coverage available to employees to strengthen talent retention. The Company is of the view that providing additional medical insurance coverage is consistent with industry practice and is conducive to upholding the Group's social responsibilities.

Pricing policies

The terms of the Cooperation Framework Agreement are determined based on normal commercial terms after arm's length negotiations between the respective members of ZhongAn Technology and its associates and our Group, which should be no more favourable terms to

ZhongAn Technology and its associates, or no less favourable terms to the our Group, as applicable, than those available to/from independent third parties. The pricing policies for each of the transaction types contemplated thereunder are as follows:

1. *Provision of enterprise grade AI solution services by our Group to ZhongAn Technology and its associates*

In respect of the enterprise grade AI solution services provided to ZhongAn Technology and its associates for its own use, the service fees shall be determined based on a standard pricing policy that we applied consistently to ZhongAn Group and independent third party customers. Under such pricing policy, our fees were determined through a systematic evaluation of factors including: (i) the solutions procured; (ii) service consumption and usage frequency; (iii) implementation schedule and duration; and/or (iv) volume of services being procured.

When quoting and negotiating our fees, we take into account a wide range of factors including competitors' pricing and prevailing market rates for comparable service deliverables or components, marketing value and business profile of the respective customers, our estimated costs of providing the relevant services and with reference to our profitability targets, as well as the scope and complexity of work involved. Our pricing policy applies consistently across all categories of customers, including ZhongAn Group as an end-user, independent third-party customers introduced or transitioned through ZhongAn Group, and other independent third-party customers acquired directly by us.

As we had applied the same pricing policy for all our customers, the fees payable by ZhongAn Technology and its associates to us had been fair and commercially reasonable.

In respect of the services provided to ZhongAn Technology for satisfaction of the Unnovated Arrangements, the consideration is determined with reference to the contract sum under the Unnovated Arrangements.

2. *Procurement of insurance products by our Group from ZhongAn Online*

In respect of the procurement of insurance products from ZhongAn Online, the insurance premiums payable by our Group are determined by ZhongAn Online in accordance with its own pricing policies and risks assessment. To the best of our knowledge, insurance premiums are determined by insurers based on: (i) the type and scope of insurance coverage provided; (ii) risk profile of the insured subject, including the nature of our Group's business activities, personal profile and claims history of the insured subject; (iii) the actuarial assumptions applicable to the relevant insurance products; and (iv) other relevant factors such as prevailing market pricing parameters for similar commercial insurance products.

To ensure that our Group procures insurance products from ZhongAn Online on fair and reasonable commercial terms, our Group adopts a structured procurement policy. The relevant function within the Group (in the case of procurement of insurance products, the human resources department) would prepare procurement requests with the necessary budget, business justification and, where available, market quotations from independent third party insurers for comparable coverage. The Company shall review the proposals by assessing pricing, scope of coverage, deductibles and claims-related terms using objective criteria, and ensures that any personnel with conflicts of interest recuse themselves.

Having regard to the above, the premiums payable by our Group for the insurance products procured from ZhongAn Online will to be on normal commercial terms and no less favourable to our Group than quotations available from independent insurance providers offering comparable insurance coverage.

To ensure the Group's procurement of insurance products from ZhongAn Online are conducted on normal commercial terms or better, the members of the Group will check and approve each underlying agreement to be signed with ZhongAn Online to ensure that the terms of procurement are (i) no less favourable to our Group than terms available from independent third parties for similar products at similar quantities and (ii) where applicable, no less favourable than publicly listed prices.

Historical amounts and proposed annual caps

The historical transaction amounts in relation to: (1) the provision of enterprise grade AI solution services by our Group to: (i) ultimate independent customers in collaboration with ZhongAn Technology; and (ii) ZhongAn Technology and its associates; and (2) the procurement of insurance products by our Group from ZhongAn Online over the Track Record Period are set out below:

	Transaction	**Year ended December 31, 2023**	**2024**	**2025**	**Five months ended May 31, 2026**
			(RMB in thousand)		
1.	Provision of enterprise grade AI solution services by our Group to				
	(i) Ultimate independent customers in collaboration with ZhongAn Technology	nil	57,818	114,654	8,378
	(ii) ZhongAn Technology and its associates	102,593	140,142	116,176	52,995
2.	Procurement of insurance products by our Group from ZhongAn Online	42	82	1,110	186

1. Provision of enterprise grade AI solution services by our Group to ZhongAn Technology and its associates

The fluctuation in the historical transaction amounts for is largely due to (1) increase in customers' demand due to their business expansion, resulting in an increase in volume of the AI solution services delivered by our Group; and (2) broadened and deepened cooperation between our Group and ZhongAn Technology and its associates as our services had been recognized and utilized by more associates of ZhongAn Technology, which in turn increase the overall volume of AI solution services delivered to ZhongAn Technology and its associates.

2. Procurement of insurance products by our Group from ZhongAn Online

The historical transactions mainly related to the purchase of the group medical insurance as part of the Group's employee fringe benefits. The fluctuation in historical transaction amounts were primarily driven by: (1) the addition and/ or suspension of such benefit by member(s) of our Group; and (2) the increase in the total number of employees within the Group, resulting in a higher number of insured employees thereunder.

In 2025, with a view to further enhancing our Group's fringe benefits, we procured a new group medical insurance from ZhongAn Online with enhanced coverage for our employees.

The following table sets forth the proposed annual caps for each of the three years ending December 31, 2028 for the transaction amount under the Cooperation Framework Agreement:

	Transaction	Proposed annual cap for years ending December 31, 2026	2027	2028
		(RMB in thousand)		
1.	Provision of enterprise grade AI solution services by our Group to			
	(i) Ultimate independent customers in collaboration with ZhongAn Technology	36,000	5,000	nil
	(ii) ZhongAn Technology and its associates	137,062	138,052	146,207
2.	Procurement of insurance products by our Group from ZhongAn Online	1,741	2,263	2,942

The above proposed annual caps are prepared based on our best estimates and the Company will use its best endeavours to keep the transaction amounts under and within the proposed caps.

1. Provision of enterprise grade AI solution services by our Group to ZhongAn Technology and its associates

The proposed annual caps for the provision of enterprise grade AI solution services by our Group to ZhongAn Technology for ultimate independent customers in collaboration with ZhongAn Technology are expected to substantially decrease in 2026 and 2027, became nil in 2028 for the following reasons:

(i) as explained above, part of the services we provided to ZhongAn Technology and its associates in the Track Record Period were provided pursuant to Previous Arrangements. As such arrangement was only terminated in September 2024, a number of Unnovated Arrangements remained subsisting in 2025 and the volume of AI solution services were provided to ZhongAn Technology and its associates under the Unnovated Arrangements in 2025 remained subsisting; and

(ii) into 2026, the number of subsisting Unnovated Arrangements and the volume of AI solution services to be provided thereunder are expected to decrease significantly as most of such engagements had either expired in 2025 or will expire in 2026 or by 2027, and the relevant third-party customers are expected to sign the engagements directly with our Group, considering our Group had been performing the substantive work under these contracts during the Track Record Period with none of these customers expressing any complaints or dissatisfaction to our services, and we had been successful in entering into new contracts on our one with similar customers in 2025 after the relevant contracts had expired.

The proposed annual caps contemplated under the provision of enterprise grade AI solution services by our Group to ZhongAn Technology and its associates for their own use are expected to record steady growth from 2025 to 2026 and from 2026 to 2027, representing year-on-year increases of approximately 18%. Such anticipated growth is primarily attributable to an increase in service demand observed in the five months ended May 31, 2026 by ZhongAn Group with our proprietary vertical large model tailored for marketing scenarios completed filing with the Cyberspace Administration of China. As such, the Group expects enhanced functionality, scalability and standardisation of its intelligent marketing solutions, thereby supporting broader deployment across industries and use cases, including for provision to ZhongAn Technology and its associates for the procurement of our AI solution services. For 2027 and 2028, the provision of enterprise grade AI solution services by our Group to ZhongAn Technology and its associates for its own use are expected to grow at much lower rates of approximately 1% and 6% only, as we expect a steadier

increase in demand for services for ZhongAn Technology's and its associates' business after experiencing a relatively fast-growing phase in the Track Record Period. Our Group also expects that certain customers will require recurring services for the AI solutions already delivered. The transaction amounts are expected to exhibit a more steady rate of increase from 2028 onwards following a relatively rapid growth phase.

2. Procurement of insurance products by our Group from ZhongAn Online

The fees expected to be payable for the procurement of group medical insurance policies from ZhongAn Online increased by 58.7% in 2026, 30.0% in 2027 and 30.0% in 2028, respectively on a year-on-year basis.

The proposed annual caps for the procurement of group medical insurance from ZhongAn Online are determined primarily with reference to (i) the expected increase in rate of insurance premium, (ii) the number of employees covered under our group medical plans, and (iii) the expected turnover rate of our employees.

As of the Latest Practicable Date, we expect the group medical insurance premium rates will increase by approximately 25% on an year-on-year basis between 2026 and 2028, after taking into account (a) historical increment in the rates of group medical insurance premium paid by us, (b) changes in our insured employees' claim rates, (c) risk profile of our insured employees, and (d) inflation in medical costs, which are currently in the range of approximately 5% to 9%. Prior to the renewing the relevant insurance products in 2026, our Group had conducted and will continue to conduct market price comparisons to ensure we only renew our group medical plans with ZhongAn Online if the terms are not less favourable than those offered by other insurers.

In addition, for 2026, the annual cap takes into account an expected 25% increase in the size of our workforce, taking into account our commitment to significantly expand our AI solution services and typical employee turnover. Further, the increment in the amount of premium payable in 2026 also took into account an extra 17% increase as we only began including all our employees in our group medical insurance plan from March 2025.

We expect our average number of employees participating in our group insurance plan will increase steadily by approximately 4% to 5% on an year-on-year basis in 2027 and 2028 as we expect our workforce will moderately and steadily increase by such percentage with insignificant attrition rate as the expansion of our business takes on a more steady path after our business expansion plans in 2026.

Based on the aforesaid, the Directors are of the view that the proposed annual caps for each of the three years ending December 31, 2028 are determined on a reasonable and prudent basis, and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Listing Rules implications

Since the highest of the applicable percentage ratios calculated under Chapter 14A of the Listing Rules is expected to exceed 5%, the provision of enterprise grade AI solution services by our Group to the ZhongAn Technology and its associates and the procurement of insurance products by our Group from ZhongAn Online under the Cooperation Framework Agreement will, upon [REDACTED], constitute continuing connected transactions of the Company subject to the annual reporting requirement under Rules 14A.49 and 14A.71 the annual review requirement under Rules 14A.55 and 14A.56, the announcement requirement under Rule 14A.35 and the independent Shareholders' approval requirement under Rule 14A.36 of the Listing Rules.

APPLICATION FOR WAIVERS

The transactions described under the subsection headed "— Non-Exempt Continuing Connected Transactions" above will constitute our connected transactions subject to those requirements under Chapter 14A of the Listing Rules upon the [REDACTED].

As the non-exempt continuing connected transactions are expected to be carried out on a recurring and continuing basis and to extend over a period of time, and their material terms have been disclosed in this Document, our Directors are of the view that strict compliance with the aforementioned announcement, circular and independent shareholders' approval requirements (as the case may be) under the Listing Rules would be impracticable and unduly burdensome and would impose unnecessary administrative costs upon our Company.

Accordingly, pursuant to Rule 14A.105 of the Listing Rules, we have applied for, and the Stock Exchange [has granted], a waiver exempting us from strict compliance with the announcement, circular and independent shareholders' approval requirements under the Listing Rules in respect of the continuing connected transactions as disclosed in "— Non-exempt Continuing Connected Transactions" that are subject to reporting, annual review, announcement, circular and independent shareholders' approval requirements in this section, subject to the condition that the aggregate amounts of the connected transactions for each financial year shall not exceed the relevant amounts set forth in the respective annual caps as stated above. Apart from the announcement, circular and independent shareholders' approval requirement for which a waiver has been sought, the Group will comply with all other relevant requirements under Chapter 14A of the Listing Rules.

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

INTERNAL CONTROL MEASURES

We have adopted the following internal control procedures to ensure that the continuing connected transactions are fair and reasonable and on normal commercial terms or better, and comply with applicable laws and regulations (including the Listing Rules):

- we have adopted and implemented a management system on connected transactions. Under such system, the Board and various internal departments of our Group will be responsible for the control and daily management in respect of the continuing connected transactions;
- the Board and various internal departments of our Group (including but not limited to the finance department and legal department) will be jointly responsible for evaluating the terms under the relevant agreements for the continuing connected transactions, in particular, the fairness of the pricing policies and annual caps (if applicable) under each transaction;
- the Board and the finance department of our Group will regularly monitor the continuing connected transactions (including but not limited to transaction amounts and annual caps under the relevant agreements) and our management will regularly review the pricing policies to ensure continuing connected transactions are performed in accordance with the relevant agreements;
- when considering pricing for connected transactions, our Group will routinely research prevailing market conditions and practices and make reference to the pricing and terms between our Group and independent third parties for similar transactions, to ensure that the pricing and terms offered by or to our connected persons are fair, reasonable and no less favorable than those to be offered by or to independent third parties;

- upon [REDACTED], the Audit Committee shall conduct periodic examination of the overall situation of the continuing connected transactions, and report the review opinions to our Board; our independent non-executive Directors will conduct annual reviews of the continuing connected transactions to ensure that such transactions have been entered into on normal commercial terms, are fair and reasonable, and conducted according to the terms of the relevant agreements;
- the auditor of our Company shall issue a letter to our Board to express opinions on the continuing connected transactions on an annual basis. We shall allow our auditor to review and check the relevant accounts to facilitate them to express opinions; and
- when considering any renewal or revisions to the Cooperation Framework Agreement after the [REDACTED], the interested Directors and Shareholders shall abstain from voting on the resolutions to approve such transactions at board meetings and shareholders' meetings (as the case may be).

DIRECTORS' CONFIRMATION

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

JOINT SPONSORS' CONFIRMATION

Based on the due diligence performed by the Joint Sponsors, including review of the documents and information provided by our Company in relation to the above continuing connected transactions and the basis of calculating the annual caps and discussions with our senior management, and necessary representations and confirmations from our Company and Directors, the Joint Sponsors are of the view that the non-exempt continuing connected transactions set out above have been and will continue to be carried out in the ordinary and usual course of business of our Company and on normal commercial terms or better that are fair and reasonable and in the interests of our Company and our Shareholders as a whole, and that the proposed annual caps for the non-exempt continuing connected transactions are fair and reasonable and in the interests of our Company and our Shareholders as a whole.

DIRECTORS AND SENIOR MANAGEMENT

BOARD OF DIRECTORS

Our Board of Directors comprises eight Directors, including three executive Directors, two non-executive Directors and three independent non-executive Directors. Our Directors are elected for a term of three years and are subject to re-election, provided that the cumulative term of an independent non-executive Director shall not exceed six years pursuant to the relevant PRC laws and regulations.

The following table sets out information in respect of the Directors.

Name	Age	Position/Title	Date of Appointment as a Director	Date of Joining our Group	Role and Responsibility
Executive Directors					
Mr. Yu Feng (郁鋒) (formerly known as Yu Linfeng 郁林鋒)	40	Executive Director and chief executive officer	December 2023	December 2021	Overseeing the strategic planning, business operations and participating in management of the Group and involving in major operational and investment decisions
Mr. Mao Yifeng (毛一烽)	47	Executive Director, chief technical officer and vice president	February 2025	December 2021	Overseeing the research and development and technical aspects of the Company's products
Mr. Zhou Zhengyu (周政宇)	44	Executive Director, secretary of the Board, chief financial officer and joint company secretary	February 2025	December 2021	Participating in the financial planning and operations of the Board and overseeing company secretarial matters of the Company
Non-executive Directors					
Mr. Wang Min (王敏)	41	Chairman of the Board and Non-executive Director	December 2023	December 2021	Overseeing Board affairs and giving strategic advice and guidance on the business operations of our Group
Dr. Zhu Junsheng (朱俊生)	50	Non-executive Director	February 2025	February 2025	Overseeing Board affairs and giving strategic advice and guidance on the business operations of our Group
Independent non-executive Directors					
Dr. Liu Gang (劉剛)	61	Independent non-executive Director	[REDACTED]	[REDACTED]	Providing independent opinion and judgment to the Board
Mr. Xu Jinghui (徐敬惠)	69	Independent non-executive Director	[REDACTED]	[REDACTED]	Providing independent opinion and judgment to the Board
Ms. Ng Weng Sin (吳永蒨)	54	Independent non-executive Director	[REDACTED]	[REDACTED]	Providing independent opinion and judgment to the Board

Note:

Mr. Ni was appointed as the Director of the Company on 2 December 2021 and resigned on 26 December 2023. Upon termination of the Nominee Arrangement, the director position of Mr. Ni was simultaneously terminated. Mr. Ni's resignation as Director occurred concurrently with the termination of the Nominee Arrangement.

Mr. Niu was appointed as the Director of the Company on 26 December 2023 and resigned on 27 February 2025 as he would personally prefer to focus on new technology R&D and product innovation, as well as exploring new business ventures, and did not wish to be distracted by management duties. Mr. Niu remain as the head of our innovation center operations of our Group.

None of our Directors and members of senior management is related to other Directors or members of senior management.

Executive Directors

Mr. Yu Feng (郁鋒) (formerly known as Yu Linfeng 郁林鋒), aged 40, is an executive Director and chief executive officer of our Company. He is primarily responsible for overseeing the strategic planning, business operations and participating in the management of the Group and involving in major operational and investment decisions. Mr. Yu co-founded our Company and was responsible for its overall business management. He was appointed as the chief executive officer and Director of our Company in December 2023 and was redesignated as an executive Director and chief executive officer of our Company in December 2025.

Prior to establishing our Company, Mr. Yu worked as a project manager at China Mobile Communications Group Co., Ltd.* (中國移動通信集團有限公司) from July 2012 to June 2015. He successively served as the head of the telecommunication financial services department, the head of the retail financial services department and the head of the financial services department at ZhongAn Online from June 2015 to November 2024 and the chairman and legal representative of Chongqing Zhong'an Microfinance Co., Ltd.* (重慶眾安小額貸款有限公司) from June 2023 to March 2025.

Mr. Yu obtained his bachelor's degree in automation engineering from Beijing Jiaotong University (北京交通大學) in the PRC in July 2009, his master's degree in control science and engineering from Tsinghua University (清華大學) in the PRC in June 2012 and his Executive Master of Business Administration from Tsinghua University PBC School of Finance (清華大學五道口金融學院) in the PRC in December 2024.

Mr. Mao Yifeng (毛一烽), aged 47, is an executive Director, chief technical officer and vice president of our Company. He is primarily responsible for the research and development and technical aspects of the Company's products. Mr. Mao joined the Group as a chief technical officer of our Company in December 2021. He was later appointed as the vice president, chief technical officer and Director in February 2025. He was re-designated as an executive Director, chief technical officer and vice president of our Company in December 2025.

Prior to joining our Company, Mr. Mao worked as a research and development engineer at Datang Mobile Communications Co., Ltd.* (大唐移動通信有限公司) from June 2002 to April 2006. He was the head of research and development of Yibao Network Technology (Shanghai) Co., Ltd.* (易保網路技術(上海)有限公司) from April 2006 to October 2018. He was the international technical director of Ping An Health Internet Co., Ltd.* (平安健康互聯網股份有限公司) from October 2018 to February 2020. He was the vice president of ZhongAn Technology from March 2020 to November 2024.

Mr. Mao obtained his bachelor's degree in information management and information systems from Shanghai University of Finance and Economics (上海財經大學) in the PRC in July 2002 and his Master of Business Administration from Shanghai Jiaotong University (上海交通大學) in the PRC in March 2009.

Mr. Zhou Zhengyu (周政宇), aged 44, is an executive Director, the secretary of the Board, chief financial officer and joint company secretary of our Company.

Mr. Zhou is primarily responsible for participating in the financial planning and operations of the Board and overseeing the company secretarial matters of the Company. Mr. Zhou joined the Group as secretary of the Board and legal director in December 2021. He was appointed as Director of the Company in February 2025. He was redesignated as an executive Director and secretary of the Board of our Company in December 2025. He was appointed as chief financial officer and joint company secretary of our Company in December 2025.

Prior to joining our Company, Mr. Zhou worked as a legal manager at Burang Finance* (上海普蘭金融服務有限公司) from June 2012 to July 2016. He was a consultant at Jin Cheng Tong Da Lawyer Office* (金誠同達(上海)律師事務所) from July 2016 to February 2018, the head of legal and compliance of Shanghai OneConnect Financial Technology Co., Ltd (上海壹賬通金融科技有限公司) from February 2018 to May 2020, the director of legal and compliance of ZhongAn Online from May 2020 to June 2024 and the director of legal and compliance of ZhongAn Technology from July 2024 to November 2024.

Mr. Zhou obtained his bachelor's degree in law from Xi'an University of Finance and Economics (西安財經大學) in the PRC in July 2004 and his master's degree in law from Konkuk University (韓國建國大學) in Korea in February 2009.

Non-executive Directors

Mr. Wang Min (王敏), aged 41, is the chairman of our Board and a non-executive Director of our Company. He is primarily responsible for overseeing Board affairs and giving strategic advice and guidance on the business operations of our Group. Mr. Wang joined the Group in December 2021 and was appointed as the chairman of the Board and a Director in December 2023. He was redesignated as an non-executive Director and chairman of the Board of our Company in December 2025.

Prior to joining our Company, Mr. Wang worked as the principal staff member of the Zhejiang Regulatory Bureau of the former China Insurance Regulatory Commission (原中國保險監督管理委員會浙江監管局) from July 2010 to July 2015, the chairman and legal representative of Chongqing Zhong'an Microfinance Co., Ltd. (重慶眾安小額貸款有限公司) from June 2019 to June 2023 and the director of strategic development at ZhongAn Online from August 2015 to August 2017. He is currently serving as assistant general manager and, subsequently, as executive vice general manager and secretary of the board at ZhongAn Online since August 2017. He is also currently serving as a director at Chongqing Zhong'an Microfinance Co., Ltd. (重慶眾安小額貸款有限公司) since June 2019.

Mr. Wang obtained his bachelor's degree in economics from Nankai University (南開大學) in the PRC in July 2008, his master's degree in political economics from Nankai University (南開大學) in the PRC in June 2010, and his doctorate degree in law from the Central Party School of the Communist Party of China (中共中央黨校) in the PRC in July 2018.

Dr. Zhu Junsheng (朱俊生), aged 50, is a non-executive Director of our Company. He is primarily responsible for overseeing Board affairs and giving strategic advice and guidance on the business operations of our Group. Dr. Zhu joined the Company in February 2025 as a Director and was redesignated as a non-executive Director of our Company in December 2025.

Before joining our Company, Dr. Zhu held various academic positions at Capital University of Economics and Business (首都經濟貿易大學) in the PRC, where he served as a teaching assistant, lecturer, associate professor, professor, and doctoral supervisor from August 2003 to August 2016. He then worked as a professor, doctoral supervisor, deputy director of the insurance research office at the State Council Development Research Center (國務院發展研究中心) from September 2016 to August 2020. From September 2020 to October 2023, he was the research director of the China Insurance and Pension Research Center of Tsinghua University PBC School of Finance (清華大學五道口金融學院).

In addition to his role at our Company, Dr. Zhu currently serves as an independent director at Sunshine Mutual Insurance Company (陽光農業相互保險公司) since February 2022, at Guohua Xingyi Insurance Asset Management Co., Ltd. (國華興益保險資產管理有限公司) since December 2021 and at Ping An Pension Insurance Co., Ltd. (平安養老保險股份有限公司) since October 2023.

Dr. Zhu graduated from the English Department of Anhui Chaohu Teachers College (安徽省巢湖師範高等專科學校, currently known as Chaohu University (巢湖學院)) in July 1996. He obtained a master's degree in finance from the Capital University of Economics and Business (首都經濟貿易大學) in July 2003 and his Ph.D. in labour economics from the same university in July 2006. From June 2006 to December 2009, he conducted postdoctoral research at the postdoctoral research station in applied economics at Peking University (北京大學).

Independent Non-executive Directors

Dr. Liu Gang (劉剛), aged 61, was appointed as our independent non-executive Director, effective from the [REDACTED]. He is responsible for providing independent judgment and opinion to our Board.

Since 2003, Dr. Liu serves as the director and doctoral supervisor of the Institute of Economics at Nankai University (南開大學) in the PRC. He is also the legal representative of the Tianjin Economic Society (天津市經濟學學會) since July 2020. Previously, Dr. Liu served as a postdoctoral researcher in theoretical economics at the School of Economics in Nankai University in the PRC from July 2001 to September 2003.

Dr. Liu obtained a bachelor's degree in law from Anhui Normal University (安徽師範大學) in the PRC in July 1989. He obtained a master's degree in economics from Huazhong Normal University (華中師範大學) in the PRC in June 1997. He later obtained a doctorate degree in political economics from Renmin University of China (中國人民大學) in the PRC in July 2001.

Mr. Xu Jinghui (徐敬惠), aged 69, was appointed as our independent non-executive Director, effective from the [REDACTED]. He is responsible for providing independent judgment and opinion to our Board.

Prior to joining our Company, Mr. Xu served as the chairperson of the board of directors and general manager of China Pacific Life Insurance Co., Ltd. (中國太平洋人壽保險股份有限公司) from October 2010 to June 2019. He also served as the general manager of Dajia Insurance Group Co., Ltd (大家保險集團有限責任公司) from July 2019 to August 2021.

Currently, Mr. Xu is also an independent director of Zhongbao Rongxin Private Equity Fund Management Company* (中保融信私募基金公司) since November 2021, a director of Shanghai Meixin Health Technology Company* (上海鎂信健康科技公司) since August 2022, the chairman of the Shanghai Renda Inclusive Finance Development Research Foundation* (上海仁達普惠金融發展研究基金會) since December 2024, an independent director of Century Life Insurance Co., Ltd. (百年人壽保險股份有限公司) since October 2023, an independent director of Shenneng Property Insurance Co., Ltd. (申能財產保險股份有限公司) since July 2024 and a director of Vantone Insurance International Co., Ltd. (萬通保險國際有限公司) since August 2022.

Mr. Xu graduated from Chongqing Jiaotong University (重慶交通學院) in the PRC in November 1985. He later obtained a master's degree in business administration in Nanyang Technological University (南洋理工大學) in Singapore in June 2005.

Ms. Ng Weng Sin (吳永蒨), aged 54, was appointed as our independent non-executive Director, effective from the [REDACTED]. She is responsible for providing independent judgment and opinion to our Board.

Ms. Ng has more than 25 years of experience in financial reporting, management and services where she is a practicing CPA since December 2021. Since December 2024, Ms. Ng also serves as an independent non-executive director of NewGonow Recreational Vehicles Inc. (新吉奧房車有限公司), a company listed on the Stock Exchange (stock code: 0805). From April 2024 to April 2025, Ms. Ng serves as an independent non-executive director of New Horizon Health Ltd. (諾輝健康), a company listed on the Stock Exchange (stock code: 6606). Since February 2024 and May 2025 to November

2025, Ms. Ng serves as an independent non-executive director of Xiamen Jihong Technology Co., Ltd. (廈門吉宏科技股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002803) and later on the Stock Exchange (stock code: 2603).

Previously, from December 2016 to November 2021, Ms. Ng successively served as a consultant, an executive director, a company secretary, an authorized representative and the chief financial officer of China Public Procurement Ltd* (中國公共採購有限公司) (now known as Cherish Sunshine International Ltd (承輝國際有限公司)), a company listed on the Stock Exchange (stock code: 1094). From July 2014 to November 2015, Ms. Ng served as the company secretary and authorized representative, and from May 2014 to December 2015, Ms. Ng served as the chief financial officer of Xiwang Special Steel Company Limited (西王特鋼有限公司) (stock code: 1266) and Xiwang Property Holdings Company Limited (西王置業控股有限公司) (stock code: 2088), both companies of which were listed on the Stock Exchange. From August 2010 to October 2013, she served as the chief financial officer, and from February 2011 to October 2013, she served as the company secretary and the authorized representative of Billion Industrial Holdings Limited (百宏實業控股有限公司), a company listed on the Stock Exchange (stock code: 2299). From May 2006 to February 2010, she was the financial controller, the company secretary and authorized representative of China Information Technology Development Limited (中國信息科技發展有限公司), a company listed on the Stock Exchange (stock code: 8178). From November 2004 to May 2006, she worked as a finance manager at Norstar Automobile Industrial Holding Limited (北泰汽車工業控股股份有限公司). From November 2003 to November 2004, she worked as an assistant accounting manager at Hua Yang Printing Holdings Co., Ltd. (華洋印刷控股有限公司). From September 2001 to May 2003, she worked as a senior accountant at Hong Kong Wing On Travel Service Limited (香港永安旅遊有限公司). From August 1997 to September 2001, Ms. Ng worked as an accountant at Deloitte Touche Tohmatsu (德勤會計師事務所).

Ms. Ng obtained her bachelor's degree of arts in accountancy in 1996, a master's degree of professional accounting in 2010 and a master's degree of corporate finance in 2013 from the Hong Kong Polytechnic University. She further obtained a master's degree in business administration (executive master of business administration program) from the Chinese University of Hong Kong in 2015 as well as a master of arts in language studies (translation and interpretation) from the City University of Hong Kong in 2023. She is a fellow member of the Association of Chartered Certified Accountants since April 2005, a fellow member of the Hong Kong Institute of Certified Public Accountants since February 2010 and a fellow member of The Hong Kong Chartered Governance Institute since September 2021.

SENIOR MANAGEMENT

The following table sets out information regarding the members of senior management of our Company:

Name	Age	Position/Title	Date of Appointment as a senior management	Date of Joining our Group	Role and Responsibility
Senior Management					
Mr. Yu Feng (郁鋒) (formerly known as Yu Linfeng 郁林鋒)	40	Executive Director, and chief executive officer	December 2023	December 2021	Overseeing the strategic planning, business operations and participating in management of the Group and involving in major operational and investment decisions
Mr. Mao Yifeng (毛一烽)	47	Executive Director, chief technical officer and vice president	February 2025	December 2021	Overseeing the research and development and technical aspects of the Company's products

Name	Age	Position/Title	Date of Appointment as a senior management	Date of Joining our Group	Role and Responsibility
Mr. Zhou Zhengyu (周政宇)	44	Executive Director, secretary of the Board, chief financial officer and joint company secretary	February 2025	December 2021	Participating in the financial planning and operations of the Board and overseeing company secretarial matters of the Company
Mr. Qian Kai (錢鍇)	37	Project director	December 2023	December 2021	Overseeing and formulating product delivery strategies and operations
Mr. Wu Di (吳迪)	44	Senior business director	January 2025	September 2022	Overseeing business and daily operations

See "— Executive Director" above for details of the biographies of Mr. Yu Feng, Mr. Mao Yifeng and Mr. Zhou Zhengyu.

Mr. Qian Kai (錢鍇), aged 37, is the project director of our Company and is primarily responsible for overseeing and formulating product delivery and operations. Mr. Qian joined the Group in December 2021 as the general manager of the Company and was later redesignated as the project director of our Company in December 2023.

Prior to joining our Company, Mr. Qian was a delivery project manager of ZhongAn Technology from June 2020 to November 2024, a delivery project manager of Yibao Network Technology (Shanghai) Co., Ltd.* (易保網路技術(上海)有限公司) from September 2012 to June 2020 and an employee of 上海易班企業發展有限公司 from July 2011 to June 2012.

Mr. Qian obtained his bachelor's degree in science (computer science and technology) from the Nanjing Tech University (南京工業大學) in the PRC in June 2011 and his master's degree in business administration from the Shanghai University of Finance and Economics (上海財經大學) in the PRC in January 2025. He is also certified as a Project Management Professional by the Project Management Institute since December 2017.

Mr. Wu Di (吳迪), aged 44, is the senior business director of our Company and is primarily responsible for overseeing business and daily operations of our Company. Mr. Wu joined the Group in September 2022 as the executive director and general manager of one of the subsidiaries of our Company, Shanghai Youguang, and was later appointed as the senior business director of the Company in January 2025.

Prior to joining our Company, Mr. Wu was the general manager of the Shanghai branch and Beijing branch of Shenzhen Tobo Software Co., Ltd.* (深圳市拓保軟件有限公司) from July 2017 to August 2022 and the business director of Shenzhen Yisibo Software Technology Co., Ltd.* (深圳市易思博軟件技術有限公司) from March 2005 to June 2017.

Mr. Wu graduated from computer systems engineering from the China Management Software Institute (中國管理軟件學院) in the PRC in July 2004.

CONFIRMATION FROM OUR DIRECTORS

Rule 8.10 of the Listing Rules

Each of our Directors confirms that as of the Latest Practicable Date, he or she did not have any interest in a business which competes or is likely to compete, either directly or indirectly, with our Company's business which would require disclosure under Rule 8.10 of the Listing Rules.

Rule 3.09D of the Listing Rules

Each of our Directors confirms that he or she (i) has obtained the legal advice referred to under Rule 3.09D of the Listing Rules on December 16, 2025, and (ii) understands his or her obligations as a director of a [REDACTED] under the Listing Rules.

Rule 3.13 of the Listing Rules

Each of the independent non-executive Directors has confirmed (i) his/her independence as regards each of the factors referred to in Rules 3.13(1) to (8) of the Listing Rules, (ii) he/she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person of the Company under the Listing Rules as of the Latest Practicable Date, and (iii) that there are no other factors that may affect his/her independence at the time of his/her appointments.

Interests of Directors and members of senior management

Except as disclosed in this Document, as of the Latest Practicable Date, each of the Directors and members of senior management (i) did not hold other positions in the Company as of the Latest Practicable Date; (ii) had no other relationship with any of the Directors and members of senior management as of the Latest Practicable Date; (iii) did not hold any other directorship and supervisor's position in listed companies in the three years prior to the Latest Practicable Date. To the best of the knowledge, information and belief of our Directors and senior management, having made all reasonable enquiries, there was no other matter with respect to the appointment of our Directors and senior management that needs to be brought to the attention of our Shareholders and there was no information relating to our Directors and senior management that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules. For the Directors' interests in the Shares within the meaning of Part XV of the SFO, please see the section headed "Appendix IV — Statutory and General Information".

GENERAL

Save as disclosed above, none of the Directors or members of senior management of our Company has been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this Document.

None of the Directors or members of the senior management of our Company is related to any other Directors and members of the senior management of our Company.

Save as disclosed herein, to the best knowledge, information and belief of our Directors having made all reasonable inquiries, there was no other matter with respect to the appointment of our Directors that needs to be brought to the attention of the Shareholders and there was no information relating to our Directors that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules as of the Latest Practicable Date.

JOINT COMPANY SECRETARIES

Mr. Zhou Zhengyu (周政宇), aged 44, is the executive Director, chief financial officer, secretary of the Board and joint company secretary of our Company. See "— Executive Director" above for details of the biography of Mr. Zhou Zhengyu (周政宇).

Mr. Wong Chun Wing Samuel (黃俊穎) ("**Mr. Wong**"), aged 30, is appointed as a joint company secretary in December 2025.

Mr. Wong is an assistant manager of the listing services division at TMF Hong Kong Limited, a company providing corporate accounting and corporate secretarial services in Hong Kong. He has around 8 years of experience in company secretarial profession.

Mr. Wong obtained his bachelor's degree in business administration from the Hang Seng University of Hong Kong (formerly known as Hang Seng Management College) in November 2017.

Mr. Wong is an associate member of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom.

BOARD COMMITTEES

Our Board delegates certain responsibilities to various committees. In accordance with the relevant PRC laws and regulations and the Corporate Governance Code as set out in the Appendix C1 to the Listing Rules, our Company has formed four Board committees, namely the Audit Committee, the Remuneration Committee, the Nomination Committee and the Strategy and Investment Committee.

Audit Committee

We have established an Audit Committee with written terms of reference in compliance with Rule 3.21 of the Listing Rules and paragraph D.3 of Part 2 of the Corporate Governance Code. The Audit Committee consists of three Directors, namely Ms. Ng Weng Sin, Dr. Liu Gang, and Dr. Zhu Junsheng. Ms. Ng Weng Sin, who holds the appropriate professional qualifications as required under Rules 3.10(2) and 3.21 of the Listing Rules, serves as the chairperson of the Audit Committee. The primary duties of the Audit Committee include, but not limited to, the following:

- overseeing and evaluating the work of the external auditors, proposing the appointment, reappointment, change and removal of the external auditors to our Board, approving the remuneration and terms of engagement of the external auditors, addressing issues relating to the resignation or dismissal of external auditor, and reviewing and monitoring the external auditor's independence and objectivity and the effectiveness of the audit process;
- guiding and supervising internal audit work and its implementation;
- reviewing the financial information of our Company, including, monitoring the completeness of annual reports and accounts, half-yearly report and quarterly reports, and reviewing significant financial reporting judgments;
- reviewing the Company's financial policies, internal audit system, internal control system, and risk management system, and providing recommendations for improvement;
- developing and implementing policies governing the provision of non-audit services by external audit firms (including their affiliates) as required by operational needs;
- dealing with complaints regarding the company's accounting, internal controls, or audit matters, ensuring their confidentiality, dealing with employee complaints or anonymous reports regarding potential improprieties in accounting, auditing matters, internal controls, or other areas, ensuring confidentiality, reviewing procedures which enable employees to confidentially raise concerns about potential improprieties in financial reporting, internal controls, or other matters, and ensuring appropriate arrangements are in place for the Company to conduct fair and independent investigations into such matters and taking appropriate follow-up actions;
- coordinating the communication between internal audit department and external audit agency; and
- dealing with other matters that are involved in relevant laws, regulations, rules, normative documents, the Articles of Associations, terms of reference and the listing rules of the place where the Company's shares are listed or that are authorized by the Board.

Remuneration Committee

We have established a Remuneration Committee with written terms of reference in compliance with Rule 3.25 of the Listing Rules and paragraph E.1 of Part 2 of the Corporate Governance Code. The Remuneration Committee consists of three Directors, namely Dr. Liu Gang, Ms. Ng Weng Sin and Dr. Zhu Junsheng. Dr. Liu Gang serves as the chairperson of the Remuneration Committee. The primary duties of the Remuneration Committee include, but not limited to, the following:

- formulating the remuneration plans or packages for Directors and senior management with reference to time contribution and responsibilities, importance and the level of remuneration payable by other related enterprises or comparable companies and conditions of employment for other position held within the Group in accordance with the corporate policies and objectives established by the Board;
- assessing the remuneration policies and system for all Directors and senior management of the Company, and setting up standardized and transparent procedures to formulate remuneration policies and make recommendations to the Board; monitoring the performance of responsibilities by the Company's Director and senior management and appraising their annual performance;
- determining, with delegated responsibility, the remuneration packages of individual executive Directors and senior management or making recommendations to the Board on the remuneration packages of individual executive Directors and senior management, and such remuneration shall include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment and making recommendations to the Board regarding the remuneration of non-executive directors;
- reviewing and approving compensation arrangements related to the dismissal or removal of Directors for misconduct, ensuring such arrangements are consistent with the Directors' contractual terms; and where inconsistency exists, the compensation must be reasonable and appropriate;
- ensuring that no Director or any of the Director's associates (as defined in the Listing Rules) shall participate in determining the Director's own remuneration;
- supervising the implementation of the remuneration plan of the Company;
- reviewing and/or approving matters relating to share schemes under Chapter 17 of the Listing Rules; and
- dealing with other matters that involved in relevant laws, regulations, rules, normative documents, the Articles of Associations, terms of reference and the listing rules of the place where the Company's shares are listed or that are authorized by the Board.

Nomination Committee

We have established a Nomination Committee with written terms of reference in compliance with Rule 3.27A of the Listing Rules and paragraph B.3 of Part 2 of the Corporate Governance Code. The Nomination Committee consists of three Directors, namely Dr. Liu Gang, Mr. Yu Feng, and Ms. Ng Weng Sin. Dr. Liu Gang serves as the chairperson of the Nomination Committee. The primary duties of the Nomination Committee include, but not limited to, the following:

- reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least once every year and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

- researching and developing standards and procedures for the election of our Board members and members of the senior management, and making recommendations to our Board;
- conducting extensive search and providing to our Board suitable candidates for Directors and other members of the senior management and making recommendations to the Board on the selection of individuals nominated for Director and senior management;
- examining our Board candidates and members of the senior management and making recommendations to our Board in relation to their substitution, nomination, re-nomination and succession;
- assessing the independence of independent non-executive Directors when identifying and nominating individuals to become independent non-executive directors, demonstrating to the Board whether and why such individuals would be able to devote sufficient time to the Board if he/she will be holding his/her seventh (or more) listed company directorship;
- establishing a pipeline program for directors and senior executives and keep it updated at all times;
- developing, review and implementing the Board's diversity policy as adopted from time to time, reviewing progress towards achieving its objectives, and disclosing the relevant policy or a summary thereof in the Company's annual report;
- evaluate each Director's time commitment and contribution to the Board, as well as their ability to effectively perform their duties;
- making recommendations to the Board on the size and composition of the Board based on the Company's business activities, asset scale, and shareholding structure; and
- dealing with other matters that involved in relevant laws, regulations, rules, normative documents, the Articles of Associations, terms of reference and the listing rules of the place where the Company's shares are listed or that are authorized by the Board.

Strategy and Investment Committee

The Strategy and Investment Committee consists of three Directors, namely Mr. Yu Feng, Mr. Zhou Zhengyu and Dr. Zhu Junsheng. Mr. Yu Feng serves as the chairperson of the Strategy and Investment Committee. The primary duties of the Strategy and Investment Committee include, but not limited to, the following:

- reviewing the Company's overall strategic development plan and specialized strategic development plans, including the company's ESG development strategy and material issues of key concern to stakeholders, and provide recommendations to the Board;
- evaluating the overall development status of the Company's various business operations and promptly propose adjustments to the strategic development plan to the Board;
- reviewing the Company's operational plans, investment, and financing proposals and provide recommendations to the Board;
- monitoring and inspecting the implementation of the Company's operational plans and investment proposals;
- evaluating the Company's governance practices and provide recommendations to the Board;
- reviewing the Company's periodic ESG reports and providing recommendations to the Board;

- monitoring and inspecting the execution and progress of ESG-related objectives; and
- dealing with other matters that involved in relevant laws, regulations, rules, normative documents, the Articles of Associations, terms of reference and the listing rules of the place where the Company's shares are listed or that are authorized by the Board.

REMUNERATION OF DIRECTORS

Our Directors received their remuneration in the form of fees, salaries, allowances, discretionary bonuses, and other benefits in kind.

For the financial years ended December 31, 2023, 2024 and 2025 and the five months ended May 31, 2026, the aggregate amount of emoluments of our Directors recorded in the profit or loss amounted to nil, RMB0.3 million, RMB4.2 million and RMB1.8 million respectively.

For the financial year ended December 31, 2023, 2024 and 2025 and the five months ended May 31, 2026, there were nil, nil, 3 and 3 Directors among the five highest paid individuals, respectively. The total emolument for the remaining individuals among the five highest paid individuals for the financial years ended December 31, 2023, 2024 and 2025 and the five months ended May 31, 2026 were RMB1.8 million, RMB3.7 million, RMB1.8 million and RMB0.8 million respectively.

During the Track Record Period, no remuneration was paid by our Company to, or receivable by, our Directors or the five highest paid individuals as an inducement to join or upon joining our Company or as compensation for loss of office in connection with the management positions of any subsidiary of our Company.

During the Track Record Period, none of our Directors waived any remuneration.

CORPORATE GOVERNANCE CODE

Our Company is committed to achieving high standards of corporate governance with a view to safeguarding the interests of our Shareholders. To accomplish this, our Company intends to comply with Corporate Governance Code set out in Appendix C1 to the Listing Rules and the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix C3 to the Listing Rules after the [REDACTED].

Our Company expects to comply with the Corporate Governance Code as set out in Appendix C1 to the Listing Rules. Our Directors will review our corporate governance policies and compliance with the Corporate Governance Code each financial year and comply with the "comply or explain" principle in our corporate governance report which will be included in our annual reports upon the [REDACTED].

BOARD DIVERSITY POLICY

In order to enhance the effectiveness of our Board, to maintain the high standard of corporate governance and to achieve the goal of a sustainable and balanced development of the Company, we have adopted the board diversity policy which sets out the objective and approach to achieve and maintain diversity of our Board. Pursuant to the board diversity policy, we seek to achieve board diversity through the consideration of a number of factors when selecting the candidates to our Board, including but not limited to gender, skills, age, professional experience, knowledge, cultural background, and length of service. The ultimate decision of the appointment will be based on merit and the contribution which the selected candidates will bring to our Board.

Our Directors have a balanced mix of knowledge and skills. We have three independent non-executive Directors with different industry backgrounds, representing more than one-third of the members of our Board. Our Company has evaluated the structure, size and composition of our Board, and is of the opinion that the structure of our Board is reasonable, and the experience and skills of the Directors in various aspects and fields can enable our Company to maintain a high standard of operations.

Besides, we particularly recognize the importance of gender diversity. Our Board currently consists of one female Director and seven male Directors. We have taken, and will continue to take, steps to promote gender diversity at all levels of our Company, including but without limitation to our Board and senior management levels. Going forward, we will continue to work to enhance gender diversity of our Board when selecting and recommending suitable candidates for Board appointments and will at least have one female Director and will ensure that our female management members will get equal opportunities to develop and perform so as to eventually be equipped to step up as a member of our Board. Our Company also intends to promote gender diversity at the mid to senior level so that our Company can maintain a balanced gender ratio at different levels. Taking into account our existing business model and specific needs as well as the different background of our Directors, the composition of our Board satisfies our board diversity policy.

Our Nomination Committee is responsible for ensuring the diversity of our Board members. After the [REDACTED], our Nomination Committee will examine the board diversity policy from time to time to ensure its continued effectiveness and in particular use their efforts to identify and recommend suitable female candidates for the Board's consideration in the future, and we will disclose in our corporate governance report about the implementation of the board diversity policy on an annual basis.

COMPLIANCE ADVISOR

We have appointed Rainbow Capital (HK) Limited as our compliance advisor (the "**Compliance Advisor**") pursuant to Rules 3A.19 and 3A.23 of the Listing Rules. The Compliance Advisor will provide us with guidance and advice as to compliance with the Listing Rules and other applicable laws, rules, codes and guidelines. Pursuant to Rule 3A.23 of the Listing Rules, the Compliance Advisor will advise our Company in certain circumstances including:

(a) before the publication of any regulatory announcement, circular or financial report;

(b) where a transaction, which might be a notifiable or connected transaction, is contemplated, including share issues and share repurchases;

(c) where we propose to use the [REDACTED] of the [REDACTED] in a manner different from that detailed in this Document or where our business activities, developments or results deviate from any forecast, estimate or other information in this Document; and

(d) where the Hong Kong Stock Exchange makes an inquiry to our Company regarding unusual movements in the price or trading volume of its listed securities or any other matters in accordance with Rule 13.10 of the Listing Rules.

Pursuant to Rule 3A.24 of the Listing Rules, the Compliance Advisor will, on a timely basis, inform our Company of any amendment or supplement to the Listing Rules that are announced by the Hong Kong Stock Exchange. The Compliance Advisor will also inform our Company of any new or amended law, regulation or code in Hong Kong applicable to us, and advise us on the continuing requirements under the Listing Rules and applicable laws and regulations.

The term of the appointment will commence on the [REDACTED] and is expected to end on the date on which our Company complies with Rule 13.46 of the Listing Rules in respect of our financial results for the first full financial year commencing after the [REDACTED].

SUBSTANTIAL SHAREHOLDERS

So far as our Directors are aware, as of the Latest Practicable Date and immediately following the completion of the Share Subdivision and the [REDACTED] and assuming the [REDACTED] is not exercised, the following persons will have an interest and/or short position (as applicable) in the Shares or the underlying Shares which would fall to be disclosed to us and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, will be, directly or indirectly, interested in 10% or more of the nominal value of any class of our share capital carrying rights to vote in all circumstances at general meetings of our Company:

		As of the Latest Practicable Date			Immediately following the Share Subdivision and the [REDACTED] (assuming the [REDACTED] is not exercised)			
Name of Shareholder	**Nature of Interest**	**Class of Shares**	**Number of Shares[5]**	**Approximate percentage of shareholding in our Company[6]**	**Class of Shares**	**Number of Shares[5]**	**Approximate percentage of shareholding in our Company[7]**	**Approximate percentage of our total issued Shares[7]**
Zhongxing Youmi	Beneficial owner[1]	Unlisted Shares	10,000,000	38.93%	H Shares	[REDACTED]	[REDACTED]	[REDACTED]
Zhongxing Huxiu	Interest in controlled corporation[1][2][3][4]	Unlisted Shares	10,000,000	38.93%	H Shares	[REDACTED]	[REDACTED]	[REDACTED]
Zhongxing Youchen	Interest in controlled corporation[2]	Unlisted Shares	10,000,000	38.93%	H Shares	[REDACTED]	[REDACTED]	[REDACTED]
Zhongxing Youhai	Interest in controlled corporation[3]	Unlisted Shares	10,000,000	38.93%	H Shares	[REDACTED]	[REDACTED]	[REDACTED]
Mr. Yu Feng	Interest in controlled corporation[1][2]	Unlisted Shares	10,000,000	38.93%	H Shares	[REDACTED]	[REDACTED]	[REDACTED]
Mr. Zhou Zhengyu	Interest in controlled corporation[3]	Unlisted Shares	10,000,000	38.93%	H Shares	[REDACTED]	[REDACTED]	[REDACTED]
Mr. Mao Yifeng	Interest in controlled corporation[2]	Unlisted Shares	10,000,000	38.93%	H Shares	[REDACTED]	[REDACTED]	[REDACTED]
Mr. Niu Chenghao	Interest in controlled corporation[3]	Unlisted Shares	10,000,000	38.93%	H Shares	[REDACTED]	[REDACTED]	[REDACTED]
ZhongAn Technology	Beneficial owner[4]	Unlisted Shares	9,116,800	35.49%	H Shares	[REDACTED]	[REDACTED]	[REDACTED]
ZhongAn Online	Interest in controlled corporation[6]	Unlisted Shares	9,116,800	35.49%	H Shares	[REDACTED]	[REDACTED]	[REDACTED]

Notes:

1. Zhongxing Youmi is a limited partnership whose general partner is Zhongxing Huxiu. Zhongxing Huxiu is a private company controlled by Mr. Yu Feng.

   As such, Zhongxing Huxiu and Mr. Yu Feng are deemed to be interested in the Shares held by Zhongxing Youmi for the purpose of Part XV of the SFO.

2. Zhongxing Youchen is a limited partnership and a limited partner of Zhongxing Youmi, holding approximately 37.62% partnership interest in Zhongxing Youmi.

   Zhongxing Youchen is a limited partnership whose general partner is Zhongxing Huxiu. Mr. Yu Feng and Mr. Mao Yifeng are limited partners of Zhongxing Youchen, holding approximately 53.92% and 46.08% partnership interests in Zhongxing Youchen, respectively.

   As such, Zhongxing Youchen, Zhongxing Huxiu, Mr. Yu Feng, and Mr. Mao Yifeng are deemed to be interested in the Shares held by Zhongxing Youmi for the purpose of Part XV of the SFO.

3. Zhongxing Youhai is a limited partnership and a limited partner of Zhongxing Youmi, holding approximately 37.62% partnership interests in Zhongxing Youmi.

   Zhongxing Youhai is a limited partnership whose general partner is Zhongxing Huxiu. Mr. Niu Chenghao and Mr. Zhou Zhengyu are the limited partners of Zhongxing Youhai, holding approximately 53.92% and 46.08% partnership interests in Zhongxing Youhai, respectively.

   As such, Zhongxing Youhai, Zhongxing Huxiu, Mr. Niu Chenghao and Mr. Zhou Zhengyu are deemed to be interested in the Shares held by Zhongxing Youmi for the purpose of Part XV of the SFO.

4. ZhongAn Technology is a private company which is wholly owned by ZhongAn Online. As such, ZhongAn Online is deemed to be interested in the Shares held by ZhongAn Technology for the purpose of Part XV of the SFO.

5. All interests stated are long positions in the Shares.

6. The calculation is based on the total number of 25,688,204 Unlisted Shares in issue as of the Latest Practicable Date.

7. The calculation is based on the total number of [REDACTED] H Shares in issue upon the completion of the [REDACTED] and the Conversion of Unlisted Shares into H Shares, taking into account the Share Subdivision and assuming that the [REDACTED] is not exercised.

SUBSTANTIAL SHAREHOLDERS

Save as disclosed above and the section headed "Appendix IV — Statutory and General Information — Further Information about our Directors, Senior Management and Substantial Shareholders, our Directors are not aware of any person who will, immediately following completion of the [REDACTED] the Share Subdivision and the conversion of our Unlisted Shares into H Shares (assuming that the [REDACTED] is not exercised), have any interest and/or short position in the Shares or underlying Shares of our Company which will be required to be disclosed to our Company and the Stock Exchange pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO, or, who are, directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meeting of the Company or any other member of our Group.

SHARE CAPITAL

This section presents certain information regarding our share capital before and upon completion of the [REDACTED].

BEFORE THE COMPLETION OF THE [REDACTED]

As of the Latest Practicable Date, the issued share capital of our Company was RMB25,688,204, comprising 25,688,204 Unlisted Shares of nominal value RMB1.00 each.

Immediately prior to the [REDACTED], pursuant to the Share Subdivision, the ordinary shares of the Company will be split on a one for ten basis, and the registered share capital of our Company will be RMB25,688,204, comprising 256,882,040 Unlisted Shares in issue of nominal value RMB0.10 each.

UPON THE COMPLETION OF THE SHARE SUBDIVISION AND THE [REDACTED]

Immediately following the completion of the [REDACTED] and conversion of Unlisted Shares into H Shares (taking into account the Share Subdivision), assuming that the [REDACTED] is not exercised, the issued share capital of our Company will be as follows:

Description of Shares	**Number of Shares**
H Shares to be converted from Unlisted Shares	[REDACTED]
H Shares to be issued under the [REDACTED]	[REDACTED]
Total	**[REDACTED]**

Immediately following completion of the [REDACTED] and conversion of Unlisted Shares into H Shares (taking into account the Share Subdivision), assuming the [REDACTED] is fully exercised, the issued share capital of our Company will be as follows:

Description of Shares	**Number of Shares**
H Shares to be converted from Unlisted Shares	[REDACTED]
H Shares to be issued under the [REDACTED]	[REDACTED]
Total	**[REDACTED]**

RANKING

Upon completion of the [REDACTED], we would have only one class of Shares, i.e. the H Shares, which are ordinary Shares in the share capital of our Company. However, apart from certain qualified domestic institutional investors in the PRC, the qualified PRC investors under the Shanghai — Hong Kong Stock Connect or the Shenzhen — Hong Kong Stock Connect and other persons who are entitled to hold our H Shares pursuant to relevant PRC laws and regulations or upon approvals of any competent authorities, H Shares generally cannot be subscribed for by or traded between legal or natural persons of the PRC.

Unlisted Shares and H Shares will rank *pari passu* with each other in all respects and, in particular, will rank equally for all dividends or distributions declared, paid or made after the date of this Document. All dividends in respect of the H Shares are to be paid by us in Hong Kong dollars or in the form of H Shares.

SHARE CAPITAL

CONVERSION OF OUR UNLISTED SHARES INTO H SHARES

The Company has filed for a "full circulation" of all the existing 256,882,040 Unlisted Shares into H Shares on a one-for-one basis, taking into account the Share Subdivision, and submitted the application reports, authorization documents of the shareholders of Unlisted Shares for which an H-share "full circulation" are applied, explanation about the compliance of share acquisition and other documents in accordance with the requirements of the CSRC.

The relevant filings of the conversion of the existing 256,882,040 Unlisted Shares (taking into account the Share Subdivision) held by the existing Shareholders into H Shares on a one-for-one basis have been completed on [•].

Upon completion of the [REDACTED], if any of our Shares are not [REDACTED] or traded on any stock exchange, the holders of our Unlisted Shares may convert their Shares into H Shares provided such conversion shall have gone through any requisite internal approval process and complied with the regulations prescribed by the securities regulatory authorities of the State Council and the regulations, requirements and procedures prescribed by the overseas stock exchange(s) and have completed the required filing with the securities regulatory authorities of the State Council, including the CSRC. The [REDACTED] of such converted Shares on the Hong Kong Stock Exchange will also require the approval of the Hong Kong Stock Exchange.

Based on the procedures for the conversion of our Unlisted Shares into H Shares as disclosed in this section, we can apply for the [REDACTED] of all or any portion of our Unlisted Shares on the Hong Kong Stock Exchange as H Shares in advance of any proposed conversion to ensure that the conversion process can be completed promptly upon notice to the Hong Kong Stock Exchange and delivery of Shares for entry on the H Share register. As any [REDACTED] of additional Shares after our [REDACTED] on the Hong Kong Stock Exchange is ordinarily considered by the Hong Kong Stock Exchange to be a purely administrative matter, it will not require such prior application for [REDACTED] at the time of our [REDACTED] in Hong Kong.

No class Shareholder voting is required for the [REDACTED] and trading of the converted Shares on the Hong Kong Stock Exchange. Any application for [REDACTED] of the converted Shares on the Hong Kong Stock Exchange after our [REDACTED] is subject to prior notification by way of announcement to inform Shareholders and the public of such proposed conversion.

After all the requisite approvals have been obtained, the following procedures will need to be completed: the relevant Unlisted Shares will be withdrawn from the Share register and we will re-register such Shares on our H Share register maintained in Hong Kong and instruct the H Share Registrar to issue H Share certificates. Registration on our H Share register will be on the condition that (a) our H Share Registrar lodges with the Hong Kong Stock Exchange a letter confirming the proper entry of the relevant H Shares on the H Share register of members and the due dispatch of H Share certificates and (b) the admission of the H Shares to trade on the Hong Kong Stock Exchange will comply with the Listing Rules and the General Rules of HKSCC and the HKSCC Operational Procedures in force from time to time. Until the converted Shares are re-registered on our H Share register, such Shares would not be [REDACTED] as H Shares.

For further details, see "Risk Factors — Risks Related to the [REDACTED] — There has been no prior public market for our Shares and an active trading market may not develop."

TRANSFER OF SHARES ISSUED PRIOR TO THE [REDACTED]

Pursuant to the Company Law, our Shares issued prior to the [REDACTED] shall not be transferred within one year from the [REDACTED].

For details of the lock-up undertaking given by the Controlling Shareholders pursuant to Rule 10.07 of the Listing Rules, see "[REDACTED]."

SHARE CAPITAL

SHAREHOLDERS' GENERAL MEETING

For details of circumstances under which our Shareholders' general meeting is required, see "Summary of Articles of Association" in Appendix III to this Document.

GENERAL MANDATE TO ALLOT AND ISSUE SHARES

Subject to the completion of the [REDACTED], pursuant to the Shareholders resolutions of the Company, the Board was granted with a general mandate to allot and issue H Shares (including the sale of treasury Shares) at any time within a period up to the date of the conclusion of the next annual general meeting of the Shareholders or the date on which the Shareholders pass a resolution to revoke or change such mandate, whichever is the earlier, provided that, the number of Shares to be allotted or issued shall not exceed 20% of the number of the H Shares in issue as of the [REDACTED].

For details of the general mandate, see "Statutory and General Information — Further Information about Our Company — Resolutions of Our Shareholders in Relation to the [REDACTED]" in Appendix IV to this Document.

FINANCIAL INFORMATION

The following discussion of our financial condition and results of operations should be read in conjunction with our consolidated financial information included in the Accountant's Report in Appendix I to this document together with the accompanying notes. Our audited consolidated financial information has been prepared in accordance with IFRS, which may differ in material aspects from generally accepted accounting principles in other jurisdictions. The following discussion and analysis contain forward-looking statements that involve risks and uncertainties. Our actual results and timing of selected events could differ materially from those anticipated in these forward-looking statements as a result of various factors, including but not limited to, those set forth under the section headed "Risk Factors".

OVERVIEW

We are an AI solutions provider focusing on intelligent marketing and intelligent operations management solutions for enterprises. According to Frost & Sullivan, in terms of revenue in 2025, we rank among the top 20 out of nearly 1,000 enterprise-grade AI solutions providers, and rank fourth amongst enterprise-grade AI solutions providers equipped with vertical large model capabilities in China. We work with corporate clients across various industries including financial services, information technology, retail and others. On the marketing side, we help clients acquire, manage and retain customers more effectively, and drive repeat purchases and upselling opportunities within their existing customer base. On the operations management side, we support clients in executing and managing core business operations, including automated analysis of operational data and report generation, customer service, execution of business processes and monitoring and analysis of operational risks.

Our solutions include tailor-made and/or standard modules that can be installed onto our clients' own IT-backbone.

Our technical capabilities allow us to provide solutions to our clients — from initial diagnosis and planning through to implementation and ongoing support. After implementation, we stay involved to observe the performance and make necessary modifications to ensure delivery of practical results.

Our solutions are built on a combination of industry knowledge accumulated through close collaboration with clients over the years and our technical capabilities. Since our inception, we have built ongoing relationships with many of our clients, supporting them as they expand their use of AI across different parts of their business. We believe our hands-on approach and track record of delivering practical results position us well to continue growing in the enterprise-grade AI solutions market.

Our client base has grown steadily over the Track Record Period. The cumulative number of clients we had served grew from 88 as of December 31, 2023 to 241 as of December 31, 2024, and further expanded to 361 as of December 31, 2025, representing a CAGR of 102.5%, and further increased to 409 as of May 31, 2026. Many clients have expanded their use of our solutions over time, taking on additional functions and scenarios, which reflects the practical value our solutions deliver.

BASIS OF PRESENTATION

The historical financial information has been prepared in accordance with the International Financial Reporting Standards (the "**IFRS**") issued by the International Accounting Standards Board. The Historical Financial Information has been prepared under the historical cost basis, as modified by the revaluation of financial assets at fair value through profit or loss ("**FVTPL**"), which are carried at fair value.

The preparation of the Historical Financial Information in conformity with the IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying our accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the Historical Financial Information are disclosed in Note 4 to the Accountant's Report included in Appendix I to this document.

In preparation of the historical financial information, all of the new standards, amendments to standards and interpretations are adopted and consistently applied to us throughout the Track Record Period.

KEY FACTORS AFFECTING OUR RESULTS OF OPERATIONS

The success and growth of our business depend on many factors. While these factors present significant opportunities for our business, they also pose important challenges that we must successfully address to optimize our results of operations and sustain our growth. The factors include but are not limited to the following:

Our ability to enhance and develop our solutions

Our solutions are deployed across a wide range of enterprise scenarios and are shaped by rapidly evolving customer needs, diverse data environments and continual advancements in enterprise-grade AI technologies. The enterprise-grade AI solutions industry is characterized by innovation in multimodal large models, knowledge engineering, multi-agent orchestration, automated data processing and workflow intelligence. As enterprises accelerate their digital transformation, demand is shifting toward more modularized, reusable and scenario-specific AI capabilities that integrate deeply with existing business processes.

This requires us to incorporate emerging technologies in multimodal large models, knowledge engineering and multi-agent orchestration while expanding our industry-specific knowledge bases and reasoning chains that enable accurate, scenario-aligned automation.

Success depends on our ability to capture and encode industry expertise into reusable reasoning chains and standard operating procedures, improving both standardization and cross-scenario scalability. This enables progressive deployment tailored to each client while deepening our knowledge-driven architecture across finance, technology and retail sectors.

Our R&D capabilities and ability to attract and retain top talent are fundamental to this effort. Innovation in enterprise AI involves inherent uncertainties and iterative development cycles that factors may impact our operational performance as we continue investing in platform enhancements.

Our ability to manage costs and improve operational efficiency

Our ability to manage our cost structure and enhance operational efficiency is critical to the scalability and profitability of our enterprise AI business. During the Track Record Period, our cost of sales was RMB194.9 million, RMB224.5 million, RMB300.7 million and RMB126.5 million for the years ended December 31, 2023, 2024, 2025 and the five months ended May 31, 2026, representing 86.3%, 72.8%, 63.0% and 63.5% of total revenue. Variations in labor and computing resource expenses affects our margin.

As our platform architecture becomes more standardized and modularized, delivery efficiency and marginal cost per project are expected to improve. Our ability to standardize implementation processes, increase module and agent reusability, and automate recurring workflow configuration through QianNexus will be critical to controlling delivery costs. Refining XK-QianAI's data intelligence and knowledge engineering pipelines should reduce manual effort for data preparation, workflow design and business logic modeling, achieving higher operational leverage.

Operating efficiency also depends on managing R&D, selling and marketing, and administrative expenses. R&D remains a significant cost component given the complexity of enterprise-grade knowledge modeling and multi-agent orchestration. During the Track Record Period, our research and development expenses were RMB10.9 million, RMB26.8 million, RMB92.6 million and RMB43.8 million for the years ended December 31, 2023, 2024, 2025 and the five months ended May 31, 2026, respectively, representing 4.8%, 8.7%, 19.4% and 22.0% of our total revenue.

Personnel expenses represent a substantial portion of our total costs across all functions, including delivery teams, R&D, sales and marketing, and administration. Maintaining disciplined personnel structure while improving productivity through enhanced internal tools and streamlined workflows will be important to achieving operational efficiency as we scale. As we expand revenue and increase platform standardization and reusability, we expect to realize economies of scale and profitability improvements.

Our customer structure, concentration and depth of adoption of our solutions

Our results of operations are affected by our customer structure, the level of revenue concentration among major enterprise customers and the depth of adoption of our solutions within each customer. We primarily serve medium and large enterprises with complex data environments and multi-layered business processes. The digital maturity, operating scale and technology investment priorities of such customers may influence the scope and timing of solution deployments.

During the Track Record Period, a significant portion of our revenue comes from a limited number of major enterprise customers. Revenue from our top five customers accounted for 74.7%, 62.7%, 43.0% and 54.7% of total revenue for the years ended December 31, 2023, 2024, 2025 and the five months ended May 31, 2026. The business performance, procurement decisions or technology spending cycles of these customers, primarily in financial services, technology and retail, may affect our revenue stability and period-to-period results.

Revenue is also influenced by deployment depth within individual customers, which depends on each customer's internal alignment, data management maturity and technology budget. As we broaden our customer base and diversify across industries and enterprise sizes, we expect customer concentration risks to gradually decrease and revenue visibility to improve. However, diversification of customer structure may take time to develop depending on industry demand cycles and enterprise AI transformation progress.

Our ability to retain existing customers and deepen collaboration with them

Our long-term revenue stability depends on retaining customers and expanding platform usage across additional workflows, departments and business functions. As enterprise AI deployments involve ongoing integration, data adaptation and iterative optimization, customer retention is closely tied to the sustained performance, reliability and scalability of our solutions.

Enterprise customers typically begin with limited-scope deployments, such as implementing specific intelligent agents for targeted workflows, and may expand to multi-department or enterprise-wide usage as solutions demonstrate measurable value through improved efficiency, revenue growth or risk management. Our "pilot first, scale later" deployment approach begins with targeted pilots demonstrating clear value, then expands systematically based on proven results. This progressive expansion depends on implementation quality, delivery effectiveness, customer success support and our ability to integrate XK-QianAI and QianNexus capabilities with existing IT architecture. The continuous performance of our reasoning chains, knowledge bases and intelligent agents directly influences customer satisfaction and expansion decisions.

Retention and expansion are also influenced by external factors. Changes in customer technology budgets, adjustments in digital transformation priorities, macroeconomic conditions, regulatory developments or organizational restructuring may impact deployment schedules, renewal

timing and expansion plans. Our ability to demonstrate ongoing value through measurable business outcomes and adapt solutions to evolving requirements will be critical to maintaining customer relationships and expanding usage over time.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

We have identified certain accounting policies and estimate that are significant to the preparation of our financial statements. Some of our accounting policies involve subjective assumptions and estimates, as well as complex judgements relating to accounting items. In each case, the determination of these items requires management judgement based on information and financial data that may change in future periods. When reviewing our financial statements, you should consider (i) our selection of critical accounting policies, (ii) the judgements and other uncertainties affecting the application of such policies, and (iii) the sensitivity of reported results to changes in conditions and assumptions.

Our significant accounting policies and estimates, which are important for an understanding of our financial condition and results of operations, are set forth in details in Note 3 to the Accountant's Report included in Appendix I to this document. We set forth below those accounting policies that we believe are of critical importance to us or involve the most significant estimates and judgements used in the preparation of our financial statements.

Revenue recognition

We recognizes revenue when (or as) a performance obligation is satisfied, i.e. when control of the goods or services underlying the particular performance obligation is transferred to the customer.

Control is transferred over time and revenue is recognized over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by our performance as we perform.
- our performance creates or enhances an asset that the customer controls as we perform; or
- our performance does not create an asset with an alternative use to us and we have an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognized at a point in time when the customer obtains control of the distinct good or service.

In determining whether our revenue should be reported gross or net is based on a continuing assessment of various factors. When determining whether we are acting as the principal or agent in offering goods or services to the customer, we need to first identify who controls the specified goods or services before they are transferred to the customer. We follows the accounting guidance for principal-agent considerations to assess whether we control the specified goods or service before it is transferred to the customer, the indicators of which including but not limited to (a) whether the entity is primarily responsible for fulfilling the promise to provide the specified goods or service; (b) whether the entity has inventory risk before the specified goods or service has been transferred to a customer; and (c) whether the entity has discretion in establishing the prices for the specified goods or service. The management considers the above factors in totality, as none of the factors individually are considered presumptive or determinative, and applies judgment when assessing the indicators depending on each different circumstance.

The following is a description of the accounting policy for our principal revenue streams.

(i) Services

Cloud-based services primarily consist of fees that provide customers access to functions in the form of standardized cloud services to meet the needs of business processes. We charges customers based on the volume of orders processed on the products. Related revenue is recognized upon consumption over time since the customer simultaneously receives and consumes the benefits provided by us.

We also provide customized services to customers to complete tasks based on the customer's specific requirements. The Group charges customers on a monthly basis based on the manpower consumption of the relevant services. Revenue from customized services is recognized over time since the customer simultaneously receives and consumes the benefits provided by us.

(ii) System modules

We sell system modules to customers, including delivery and installation. It is accounted for as a single performance obligation since we provide an integrated products and services. Revenue from sales of system modules is recognized at a point of time when the customers accept the system modules after the installation is complete.

A contract liability represents our obligation to transfer system modules or services to a customer for which we have received consideration (or an amount of consideration is due) from the customer.

Impairment of financial assets

The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. We use judgement in making these assumptions and selecting the inputs to the impairment calculation, based on our past history, existing market conditions, as well as forward-looking estimates at the end of each Track Record Period. Details of the key assumptions and inputs used are disclosed in the tables in Note 4.1 to the Accountant's Report included in Appendix I to this document.

Income Taxes and Deferred Taxations

There are many transactions and events for which the ultimate tax determination is uncertain during the ordinary course of business. Significant judgments are required from us in determining the provisions for income taxes. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact on the income tax and deferred income tax provisions in the period in which such determination is made.

We recognize deferred income tax assets based on estimates that it is probable to generate sufficient taxable profits in the foreseeable future against which the deductible losses will be utilized. The recognition of deferred income tax assets mainly involves management's judgments and estimations about the timing and the amount of taxable profits of the companies who have tax losses.

Estimation of the fair value of certain financial assets

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. We use our judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period. Changes in these assumptions and estimates could materially affect the respective fair value of these financial assets.

PRINCIPAL COMPONENTS OF CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

The following table summarizes the consolidated statements of comprehensive income from the financial statements during the Track Record Period, details of which are set out in the Accountant's Report in Appendix I to this document.

	For the year ended December 31,			For the five months ended May 31,	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (unaudited)	*RMB'000*
Revenue	225,864	308,532	477,104	122,502	199,333
Cost of sales	(194,940)	(224,548)	(300,719)	(82,460)	(126,533)
Gross profit	30,924	83,984	176,385	40,042	72,800
Selling expenses	(721)	(2,615)	(21,713)	(7,575)	(12,159)
General and administrative expenses	(8,942)	(14,364)	(24,457)	(4,584)	(15,294)
R&D expenses	(10,918)	(26,791)	(92,590)	(36,692)	(43,802)
Net impairment losses/(reversal) on financial assets	(247)	(182)	(2,075)	(121)	9
Other income	447	278	2,009	8	378
Other gain/(loss) — net	(9)	—	665	—	2,156
Operating profit	10,534	40,310	38,224	(8,922)	4,088
Finance income	116	96	1,720	569	738
Finance costs	(98)	(2,827)	(1,149)	(572)	(694)
Profit/(loss) before income tax	10,552	37,579	38,795	(8,925)	4,132
Income tax (expense)/credit	(470)	(4,348)	270	(68)	28
Profit/(loss) for the year/period	10,082	33,231	39,065	(8,993)	4,160
Attributable to:					
Owners of the Company	10,082	33,231	39,065	(8,993)	4,160
Non-controlling interests	—	—	—	—	—
Earnings/(loss) per share attributable to the owners of the Company					
Basic and diluted (expressed in RMB per share)	1.00	1.70	1.66	(0.39)	0.16

Revenue

During the Track Record Period, we generated revenue from solutions charged on (i) intelligent marketing, and (ii) intelligent operation management in the PRC. For the years ended December 31, 2023, 2024, 2025 and the five months ended May 31, 2025 and 2026, our total revenue amounted to RMB225.9 million, RMB308.5 million, RMB477.1 million, RMB122.5 million and RMB199.3 million, respectively.

Revenue by service types

	For the year ended December 31,						For the five months ended May 31,			
	2023		2024		2025		2025		2026	
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*	*RMB'000* (unaudited)	*%*	*RMB'000*	*%*
Intelligent marketing solution	152,205	67.4%	171,425	55.6%	219,426	46.0%	58,370	47.6%	113,787	57.1%
Intelligent operation management solution	73,659	32.6%	137,107	44.4%	257,678	54.0%	64,132	52.4%	85,546	42.9%
Total	225,864	100.0%	308,532	100.0%	477,104	100.0%	122,502	100.0%	199,333	100.0%

The following table sets forth the breakdown of our revenue by the industries in which our clients operate, in an absolute amount and as a percentage of our total revenue, for the periods indicated.

	For the year ended December 31,						For the five months ended May 31,			
	2023		2024		2025		2025		2026	
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*	*RMB'000* (unaudited)	*%*	*RMB'000*	*%*
Intelligent marketing solution										
Financial services	48,423	21.4%	84,853	27.5%	123,308	25.9%	30,781	25.1%	71,961	36.1%
Information Technology	98,895	43.8%	77,920	25.3%	89,372	18.7%	24,910	20.3%	39,856	20.0%
Retail and Others	4,887	2.2%	8,652	2.8%	6,746	1.4%	2,679	2.2%	1,970	1.0%
Subtotal	152,205	67.4%	171,425	55.6%	219,426	46.0%	58,370	47.6%	113,787	57.1%
Intelligent operation management solution										
Financial services	60,761	26.9%	82,740	26.8%	232,098	48.6%	55,139	45.0%	76,352	38.3%
Information Technology	12,162	5.4%	51,207	16.6%	15,750	3.3%	6,996	5.7%	6,238	3.1%
Retail and Others	736	0.3%	3,160	1.0%	9,830	2.1%	1,997	1.7%	2,956	1.5%
Subtotal	73,659	32.6%	137,107	44.4%	257,678	54.0%	64,132	52.4%	85,546	42.9%
Total	225,864	100.0%	308,532	100.0%	477,104	100.0%	122,502	100.0%	199,333	100.0%

The following table sets forth the breakdown of our revenue by the timing of revenue recognition, in an absolute amount and as a percentage of our total revenue, for the periods indicated. See Note 5(b) to the Accountant's Report in Appendix I to this document for further details.

	Year ended 31 December			For the five months ended May 31,	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (unaudited)	*RMB'000*
Intelligent Marketing solution					
— services	151,074	148,237	155,521	42,933	101,547
— system modules	1,131	23,188	63,905	15,437	12,240
	152,205	171,425	219,426	58,370	113,787
Intelligent Operation Management solution					
— services	70,875	101,106	75,708	27,506	38,640
— system modules	2,784	36,001	181,970	36,626	46,906
	73,659	137,107	257,678	64,132	85,546
	225,864	308,532	477,104	122,502	199,333

Cost of sales

Our cost of sales primarily consisted of (i) external procurement; (ii) staff costs; (iii) depreciation and amortization; and (iv) other costs. For the years ended December 31, 2023, 2024, 2025 and the five months ended May 31, 2025 and 2026, our cost of sales amounted to RMB194.9 million, RMB224.5 million, RMB300.7 million, RMB82.5 million and RMB126.5 million, respectively.

The following table sets forth a breakdown of our cost of sales and as a percentage of our cost of sales for the periods indicated:

	For the year ended December 31,						For the five months ended May 31,			
	2023		2024		2025		2025		2026	
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*	*RMB'000*	*%*	*RMB'000*	*%*
							(unaudited)			
External procurement[(1)]	143,281	73.5%	141,472	63.0%	157,317	52.3%	46,300	56.1%	54,125	42.8%
Staff costs	50,958	26.1%	81,381	36.2%	139,621	46.4%	34,954	42.4%	70,895	56.0%
Depreciation and amortization[(2)]	79	0.1%	452	0.2%	611	0.2%	253	0.3%	497	0.4%
Other costs	622	0.3%	1,243	0.6%	3,170	1.1%	953	1.2%	1,016	0.8%
Total	194,940	100%	224,548	100%	300,719	100%	82,460	100.0%	126,533	100.0%

Note:

1. External procurement comprises (i) work in progress purchased from ZhongAn Technology, (ii) digital service fees; and (iii) external labor fees.

2. Depreciation and amortization comprise (i) the amortization of computer used for project implementation; and (ii) the amortization of intellectual property rights received from the ZhongAn Technology in December 2023.

Gross profit and gross profit margin

Our gross profit was RMB30.9 million, RMB84.0 million, RMB176.4 million, RMB40.0 million and RMB72.8 million respectively, for the years ended December 31, 2023, 2024, 2025 and the five months ended May 31, 2025 and 2026. Our gross profit margin was 13.7%, 27.2%, 37.0%, 32.7% and 36.5%, respectively, in the same years.

The following table sets forth a breakdown of our gross profit and gross profit margin by service types for the periods indicated:

	For the year ended December 31,						For the five months ended May 31,			
	2023		2024		2025		2025		2026	
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*	*RMB'000*	*%*	*RMB'000*	*%*
							(unaudited)			
Intelligent marketing solution	7,001	4.6%	43,018	25.1%	92,439	42.1%	23,706	40.6%	51,317	45.1%
Intelligent operation management solution	23,923	32.5%	40,966	29.9%	83,946	32.6%	16,336	25.5%	21,483	25.1%
Total	30,924	13.7%	83,984	27.2%	176,385	37.0%	40,042	32.7%	72,800	36.5%

Selling Expenses

Our selling expenses mainly consisted of (i) staff costs, (ii) other expenses, and (iii) depreciation and amortization. Our selling expenses amounted to RMB0.7 million, RMB2.6 million, RMB21.7 million, RMB7.6 million and RMB12.2 million for the years ended December 31, 2023, 2024, 2025 and the five months ended May 31, 2025 and 2026, respectively.

The following table sets forth the components of our selling expenses for the periods indicated:

	For the year ended December 31,						For the five months ended May 31,			
	2023		2024		2025		2025		2026	
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*	*RMB'000*	*%*	*RMB'000*	*%*
							(unaudited)			
Staff costs	610	84.6%	2,179	83.3%	17,375	80.0%	6,748	89.1%	10,508	86.4%
Depreciation and amortization	3	0.4%	40	1.5%	59	0.3%	20	0.3%	172	1.4%
Other expenses *(note)*	108	15.0%	396	15.2%	4,279	19.7%	807	10.6%	1,479	12.2%
Total	721	100.0%	2,615	100.0%	21,713	100.0%	7,575	100.0%	12,159	100.0%

Note: Other expenses mainly comprise of (i) travel expenses; (ii) consulting fees paid for external training for our sales team; (iii) the leasing fee for electronic equipments, as we utilised third-party IT hardware companies to provide leased computers and other electronic hardware for our sales staff stationed at our branch offices outside of Shanghai, for better localised IT support and maintenance services; and (iv) the appearance fee for guest speakers for sales event.

During the Track Record Period, our selling expenses continued to increase, mainly as a result of our decision to hire more sales personnel to cope with business growth. This, in turn, sustainably increased staff costs and other expenses associated with the growth of our sales team and marketing activities, including travel expenses, leasing fees for electronic equipment, and consulting fees.

General and administrative expenses

Our general and administrative expenses mainly consisted of (i) staff costs, (ii) travel expenses, (iii) rental expenses, (iv) other expenses, (v) auditor's remuneration, (vi) [REDACTED], and (vii) depreciation and amortization. Our general and administrative expenses amounted to RMB8.9 million, RMB14.4 million, RMB24.5 million, RMB4.6 million and RMB15.3 million for the years ended December 31, 2023, 2024, 2025 and the five months ended May 31, 2025 and 2026, respectively.

The following table sets forth the components of our general and administrative expenses for the periods indicated:

	For the year ended December 31,						For the five months ended May 31,			
	2023		2024		2025		2025		2026	
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*	*RMB'000*	*%*	*RMB'000*	*%*
							(unaudited)			
Staff costs	6,834	76.4%	10,263	71.5%	12,179	49.7%	2,257	49.1%	6,943	45.4%
Travel expenses	150	1.7%	144	1.0%	478	2.0%	137	3.0%	322	2.1%
Rental expenses	492	5.5%	305	2.1%	297	1.2%	63	1.4%	73	0.5%
Other expenses *(note)*	1,288	14.4%	3,237	22.6%	5,006	20.5%	1,291	28.2%	1,832	12.0%
Auditor's remuneration	94	1.1%	150	1.0%	189	0.8%	89	2.0%	48	0.3%
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Depreciation and amortization	84	0.9%	265	1.8%	478	2.0%	187	4.1%	229	1.5%
Total	8,942	100.0%	14,364	100.0%	24,457	100.0%	4,584	100.0%	15,294	100.0%

Note: Other expenses mainly comprise (i) consulting fee in relation to professional service fees related to external legal services for change in corporate structure and patent registration, service fees paid to a copyright registration agency, expenses for electronic equipment we paid to third-party IT hardware companies for leased computers and other electronic hardware for our administrative staff at our branch offices outside of Shanghai, for better localised IT support and maintenance services; and (ii) service fees for staff recruitments.

R&D expenses

Our research and development expenses mainly consisted of (i) staff costs, (ii) travel expenses, (iii) depreciation and amortization, and (iv) other expenses. Our research and development expenses amounted to RMB10.9 million, RMB26.8 million, RMB92.6 million, RMB36.7 million and RMB43.8 million for the years ended December 31, 2023, 2024, 2025 and the five months ended May 31, 2025 and 2026, respectively.

The following table sets forth the components of our R&D expenses for the periods indicated:

	For the year ended December 31,						For the five months ended May 31,			
	2023		2024		2025		2025		2026	
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*	*RMB'000*	*%*	*RMB'000*	*%*
							(unaudited)			
Staff costs	10,364	94.9%	24,162	90.2%	76,336	82.5%	32,187	87.7%	36,400	83.1%
Travel expenses	278	2.5%	1,172	4.4%	6,679	7.2%	2,307	6.3%	2,098	4.8%
Depreciation and amortization	95	0.9%	1,337	5.0%	1,662	1.8%	639	1.7%	801	1.8%
Other expenses *(note)*	181	1.7%	120	0.4%	7,913	8.5%	1,559	4.3%	4,503	10.3%
Total	10,918	100.0%	26,791	100.0%	92,590	100.0%	36,692	100.0%	43,802	100.0%

Note:

Other expenses mainly comprised (i) cloud storage fees paid to cloud solution providers; and (ii) rental payments for the dedicated office we lease for our R&D team.

During the Track Record Period, R&D expenses rose primarily due to intensified development efforts on XK-QianAI and the QianNexus AI agent matrix, including recruitment of additional R&D personnel. This led to substantial increases in staff costs, alongside corresponding rises in travel and other related expenses.

Net impairment losses/(reversal) on financial assets

Net impairment losses on financial assets represented our net provision for impairment loss of trade receivables, contract assets and other receivables based on the expected credit loss model. Our net impairment losses on trade receivables amounted to RMB0.2 million, RMB0.2 million, RMB2.1 million and RMB0.1 million for the years ended December 31, 2023 and 2024 and 2025 and for the five months ended May 31, 2025, respectively. We had net impairment reversal on financial assets of RMB9,000 for the five months ended May 31, 2026.

Other income

Our other income represented the government grants. Our government grants amounted to RMB0.4 million, RMB0.3 million, RMB2.0 million, RMB8,000 and RMB0.4 million for the years ended December 31, 2023, 2024, 2025 and the five months ended May 31, 2025 and 2026, respectively.

During the Track Record Period, the government grants mainly include financial subsidies from local government authorities with certain specified conditions, as well as the amortization of deferred government grants. There are no unfulfilled conditions or other contingencies attaching to the grants recognized.

Finance income/costs — net

Our finance income represented bank interest income while finance costs mainly represented interest expenses (i) on financial instrument with preferred rights at amortized cost; (ii) on lease liabilities; and (iii) on borrowing. For the years ended December 31, 2023, 2024, 2025 and the five months ended May 31, 2025 and 2026, we recorded finance income of RMB18,000, finance cost of RMB2.7 million, finance income of RMB0.6 million, finance cost of RMB3,000 and net finance income of RMB44,000 respectively.

The following table sets forth a breakdown of our finance income and finance costs for the periods indicated:

	For the year ended December 31,			For the five months ended May 31,	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (unaudited)	*RMB'000*
Finance Income					
Interest income from cash at banks	116	96	1,720	569	738
Finance costs					
Interest expenses on financial instruments with preferred rights at amortized cost[(Note)]	—	(2,330)	(202)	(202)	—
Interest expenses on lease liabilities	—	(51)	(58)	(22)	(41)
Interest expenses on borrowings	(98)	(446)	(889)	(348)	(653)
Finance income/(costs) — net	18	(2,731)	571	(3)	44

Note:

The financial instruments with preferred rights represent the paid-in capital of the Company with redemption rights held by certain investors, which were initially measured at present value of the redemption amount and subsequently measured at amortized cost. Details are set forth in Note 28 to the Accountant's Report included in Appendix I to this document.

Income tax (expense)/credit

Our income tax expenses represent current income tax expenses and deferred income tax expenses. The following table sets forth a breakdown of our income tax expenses for the periods indicated:

	For the year ended December 31,			For the five months ended May 31,	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (unaudited)	*RMB'000*
Current income tax expense	710	4,779	11	1	10
Deferred income tax (expense)/credit	(240)	(431)	(281)	67	(38)
Total	470	4,348	(270)	68	(28)

(1) Current income tax comprised PRC corporate income tax for our comprising entities based on taxable profit for the year.

(2) Deferred income tax comprised mainly movement in deferred income tax assets on recognised deductible temporary differences primarily arising from tax losses, bad debts, and lease liabilities and deducted by deferred income tax liabilities.

For the years ended December 31, 2023 and 2024 and for the five months ended May 31, 2025, we recorded income tax expenses of RMB0.5 million, RMB4.3 million and RMB68,000, respectively. For the year ended December 31, 2025 and for the five months ended May 31, 2026, we recorded income tax credit of RMB0.3 million, RMB28,000 respectively.

Our Company and our subsidiaries in the PRC are subject to Enterprise Income Tax Law and Implementation Regulation of the Enterprise Income Tax Law (the "**EIT Law**"), the tax rate of our PRC subsidiaries was 25% during the Track Record Period. Under the EIT Law and the respective regulations, the income tax rate of our PRC subsidiaries is 25% during the Track Record Period. Our Company obtained High and New Technology Enterprise (高新技術企業) status in 2025 and is entitled to a preferential income tax rate of 15% for a three-year period commencing in 2025, while our subsidiary, Shanghai Youguang, obtained such status in 2023 and enjoyed the preferential income tax rate of 15% during the Track Record Period. In addition, our Company and subsidiaries are entitled to an additional tax-deductible allowance calculated at 75% of their qualified R&D costs incurred before October 1, 2022, and at 100% of qualified R&D costs incurred after October 1, 2022. See Note 12 to the Accountant's Report in Appendix I to this document for details regarding the applicable taxes and tax rates.

Profit for the year and net profit margin

For each whole year of the Track Record Period, we recorded profit of RMB10.1 million, RMB33.2 million and RMB39.1 million respectively. For each whole year of the Track Record Period, our net profit margin was 4.5%, 10.8% and 8.2%, respectively. We recorded a net loss of RMB9.0 million for the five months ended May 31, 2025, as compared to a profit of RMB4.2 million for the corresponding period in 2026.

PERIOD TO PERIOD COMPARISON OF RESULTS OF OPERATIONS

The year ended December 31, 2023 compared to the year ended December 31, 2024

Revenue

Our revenue increased from RMB225.9 million for the year ended December 31, 2023 to RMB308.5 million for the year ended December 31, 2024. The increase in revenue was primarily attributable to:

(i) the increase in our revenue from intelligent marketing solutions from RMB152.2 million for the year ended December 31, 2023 to RMB171.4 million for the year ended December 31, 2024. Such increase was mainly a result of the increased market demand for integrated AI marketing solutions, and with the launch of AI agent in 2024, we secured more customers, with the number increasing from 44 in 2023 to 79 in 2024.

(ii) the increase in our revenue from intelligent operation management solution from RMB73.7 million for the year ended December 31, 2023 to RMB137.1 million for the year ended December 31, 2024. Such increase was mainly due to changes in the regulatory requirements for financial reporting applicable to insurance companies in the PRC, CAS 25 issued by the Ministry of Finance of the PRC in 2020, which replaces the old rules-based approach with a current-value model, under which profit is now deferred through contractual service margin and released as services are provided over the coverage period, where contract has to group into portfolios of similar risks and then subdivided into profitability cohorts, whereby the number of our customers in the insurance industry increased from 10 in 2023 to 47 in 2024, as our intelligent operations management solution assisted them in preparing financial reports that comply with the latest regulatory requirements.

Cost of sales

Our cost of sales increased from RMB194.9 million for the year ended December 31, 2023 to RMB224.5 million for the year ended December 31, 2024. This increase was mainly attributable to the increase in staff costs from RMB51.0 million to RMB81.4 million, primarily due to an expansion in the headcount of our branch offices as we hired additional staff to support and assist the on-site implementation and customization of our intelligent operations arrangement solution at customers' offices.

Gross profit and gross profit margin

Our gross profit increased from RMB30.9 million for the year ended December 31, 2023 to RMB84.0 million for the year ended December 31, 2024, which was in line with the increase in revenue, while our gross profit margin increased significantly from 13.7% for 2023 to 27.2% for 2024, which was mainly attributable to increase in gross profit margin of intelligent marketing solution from 4.6% to 25.1%.

Our gross profit generated from intelligent marketing solution increased from RMB7.0 million for the year ended December 31, 2023 to RMB43.0 million for the year ended December 31, 2024, with the gross profit margin increased from 4.6% to 25.1%, primarily due to the decrease in digital telecommunications service fees paid to the major telecommunications companies, as our intelligent marketing solution has significantly reduced our customers' reliance on third-party marketing services by enhancing their in-house marketing capabilities. Previously, a significant portion of our services involved assisting clients in reaching potential or existing customers via SMS, and accordingly, a larger portion of our costs consisted of fees payable to telecommunication companies for message distribution. In 2024, we further enhanced the integration of AI and automation, thereby increasing our capacity to serve customers in a more scalable manner without significantly increasing marginal labor costs. As a result, as our offerings of other services expand, the proportion of revenue and costs attributable to SMS services has decreased accordingly.

Our gross profit generated from intelligent operations management solution increased from RMB23.9 million for the year ended December 31, 2023 to RMB41.0 million for the year ended December 31, 2024, with the gross profit margin slightly having decreased from 32.5% to 29.9%, primarily due to the new customer we engaged requiring additional staff to assist with the on-site implementation of our integrated AI operation solution.

Selling expenses

Our selling expenses increased from RMB0.7 million for the year ended December 31, 2023 and RMB2.6 million for the year ended December 31, 2024. The increase was mainly attributable to increase in staff costs resulting from the hiring of additional sales personnel in response to business growth.

General and administrative expenses

Our administrative expenses increased from RMB8.9 million for the year ended December 31, 2023 to RMB14.4 million for the year ended December 31, 2024. The increase was mainly attributable to higher staff costs resulting from the hiring of additional administrative staff to handle the increased administrative workload due to the Company's operational expansion.

R&D expenses

Our R&D expenses increased significantly from RMB10.9 million for the year ended December 31, 2023 to RMB26.8 million for the year ended December 31, 2024. The increase was primarily attributable to (i) the increase in staff costs resulting from the hiring of additional R&D staff due to the need to train our XK-QianAI, the unified AI foundation, and (ii) to continue improving our AI agent matrix QianNexus to enhance its reliability in adapting to the complex operational environments of multiple industries.

Net impairment losses on financial assets

Our net impairment losses on financial assets decreased from RMB0.25 million for the year ended December 31, 2023 to RMB0.18 million for the year ended December 31, 2024. See Note 11 to the Accountant's Report in Appendix I to this document for further details.

Other income

Our other income remained relatively stable at RMB0.4 million and RMB0.3 million For the years ended December 31, 2023 and 2024, respectively.

Finance income/(costs) — net

Our finance income — net was RMB18,000 for the year ended December 31, 2023. Our finance costs — net was RMB2.7 million for the year ended December 31, 2024, the fluctuation was mainly attributable to (i) the increase in interest expenses on borrowing and (ii) the interest expenses on financial instrument with preferred rights at amortize costs. See Note 10 to the Accountant's Report in Appendix I to this document for further details.

Income tax expenses

Our income tax expense increased from RMB0.5 million for the year ended December 31, 2023 to RMB4.3 million for the year ended December 31, 2024, respectively. Our effective tax rates, which represented our income tax expenses over our profit before income tax were 4.5% and 11.6% for the year ended December 31, 2023 and 2024, respectively.

Year ended December 31, 2024 compared to the year ended December 31, 2025

Revenue

Our revenue increased from RMB308.5 million in 2024 to RMB477.1 million in 2025. The increase in revenue was primarily attributable to:

(i) the increase in our revenue from intelligent marketing solutions from RMB171.4 million in 2024 to RMB219.4 million in 2025, primarily due to the increase in our customer numbers from 44 in 2024 to 104 in 2025, which was mainly attributable to rising market demand for our intelligent marketing solution. With the launch of AI Agent matrix in 2024, our intelligent marketing solution became more accepted and recognized by the market.

(ii) the increase in our revenue from intelligent operation management solution from RMB137.1 million in 2024 to RMB257.7 million in 2025, primarily due to the increase in our customer numbers from 19 to 147, in particular, the number of our customers engaged in the financial services industry increased from 11 to 101. This sharp increase was mainly attributable to our intelligent operation management solutions being able to better adapt to and comply with the evolving regulatory requirements imposed by the PRC on the financial services industry in particular our ability to help insurance companies adopt CAS 25 with the January 1, 2026 implementation deadline approaching for non-listed insurers.

Cost of sales

Our cost of sales increased from RMB224.5 million in 2024 to RMB300.7 million in 2025. The increase in cost of sales was mainly attributable to (i) the increase in our external procurement fees from RMB141.5 million to RMB157.3 million, as we engaged additional external services for our increased number of projects in 2025; and (ii) the increase in staff costs from RMB81.4 million to RMB139.6 million, primarily due to an expansion in headcount at our branch offices as we hired additional staff to support the on-site implementation and customization of our enterprise-grade AI solutions at customers' premises.

Gross profit and gross profit margin

Our gross profit increased from RMB84.0 million in 2024 to RMB176.4 million in 2025, which was in line with the increase in revenue, while our gross profit margin increased from 27.2% in 2024 to 37.0% in 2025, which was mainly attributable to:

(i) Our gross profit generated from intelligent marketing solution increased from RMB43.0 million in 2024 to RMB92.4 million in 2025 with the gross profit margin improving from 25.1% to 42.1%, primarily the increase in the number of AI agents since 2025 to over 1,200 as of the Latest Practicable Date. As these AI agents constitute automated capabilities capable of serving a large customer base without proportionate incremental staffing costs, our gross profit margin has consequently increased.

(ii) Our gross profit generated from intelligent operation management solution increased from RMB41.0 million in 2024 to RMB83.9 million in 2025, while the gross profit margin increased from 29.9% to 32.6%, mainly attributable to our products becoming more mature and being adopted by a broader customer base. As our platform architecture has become more standardized and modular, with increased reusability and automated recurring workflow configuration, delivery efficiency has improved and marginal cost per project has decreased.

Selling expenses

Our selling expenses increase from RMB2.6 million in 2024 to RMB21.7 million in 2025. The increase was primarily attributable to (i) the increase in our staff costs from RMB2.2 million to RMB17.4 million due to our decision to hire more sales personnel to cope with business growth; and (ii) the increase in travel expenses from RMB0.2 million to RMB1.3 million due to increased marketing activities; and (iii) increase in consulting fees from nil to RMB1.2 million due to the increase in external training fees as we provided additional trainings for our sales staff.

General and administrative expenses

Our administrative expenses increased from RMB14.4 million in 2024 to RMB24.5 million in 2025. The increase was primarily due to (i) the [REDACTED] of [REDACTED] incurred and (ii) the increase in consulting fees from RMB2.0 million to RMB3.8 million paid to auditors and external legal advisors for annual maintenance as our business grows.

R&D expenses

Our R&D expenses increased from RMB26.8 million in 2024 to RMB92.6 million in 2025. The increase was primarily attributable to our strategic decision to hire more R&D staff to improve the multi-faceted functionality of XK-QianAI and further develop QianNexus.

Net impairment losses on financial assets

Our net impairment losses on financial assets increased from RMB0.2 million in 2024 to RMB2.1 million in 2025. See and Note 11 to the Accountant's Report in Appendix I to this document for further details.

Other income

Our other income increased from RMB0.3 million in 2024 to RMB2.0 million in 2025, primarily due to the receipt of the industry policy support funds of RMB1.7 million from the local authority.

Finance income/(costs) — net

Our finance income/(costs) — net changed from financial costs of RMB2.7 million in 2024 to financial income of RMB0.6 million in 2025, primarily as a result of our interest income of RMB1.7 million generated from cash at banks, the effect of which was offset by (i) our interest expenses on financial instruments with preferred rights measured at amortised cost of RMB0.2 million and (ii) our interest expenses on borrowings of RMB0.9 million.

Income tax (expense)/credit

Our income tax expense changed from an income tax expense of RMB4.3 million in 2024 to income tax credit of RMB0.3 million in 2025.

Five months ended May 31, 2025 compared to the five months ended May 31, 2026

Revenue

Our revenue increased from RMB122.5 million in the five months ended May 31, 2025 to RMB199.3 million in the five months ended May 31, 2026, primarily attributable to:

(i) the increase in our revenue from intelligent marketing solutions from RMB58.4 million for the five months ended 2025 to RMB113.8 million for the same period in 2026, primarily due to the surge in the deployment of our AI agents by customers in the financial services and IT sectors, as they validated the usefulness of our solutions and increasingly integrated them into their marketing workflows.

(ii) the increase in our revenue from intelligent operation management solutions from RMB64.1 million for the five months ended May 31, 2025 to RMB85.5 million for the same period in 2026, primary due to increased usage of our AI agents by our financial services customers following the official implementation of CAS 25 on January 1, 2026.

Cost of sales

Our cost of sales increased from RMB82.5 million in the five months ended May 31, 2025 to RMB126.5 million in the five months ended May 31, 2026, primarily due to mainly attributable to (i) the increase in external procurement fees from RMB46.3 million to RMB54.1 million, primarily due to the increase in digital telecommunications service fees as the volume of of customer outreach conducted through telecommunication channels increased; and (ii) the increase in staff costs from RMB35.0 million to RMB70.9 million due to the expansion of our headcount in the technical department as more technical staff were required to support the on-site implementation and customization of our enterprise-grade AI solutions at customers' premises.

Gross profit and gross profit margin

Our gross profit increased from RMB40.0 million in the five months ended May 31, 2025 to RMB72.8 million in the five months ended May 31, 2026, which was in line with the increase in revenue, while our gross profit margin increased from 32.7% in the five months ended May 31, 2025 to 36.5% in the five months ended May 31, 2026, which was mainly attributable to:

(i) our gross profit generated from intelligent marketing solutions increased from RMB23.7 million for the five months ended 2025 to RMB51.3 million for the same period in 2026, with the gross profit margin improving from 40.6% to 45.1%. This was primarily due to the increase in the portion of customers that opted for their self-operated existing channels, which outweighed the increase in the number of customers that opted for traditional telecommunication service channels for customer outreach, leading to the improved gross profit margin.

(ii) our gross profit generated from intelligent operation management solutions increased from RMB16.3 million for the five months ended 2025 to RMB21.5 million for the same period in 2026, with the gross profit margin remain relatively stable at 25.5% and 25.1%, respectively.

Selling expenses

Our selling expenses increased from RMB7.6 million in the five months ended May 31, 2025 to RMB12.2 million in the five months ended May 31, 2026. The increase was primarily attributable to the increase in our staff costs from RMB6.7 million to RMB10.5 million due to our decision to hire more sales personnel to cope with business growth.

General and administrative expenses

Our general and administrative expenses increased from RMB4.6 million in the five months ended May 31, 2025 to RMB15.3 million in the five months ended May 31, 2026. The increase was primarily attributable to (i) the increase in staff costs from RMB2.3 million to RMB6.9 million, primarily due to the expansion of the headcount of our administrative department to cope with our business expansion and we also recruited additional management professionals to bolster our operational capabilities; and (ii) the increase in [REDACTED] from [REDACTED] to [REDACTED] as preparation for the [REDACTED] application commenced in the second half of 2025.

R&D expenses

Our R&D expenses increased from RMB36.7 million in the five months ended May 31, 2025 to RMB43.8 million in the five months ended May 31, 2026. The increase was primarily attributable to (i) the increase in staff costs from RMB32.2 million to RMB36.4 million as we expanded the headcount of our R&D department; and (ii) the increase in other expenses from RMB1.6 million to RMB4.5 million due to higher cloud storage fees paid to cloud solution providers and token fees paid for the usage of frontier AI models as our business expanded.

Net impairment losses/(reversal) on financial assets

Our net impairment losses on financial assets decreased from RMB0.1 million in the five months ended May 31, 2025 to net impairment reversal on financial assets RMB9,000 in the five months ended May 31, 2026. See Note 11 to the Accountant's Report in Appendix I to this document for further details.

Other income

Our other income increased from RMB8,000 in the five months ended May 31, 2025 to RMB0.4 million in the five months ended May 31, 2026, primarily due to the one-off government grants received from the Shanghai government and the Nanshan District government of Shenzhen.

Other gains — net

We had other gains — net of RMB2.2 million for the five months ended May 31, 2026, compared to nil for the same period in 2025. The other gains — net for the five months ended May 31, 2026 mainly comprised the change in fair value of financial assets at fair value through profit or loss of RMB1.4 million and the net gains on disposal of financial assets at fair value through profit or loss of RMB0.8 million.

Finance income/(costs) — net

Our finance income — net changed from financial costs of RMB3,000 in the five months ended May 31, 2025 to financial income of RMB44,000 in the five months ended May 31, 2026, primarily as a result of increase in interest income from cash at banks, the effect of which was offset by the interest expenses on borrowings.

Income tax (expenses)/credit

Our income tax expense changed from an income tax expense of RMB68,000 in the five months ended May 31, 2025 to income tax credit of RMB28,000 in the five months ended May 31, 2026. See Note 12 to the Accountant's Report in Appendix I to this document for further details.

DISCUSSION OF CERTAIN ITEMS FROM THE CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

The following table sets forth selected information from our consolidated statements of financial position as at the dates indicated, which have been extracted from our audited consolidated financial statements included in the Accountant's Report as set out in Appendix I to this document.

	As at December 31,			As at May 31,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Current assets	119,007	423,791	751,759	760,341
Non-current assets	11,765	12,597	33,715	16,140
Total assets	130,772	436,388	785,474	776,481
Current liabilities	87,476	181,427	177,002	163,726
Non-current liabilities	1,146	179,580	859	982
Total liabilities	88,622	361,007	177,861	164,708
Net current assets	31,531	242,364	574,757	596,615
Net assets	42,150	75,381	607,613	611,773

The following table sets forth our current assets and current liabilities as at the dates indicated:

	As at December 31,			As at May 31,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Current assets				
Contract fulfillment costs	3,247	57,078	43,735	42,792
Trade receivables	72,349	153,405	195,096	196,699
Contract asset	189	4,558	16,318	11,626
Other receivables and prepayments	446	903	14,682	16,623
Financial assets at fair value through profit or loss	—	—	135,133	415,150
Cash and cash equivalents	42,776	207,847	346,795	77,451
Subtotal	119,007	423,791	751,759	760,341

	As at December 31,			As at May 31,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Current liabilities				
Trade payables	63,285	113,436	63,379	49,696
Other payables and accruals	14,572	27,325	41,548	30,529
Borrowings	7,524	25,020	48,033	58,205
Lease liabilities	—	1,370	2,538	1,926
Contract liabilities	1,403	9,590	21,498	23,367
Current income tax liabilities	692	4,686	6	3
Subtotal	87,476	181,427	177,002	163,726
Net current assets	31,531	242,364	574,757	596,615

Our net current assets increased from RMB574.8 million as at December 31, 2025 to RMB596.6 million as at May 31, 2026, primarily attributable to (i) a decrease in trade payables of RMB13.7 million due to settlement of trade payables owe to Zhongan Technology; and (ii) a decrease in other payables and accruals of RMB11.0 million, mainly as a result of the decrease in salaries and welfare payables due to the payout of annual bonuses to our staff, the effects of which were partially offset by the increase in bank borrowings of RMB10.2 million due to three additional revolving credit facilities drawn down and; (iii) a decrease in our cash and cash equivalents of RMB269.3 million and the increase in our financial assets at fair value through profit or loss of RMB260.6 million, mainly due to the purchase of wealth management products.

Our net current assets increased from RMB242.4 million as at December 31, 2024, to RMB574.8 million as at December 31, 2025, the increase of which was primarily attributable to (i) the decrease in contract fulfilment costs of RMB13.3 million due to a large number of project that were accepted by our customer in Q4 2025, resulting in a relatively large sum of contract fulfilment costs at the period end; (ii) the increase in trade receivables of RMB41.7 million due to our increase in our revenue; (iii) the increase in contract assets of RMB11.8 million as many of our projects being accepted by customers approaching the end of the accounting period, which have not yet been billed; and (iv) the increase in cash and cash equivalents of RMB138.9 million, the effects of which were partially offset by (i) the increase in other payables and accruals of RMB14.2 million due to increased salaries and welfare payables as we expanded the number of our staff numbers in 2025; and (ii) the increase in borrowings of RMB23.0 million due to additional working capital loans received from commercial banks.

Our net current assets increased from RMB31.5 million as at December 31, 2023, to RMB242.4 million as at December 31, 2024, the increase of which was primarily attributable to (i) the increase in our cash and cash equivalents of RMB165.1 million primarily attributable to a capital injection received from Series A Financing; (ii) the increase in our trade receivables of RMB81.1 million, which was mainly due to growth in business scale; and (iii) the increase in contract fulfillment costs of RMB53.8 million driven by the growth in number of projects engaged by our customers, the effects of which were partially offset by the increase in trade payables of RMB50.2 million associated with the expansion in project numbers and operational scale.

Property, plant and equipment

During the Track Record Period, our property, plant and equipment primarily consisted of (i) computers and (ii) motor vehicles.

The net book amount of our property, plant and equipment increased from RMB0.3 million as at December 31, 2023 to RMB1.3 million as at December 31, 2024. This was primarily due to increase in electronic equipment such as computers purchased for new employees.

The net book amount of our property, plant and equipment increased from RMB1.3 million as at December 31, 2024 to RMB2.3 million as at December 31, 2025. This was primarily due to (i) the increase in electronic equipment acquisitions, procured for new employees; and (ii) the purchase of a new motor vehicle to support business needs of the Beijing subsidiary.

The net book amount of our property, plant and equipment increased from RMB2.3 million as at December 31, 2025 to RMB2.5 million as at May 31, 2026. This was primarily due to (i) the procurement of additional work computers for new employees and hardware upgrades for staff in R&D department; and (ii) internet networking equipment to enhance network stability and security.

Intangible assets

Our intangible assets primarily consisted of (i) software copyrights and (ii) registered patent, amounted to RMB10.3 million, RMB9.2 million, RMB8.3 million as at December 31, 2023, 2024 and 2025, respectively.

Our intangible assets decreased from RMB10.3 million as at December 31, 2023 to RMB9.2 million as at December 31, 2024 primarily due to amortization.

Our intangible assets further decreased from RMB9.2 million as at December 31, 2024 to RMB8.3 million as at December 31, 2025 primarily due to amortization.

Our intangible assets increased from RMB8.3 million as at December 31, 2025 to RMB9.1 million as at May 31, 2026 primarily due to the procurement of license for a productivity software, the effect of which was offset by the amortization of other existing intangible assets.

Right-of-use assets

Our right-of-use assets primarily represented our leased office premises, amounted to nil, RMB0.5 million, RMB1.8 million as at December 31, 2023, 2024 and 2025, respectively.

Our right-of-use assets increased from nil as at December 31, 2023 to RMB0.5 million as at December 31, 2024, which represented our lease of office premises in Shanghai, Wuxi and Shenzhen.

Our right-of-use assets increased from RMB0.5 million as at December 31, 2024 to RMB1.8 million as at December 31, 2025, which was primarily due to the lease of an additional office premises in Shanghai, supplementing our existing office locations.

Our right-of-use assets increased from RMB1.8 million as at December 31, 2025 to RMB2.5 million as at May 31, 2026 primarily due to the lease of a new office premise in Wuxi.

Deferred income tax assets

Our deferred income tax assets primarily represented the difference between book tax and the actual income tax, amounted to were RMB1.2 million, RMB1.6 million and RMB1.9 million as at December 31, 2023 and 2024 and December 31, 2025.

Our deferred income tax assets increased from RMB1.2 million as at December 31, 2023 to RMB1.6 million as at December 31, 2024. This is primarily due to (i) the recognition of lease liability of RMB0.3 million, which was partially offset by the increase in right-of-use assets of RMB0.1 million.

Our deferred income tax assets increased from RMB1.6 million as at December 31, 2024 to RMB1.9 million as at December 31, 2025. This is primarily due to (i) the increase in lease liability of RMB0.2 million, and (ii) the increase in loss allowance for financial assets of RMB0.3 million, which were partially offset by the increase in right-of-use assets of RMB0.2 million.

Our deferred income tax assets remained relatively stable at RMB1.9 million as at December 31, 2025 and May 31, 2026, respectively.

Contract fulfillment costs

Our contract fulfillment costs primarily represented the associated costs related to the projects under development prior to their acceptance by customers, amounted to RMB3.2 million, RMB57.1 million and RMB43.7 million, as at December 31, 2023, 2024 and 2025, respectively. Once the project is accepted by the customer, the associated costs relating to that project will be recognized as cost of sales.

Our contract fulfillment costs increased from RMB3.2 million as at December 31, 2023 to RMB57.1 million as at December 31, 2024. This is primarily due to the increase in the projects number that we were engaged by our customers. As at December 31, 2024, among our projects, we had 17 projects each carrying contract fulfilment costs exceeding RMB1 million, of which the largest contributed RMB9.5 million.

Our contract fulfillment costs decreased from RMB57.1 million as at December 31, 2024 to RMB43.7 million as at December 31, 2025. This is primarily due to more projects were accepted by customers before the end of the accounting period despite the growth in project numbers in 2025. As at December 31, 2025, among our projects, we had 17 projects each carrying contract fulfilment costs exceeding RMB1 million, of which the largest contributed RMB5.7 million.

Our contract fulfillment costs remained relatively stable at RMB43.7 million and RMB42.8 million as at December 31, 2025 and May 31, 2026, respectively.

The following table sets forth an ageing analysis of our contract fulfillment costs as at the dates indicated

	As at December 31,			As at May 31,
	2023	**2024**	**2025**	**2026**
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Within 3 months	3,247	55,047	5,367	23,026
3 months to 6 months	—	2,031	26,745	5,549
6 months-1 year	—	—	8,102	11,874
Over 1 year	—	—	3,521	2,343
Total	3,247	57,078	43,735	42,792

As at Latest Practicable Date, RMB3.0 million, or 7.0% of our Contract fulfillment costs outstanding as at May 31, 2026, had been subsequently recognized by our Group and recorded as cost of sales.

Trade receivables

Our trade receivables mainly represented amounts due from customers for solutions provided in the ordinary course of business, amounted to RMB72.6 million, RMB153.9 million and RMB197.6 million and RMB199.2 million as at December 31, 2023 and 2024 and 2025 and May 31, 2026, respectively.

The following table sets forth a breakdown of our trade receivables as at the dates indicated:

	As at December 31,			As at May 31,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Trade Receivables	72,634	153,871	197,590	199,185
Less: Provision for impairment	(285)	(466)	(2,494)	(2,486)
Trade receivables: net	72,349	153,405	195,096	196,699

Our trade receivables increased significantly from RMB72.6 million as at December 31, 2023 to RMB153.9 million as at December 31, 2024 mainly attributable to the increase in trade receivables due from ZhongAn Technology due to (i) the increase in the number of project engaged with ultimate independent customers in collaboration with ZhongAn Technology which is align with the overall growth in our revenue (ii) the disruption to our invoicing arrangements due to the preparatory work for relocating our Company's registered address from Shanghai to Shenzhen.

Our trade receivables increased from RMB153.9 million as at December 31, 2024 to RMB197.6 million as at December 31, 2025 primarily due to disruption to our invoicing arrangement into a joint stock company in the first half of 2025.

Our trade receivables remained relatively stable at RMB197.6 million and RMB199.2 million as at December 31, 2025 and May 31, 2026, respectively.

The following table sets forth an ageing analysis of our trade receivables based on date of revenue recognition as at the dates indicated:

	As at December 31,			As at May 31,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Within 6 months	72,291	149,557	165,606	184,346
6 months–1 year	343	3,151	29,119	8,669
Over 1 year	—	1,163	2,865	6,170
Total	72,634	153,871	197,590	199,185

The following table sets forth our average trade receivables turnover days for the periods indicated:

	For the years ended December 31,			As at May 31,
	2023	2024	2025	2026
Trade receivables turnover days *(Note)*	71	134	133	149

Note: Trade receivables turnover days for a period equals the average of the opening and closing trade receivables balance divided by revenue for the relevant period and multiplied by the number of days in the relevant period.

Our trade receivables turnover days increased from 71 days for the year ended December 31, 2023, to 134 days for the year ended December 31, 2024, mainly due to a temporary disruption in our invoicing arrangements with our clients arisen from the relocation of our Company's registered address from Shanghai to Shenzhen as the we were in the process of applying to the local tax authority to expand its invoicing limit. Our trade receivables turnover days remained relatively stable at 133 days for the year ended December 31, 2025, and increased to 149 days as at 31 May 2026, mainly due to trade receivables for the second quarter typically being settled by our customers at the end of the quarter. As at December 31, 2023, 2024 and 2025 and May 31, 2026, our trade receivable by ZhongAn Group amounted to RMB25.7 million, RMB130.7 million, RMB115.8 million and RMB79.4 million, respectively.

As at the Latest Practicable Date, RMB57.5 million, or 29.2% of our trade receivables outstanding as at May 31, 2026, had been subsequently settled.

Contract Assets

Our contract assets mainly represent the rights to consideration for solutions that have been transferred to our customers, amounting to RMB0.2 million, RMB4.6 million, RMB16.3 million and RMB11.6 million as at December 31, 2023, 2024, 2025 and May 31, 2026, respectively.

Our contract assets increased significantly from RMB0.2 million as at December 31, 2023 to RMB4.6 million as at December 31, 2024, primarily due to the growth of our business. The balance further increased to RMB16.3 million as at December 31, 2025, mainly because many of our projects were scheduled to be billed in the last quarter of 2025. The balance further decreased to RMB11.6 million as at May 31, 2026, mainly due to more projects being accepted by our customers and subsequently billed.

As at the Latest Practicable Date, RMB22,090, or 0.17% of our contract assets outstanding as at May 31, 2026, had been subsequently billed by our Group and recorded as trade receivables.

Financial assets at FVTPL

Our financial assets at fair value through profit or loss represents our investment in a wealth management product. As at December 31, 2025 and May 31, 2026, we had financial assets at FVTPL of RMB154.6 million and RMB415.2 million, respectively. During the Track Record Period, the wealth management products that we purchased mainly comprise of (i) structured deposits purchased from licensed commercial banks, all of which are highly liquid and can be redeemed on a T+1 basis; and (ii) fund products, comprising a collective funds trust plan issued by a Chinese non-bank financial institution controlled by the Department of Finance of the Tibet Autonomous Region, as well as other trust fund products issued by a trustee company of a PRC state-owned banking corporation. We use discounted cash flow analysis and models utilizing unobservable inputs such as expected rate of return to determine the fair value, and we classify the valuation techniques that use these inputs as Level 3 of the fair value hierarchy. We held nil financial assets at FVTPL as at December 31, 2023 and 2024.

We believe we can make better use of our cash by making appropriate investments in low risk wealth management products, which generate income without interfering with our business operations or capital expenditures. We have established an internal control policy on financial product management, which outlines the investment principles on which investment decisions should be centered, namely safety, liquidity, yield, and compliance which restricts investments to low-risk products such as bank wealth management products, structured deposits and money market funds, while prohibiting high-risk or non-standard assets. Priority shall be given to selecting financial institutions with high credit ratings and stable operations, including large commercial banks and securities companies. The financial condition, risk-management capabilities, and historical performance of such counterparties shall also be evaluated. Investment decisions on wealth management products are initiated by the finance department must be reviewed and approved by our head of finance and our general manager. If a single transaction or aggregate amount of investment

purchased within any 12 months period exceeds RMB50.0 million, it must also be approved by the Board before the investment can be made. Purchases of investment products from the same financial institution shall be made within the approved limit. Ongoing monitoring ensures compliance with execution and risk controls, if any irregularities arise, such as risks to principal or signs of loss, they must be promptly reported to our senior management, with escalation to the Board as necessary. The finance department shall track and monitor on a monthly basis the implementation progress and profit-and-loss situation of the wealth-management activities and shall ensure that all risk-control measures are implemented. If any abnormal situation is detected (for example, matters involving the safety of the principal or indications of losses), the finance department shall promptly report to the company's management. When the aggregate amount of recognized gains and losses plus floating losses exceeds 5% of the principal and exceeds RMB3 million, the chief executive officer shall report the matter to the Board. We will comply with the requirements under Chapter 14 of the Listing Rules and disclose the details of our investments and other notifiable transactions to the extent necessary and as appropriate after the [REDACTED].

Other receivables and prepayments

Our other receivables and prepayments, which comprised (i) deposits; (ii) prepayments; and (iii) prepaid income tax, amounted to RMB0.4 million, RMB0.9 million, RMB14.7 million and RMB16.6 million as at December 31, 2023 and 2024, 2025 and May 31, 2026, respectively.

The following table sets forth a breakdown of other receivables and prepayments as at the dates indicated:

	As at December 31,			As at May 31,
	2023	**2024**	**2025**	**2026**
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Other receivables — deposit	209	229	4,003	3,405
Less: allowance for credit losses	(1)	(2)	(23)	(20)
Prepayment for [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Other prepayment	169	607	6,691	10,158
Prepaid VAT and other taxes	69	69	2,680	516
Total other receivables and prepayments	446	903	14,682	16,623

Other receivables and prepayments increased from RMB0.4 million as at December 31, 2023 to RMB0.9 million as at December 31, 2024, primarily because of the increase in other prepayments from RMB0.2 million to RMB0.6 million due to our prepaid travel expenses to travel agencies and prepaid outsourcing services paid to external labor suppliers.

Other receivables and prepayments increased from RMB0.9 million as at December 31, 2024 to RMB14.7 million as at December 31, 2025, primarily because of the increase in other prepayments from RMB0.6 million to RMB6.7 million, mainly as a result of (i) the increase in prepayments to travel agencies for travel expenses, to IT solution providers for cloud resources and software licenses, to external labor suppliers for project implementation, and to marketing agencies for marketing activities; and (ii) the prepayment for [REDACTED] of [REDACTED].

Other receivables and prepayments increased from RMB14.7 million as at December 31, 2025 to RMB16.6 million as at May 31, 2026, primarily because of (i) the increase in other prepayments of 3.5 million due to prepayment to cloud service providers, search engine providers and other suppliers; and (ii) the increase in prepayment for [REDACTED] of [REDACTED], the effect of which was offset by the decrease in other receivables received from deposits of RMB0.6 million.

As at Latest Practicable Date, RMB4.1 million, or 24.7% of our other receivables and prepayments as at May 31, 2026, had been subsequently settled/utilized by us.

Cash and cash equivalents

Our cash and cash equivalents consisted of cash on hand and cash at bank, amounted to RMB42.8 million, RMB207.8 million, RMB346.8 million and RMB77.5 million as at December 31, 2023, 2024, 2025 and May 31, 2026.

Our cash and cash equivalents increased from RMB42.8 million as at December 31, 2023 to RMB207.8 million as at December 31, 2024, primarily attributable to the capital injection of RMB177.3 million we received from our Series A Financing.

Our cash and cash equivalents increased from RMB207.8 million as at December 31, 2024 to RMB346.8 million as at December 31, 2025, primarily attributable to the remaining proceeds of the capital injection we received from our Series A Financing.

Our cash and cash equivalents decreased from RMB346.8 million as at December 31, 2025 to RMB77.5 million as at May 31, 2026, primarily attributable to the purchase of wealth management products offered by licensed commercial banks in the PRC.

Financial instruments with preferred rights at amortized cost

Our financial instruments with preferred rights at amortized cost represented the paid-in capital of the Company with redemption rights held by our pre-[REDACTED] investors. Our financial instruments with preferred rights at amortized cost were nil, RMB179.6 million, nil and nil as at December 31, 2023, 2024, 2025 and May 31, 2026, respectively.

Trade payables

Our trade payables represented outstanding amounts due to our suppliers for our purchases, amounted to RMB63.3 million, RMB113.4 million, RMB63.4 million and RMB49.7 million as at December 31, 2023 and 2024, 2025 and May 31, 2026, respectively.

Our trade payables increased from RMB63.3 million as at December 31, 2023 to RMB113.4 million as at December 31, 2024, the increase of which was primarily attributable to the payables of RMB97.6 million to ZhongAn Technology in connection with work-in-progress purchased from them and other external third-party services acquired through them.

Our trade payables then decreased to RMB63.4 million as at December 31, 2025 and further decreased to RMB49.7 million, primarily due to the fact that the amount payable to ZhongAn Technology had been partly settled by us at the end of the each respective period.

The following table sets forth the ageing analysis of our trade payables as at the dates indicated:

	As at December 31,			As at May 31,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Within 1 year	63,285	113,436	63,379	49,696

The following table sets forth our average trade payables turnover days for the periods indicated:

	For the years ended December 31,			For the five months ended May 31,
	2023	2024	2025	2026
Trade payables turnover days	65	144	107	68

Our trade payables turnover days increased from 65 days for the year ended December 31, 2023 to 144 days for the year ended December 31, 2024, and decreased to 107 days in 2025. Our trade payables turnover days further decreased from 107 days to 68 days for the five months ended May 31, 2026. The movement in trade payables turnover days was primarily attributable to payables to ZhongAn Technology in connection with work-in-progress purchased from them and other external third-party services acquired through them in relation to the movement in cost of sales. As at the Latest Practicable Date, the remaining balance of trade payables owed to ZhongAn Technology was RMB10.4 million.

As at Latest Practicable Date, RMB9.9 million, or 20.0% of our trade payables as at May 31, 2026 were subsequently settled.

Other payables and accruals

Our other payables and accruals primarily consisted of (i) salaries and welfare payables, (ii) VAT and other taxes payables, (iii) deposits and (iv) others, amounted to RMB14.6 million, RMB27.3 million, RMB41.5 million and RMB30.5 million as at December 31, 2023, 2024, 2025 and May 31, 2026, respectively.

The following table sets forth our trade and other payables as at the dates indicated:

	As at December 31,			As at May 31,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Salaries and welfare payables	8,717	23,574	32,359	22,536
VAT and other taxes payables	3,283	1,220	248	3,672
Payable [REDACTED]	—	—	[REDACTED]	[REDACTED]
Deposits	200	380	180	120
Others	2,372	2,151	6,817	4,101
	14,572	27,325	41,548	30,529

Our other payables and accruals increased from RMB14.6 million as at December 31, 2023 to RMB27.3 million as at December 31, 2024, primarily attributable to the increase in salaries and welfare payables as a result of the increased number of employees.

Our other payables and accruals further increased from RMB27.3 million as at December 31, 2024 to RMB41.5 million as at December 31, 2025, primarily attributable to (i) the increase in salaries and welfare payable of RMB8.8 million; and (ii) the increase in payable [REDACTED] of [REDACTED].

Our other payables and accruals decreased from RMB41.5 million as at December 31, 2025 to RMB30.5 million as at May 31, 2026, primarily attributable to the decrease in salaries and welfare payables of RMB9.8 million mainly due to lower progressive provisions as at May 31, 2026 made for the annual year end bonus compared with the provisions made as at year end of 2025.

As at the Latest Practicable Date, RMB27.0 million or 88.5% of our other payables and accruals as at May 31, 2026 was subsequently settled by us.

Borrowings

Our borrowings represented our revolving credit facilities denominated in RMB, amounted to RMB7.5 million, RMB25.0 million, RMB48.0 million and RMB58.2 million as at December 31, 2023, 2024, 2025 and May 31, 2026, respectively.

For the years ended December 31, 2023, 2024, 2025 and the five months ended May 31, 2026, our bank borrowings were denominated in RMB with a weighted average effective interest rates of 3.5%, 3.3%, 3.0% and 2.6%, per annum.

We borrow from banks mainly for working capital to help manage day-to-day operational expenses. Our borrowings increased from RMB7.5 million as at December 31, 2023 to RMB25.0 million as at December 31, 2024, and then further increased to RMB48.0 million as at December 31, 2025, and further increased to RMB58.2 million as at May 31, 2026. This was primarily due to the growing operational requirements associated with our expanding business activities.

Our Directors confirm that, during the Track Record Period and up to the Latest Practicable Date, we had not breached any financial covenant or defaulted in repayment of bank borrowings or other loan facilities that were due.

Lease liabilities

Our lease liabilities represented payment obligations for properties leased primarily as our office premises in Shanghai, Wuxi and Shenzhen. The following table sets forth our lease liabilities as at the dates indicated:

	As at December 31,			As at May 31,
	2023	**2024**	**2025**	**2026**
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Current lease liabilities	—	(1,370)	(2,538)	(1,926)
Non-current lease liabilities	—	—	(859)	(967)
	—	(1,370)	(3,397)	(2,893)

Our lease liabilities increased from nil as at December 31, 2023, to RMB1.4 million as at December 31, 2024, and then further increased to RMB3.4 million as at December 31, 2025, primarily due to the lease of a new office premises in Shanghai, Wuxi and Shenzhen which is in line with our business needs.

Our lease liabilities decreased from RMB3.4 million as at December 31, 2025 to RMB2.9 million as at May 31, 2026, primarily due to payment of rents for our leasesd offices, the effect of which was partly offset by the new lease entered into for the new office premise in Wuxi.

Contract Liabilities

Our contract liabilities primarily represented the advance payment made by our customers, which amounted to RMB1.4 million, RMB9.6 million, RMB21.5 million and RMB23.4 million as at December 31, 2023, 2024, 2025 and May 31, 2026, respectively.

The following table sets forth our contract liabilities related to the contracts with customers as at the dates indicated:

	As at December 31,			As at May 31,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Current contract liabilities	1,403	9,590	21,498	23,367

Our contract liabilities increased from RMB1.4 million as at December 31,2023 to RMB9.6 million as at December 31, 2024, the increase of which is aligned with our growth in business and contracts entered with our customers.

Our contract liabilities increased from RMB9.6 million as at December 31,2024 to RMB21.5 million as at December 31, 2025, the increase of which is aligned with our growth in business and contracts entered with our customers.

Our contract liabilities remained relatively stable at RMB 21.5 million and RMB23.4 million as at December 31, 2025 and May 31, 2026, respectively.

As at Latest Practicable Date, RMB8.2 million or 35.2% of the contract liabilities as at May 31, 2026 were subsequently utilized.

Current income tax liabilities

Our income tax payables represented the income tax due under the PRC corporate tax law, which amounted to RMB0.7 million, RMB4.7 million, RMB6,000 and RMB3,000 as at December 31, 2023, 2024, 2025 and May 31, 2026 respectively. The movement of current income tax liabilities is mainly attributable to the changes in our profit as adjusted by R&D expenses.

INDEBTEDNESS

The table below sets forth the breakdown of our indebtedness as at the dates indicated:

	As at December 31,			May 31,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Borrowings	7,524	25,020	48,033	58,205
Lease liabilities	—	1,370	3,397	2,893
Financial instruments with preferred rights at amortized cost	—	179,580	—	—
Total	7,524	205,970	51,430	61,098

As at May 31, 2026, being the latest practicable date for determining our indebtedness, we had outstanding indebtedness of RMB61.1 million comprising our lease liabilities of RMB2.9 million and borrowings of RMB58.2 million, mainly consist of our working capital loan received from commercial banks.

As of May 31, 2026, we had unutilized bank facilities of RMB15.0 million.

Our Directors confirm that there has not been any material change in our indebtedness and contingent liabilities since the May 31, 2026 and up to the date of this document.

CONTINGENT LIABILITIES

As at the Latest Practicable Date, we did not have any material contingent liabilities.

LIQUIDITY AND CAPITAL RESOURCES

Historically, we have financed our capital expenditures and working capital requirements mainly through cash generated from operation, bank borrowings, and Pre-[REDACTED] Investments.

Cash Flows

The following table sets forth a summary of our cash flows for the periods indicated:

	For the year ended December 31,			For the five months ended May 31,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Cash generated/(used in) from operations	4,585	(27,363)	(36,016)	(15,486)
Interest received from cash at banks	116	96	1,720	738
Income tax paid	16	(786)	(5,097)	(53)
Net cash generated from/(used in) operating activities	4,717	(28,053)	(39,393)	(14,801)
Net cash generated from/(used in) investing activities	—	(1,176)	(155,889)	(260,553)

	For the year ended December 31,			For the five months ended May 31,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Net cash generated from financing activities	26,126	194,300	334,230	6,010
Net increase/ (decrease) in cash and cash equivalents	30,843	165,071	138,948	(269,344)
Cash and cash equivalents at the beginning of the year	11,933	42,776	207,847	346,795
Cash and cash equivalents at the end of the year	42,776	207,847	346,795	77,451

Cash flows from operating activities

For the five months ended May 31, 2026, we had cash used in operating activities of RMB14.8 million, primarily attributable to our profit for the period of RMB4.2 million, as adjusted for non-cash and non-operating items, which primarily included (i) the decrease in trade payables of RMB13.7 million mainly due to the settlement of the purchase of work in progress acquired from ZhongAn technology; (ii) and decrease in other payables and accruals of RMB11.0 million as a result of the decrease in salaries and welfare payables due to the payout of annual bonuses to our staff; and (iii) the decrease in contract assets of RMB4.7 million as more projects were accepted by our customers and subsequently billed.

For the year ended December 31, 2025, we had net cash used in operating activities of RMB39.4 million, primarily attributable to our profit for the year of RMB39.1 million, as adjusted for non-cash and non-operating items, which primarily included (i) an increase in trade receivables of RMB43.7 million; (ii) an increase in contract assets of RMB11.8 million; (iii) an increase in other receivables and prepayments of RMB12.6 million; (iv) a decrease in contract fulfilment costs of RMB13.3 million; mainly due to more project being engaged by our customer for the period and (v) a decrease in trade payables of RMB50.1 million mainly due to the settlement for the purchase of work in progress acquired from ZhongAn Technology.

For the year ended December 31, 2024, we had net cash used in operating activities of RMB28.1 million, primarily attributable to our profit for the year of RMB33.2 million, as adjusted for non-cash and non-operating items, which primarily included (i) finance costs of RMB2.8 million; and (ii) amortization of other intangible assets of RMB1.1 million. The amount was further adjusted by changes in certain working capital accounts, primarily including (i) an increase in trade receivables of RMB81.1 million; (ii) an increase in contract assets of RMB4.4 million; (iii) an increase in contract fulfilment costs of RMB53.8 million; (iv) an increase in trade payables of RMB50.2 million; and (v) an increase in contract liabilities of RMB8.2 million.

For the year ended December 31, 2023, we had net cash generated from operating activities of RMB4.7 million, primarily attributable to our profit for the year of RMB10.1 million, as adjusted for non-cash and non-operating items. The amount was further adjusted by changes in certain working capital accounts, primarily including (i) an increase in trade receivables of RMB57.5 million; (ii) a decrease in other receivables and prepayments of RMB18.1 million; (iii) a decrease in contract liabilities of RMB13.4 million; and (iv) an increase in trade payables of RMB57.3 million.

We are in a growth phase during which we continue to incur necessary expenses, particularly in R&D expenses and distribution and selling expenses, to enhance our AI solutions infrastructure, scale up our solutions delivery, and ramp up our sales and marketing efforts. As our business continues to develop and grow, we expect our net cash outflows position to improve through greater cash generation from operating activities and enhanced cost control and operational efficiency, mainly by (i) leveraging economies of scale to control delivery costs and operating R&D expenses more effectively; (ii) improving trade receivables management and negotiating better payment terms; (iii) developing new solutions more efficiently using our XK-QianAI and QianNexus infrastructure to improve cash flow timing; and (iv) diversifying revenue streams by expanding into new industries and solutions. We will continue to review and monitor our working capital position regularly and update our liquidity and funding policies to ensure that they are aligned with our business plan and financial position. As we achieve greater scale and operational maturity, we expect our net operating cash outflow positions to improve.

Cash flows used in investing activities

For the five months ended May 31, 2026, we had net cash used in investing activities of RMB260.6 million, primarily attributable to the purchase of financial assets at fair value through profit or loss of RMB565.7 million, partially offset by the proceeds from financial assets at fair value through profits or loss of RMB307.3 million.

For the year ended December 31, 2025, we had net cash used in investing activities of RMB155.9 million, primarily attributable to (i) the purchase of financial assets at fair value through profit or loss of RMB284.5 million; and (ii) the purchase of property, plant and equipment of RMB1.8 million.

For the year ended December 31, 2024, we had net cash used in investing activities of RMB1.2 million, solely attributable to the purchase of property, plant and equipment of RMB1.2 million.

For the year ended December 31, 2023, we did not carry out any investing activities and therefore did not record any cash flow movements in this regard.

Cash flows from financing activities

For the five months ended May 31, 2026, we had net cash generated from financing activities of RMB6.0 million, primarily attributable to (i) proceeds from borrowings of RMB20.0 million, partially offset by (ii) repayment of borrowings of RMB10.0 million; (iii) payment of [REDACTED] of [REDACTED] and; (iv)principal elements and interest elements of lease payments of RMB1.9 million.

For the year ended December 31, 2025, we had net cash generated from financing activities of RMB334.2 million, primarily attributable to (i) proceeds from contributions by equity holders of RMB315.1 million; and (ii) proceeds from borrowings of RMB55.0 million, partially offset by repayments of borrowings of RMB32.0 million.

For the year ended December 31, 2024, we had net cash generated from financing activities of RMB194.3 million, primarily attributable to proceeds from borrowings of RMB25.0 million, partially offset by repayments of bank borrowings of RMB7.5 million.

For the year ended December 31, 2023, we had net cash generated from financing activities of RMB26.1 million, primarily attributable to (i) proceeds from contributions by equity holders of RMB18.7 million; and (ii) proceeds from borrowings of RMB7.5 million.

RELATED PARTY TRANSACTIONS

We enter into transactions with our related parties from time to time. For details of our related party transactions, see Note 34 to the Accountants' Report included in Appendix I to this document.

Our Directors are of the view that each of the related party transactions set out in Note 34 to the Accountants' Report included in Appendix I to this Document was conducted in the ordinary course of business on an arm's length basis and with normal commercial terms between the relevant parties. Our Directors are also of the view that our related party transactions during the Track Record Period would not distort our track record results or cause our historical results to become non-reflective of our future performance.

WORKING CAPITAL CONFIRMATION

During the Track Record Period, we met our working capital needs mainly from our cash and cash generated from operations, bank borrowings, and pre-[REDACTED] financing. We manage our cash flow and working capital by closely monitoring and managing our operations. We also diligently review future cash flow requirements and adjust our operation and expansion plans, if necessary, to ensure that we maintain sufficient working capital to support our business operations. We generally maintained a stable working capital position during the Track Record Period.

Taking into consideration the financial resources presently available to us, including the expected cash generated from our operations, available financing facilities and the estimated net [REDACTED] from the [REDACTED], our Directors are of the opinion that we have sufficient working capital for our present working capital requirements for at least the next 12 months from the date of this document.

CAPITAL EXPENDITURES AND COMMITMENTS

Capital expenditures

Our capital expenditures primarily consisted of expenditures on electronic equipments including computers and laptops, as well as software copyrights.

For the year ended December 31, 2023, 2024, 2025 and the five months ended May 31, 2026, our capital expenditures were nil, RMB1.2 million, RMB2.1 million and RMB2.1 million, respectively.

We will continue to make capital expenditures to support the expected growth of our business. See "Future Plans and Use of [REDACTED] — Use of [REDACTED]" for further details. We expect to fund these capital expenditures with our available cash resources and net [REDACTED] from [REDACTED].

Capital commitments

We had no capital commitment as at December 31, 2023, 2024, 2025 and the five months ended May 31, 2026.

OFF-BALANCE SHEET ARRANGEMENTS

As at the Latest Practicable Date, we had not entered into any off-balance sheet arrangements.

FINANCIAL INFORMATION

KEY FINANCIAL RATIOS

The following table sets forth a summary of our key financial ratios as at the dates or for the periods indicated:

	As at/For the year ended December 31,			As at/ For the five months ended May 31,
	2023	2024	2025	2026
Revenue growth	N/A	36.6%	54.6%	62.7%
Gross profit margin	13.7%	27.2%	37.0%	36.5%
Net profit margin	4.5%	10.8%	8.2%	2.1%
Current Ratio	1.36	2.34	4.25	4.64

Notes:

(1) Revenue growth ratio equals revenue growth divided by revenue for the same period of the last period.

(2) The calculation of gross profit margin is based on gross profit for the year divided by revenue for the period.

(3) The calculation of net profit margin is based on profit for the year divided by revenue for the period.

(4) Current ratio is calculated based on the total current assets divided by the total current liabilities as at the end of the period.

FINANCIAL RISKS

Our business activities expose us to a variety of financial risks including foreign exchange risks, market risks, cash flow and fair value interest rate risks, price risks, credit risks and liquidity risks. For details of our financial risk management, please see Note 4 of the Accountant's Report included in Appendix I to this document.

DIVIDEND

No dividend has been paid by us during the years ended December 31, 2024. No dividend has been paid or declared by the Company during each of the years ended December 31, 2023 and 2024 and 2025.

We do not currently have a fixed dividend policy or fixed dividend pay-out ratio and may declare dividends from time to time as our Board considers appropriate in compliance with our Articles of Association and the applicable laws and regulations. Distribution of dividends will be formulated by our Board at its discretion and will be subject to shareholders' approval. Under the PRC Company Law and our Articles of Association, all of our Shareholders holding the same class of shares have equal rights to dividends and other distributions proportionate to their shareholding.

DISCLOSURE REQUIRED UNDER THE LISTING RULES

Our Directors confirm that, as at the Latest Practicable Date, there were no circumstances which would give rise to a disclosure required under Rules 13.13 to 13.19 of the Listing Rules upon the [REDACTED] of our H Shares on the Stock Exchange.

DISTRIBUTABLE RESERVES

As at May 31, 2026, we had reserves of RMB533.9 million. All of such reserves are distributable.

FINANCIAL INFORMATION

[REDACTED]

Based on the [REDACTED] [REDACTED] of HK$[REDACTED] (being the [REDACTED] of our [REDACTED] range of HK$[REDACTED] to HK$[REDACTED] per [REDACTED]), the total [REDACTED] (including [REDACTED]) payable by our Company are estimated to be approximately [REDACTED] (equivalent to approximately [REDACTED]), accounting for approximately [REDACTED] of our gross [REDACTED], assuming that the [REDACTED] is not exercised. These [REDACTED] mainly include [REDACTED] and professional fees paid to legal, accounting and other advisors for their services rendered in connection with the [REDACTED] and the [REDACTED], comprising of (i) [REDACTED] of [REDACTED]-related expenses (including but not limited to [REDACTED] and fees); and (ii) [REDACTED] of non-[REDACTED]-related expenses, including [REDACTED] of fees and expenses of legal advisors and accountants and [REDACTED] of other fees and expenses.

As at May 31, 2026, we had incurred [REDACTED] of [REDACTED] for the [REDACTED], among which [REDACTED] was charged to our consolidated statement of comprehensive income. We estimate that additional [REDACTED] of [REDACTED], assuming the [REDACTED] is not exercised, will be further incurred by us. In aggregate, we expect to incur [REDACTED] for the [REDACTED], among which [REDACTED] is expected to be charged to our consolidated statement of comprehensive income and [REDACTED] is directly attributable to the issue of Shares and expected to be charged against equity upon the [REDACTED].

UNAUDITED [REDACTED] OF ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS

See "Appendix II — Unaudited [REDACTED] Financial Information".

RECENT DEVELOPMENT

Please refer to the section headed "Summary — Recent Development" in this document for more information of our recent development.

NO MATERIAL ADVERSE CHANGE

Our Directors confirm that, as at the date of this document, there has been no material adverse change in our financial and trading positions or prospects since May 31, 2026, this being the end of the period reported on in the Accountant's Report set out in Appendix I to this document.

FUTURE PLANS AND USE OF [REDACTED]

FUTURE PLANS

See "Business — Our Strategies" for a detailed description of our future plans.

USE OF [REDACTED]

Assuming an [REDACTED] of HK$[REDACTED] per H Share (being the [REDACTED] of the [REDACTED] Range of between HK$[REDACTED] and HK$[REDACTED] per H Share) and the [REDACTED] is not exercised, we estimate that we will receive net [REDACTED] of approximately [REDACTED] from the [REDACTED] after deducting the [REDACTED] and other estimated expenses paid and payable by us in connection with the [REDACTED]. In line with our strategies, we intend to use our [REDACTED] from the [REDACTED] for the purposes and in the amounts set forth below:

- Approximately [REDACTED] of the net [REDACTED], or [REDACTED], will be used to further enhance our R&D capabilities, primarily to support the advancement of XK-Qian AI, our AI foundation and QianNexus, our AI agent matrix, in line with our long-term technology roadmap. This allocation directly supports our strategy to continue investing in technology to support sustainable growth, with a focus on advancing our AI foundation and agent matrix as the core drivers of long-term platform scalability and solution differentiation. In particular:

  (i) approximately [REDACTED] of the net [REDACTED], or [REDACTED], will be allocated to expanding our core R&D capabilities through the recruitment of personnel under three principal categories: (i) model research and algorithm core personnel, (ii) AI engineering and platform personnel, and (iii) AI product and delivery personnel. Such investment is intended to enhance our internal model training and domain adaptation capabilities, strengthen engineering deployment and platform scalability, and support AI-enabled product development and commercialization. The principal personnel categories, together with their respective key responsibilities and general qualification requirements, are set out in the table below.

Personnel Category	Key Responsibilities	Requirement
Model research and algorithm core personnel	Responsible for model training, fine-tuning and core algorithm development, including domain-specific model optimization	Advanced degree in artificial intelligence, computer science or related field; experience in large model training, optimization and domain adaptation
AI engineering and platform personnel	Responsible for engineering deployment, system architecture design and scalable AI platform development	Experience in distributed systems, model deployment, cloud infrastructure and AI service engineering
AI product and delivery personnel	Responsible for AI-enabled product development, application integration and project delivery	Experience in AI product design, solution implementation or AI-driven application development with industry exposure

The planned headcount expansion and estimated personnel costs for 2026, 2027 and 2028 and onwards are set out in the table below.

Total headcount in 2026	Total headcount in 2027	Total headcount in 2028 and onwards	Estimated Personnel Cost in 2026 *(million)*	Estimated Personnel Cost in 2027 *(million)*	Estimated Personnel Cost in 2028 and onwards *(million)*
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

(ii) approximately [REDACTED] of the net [REDACTED], or [REDACTED], will be allocated to establishing and expanding our R&D centers. [REDACTED] will be applied to support the setup, expansion and/or operation of multiple R&D centers in major cities in China, including the Yangtze River Delta region, Greater Bay Area and Wuxi, with a view to enhancing cross-regional collaborations, improving R&D efficiency and supporting scalable technology development and solution delivery. This multi-regional structure supports the ongoing development and maintenance of XK-QianAI and QianNexus, enhances standardization and reusability of our solutions, shortens implementation cycles and strengthens our ability to deliver to multiple customers in parallel, in line with our scalable commercialization strategy. In particular:

- Centers in the Yangtze River Delta region, including Shanghai, will primarily focus on the development of our core platforms and foundational capabilities, including knowledge engineering frameworks and agent orchestration engines, supporting the continuous enhancement of our underlying AI technology architecture;
- Centers in the Greater Bay Area, including Shenzhen, will focus on application-layer engineering, solution customization and large-scale deployment, leveraging the region's proximity to enterprise customers and technology ecosystem;
- Our Wuxi center will primarily support general software development, testing and operational maintenance, enabling efficient product iteration and enhancing overall development efficiency.

The details of our implementation plan in relation to R&D centers' expansion are set forth as below:

Estimated expenses (in million)			
2026	2027	2028 and onwards	Total
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

- Approximately [REDACTED] of the net [REDACTED], or [REDACTED], will be allocated to sales and marketing initiatives to support broader solution deployment and business expansion. This allocation is consistent with our strategy to deepen collaboration with customers and capture market growth opportunities, by expanding our direct sales coverage and enhancing market visibility. In particular:

(i) approximately [REDACTED] of the net [REDACTED], or [REDACTED], will be allocated to expanding our sales team and strengthening channel development in line with our business growth needs, with a focus on improving market coverage within target enterprise customer segments and supporting the rollout of the solutions across a broader range of application scenarios.

Our new hires will primarily be allocated to areas where we maintain strategic market focus. We expect such expansion to enhance our localized deployment capabilities, shorten client acquisition and project conversion cycles, and improve parallel delivery capacity across multiple customers, thereby supporting scalable replication of our intelligent marketing and intelligent operations management solutions.

The details of our implementation plan in relation to staff recruitment in our sales team are set forth as below:

Year	Total headcount	Total estimated personnel expenses (in million)
2026	Approximately 10	[REDACTED]
2027	Approximately 45	[REDACTED]
2028 and onwards	Approximately 55	[REDACTED]

(ii) approximately [REDACTED] of the net [REDACTED], or [REDACTED], will be allocated to increase marketing efforts through online and offline marketing activities, including brand promotion initiatives, with the objectives of enhancing market visibility, strengthening customer awareness and supporting customer acquisition and retention. In particular:

- Marketing activities are expected to include large-scale industry events, periodic product progress sharing sessions and digital marketing and lead generation initiatives.
- Brand promotion initiatives are expected to include a range of branding, industry engagement and strategic positioning activities to enhance industry visibility.

The details and key activities relating to the above marketing and brand promotion initiatives are set out in the table below.

Category	Key activities	2026	2027	2028 and onwards
Marketing activities	• AI product launch events; • Customer appreciation events; • Best-practice sharing sessions; • Periodic product progress sharing sessions; and • Digital marketing and lead generation initiatives such as search engine marketing (SEM) and search engine optimization (SEO).	[REDACTED]	[REDACTED]	[REDACTED]

Category	Key activities	2026	2027	2028 and onwards
Branding promotion	• Media and public relations campaigns; • Collaboration with key KOLs and third-party media platforms; • Industry award participation and recognition initiatives; • Co-branded white papers and joint marketing initiatives with industry partners; and • Cooperation with leading industry research and consulting institutions.	[REDACTED]	[REDACTED]	[REDACTED]

- Approximately [REDACTED] of the net [REDACTED], or [REDACTED], will be applied for investment and acquisition activities. In addition to organic growth and ecosystem-based expansion, we plan to pursue selective investments and acquisitions as part of our strategy to enter into new industry domains and capture market growth opportunities. Our investments and acquisitions activities will be conducted on a prudent and disciplined basis, with a focus on small-scale transactions that demonstrate strong strategic alignment and synergy with our existing business. Such transactions are primarily intended to complement and enhance our core capabilities in providing solutions, including AI engineering capabilities, rather than capital-intensive investments. This allocation supports our strategy to enter into new industry domains and capture market growth opportunities through selective, synergy-driven transactions that complement our existing AI capabilities and solution portfolio.

  Such investment or acquisition opportunities will be evaluated on a case-by-case basis, taking into account, among other factors, a set of screening criteria, including the target's technological capability, commercial performance and strategic synergy with our existing business. In general, technological capability represents a substantial portion of our evaluation focus and may account for approximately half of our overall assessment of a potential target. Specifically, our evaluation typically focuses on one or more of the following factors:

  - Technological capability, including the possession of proprietary intellectual property, algorithm and AI model development, the depth of the target's technical team and research capabilities, and technologies that have demonstrated readiness for commercialization through practical customer applications;
  - Commercial performance, such as a stable revenue base generally exceeding approximately [REDACTED] annually, strong historical revenue growth reflected by indicators such as the target's revenue CAGR, and a diversified customer base with limited customer concentration;
  - Strategic synergy, including the ability to integrate the target's products or technologies into our existing solutions architecture, complement our solutions capabilities or facilitate expansion into new industry verticals or markets.

  As of the Latest Practicable Date, we had not identified any specific investment or acquisition target, nor had we entered into any binding agreement in relation to any potential investment or acquisition.

- Approximately [REDACTED] of the net [REDACTED], or [REDACTED], will be used for the working capital and general corporate purposes.

FUTURE PLANS AND USE OF [REDACTED]

In the event that the [REDACTED] is set at the [REDACTED] or the [REDACTED] of the indicative [REDACTED] range, the net [REDACTED] of the [REDACTED] will increase or decrease by approximately [REDACTED], respectively.

The additional net [REDACTED] that we would receive if the [REDACTED] is exercised in full would be (i) [REDACTED] (assuming an [REDACTED] of HK$[REDACTED] per H Share, being the [REDACTED]), (ii) [REDACTED] (assuming an [REDACTED] of HK$[REDACTED] per H Share, being the [REDACTED] of the [REDACTED] range) and (iii) [REDACTED] (assuming an [REDACTED] of HK$[REDACTED] per H Share, being the [REDACTED]).

To the extent that the net [REDACTED] from the [REDACTED] (including the net [REDACTED] from the exercise of the [REDACTED]) are either more or less than expected, we may adjust our allocation of the net [REDACTED] for the above purposes on a pro rata basis.

To the extent that the net [REDACTED] of the [REDACTED] are not immediately used for the above purposes, we will deposit such funds in short-term interest-bearing accounts at licensed commercial banks and/or other authorized financial institutions (as defined under the SFO or the applicable laws and regulations in other jurisdictions). In such event, we will comply with the appropriate disclosure requirements under the Listing Rules.

[REDACTED]

[REDACTED]

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HOW TO APPLY FOR THE [REDACTED]

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HOW TO APPLY FOR THE [REDACTED]

[REDACTED]

The following is the text of a report set out on pages [I-1] to [I-3], received from the Company's reporting accountant, PricewaterhouseCoopers, Certified Public Accountants, Hong Kong, for the purpose of incorporation in this document. It is prepared and addressed to the directors of the Company and to the Joint Sponsors pursuant to the requirements of 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.

[Letterhead of PricewaterhouseCoopers] **[DRAFT]**

ACCOUNTANT'S REPORT ON HISTORICAL FINANCIAL INFORMATION TO THE DIRECTORS OF ZHONGAN INFORMATION TECHNOLOGY (SHENZHEN) CO., LTD., ICBC INTERNATIONAL CAPITAL LIMITED AND GUOLIAN SECURITIES INTERNATIONAL CAPITAL MARKET CO., LIMITED

Introduction

We report on the historical financial information of Zhongan Information Technology (Shenzhen) Co., Ltd. (the "**Company**") and its subsidiaries (together, the "**Group**") set out on pages [I-4] to [I-60], which comprises the consolidated statements of financial position as at 31 December 2023, 2024 and 2025 and 31 May 2026, the statements of financial position of the Company as at 31 December 2023, 2024 and 2025 and 31 May 2026, and the consolidated statements of 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 five months ended 31 May 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-60] 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 [REDACTED] of H Shares of the Company on the Main Board 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 Historical Financial Information that gives a true and fair view in accordance with the basis of preparation set out in Note 2 to the Historical Financial Information, and for such internal control as the directors determine is necessary to enable the preparation of Historical Financial Information that is free from material misstatement, whether due to fraud or error.

Reporting accountant's 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 ("**HKICPA**"). This standard requires that we comply with ethical standards and plan and perform our work to obtain reasonable assurance about whether the Historical Financial Information is free from material misstatement.

Our work involved performing procedures to obtain evidence about the amounts and disclosures in the Historical Financial Information. The procedures selected depend on the reporting accountant's 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 accountant considers internal control relevant to the entity's preparation of Historical Financial Information that gives a true and fair view in accordance with the basis of preparation set out in Note 2 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 purposes of the accountant's report, a true and fair view of the financial position of the Company as at 31 December 2023, 2024 and 2025 and 31 May 2026 and the consolidated financial position of the Group as at 31 December 2023, 2024 and 2025 and 31 May 2026, and of its consolidated financial performance and its consolidated cash flows for the Track Record Period in accordance with the basis of preparation set out in Note 2 to the Historical Financial Information.

Review of stub period comparative financial information

We have reviewed the stub period comparative financial information of the Group which comprises the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the five months ended 31 May 2025 and other explanatory information (the "**Stub Period Comparative Financial Information**"). The directors of the Company are responsible for the presentation and the preparation of the Stub Period Comparative Financial Information in accordance with the basis of preparation set out in Note 2 to the Historical Financial Information. Our responsibility is to express a conclusion on the Stub Period Comparative Financial Information based on our review. We conducted our review in accordance with International Standard on Review Engagements 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity issued by the International Auditing and Assurance Standards Board ("**IAASB**"). A review consists of making inquiries, 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 International 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 come to our attention that causes us to believe that the Stub Period Comparative Financial Information, for the purposes of the accountant's report, is not prepared, in all material respects, in accordance with the basis of preparation set out in Note 2 to the Historical Financial Information.

Report on matters under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") 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 36 to the Historical Financial Information which states that no dividends have been paid by Zhongan Information Technology (Shenzhen) Co., Ltd. in respect of the Track Record Period.

[PricewaterhouseCoopers]
Certified Public Accountants
Hong Kong
[Date]

I HISTORICAL FINANCIAL INFORMATION OF THE GROUP

Preparation of Historical Financial Information

Set out below is the Historical Financial Information which forms an integral part of this accountant's report.

The consolidated financial statements of the Group for the Track Record Period, on which the Historical Financial Information is based, were audited by PricewaterhouseCoopers in accordance with International Standards on Auditing issued by the IAASB ("**Underlying Financial Statements**").

The Historical Financial Information is presented in Renminbi ("**RMB**") and all values are rounded to the nearest thousand (RMB'000) except when otherwise indicated.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

		Years ended 31 December			Five months ended 31 May	
		2023	2024	2025	2025	2026
	Note	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000 (Unaudited)*	*RMB'000*
Revenue	5	225,864	308,532	477,104	122,502	199,333
Cost of sales	8	(194,940)	(224,548)	(300,719)	(82,460)	(126,533)
Gross profit		30,924	83,984	176,385	40,042	72,800
Selling expenses	8	(721)	(2,615)	(21,713)	(7,575)	(12,159)
General and administrative expenses	8	(8,942)	(14,364)	(24,457)	(4,584)	(15,294)
Research and development expenses	8	(10,918)	(26,791)	(92,590)	(36,692)	(43,802)
Net impairment losses/(reversal) on financial assets	11	(247)	(182)	(2,075)	(121)	9
Other income	6	447	278	2,009	8	378
Other (losses)/gains — net	7	(9)	—	665	—	2,156
Operating profit/(loss)		10,534	40,310	38,224	(8,922)	4,088
Finance income	10	116	96	1,720	569	738
Finance costs	10	(98)	(2,827)	(1,149)	(572)	(694)
Finance income/(costs) — net		18	(2,731)	571	(3)	44
Profit/(loss) before income tax		10,552	37,579	38,795	(8,925)	4,132
Income tax (expense)/credit	12	(470)	(4,348)	270	(68)	28
Profit/(loss) for the year/period		10,082	33,231	39,065	(8,993)	4,160
Profit/(loss) for the year/period attributable to:						
Owners of the Company		10,082	33,231	39,065	(8,993)	4,160
Total comprehensive income/(loss) for the year/period		10,082	33,231	39,065	(8,993)	4,160
Total comprehensive income/(loss) for the year/period attributable to:						
Owners of the Company		10,082	33,231	39,065	(8,993)	4,160
Earnings/(loss) per share attributable to the owners of the Company (in RMB)						
Basic and diluted earnings/(loss) per share	13	1.00	1.70	1.66	(0.39)	0.16

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	Note	As at 31 December 2023 RMB'000	2024 RMB'000	2025 RMB'000	As at 31 May 2026 RMB'000
ASSETS					
Non-current assets					
Property, plant and equipment	15	262	1,272	2,314	2,528
Intangible assets	16	10,325	9,189	8,282	9,128
Right-of-use assets	17	—	527	1,811	2,541
Financial assets at fair value through profit or loss	22	—	—	19,418	—
Deferred income tax assets	18	1,178	1,609	1,890	1,943
		11,765	12,597	33,715	16,140
Current assets					
Contract fulfilment costs	19	3,247	57,078	43,735	42,792
Trade receivables	20	72,349	153,405	195,096	196,699
Contract asset	5	189	4,558	16,318	11,626
Other receivables and prepayments	21	446	903	14,682	16,623
Financial assets at fair value through profit or loss	22	—	—	135,133	415,150
Cash and cash equivalents	23	42,776	207,847	346,795	77,451
		119,007	423,791	751,759	760,341
Total assets		130,772	436,388	785,474	776,481
EQUITY					
Paid-in capital	24	19,117	21,723	—	—
Share capital	25	—	—	25,688	25,688
Treasury stock	26	—	(177,250)	—	—
Reserves	26	10,913	188,689	533,828	533,920
Retained earnings		12,120	42,219	48,097	52,165
Equity attributable to owners of the Company		42,150	75,381	607,613	611,773
Total equity		42,150	75,381	607,613	611,773
LIABILITIES					
Non-current liabilities					
Lease liabilities	17	—	—	859	967
Financial instruments with preferred rights at amortized cost	28	—	179,580	—	—
Other payables and accruals	31	1,146	—	—	—
Deferred income tax liabilities	18	—	—	—	15
		1,146	179,580	859	982
Current liabilities					
Trade payables	30	63,285	113,436	63,379	49,696
Other payables and accruals	31	14,572	27,325	41,548	30,529
Borrowings	29	7,524	25,020	48,033	58,205
Lease liabilities	17	—	1,370	2,538	1,926
Contract liabilities	5	1,403	9,590	21,498	23,367
Current income tax liabilities		692	4,686	6	3
		87,476	181,427	177,002	163,726
Total liabilities		88,622	361,007	177,861	164,708
Total equity and liabilities		130,772	436,388	785,474	776,481

STATEMENTS OF FINANCIAL POSITION OF THE COMPANY

	Note	As at 31 December 2023 RMB'000	2024 RMB'000	2025 RMB'000	As at 31 May 2026 RMB'000
ASSETS					
Non-current assets					
Property, plant and equipment	15	251	1,267	1,697	1,960
Intangible assets	16	10,325	9,189	8,282	9,128
Right-of-use assets	17	—	527	1,811	2,541
Investments in subsidiaries	14	2,100	25,600	156,217	156,217
Financial assets at fair value through profit or loss	22	—	—	19,418	—
Deferred income tax assets	18	65	238	342	260
		12,741	36,821	187,767	170,106
Current assets					
Contract fulfilment costs	19	916	54,271	41,994	39,143
Trade receivables	20	63,325	132,392	161,562	159,398
Contract asset	5	—	4,472	16,318	11,626
Other receivables and prepayments	21	3,253	523	12,578	14,929
Financial assets at fair value through profit or loss	22	—	—	112,109	292,656
Cash and cash equivalents	23	27,323	164,320	197,536	35,586
		94,817	355,978	542,097	553,338
Total assets		107,558	392,799	729,864	723,444
EQUITY					
Paid-in capital	24	19,117	21,723	—	—
Share capital	25	—	—	25,688	25,688
Treasury stock	26	—	(177,250)	—	—
Reserves	26	10,913	188,689	533,828	533,920
Retained earnings		8,187	36,378	32,323	33,147
Total equity		38,217	69,540	591,839	592,755
LIABILITIES					
Non-current liabilities					
Lease liabilities	17	—	—	859	967
Financial instruments with preferred rights at amortized cost	28	—	179,580	—	—
		—	179,580	859	967
Current liabilities					
Trade payables	30	59,120	112,600	83,828	85,325
Other payables and accruals	31	8,375	15,873	31,142	19,350
Lease liabilities	17	—	1,370	2,538	1,926
Contract liabilities	5	1,154	9,150	19,658	23,121
Current income tax liabilities		692	4,686	—	—
		69,341	143,679	137,166	129,722
Total liabilities		69,341	323,259	138,025	130,689
Total equity and liabilities		107,558	392,799	729,864	723,444

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

		Attributable to owners of the Company					
	Note	Paid-in capital RMB'000	Reserves RMB'000	Treasury stock RMB'000	Retained earnings RMB'000	Total RMB'000	Total equity RMB'000
Balance at 1 January 2023		10,000	35	—	2,913	12,948	12,948
Total comprehensive income:							
Profit for the year		—	—	—	10,082	10,082	10,082
Transactions with owners in their capacity as owner:							
Capital contributions from equity holders	24	9,117	10,003	—	—	19,120	19,120
Appropriation to statutory reserve	26	—	875	—	(875)	—	—
		9,117	10,878	—	(875)	19,120	19,120
Balance at 31 December 2023		19,117	10,913	—	12,120	42,150	42,150
Balance at 1 January 2024		19,117	10,913	—	12,120	42,150	42,150
Total comprehensive income:							
Profit for the year		—	—	—	33,231	33,231	33,231
Transactions with owners in their capacity as owner:							
Capital contributions from equity holders	24	2,606	174,644	—	—	177,250	177,250
Appropriation to statutory reserve	26	—	3,132	—	(3,132)	—	—
Recognition of financial instruments with preferred rights at amortized cost	26	—	—	(177,250)	—	(177,250)	(177,250)
		2,606	177,776	(177,250)	(3,132)	—	—
Balance at 31 December 2024		21,723	188,689	(177,250)	42,219	75,381	75,381

		Attributable to owners of the Company						
	Note	**Paid-in capital** *RMB'000*	**Share capital** *RMB'000*	**Reserves** *RMB'000*	**Treasury stock** *RMB'000*	**Retained earnings** *RMB'000*	**Total** *RMB'000*	**Total equity** *RMB'000*
Balance at 1 January 2025		21,723	—	188,689	(177,250)	42,219	75,381	75,381
Total comprehensive income:								
Profit for the year		—	—	—	—	39,065	39,065	39,065
Transactions with owners in their capacity as owner:								
Capital contributions from equity holders	24, 25	1,471	2,494	309,420	—	—	313,385	313,385
Appropriation to statutory reserve	26	—	—	2,913	—	(2,913)	—	—
Recognition of financial instruments with preferred rights at amortized cost	26	—	—	—	(50,000)	—	(50,000)	(50,000)
Conversion into a joint stock limited company	26	(23,194)	23,194	30,274	—	(30,274)	—	—
Derecognition of financial instruments with preferred rights at amortized cost	26	—	—	2,532	227,250	—	229,782	229,782
		(21,723)	25,688	345,139	177,250	(33,187)	493,167	493,167
Balance at 31 December 2025		—	25,688	533,828	—	48,097	607,613	607,613
Balance at 1 January 2026		—	25,688	533,828	—	48,097	607,613	607,613
Total comprehensive income:								
Profit for the period		—	—	—	—	4,160	4,160	4,160
Transactions with owners in their capacity as owner:								
Appropriation to statutory reserve	26	—	—	92	—	(92)	—	—
Balance at 31 May 2026		—	25,688	533,920	—	52,165	611,773	611,773

		Attributable to owners of the Company						
	Note	**Paid-in capital** *RMB'000*	**Share capital** *RMB'000*	**Reserves** *RMB'000*	**Treasury stock** *RMB'000*	**Retained earnings** *RMB'000*	**Total** *RMB'000*	**Total equity** *RMB'000*
(Unaudited)								
Balance at 1 January 2025		21,723	—	188,689	(177,250)	42,219	75,381	75,381
Total comprehensive income:								
Loss for the period		—	—	—	—	(8,993)	(8,993)	(8,993)
Transactions with owners in their capacity as owner:								
Capital contributions from equity holders	24, 25	1,471	—	98,529	—	—	100,000	100,000
Recognition of financial instruments with preferred rights at amortized cost	26	—	—	—	(50,000)	—	(50,000)	(50,000)
Conversion into a joint stock limited company	26	(23,194)	23,194	30,274	—	(30,274)	—	—
Derecognition of financial instruments with preferred rights at amortized cost	26	—	—	2,532	227,250	—	229,782	229,782
		(21,723)	23,194	131,335	177,250	(30,274)	279,782	279,782
Balance at 31 May 2025		—	23,194	320,024	—	2,952	346,170	346,170

CONSOLIDATED STATEMENTS OF CASH FLOWS

		Year ended 31 December			Five months ended 31 May	
		2023	2024	2025	2025	2026
	Note	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000 (Unaudited)*	*RMB'000*
Cash flows from operating activities						
Cash generated/(used in) from operations	32(a)	4,585	(27,363)	(36,016)	(64,059)	(15,486)
Interest received from cash at banks	10	116	96	1,720	569	738
Income tax returned/(paid)		16	(786)	(5,097)	(5,094)	(53)
Net cash generated from/(used in) operating activities		4,717	(28,053)	(39,393)	(68,584)	(14,801)
Cash flows from investing activities						
Purchase of property, plant and equipment		—	(1,176)	(1,805)	(868)	(620)
Purchase of intangible asset		—	—	(246)	(246)	(1,488)
Proceeds from financial assets at fair value through profit or loss		—	—	130,656	—	307,255
Purchases of financial assets at fair value through profit or loss		—	—	(284,494)	—	(565,700)
Net cash used in investing activities		—	(1,176)	(155,889)	(1,114)	(260,553)
Cash flows from financing activities						
Proceeds from borrowings	32(b)	7,518	25,000	55,000	7,000	20,000
Repayments of borrowings	32(b)	—	(7,518)	(32,000)	(2,000)	(10,000)
Interest paid for borrowings	32(b)	(92)	(432)	(876)	(345)	(481)
Payments of [REDACTED]		—	—	[REDACTED]	[REDACTED]	[REDACTED]
Payments of financing expenses		—	—	(1,705)	—	—
Principal elements and interest elements of lease payments		—	—	(219)	—	(1,926)
Proceeds from contributions from equity holders		18,700	177,250	315,090	100,000	—
Net cash generated from financing activities		26,126	194,300	334,230	104,655	6,010
Net increase/(decrease) in cash and cash equivalents		30,843	165,071	138,948	34,957	(269,344)
Cash and cash equivalents at the beginning of the year/period	23	11,933	42,776	207,847	207,847	346,795
Cash and cash equivalents at the end of the year/period		42,776	207,847	346,795	242,804	77,451

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION

1 GENERAL INFORMATION

Zhongan Information Technology (Shenzhen) Co., Ltd. (the "**Company**") was incorporated in the People's Republic of China (the "**PRC**") on 2 December 2021 as a limited liability company under the Company Law of the PRC. The address of the Company's registered office is Room 402-73, T2 Building, Qianhai Mansion, 123 Guiwan 5th Road, Nanshan Street, Qianhai Shenzhen-Hong Kong Cooperation Zone, Shenzhen, China.

The Company and its subsidiaries (together, "**the Group**") are principally engaged in the provision of system modules and services relating to digital transformation solutions.

Mr. Yu Feng is the ultimate controlling shareholder of the Company as at the date of this report.

2 BASIS OF PREPARATION

(i) Compliance with IFRS Accounting Standards

The Historical Financial Information of the Company has been prepared in accordance with IFRS Accounting Standards as issued by International Accounting Standards Board.

(ii) Accounting policies

The accounting policies applied in the preparation of the financial information has been consistently applied to all the years presented, unless otherwise stated.

Other than those material accounting policies information as disclosed in the notes to the relevant financial line items or transactions in this historical financial information, a summary of the other accounting policies information has been set out in Note 39 to this historical financial information.

(iii) Historical cost convention

The Historical Financial Information have been prepared on a historical cost basis, except for the certain financial assets that are measured at fair value.

The preparation of the Historical Financial Information in conformity with IFRS Accounting Standards requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the Historical Financial Information are disclosed in Note 3.

(iv) New standards, amendments to standards and interpretations

In preparation of the Historical Financial Information, all of the new standards, amendments to standards and interpretations that are effective during the Track Record Period have been adopted by the Group consistently throughout the Track Record Period.

(v) New and amended standards and interpretations not yet adopted

The following amended standards have been issued but not yet effective for the Track Record Period and not been early adopted by the Group:

		Effective for annual periods beginning on or after
IFRS 18	Presentation and Disclosure in Financial Statements	1 January 2027
IFRS 19	Subsidiaries without Public Accountability: Disclosures	1 January 2027
Amendments to IAS 21	Translation to a Hyperinflationary Presentation Currency	1 January 2027
Amendments to IAS 28	Amendments to the Fair Value Option for Investments in Associates and Joint Ventures	1 January 2027
Amendments to IFRS 10 and IAS 28	Sale or contribution of assets between an investor and its associate or joint venture	To be determined
IFRS 20	Regulatory Assets and Regulatory Liabilities	1 January 2029

The Group has already commenced an assessment of the impact of these new and amended standards and has concluded on a preliminary basis that adoption of these new and amended standards is not expected to have significant impacts on the financial performance and positions of the Group when they become effective, except for IFRS 18, which will mainly impact the presentation of statements of comprehensive income, with limited impact to the statement of cashflow, and providing more disclosures including management-defined performance measures within the financial statements.

Management is currently assessing the detailed implications of applying the new standard on the Group's consolidated financial statements. From the high-level preliminary assessment performed, the following potential impacts have been identified:

Impact on consolidated statements of profit or loss:

Although the adoption of IFRS 18 will have no impact on the Group's net profit, the Group expects that grouping items of income and expenses in the statement of profit or loss into the new categories will impact how operating profit is calculated and reported. From the high-level impact assessment that the Group has performed, the following items might potentially impact operating profit:

Gain or loss of investments measured at fair value through profit or loss

The gain or loss of investments measured at fair value through profit or loss currently aggregated in the line item "other gains net" in operating profit and will be presented below operating profit.

Impact on consolidated balance sheets:

The line items presented on the primary financial statements might change as a result of the application of the concept of 'useful structured summary' and the enhanced principles on aggregation and disaggregation.

Impact on disclosures:

The Group does not expect there to be a significant change in the information that is currently disclosed in the notes because the requirement to disclose material information remains unchanged; however, the way in which the information is grouped might change as a result of the aggregation/disaggregation principles. In addition, there will be significant new disclosures required for:

— for the first annual period of application of IFRS 18, a reconciliation for each line item in the income statement between the restated amounts presented by applying IFRS 18 and the amounts previously presented applying IAS 1.

From a cash flow statement perspective, there will be changes to how interest received. Interest received will be presented as investing cash flows, which is a change from current presentation as part of operating cash flows.

The Group will apply the new standard from its mandatory effective date of 1 January 2027.

Retrospective application is required, and so the comparative information for the financial year ending 31 December 2026 will be restated in accordance with IFRS 18.

3 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of Historical Financial Information requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Group's accounting policies.

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the entity and that are believed to be reasonable under the circumstances. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

(a) Impairment of financial assets

The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions, as well as forward-looking estimates at the end of each Track Record Period. Details of the key assumptions and inputs used are disclosed in the tables in Note 4.1.

(b) Income taxes and deferred taxations

There are many transactions and events for which the ultimate tax determination is uncertain during the ordinary course of business. Significant judgments are required from the Group in determining the provisions for income taxes. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred income tax provisions in the period in which such determination is made.

The Group recognizes deferred income tax assets based on estimates that it is probable to generate sufficient taxable profits in the foreseeable future against which the deductible losses will be utilized. The recognition of deferred income tax assets mainly involves management's judgments and estimations about the timing and the amount of taxable profits of the companies who has tax losses.

(c) Estimation of the fair value of certain financial assets

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The Group uses its judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each Track Record Period. Changes in these assumptions and estimates could materially affect the respective fair value of these financial assets.

4 FINANCIAL RISK MANAGEMENT

4.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including cash flow and fair value interest rate risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Group's financial performance. The Group does not use any derivative financial instruments to hedge certain risk exposures during the Track Record Period.

(a) Market risk

(i) Cash flow and fair value interest rate risk

The Group's income and operating cash flows are substantially independent of changes in market interest rates. The Group has no significant interest-bearing assets and liabilities, except for lease liabilities (Note 17), cash and cash equivalents (Note 23), short-term borrowings (Note 29). Those carried at floating rates expose the Group to cash flow interest rate risk whereas those carried at fixed rates expose the Group to fair value interest rate risk.

The Group's interest rate risk mainly arises from borrowings. As at 31 December 2023 and 2024 and 31 December 2025 and 31 May 2026, borrowings obtained at variable rates expose the Group to cash flow interest-rate risk. borrowings obtained at fixed rates expose the Group to fair value interest-rate risk. The interest rates and terms of repayments of borrowings are disclosed in Note 29. The Group did not use any interest rate swap contracts or other financial instruments to hedge against its interest rate risk for the Track Record Period.

If the Group's interest rates on borrowings obtained at variable rates had been higher/lower by 0.5%, the profit before income tax for the year then ended would have been approximately RMB38,000, RMB125,000, RMB240,000, RMB52,000 and RMB121,000 lower/higher respectively for the years ended 31 December 2023, 2024 and the five months ended 31 May 2025 and 2026.

(b) Credit risk

Credit risk arises from cash and cash equivalents, trade receivables and contract assets and other receivables. The carrying amount of each class of the above financial assets represents the Group's maximum exposure to credit risk in relation to the corresponding class of financial assets.

Risk management

To manage this risk, cash and cash equivalents are mainly placed with state-owned or reputable financial institutions in Chinese Mainland which are all high-credit-quality financial institutions.

To manage risk arising from trade receivables and contract assets, the Group has policies in place to ensure that credit terms are made to counterparties with an appropriate credit history and management performs ongoing credit evaluations of the counterparties. Trade receivables and contract assets have been grouped based on shared credit risk characteristics and aging to measure the expected credit losses.

For other receivables, management makes periodic collective assessments as well as individual assessment on the recoverability of other receivables based on historical settlement records and past experiences.

Impairment of financial assets

The Group has three types of financial assets that are subject to the expected credit loss model:

- cash and cash equivalents;
- trade receivables and contract assets; and
- other receivables.

(i) Cash and cash equivalents

To manage risk arising from cash and cash equivalents, the Group only transacts with state-owned or reputable financial institutions in Chinese Mainland. There has been no recent history of default in relation to these financial institutions. These instruments are considered to have low credit risk because they have a low risk of default and the counterparty has a strong capacity to meet its contractual cash flow obligations in the near term. Cash and cash equivalents are also subject to the impairment requirements of IFRS 9, while the identified credit loss was immaterial.

(ii) Trade receivables and contract assets

The Group applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables and contract assets.

To measure the expected credit losses, trade receivables and contract assets have been grouped based on similar credit risk characteristics and collectively assessed to likelihood of recovery, taking into account the industries that the customer is operating in, their aging category and past collection history. For trade receivables and contract assets, management makes periodic assessments as well as individual assessment on the recoverability based on historical settlement records and past experience and adjusts for forward looking information.

The expected loss rates are based on the debtor's credit rating and industry they operate in with similar risk profiles and were adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables and contract assets.

Trade receivables and contract assets include:

— Category 1: customers who are related parties are assessed based on industry credit rating within lifetime ECL.

— Category 2: customers who are non-related parties and no default history and not insolvent or in operating difficulty with a relatively high credit risk.

— Category 3: customers who are insolvent or in operating difficulty with a relatively higher credit risk.

With different types of customers, the Group calculated the expected credit loss rates respectively.

The ageing analysis of trade receivables and contract assets is based on date of revenue recognition.

The impairment loss allowance by categories of customers is as follows:

The Group

	As at 31 December 2023		
	Gross carrying amount *RMB'000*	**Expected credit loss rate**	**Loss allowance** *RMB'000*
Category 1 — related parties	25,977	0.27%	(69)
Category 2 — third parties	46,846	0.46%	(216)
	72,823	0.39%	(285)

	As at 31 December 2024		
	Gross carrying amount *RMB'000*	**Expected credit loss rate**	**Loss allowance** *RMB'000*
Category 1 — related parties	134,549	0.04%	(57)
Category 2 — third parties	23,880	1.71%	(409)
	158,429	0.29%	(466)

	As at 31 December 2025		
	Gross carrying amount *RMB'000*	**Expected credit loss rate**	**Loss allowance** *RMB'000*
Category 1 — related parties	123,854	0.09%	(112)
Category 2 — third parties	88,022	0.40%	(350)
Category 3 — individual basis	2,058	100.00%	(2,058)
	213,934	1.18%	(2,520)

	Gross carrying amount *RMB'000*	As at 31 May 2026 Expected credit loss rate	Loss allowance *RMB'000*
Category 1 — related parties	81,176	0.07%	(59)
Category 2 — third parties	127,605	0.82%	(1,051)
Category 3 — individual basis	2,058	68.22%	(1,404)
	210,839	1.19%	(2,514)

The impairment loss allowance of category 1 and category 2 by aging of trade receivables and contract assets is as follows:

As at 31 December 2023	**Within 6 months** *RMB'000*	**7–12 months** *RMB'000*	**Above 1 years** *RMB'000*	**Total** *RMB'000*
Expected loss rate	0.36%	7.00%	—	0.39%
Gross amount	72,480	343	—	72,823
Loss allowance	(261)	(24)	—	(285)

As at 31 December 2024	**Within 6 months** *RMB'000*	**7–12 months** *RMB'000*	**Above 1 years** *RMB'000*	**Total** *RMB'000*
Expected loss rate	0.08%	3.46%	19.78%	0.29%
Gross amount	154,115	3,151	1,163	158,429
Loss allowance	(127)	(109)	(230)	(466)

As at 31 December 2025	**Within 6 months** *RMB'000*	**7–12 months** *RMB'000*	**Above 1 years** *RMB'000*	**Total** *RMB'000*
Expected loss rate	0.17%	0.31%	6.44%	0.22%
Gross amount	176,895	34,174	807	211,876
Loss allowance	(305)	(105)	(52)	(462)

As at 31 May 2026	**Within 6 months** *RMB'000*	**7–12 months** *RMB'000*	**Above 1 years** *RMB'000*	**Total** *RMB'000*
Expected loss rate	0.18%	3.72%	6.86%	0.53%
Gross amount	191,835	12,833	4,113	208,781
Loss allowance	(351)	(477)	(282)	(1,110)

The loss allowances for trade receivables and contract assets for the years ended 31 December 2023, 2024 and 2025 and the five months ended 31 May 2025 and 2026 reconcile to the opening loss allowances as follows:

	Trade receivables and contract assets				
	Year ended 31 December			**Five months ended 31 May**	
	2023 *RMB'000*	**2024** *RMB'000*	**2025** *RMB'000*	**2025** *RMB'000* *(Unaudited)*	**2026** *RMB'000*
Opening loss allowance as at 1 January	(38)	(285)	(466)	(466)	(2,520)
Impairment (losses)/ reversal recognized — net *(Note 11)*	(247)	(181)	(2,054)	(118)	6
Closing loss allowance as at 31 December/ 31 May	(285)	(466)	(2,520)	(584)	(2,514)

The impairment loss allowance by categories of customers is as follows:

The Company

	As at 31 December 2023		
	Gross carrying amount *RMB'000*	**Expected credit loss rate**	**Loss allowance** *RMB'000*
Category 1 — related parties	21,784	0.30%	(65)
Category 2 — third parties	41,779	0.41%	(173)
	63,563	0.37%	(238)

	As at 31 December 2024		
	Gross carrying amount *RMB'000*	**Expected credit loss rate**	**Loss allowance** *RMB'000*
Category 1 — related parties	123,645	0.04%	(52)
Category 2 — third parties	13,329	0.44%	(58)
	136,974	0.08%	(110)

	As at 31 December 2025		
	Gross carrying amount *RMB'000*	**Expected credit loss rate**	**Loss allowance** *RMB'000*
Category 1 — related parties	107,016	0.07%	(76)
Category 2 — third parties	71,165	0.32%	(226)
	178,181	0.17%	(302)

	As at 31 May 2026		
	Gross carrying amount *RMB'000*	**Expected credit loss rate**	**Loss allowance** *RMB'000*
Category 1 — related parties	72,011	0.09%	(63)
Category 2 — third parties	99,708	0.63%	(632)
	171,719	0.40%	(695)

The impairment loss allowance by aging of trade receivables and contract assets is as follows:

As at 31 December 2023	**Within 6 months** *RMB'000*	**7–12 months** *RMB'000*	**Above 1 years** *RMB'000*	**Total** *RMB'000*
Expected loss rate	0.37%	5.15%	—	0.37%
Gross amount	63,466	97	—	63,563
Loss allowance	(233)	(5)	—	(238)

As at 31 December 2024	**Within 6 months** *RMB'000*	**7–12 months** *RMB'000*	**Above 1 years** *RMB'000*	**Total** *RMB'000*
Expected loss rate	0.06%	14.04%	—	0.08%
Gross amount	136,803	171	—	136,974
Loss allowance	(86)	(24)	—	(110)

As at 31 December 2025	**Within 6 months** *RMB'000*	**7–12 months** *RMB'000*	**Above 1 years** *RMB'000*	**Total** *RMB'000*
Expected loss rate	0.17%	0.15%	—	0.17%
Gross amount	151,477	26,704	—	178,181
Loss allowance	(261)	(41)	—	(302)

As at 31 May 2026	Within 6 months *RMB'000*	7–12 months *RMB'000*	Above 1 years *RMB'000*	Total *RMB'000*
Expected loss rate	0.16%	4.74%	0.52%	0.40%
Gross amount	161,986	8,963	770	171,719
Loss allowance	(266)	(425)	(4)	(695)

The loss allowances for Trade receivables and contract assets for the years ended 31 December 2023, 2024 and 2025 and the five months ended 31 May 2025 and 2026 reconcile to the opening loss allowances as follows:

	Trade receivables and contract assets				
	Year ended31 December			Five months ended 31 May	
	2023 *RMB'000*	2024 *RMB'000*	2025 *RMB'000*	2025 *RMB'000 (Unaudited)*	2026 *RMB'000*
Opening loss allowance as at 1 January	(17)	(238)	(110)	(110)	(302)
Impairment (losses)/ reversal recognized — net	(221)	128	(192)	(140)	(393)
Closing loss allowance as at 31 December/ 31 May	(238)	(110)	(302)	(250)	(695)

Trade receivables and contract assets are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings.

Impairment losses on trade receivables and contract assets are presented as net impairment losses on financial assets within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

(iii) Other receivables

Other receivables mainly include deposits. All of the Group's financial assets at amortized cost are measured as either 12-month expected credit losses or lifetime expected credit losses, depending on whether there has been a significant increase in credit risk since initial recognition as described in Note 39.6.

Other receivables are written off when there is no reasonable expectation of recovery.

Impairment losses on other receivables are presented as net impairment losses on financial assets within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

The loss allowances for other receivables as at the years ended 31 December 2023, 2024 and 2025 and the five months ended 31 May 2025 and 2026 reconcile to the opening loss allowances as follows:

The Group

	Other receivables				
	Year ended 31 December			Five months ended 31 May	
	2023 *RMB'000*	2024 *RMB'000*	2025 *RMB'000*	2025 *RMB'000 (Unaudited)*	2026 *RMB'000*
Opening loss allowance as at 1 January	(1)	(1)	(2)	(2)	(23)
Impairment (losses)/ reversal recognized — net *(Note 11)*	—	(1)	(21)	(3)	3
Closing loss allowance as at 31 December/ 31 May	(1)	(2)	(23)	(5)	(20)

The Company

	Other receivables				
	Year ended 31 December			Five months ended 31 May	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000 (Unaudited)*	*RMB'000*
Opening loss allowance as at 1 January	(20)	(22)	(1)	(1)	(14)
Impairment (losses)/ reversal recognized — net	(2)	21	(13)	(1)	(1)
Closing loss allowance as at 31 December/ 31 May	(22)	(1)	(14)	(2)	(15)

(c) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and cash equivalents. Due to the dynamic nature of the underlying businesses, the policy of the Group is to regularly monitor the Group's liquidity risk and to maintain adequate cash and cash equivalents to meet the Group's liquidity requirements.

Management monitors rolling forecasts of the Group's liquidity and cash and cash equivalents (Note 23) on the basis of expected cash flows. This is generally carried out at the Group level. Management considers the Group's current cash and cash equivalents, the proceeds from recent financing arrangements and the anticipated cash flows from operations and financing activities, to meet its anticipated working capital requirements, capital expenditure requirements and to repay its liabilities.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative financial liabilities.

The amounts disclosed in the table are the contractual undiscounted cash flows.

Non-derivatives	**Less than 1 year** *RMB'000*	**Between 1 and 2 years** *RMB'000*	**Between 2 and 5 years** *RMB'000*	**Total** *RMB'000*
As at 31 December 2023				
Trade payables *(Note 30)*	63,285	—	—	63,285
Other payables and accruals (excluding salaries and welfare payables and VAT and other taxes payables) *(Note 31)*	2,572	1,146	—	3,718
Borrowings *(Note 29)*	7,611	—	—	7,611
Total	73,468	1,146	—	74,614

Non-derivatives	**Less than 1 year** *RMB'000*	**Between 1 and 2 years** *RMB'000*	**Between 2 and 5 years** *RMB'000*	**Total** *RMB'000*
As at 31 December 2024				
Trade payables *(Note 30)*	113,436	—	—	113,436
Other payables and accruals (excluding salaries and welfare payables and VAT and other taxes payables) *(Note 31)*	2,531	—	—	2,531
Borrowings *(Note 29)*	25,303	—	—	25,303
Lease liabilities *(Note 17)*	1,405	—	—	1,405
Total	142,675	—	—	142,675

Non-derivatives	Less than 1 year *RMB'000*	Between 1 and 2 years *RMB'000*	Between 2 and 5 years *RMB'000*	Total *RMB'000*
As at 31 December 2025				
Trade payables *(Note 30)*	63,379	—	—	63,379
Other payables and accruals (excluding salaries and welfare payables and VAT and other taxes payables) *(Note 31)*	8,941	—	—	8,941
Borrowings *(Note 29)*	49,494	—	—	49,494
Lease liabilities*(Note 17)*	2,546	908	—	3,454
Total	124,360	908	—	125,268

Non-derivatives	Less than 1 year *RMB'000*	Between 1 and 2 years *RMB'000*	Between 2 and 5 years *RMB'000*	Total *RMB'000*
As at 31 May 2026				
Trade payables *(Note 30)*	49,696	—	—	49,696
Other payables and accruals (excluding salaries and welfare payables and VAT and other taxes payables) *(Note 31)*	4,321	—	—	4,321
Borrowings *(Note 29)*	59,224	—	—	59,224
Lease liabilities*(Note 17)*	2,421	795	241	3,457
Total	115,662	795	241	116,698

As at 31 December 2024, the financial instruments with preferred rights at amortized cost as described in Note 28 of approximately RMB179,580,000 were not managed by maturity date and were all reclassified to equity in 2025.

4.2 Capital management

The Group's objectives when managing capital are to:

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital.

The Group monitors capital by regularly reviewing the capital structure. As a part of this review, the directors of the Company consider the cost of capital and the risks associated with the issued share capital. The Group may adjust the amount of dividends paid to owners, return capital to owners, issue new shares or repurchase the Company's shares. In the opinion of the directors of the Company, the Group's capital risk is low.

The Group monitors capital using a gearing ratio, which is total liabilities divided by total assets. The gearing ratio of the Group as at 31 December 2023, 2024 and 2025 and 31 May 2026 were as follows:

	As at 31 December			As at 31 May
	2023 *RMB'000*	2024 *RMB'000*	2025 *RMB'000*	2026 *RMB'000*
Total liabilities	88,622	361,007	177,861	164,708
Total assets	130,772	436,388	785,474	776,481
Gearing ratio	67.77%	82.73%	22.64%	21.21%

4.3 Fair value estimation

(a) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognized and measured at fair value in the statements of financial position. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standards.

- Level 1: The fair value of financial instruments traded in active markets (such as publicly traded derivatives, and equity securities) is based on quoted market prices at the end of the Track Record Period. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in level 1.

- Level 2: The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

- Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities.

The following table presents the Group's assets that are measured at fair value as at 31 December 2023, 2024 and 2025 and 31 May 2026:

Level 3	**As at 31 December**			**As at 31 May**
	2023	**2024**	**2025**	**2026**
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Assets				
Financial assets at fair value through profit or loss *(Note 22)*	—	—	154,551	415,150

(b) Valuation process and technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- Discounted cash flow analysis, has been used to determine fair value for the remaining financial instruments.

There were no changes in valuation techniques during the Track Record Period.

The fair value of trade receivables, other receivables and prepayments and cash and cash equivalents approximated their carrying amounts.

The fair value of trade payables, other payables and accruals (excluding salaries and welfare payables and VAT and other taxes payables), borrowings and lease liabilities approximated their carrying amounts.

(c) Fair value measurements using significant unobservable inputs (level 3)

The following table presents the changes in level 3 items the year ended 31 December 2025:

	Financial assets at fair value through profit or loss
	RMB'000
As at 1 January 2025	—
Acquisitions	284,494
Disposal	(130,500)
Fair value changes *(Note 7)*	557
As at 31 December 2025	154,551

The following table presents the changes in level 3 items for the five months ended 31 May 2026:

	Financial assets at fair value through profit or loss
	RMB'000
As at 1 January 2026	154,551
Acquisitions	565,700
Disposal	(306,500)
Fair value changes *(Note 7)*	1,399
As at 31 May 2026	415,150

(d) There were no transfers between levels 1, 2 and 3 for recurring fair value measurements during the Track Record Period.

(e) Valuation inputs and relationships to fair value

The following table summarizes the quantitative information about the significant unobservable inputs used in recurring level 3 fair value measurements.

As at 31 December 2025

Description	Fair value *RMB'000*	Unobservable inputs	Range of inputs	Relationship of unobservable inputs to fair value
Wealth management products	112,109	Expected rate of return	1.0%–1.5%	The higher the expected rate of return, the higher the fair value
Trust products	42,442	Expected rate of return	1.7%–6.5%	The higher the expected rate of return, the higher the fair value

As at 31 May 2026

Description	Fair value *RMB'000*	Unobservable inputs	Range of inputs	Relationship of unobservable inputs to fair value
Wealth management products	395,202	Expected rate of return	1.2%–1.9%	The higher the expected rate of return, the higher the fair value
Trust products	19,948	Expected rate of return	6.5%	The higher the expected rate of return, the higher the fair value

As at 31 December 2025 and 31 May 2026, if expected rate of return higher/lower by 1%, fair value of financial assets at fair value through profit or loss would have been approximately RMB1,540,000 and RMB1,722,000 higher/lower.

5 REVENUE AND SEGMENT INFORMATION

(a) Description of segments and principal activities

During the Track Record Period, the Group is principally engaged in the provision of the following system modules and services: (i) Intelligent Marketing; (ii) Intelligent Operation & Management in the PRC. The executive directors of the Company review the operating results of the business as one operating segment to make strategic decisions and resources allocation. Therefore, the Group regards that there is only one business segment which is used to make strategic decisions.

Geographical information

All of the Group's business and operations are conducted in Chinese Mainland and currently, the Group's principal market, majority of revenue, operating loss and non-current assets are derived from/located in the PRC. Accordingly, no geographical segment information is presented.

(b) Revenue during the Track Record Period

	Year ended 31 December			Five months ended 31 May	
	2023	**2024**	**2025**	**2025**	**2026**
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* *(Unaudited)*	*RMB'000*
Intelligent Marketing Solutions					
— Services	151,074	148,237	155,521	42,933	101,547
— System modules	1,131	23,188	63,905	15,437	12,240
	152,205	171,425	219,426	58,370	113,787
Intelligent Operations Management Solutions					
— Services	70,875	101,106	75,708	27,506	38,640
— System modules	2,784	36,001	181,970	36,626	46,906
	73,659	137,107	257,678	64,132	85,546
	225,864	308,532	477,104	122,502	199,333

Intelligent Marketing Solutions help enterprises enhance customer acquisition, retention, conversion, purchase-augmentation and recommendation by integrating analytics, automated decision-making and multi-channel execution.

Intelligent Operations Management solutions are powered by the Group's proprietary industry-specific model capabilities and support enterprises in automating mission-critical processes and strengthening daily operational execution across highly regulated financial industries as well as other sectors including technology and retail.

Disaggregation of revenue from contracts with customers by the timing of revenue recognition is as follows:

	Year ended 31 December			Five months ended 31 May	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
				(Unaudited)	
Over time	221,949	249,343	231,229	70,439	140,187
At a point in time	3,915	59,189	245,875	52,063	59,146
	225,864	308,532	477,104	122,502	199,333

(c) Assets and liabilities related to contracts with customers

The Group

The Group recognized the following assets and liabilities related to the contracts with customers:

	As at 31 December			As at 31 May
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Contract assets				
Current contract assets	189	4,558	16,318	11,626
Contract liabilities				
Current contract liabilities	1,403	9,590	21,498	23,367

Revenue recognized in relation to contract liabilities

The following table shows how much of the Group's revenue recognized during the Track Record Period relates to carried-forward contract liabilities.

	Year ended 31 December			Five months ended 31 May	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
				(Unaudited)	
Revenue recognized that was included in the contract liabilities balance at the beginning of the year	14,789	1,403	9,590	8,275	14,628

Contract assets of the Group mainly arise from the right to consideration for system modules or services that have been transferred to customers. The contract assets are transferred to trade receivables when receipt of the consideration is conditional only on the passage of time.

Contract liabilities of the Group mainly arise from the advance payments made by customers while the underlying system modules or services are yet to be provided. All of contract liabilities balance at the beginning of the year will be recognized into revenue next year.

The Company

The Company recognized the following contract liabilities related to the contracts with customers:

	As at 31 December			As at 31 May
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Contract assets				
Current contract assets	—	4,472	16,318	11,626
Contract liabilities				
Current contract liabilities	1,154	9,150	19,658	23,121

The following table shows how much of the Company's revenue recognized during the Track Record Period relates to carried-forward contract liabilities.

	Year ended 31 December			Five months ended 31 May	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (*Unaudited*)	*RMB'000*
Revenue recognized that was included in the contract liabilities balance at the beginning of the year	14,789	1,154	9,150	7,835	13,023

(d) Unsatisfied performance obligations

The following table shows unsatisfied performance obligations of the Group as at 31 December 2023 and 2024 and 31 December 2025 and 31 May 2026:

	As at 31 December			As at 31 May
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Aggregate amount of unsatisfied performance obligations	60,866	266,407	183,663	191,729

Management expects that 46.3%, 53.7%, 96.5% and 23.6% of the transaction price allocated to the unsatisfied contracts as at 31 December 2023 and 2024 and 31 December 2025 and 31 May 2026 will be recognized as revenue within one year. The remaining 53.7%, 46.3%, 3.5% and 76.4% will be recognized over one year.

The following table shows unsatisfied performance obligations of the Company as at 31 December, 2023 and 2024 and 31 December 2025 and 31 May 2026:

	As at 31 December			As at 31 May
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Aggregate amount of unsatisfied performance obligations	60,886	263,771	178,321	183,227

Management expects that 46.3%, 40.5%, 96.3% and 21.5% of the transaction price allocated to the unsatisfied contracts as at 31 December, 2023 and 2024 and 31 December 2025 and 31 May 2026 will be recognized as revenue within one year. The remaining 53.7%, 59.5%, 3.7% and 78.5% will be recognized over one year.

(e) Information about major customers

For the years ended 31 December 2023, 2024 and 2025 and the five months ended 31 May 2025 and 2026, revenue derived from customers who accounted for more than 10% of total revenue were set out below:

	Year ended 31 December			Five months ended 31 May	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (*Unaudited*)	*RMB'000*
Customer 1 (i)	29.2%	49.0%	31.8%	38.6%	NA
Customer 2	10.5%	NA	NA	NA	13.4%
Customer 3	NA	NA	NA	13.1%	11.7%

N/A: The customer contributed less than 10% of total revenue for the corresponding year/period.

(i) Customer 1 is ZhongAn Information Technology Services Co., Ltd., a shareholder of the Company. ZhongAn Information Technology Services Co., Ltd. is a subsidiary of ZhongAn Online P & C Insurance Co., Ltd. Transactions with ZhongAn Online P & C Insurance Co., Ltd and its subsidiaries are disclosed in Note 34.

(f) Revenue recognition policy

The Group recognizes revenue when (or as) a performance obligation is satisfied, i.e. when control of the system modules or services underlying the particular performance obligation is transferred to the customer.

Control is transferred over time and revenue is recognized over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;

- the Group's performance creates or enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognized at a point in time when the customer obtains control of the distinct system module or services.

In determining whether revenue of the Group should be reported gross or net is based on a continuing assessment of various factors. When determining whether the Group is acting as the principal or agent in offering system module or services to the customer, the Group needs to first identify who controls the specified system module or services before they are transferred to the customer. The Group follows the accounting guidance for principal-agent considerations to assess whether the Group controls the specified system module or service before it is transferred to the customer, the indicators of which including but not limited to (a) whether the entity is primarily responsible for fulfilling the promise to provide the specified system module or service; (b) whether the entity has inventory risk before the specified system module or service has been transferred to a customer; and (c) whether the entity has discretion in establishing the prices for the specified system module or service. The management considers the above factors in totality, as none of the factors individually are considered presumptive or determinative, and applies judgment when assessing the indicators depending on each different circumstance.

The following is a description of the accounting policy for the principal revenue streams of the Group.

(i) Solutions — services ("periodic model")

Cloud-based services primarily consist of fees that provide customers access to functions in the form of standardized cloud services to meet the needs of business processes. The Group charges customers periodically based on the volume of orders processed on the products, which is also known as "charging by periodic model". Related revenue is recognized upon consumption over time since the customer simultaneously receives and consumes the benefits provided by the Group.

The Group also provides customized services to customers to complete tasks based on the customer's specific requirements. The Group charges customers on a monthly basis based on the manpower consumption of the relevant services. Revenue from customized services is recognized over time since the customer simultaneously receives and consumes the benefits provided by the Group.

(ii) Solutions — system modules ("by-stage model")

The Group sells system modules to customers, including delivery and installation. It is accounted for as a single performance obligation since the Group provides an integrated products and services. The Group charges customers according to payment milestones in sales contract, which is also known as "charging by-stage model". Revenue from sales of system modules is recognized at a point of time when the customers accept the system modules after the installation is complete.

A contract liability represents the Group's obligation to transfer system modules or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

6 OTHER INCOME

	Year ended 31 December			Five months ended 31 May	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
				(Unaudited)	
Government grants	447	278	2,009	8	378

During the years ended 31 December 2023, 2024 and 2025 and the five months ended 31 May 2025 and 2026, the government grants mainly include financial subsidies from local government authorities with certain specified conditions. There are no unfulfilled conditions or other contingencies attaching to the grants recognized.

7 OTHER (LOSSES)/GAINS — NET

	Year ended 31 December			Five months ended 31 May	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
				(Unaudited)	
Changes in fair value of financial assets at fair value through profit or loss	—	—	557	—	1,399
Net gains on disposal of financial assets at fair value through profit or loss	—	—	156	—	755
Others	(9)	—	(48)	—	2
	(9)	—	665	—	2,156

8 EXPENSES BY NATURE

	Year ended 31 December			Five months ended 31 May	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (*Unaudited*)	*RMB'000*
Changes in contract fulfilment costs	(3,247)	(53,831)	13,343	(12,226)	943
Purchased contract fulfilment costs used (i)	23,721	97,003	43,702	7,958	11,527
Employee benefit expenses *(Note 9)*	60,361	116,284	270,978	103,992	125,852
Digital service fee	131,212	100,002	75,477	22,744	40,555
Travelling expenses	428	1,525	8,489	2,976	2,968
Professional service fee	923	2,053	6,208	1,284	2,704
[REDACTED]	—	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Depreciation and amortization *(Note 15)* *(Notes 16)* *(Notes 17)*	260	2,093	2,810	1,099	1,699
Auditors' remuneration	94	150	189	89	48
Others	1,769	3,039	12,453	2,835	5,645
	215,521	268,318	439,479	131,311	197,788

(i) Purchased external professional consulting service fee for the purpose of revenue contract fulfilment is included.

9 EMPLOYEE BENEFIT EXPENSES

	Year ended 31 December			Five months ended 31 May	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (*Unaudited*)	*RMB'000*
Wages, salaries and bonuses	47,148	87,835	212,272	81,126	100,226
Pension obligations, housing funds, medical insurances and other social insurances (a)	11,608	25,122	46,987	18,465	21,320
Other employee benefits	1,605	3,327	11,719	4,401	4,306
	60,361	116,284	270,978	103,992	125,852

(a) Pension obligations, housing funds, medical insurances and other social insurances

Full time employees of the Group in the PRC are members of a state-managed retirement benefit schemes operated by the PRC government. The Group is required to contribute a specified percentage of payroll costs, subject to certain ceiling, as determined by local government authority to the pension obligations, housing funds, medical insurances and other social insurances to fund the benefits. The Group's liabilities in respect of benefits schemes are limited to the contribution payable in each year.

No forfeited contributions were utilized during the Track Record Period to offset the Group's contribution to the abovementioned retirement benefit schemes.

(b) Five highest paid employees

The five individuals whose emoluments were the highest in the Group for each of the years ended 31 December 2023, 2024 and 2025 and the five months ended 31 May 2025 and 2026 include 0, 0, 3, 3 and 3 director respectively. The aggregate amounts of emoluments for the remaining 5, 5, 2, 2 and 2 highest paid individuals for each of the years ended 31 December 2023, 2024 and 2025 and the five months ended 31 May 2025 and 2026, respectively are as follows:

	Year ended 31 December			Five months ended 31 May	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (*Unaudited*)	*RMB'000*
Wages, salaries and bonuses	1,591	2,985	1,480	685	683
Pension obligations, housing funds, medical insurances and other social insurances	168	698	269	129	130
Other employee benefits	2	—	23	—	24
	1,761	3,683	1,772	814	837

The emolument of those individuals fell within the following bands:

	Year ended 31 December			Five months ended 31 May	
	2023	2024	2025	2025	2026
				(Unaudited)	
Emolument bands (in HK dollars)					
Nil–1,000,000	5	5	1	2	2
1,000,001–1,500,000	—	—	1	—	—
	5	5	2	2	2

10 FINANCE INCOME/(COSTS) — NET

	Year ended 31 December			Five months ended 31 May	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
				(Unaudited)	
Finance income					
Interest income from cash at banks	116	96	1,720	569	738
Finance costs					
Interest expenses on financial instruments with preferred rights at amortized cost *(Note 28)*	—	(2,330)	(202)	(202)	—
Interest expenses on lease liabilities *(Note 17)*	—	(51)	(58)	(22)	(41)
Interest expenses on borrowings	(98)	(446)	(889)	(348)	(653)
	(98)	(2,827)	(1,149)	(572)	(694)
Finance income/(costs) — net	18	(2,731)	571	(3)	44

11 NET IMPAIRMENT LOSSES/(REVERSAL) ON FINANCIAL ASSETS

	Year ended 31 December			Five months ended 31 May	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
				(Unaudited)	
Impairment losses/(reversal) — net:					
— Trade receivables and contract assets	247	181	2,054	118	(6)
— Other receivables	—	1	21	3	(3)
	247	182	2,075	121	(9)

12 TAXATION

(a) Income tax expenses/(credit)

	Year ended 31 December			Five months ended 31 May	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
				(Unaudited)	
Current income tax expense	710	4,779	11	1	10
Deferred income tax credit *(Note 18)*	(240)	(431)	(281)	67	(38)
	470	4,348	(270)	68	(28)

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred income tax assets and liabilities attributable to temporary differences and to unused tax losses.

(i) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the Track Record Period in the jurisdiction where the Company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Group measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

(ii) Deferred income tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Historical Financial Information. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the Track Record Period and are expected to apply when the related deferred income tax asset is realized, or the deferred income tax liability is settled.

Deferred income tax assets are recognized only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Deferred income tax assets and liabilities are offset where there is a legally enforceable right to offset current income tax assets and liabilities and where the deferred income tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred income tax is recognized in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity respectively.

(iii) Income tax rates

The Company and its subsidiaries in the PRC are subject to PRC CIT which is calculated based on the applicable tax rate of 25% on the assessable profits of the subsidiaries in accordance with PRC tax laws and regulations for the Track Record Period, except for disclosed below.

The Company obtained High and New Technology Enterprises ("**HNTE**") status in year 2025 and was entitled to a preferential income tax rate of 15% for a three-year period commencing 2025. The Group's subsidiary, Shanghai Youguang Technology Co., Ltd. 上海有光資訊技術有限公司 was qualified as HNTE in 2023, hence is entitled to a preferential tax rate of 15% for a three-year period commencing 2023. This status is subject to a requirement that companies reapply for HNTE status every three years.

According to a policy promulgated by the State Tax Bureau of the PRC and effective from 2018 onwards, enterprises engaged in research and development ("**R&D**") activities are entitled to claim an additional tax deduction amounting to 75% of the qualified R&D expenses incurred in determining its tax assessable profits for that year ("**Super Deduction**"). Starting from 1 October 2022, the additional deduction ratio increased to 100%.

The Group's subsidiary, Jinan Zhongan Xinke Technology Co., Ltd. 濟南眾安信科技術有限公司, Beijing Yirong Technology Co., Ltd. 北京益融科技有限公司, Zhongan Xinke (Wuxi) Information Technology Services Co., Ltd. 眾桉信科(無錫)資訊技術服務有限公司 and Zhongan Xinke (Wuhan) Technology Services Co., Ltd. 眾安信科(武漢)技術服務有限公司, were qualified as "Small Low-Profit Enterprise" during the years ended 31 December 2023, 2024 and 2025 and the five months ended 31 May 2025 and 2026. The entitled subsidiaries were able to enjoy an exemption to income tax for up to 75% of their taxable income, and the rest taxable income would be subject to a preferential income tax rate of 20%, resulting in an effective income tax rate of around 5% for these entitled subsidiaries.

The difference between the actual income tax expense charged to the consolidated statements of comprehensive income or loss and the amounts which would result from applying the enacted tax rates to profit before income tax can be reconciled as follows:

	Year ended 31 December			Five months ended 31 May	
	2023	**2024**	**2025**	**2025**	**2026**
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* *(Unaudited)*	*RMB'000*
Profit/(loss) before income tax	10,552	37,579	38,795	(8,925)	4,132
Income tax expenses calculated at applicable tax rates	2,638	9,395	9,699	(2,231)	1,033
Tax effects of preferential tax rate	(211)	(379)	(3,757)	1,025	(434)
Tax effects of change in the tax rates	—	—	95	95	—
Super deduction of research and development expenses	(2,219)	(5,821)	(6,401)	(804)	(3,335)
Expenses not deductible for tax purposes	262	1,153	94	37	6
Tax losses for which no deferred income tax asset was recognised	—	—	—	1,946	2,702
	470	4,348	(270)	68	(28)

13 EARNINGS/(LOSSES) PER SHARE

(a) Earnings/(losses) per share

Basic earnings per share for the years ended 31 December 2023, 2024 and 2025 and the five months ended 31 May 2025 and 2026 are calculated by dividing the profit attributable to the Company's shareholders by the weighted average number of ordinary shares in issue during the year.

	Year ended 31 December			Five months ended 31 May	
	2023	2024	2025	2025	2026
				(Unaudited)	
Profit/(loss) attributable to owners of the Company (RMB'000)	10,082	33,231	39,065	(8,993)	4,160
Weighted average number of ordinary shares in issue ('000)	10,100	19,529	23,533	22,928	25,688
Basic and diluted earnings per share (expressed in RMB per share)	1.00	1.70	1.66	(0.39)	0.16

(b) Diluted earnings per share

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. During the Track Record Period, the Group had potential ordinary shares, including financial instruments with preferred rights (Note 28). For the years ended 31 December 2023, 2024 and 2025 and the five months ended 31 May 2025 and 2026, diluted earnings per share would be the same as basic earnings per share considering that the ordinary shares associated with the financial instruments with preferred rights have already been issued and outstanding. Accordingly, diluted earnings per share for the years ended 31 December 2023, 2024 and 2025 and the five months ended 31 May 2025 and 2026 are the same as basic earnings per share of the respective years.

14 SUBSIDIARIES

(a) Subsidiaries of the Company

As at the date of this report, the Company has direct or indirect interests in the following subsidiaries:

				Effective interest held by the Group						
Name of entity	Date of incorporation	Place of incorporation/ operation	Registered share capital	As at 31 December 2023	2024	2025	As at 31 May 2026	As at the date of this report	Principal activities	*Note*
Directly held:										
Shanghai Youguang Information Technology Co., Ltd.	18 October 2016	Shanghai, China	RMB90,000,000	100%	100%	100%	100%	100%	Sales of system modules and services	(i)(ii)
Jinan Zhongan Information Technology Co., Ltd.	28 October 2024	Jinan, China	RMB50,000,000	/	100%	100%	100%	100%	Sales of system modules and services	(i)(iv)
Beijing Yirong Technology Co., Ltd.	9 July 2013	Beijing, China	RMB50,000	/	/	98%	100%	100%	Sales of system modules and services	(i)(iv)
Zhongan Xinke (Wuxi) Information Technology Services Co., Ltd.	29 October 2025	Wuxi, China	RMB50,000,000	/	/	100%	100%	100%	Sales of system modules and services	(i)(iii)
Zhongan Xinke (Wuhan) Technology Services Co., Ltd.	6 November 2025	Wuhan, China	RMB50,000,000	/	/	100%	100%	100%	Sales of system modules and services	(i)(iii)

(i) The English names of the Chinese Mainland companies are direct translation or transliteration of their Chinese registered names.

(ii) The financial statements of the Shanghai Youguang Information Technology Co., Ltd. for the years ended 31 December 2023, 2024 and 2025 were audited by BDO China Shu Lun Pan Certified Public Accountants LLP 立信會計師事務所(特殊普通合夥), Shanghai Dingmai Beiqin Certified Public Accountants Co., Ltd. 上海鼎邁北勤會計師事務所有限公司 and Shanghai Dingmai Beiqin Certified Public Accountants Co., Ltd. 上海鼎邁北勤會計師事務所有限公司, certified public accountants registered in the PRC, respectively.

(iii) No audit of statutory financial statements was performed for Zhongan Xinke (Wuxi) Information Technology Services Co., Ltd. and Zhongan Xinke (Wuhan) Technology Services Co., Ltd. as they were newly incorporated during 2025.

(iv) No audit of statutory financial statements were performed for Beijing Yirong Technology Co., Ltd. and Jinan Zhongan Information Technology Co., Ltd. as they are not required to issue audited financial statements under the local statutory requirements of their place of incorporation.

(b) Investments in subsidiaries — the Company

	As at 31 December			As at 31 May
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Investments in subsidiaries, at cost	2,100	25,600	156,217	156,217

15 PROPERTY, PLANT AND EQUIPMENT

The Group

	Electronic equipment	Vehicles	Total
As at 1 January 2023			
Cost	543	—	543
Accumulated depreciation	(116)	—	(116)
Net book amount	427	—	427
Year ended 31 December 2023			
Opening net book amount	427	—	427
Depreciation charge *(Note 8)*	(165)	—	(165)
Closing net book amount	262	—	262
As at 31 December 2023			
Cost	544	—	544
Accumulated depreciation	(282)	—	(282)
Net book amount	262	—	262
Year ended 31 December 2024			
Opening net book amount	262	—	262
Additions	1,176	—	1,176
Depreciation charge *(Note 8)*	(166)	—	(166)
Closing net book amount	1,272	—	1,272
As at 31 December 2024			
Cost	1,720	—	1,720
Accumulated depreciation	(448)	—	(448)
Net book amount	1,272	—	1,272
Year ended 31 December 2025			
Opening net book amount	1,272	—	1,272
Additions	1,120	685	1,805
Depreciation charge *(Note 8)*	(694)	(69)	(763)
Closing net book amount	1,698	616	2,314
As at 31 December 2025			
Cost	2,840	685	3,525
Accumulated depreciation	(1,142)	(69)	(1,211)
Net book amount	1,698	616	2,314
Period ended 31 May 2026			
Opening net book amount	1,698	616	2,314
Additions	620	—	620
Depreciation charge *(Note 8)*	(357)	(49)	(406)
Closing net book amount	1,961	567	2,528

	Electronic equipment	Vehicles	Total
As at 31 May 2026			
Cost	3,460	685	4,145
Accumulated depreciation	(1,499)	(118)	(1,617)
Net book amount	1,961	567	2,528
(Unaudited)			
Period ended 31 May 2025			
Opening net book amount	1,272	—	1,272
Additions	183	685	868
Depreciation charge *(Note 8)*	(283)	—	(283)
Closing net book amount	1,172	685	1,857
As at 31 May 2025			
Cost	1,904	685	2,589
Accumulated depreciation	(732)	—	(732)
Net book amount	1,172	685	1,857

(i) Depreciation expenses

Depreciation expenses have been charged to the consolidated statements of comprehensive income as follows:

	Year ended 31 December			Five months ended 31 May	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* *(Unaudited)*	*RMB'000*
Cost of sales	79	142	272	124	140
Selling expenses	3	7	20	7	31
General and administrative expenses	83	15	178	80	72
Research and development expenses	—	2	293	72	163
	165	166	763	283	406

(ii) Depreciation methods and useful lives

All property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Depreciation is calculated using the straight-line method to allocate their costs to their residual values over their estimated useful lives as follows:

Electronic equipment	3 years
Vehicles	5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each Track Record Period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 39.3).

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are recognized within "other (losses)/gains — net" included in the consolidated statements of comprehensive income or loss.

The Company

	Electronic equipment
As at 1 January 2023	
Cost	507
Accumulated depreciation	(96)
Net book amount	411
Year ended 31 December 2023	
Opening net book amount	411
Depreciation charge *(Note 8)*	(160)
Closing net book amount	251
As at 31 December 2023	
Cost	507
Accumulated depreciation	(256)
Net book amount	251
Year ended 31 December 2024	
Opening net book amount	251
Additions	1,177
Depreciation charge *(Note 8)*	(161)
Closing net book amount	1,267
As at 31 December 2024	
Cost	1,685
Accumulated depreciation	(418)
Net book amount	1,267
Year ended 31 December 2025	
Opening net book amount	1,267
Additions	1,119
Depreciation charge *(Note 8)*	(689)
Closing net book amount	1,697
As at 31 December 2025	
Cost	2,804
Accumulated depreciation	(1,107)
Net book amount	1,697
Period ended 31 May 2026	
Opening net book amount	1,697
Additions	620
Depreciation charge *(Note 8)*	(357)
Closing net book amount	1,960
As at 31 May 2026	
Cost	3,424
Accumulated depreciation	(1,464)
Net book amount	1,960
(Unaudited)	
Period ended 31 May 2025	
Opening net book amount	1,267
Additions	183
Depreciation charge *(Note 8)*	(281)
Closing net book amount	1,169

	Electronic equipment
As at 31 May 2025	
Cost	1,868
Accumulated depreciation	(699)
Net book amount	1,169

16 INTANGIBLE ASSETS

The Group and the Company

	Patent *RMB'000*	Software *RMB'000*	Total *RMB'000*
As at 1 January 2023			
Cost	—	—	—
Accumulated amortization	—	—	—
Net book amount	—	—	—
Year ended 31 December 2023			
Opening net book amount	—	—	—
Additions	10,420	—	10,420
Amortization charge *(Note 8)*	(95)	—	(95)
Closing net book amount	10,325	—	10,325
As at 31 December 2023			
Cost	10,420	—	10,420
Accumulated amortization	(95)	—	(95)
Net book amount	10,325	—	10,325
Year ended 31 December 2024			
Opening net book amount	10,325	—	10,325
Amortization charge *(Note 8)*	(1,136)	—	(1,136)
Closing net book amount	9,189	—	9,189
As at 31 December 2024			
Cost	10,420	—	10,420
Accumulated amortization	(1,231)	—	(1,231)
Net book amount	9,189	—	9,189
Year ended 31 December 2025			
Opening net book amount	9,189	—	9,189
Additions	—	246	246
Amortization charge *(Note 8)*	(1,136)	(17)	(1,153)
Closing net book amount	8,053	229	8,282
As at 31 December 2025			
Cost	10,420	246	10,666
Accumulated amortization	(2,367)	(17)	(2,384)
Net book amount	8,053	229	8,282
Period ended 31 May 2026			
Opening net book amount	8,053	229	8,282
Additions	—	1,488	1,488
Amortization charge *(Note 8)*	(473)	(169)	(642)
Closing net book amount	7,580	1,548	9,128
As at 31 May 2026			
Cost	10,420	1,735	12,155
Accumulated amortization	(2,840)	(187)	(3,027)
Net book amount	7,580	1,548	9,128

	Patent	Software	Total
	RMB'000	*RMB'000*	*RMB'000*
(Unaudited)			
Period ended 31 May 2025			
Opening net book amount	9,189	—	9,189
Additions	—	246	246
Amortization charge *(Note 8)*	(473)	(13)	(486)
Closing net book amount	8,716	233	8,949
As at 31 May 2025			
Cost	10,420	246	10,666
Accumulated amortization	(1,704)	(13)	(1,717)
Net book amount	8,716	233	8,949

(a) Amortisation methods and periods

The Group amortises intangible assets with a limited useful life using the straight-line method over the following periods:

Patent	3–10 years
Software	1–3 years

(b) Amortization expenses

Amortization expenses have been charged to the consolidated statements of profit or loss as follows:

	Year ended 31 December			Five months ended 31 May	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* *(Unaudited)*	*RMB'000*
Research and development expenses	95	1,136	1,136	483	512
General and Administrative expenses	—	—	17	3	10
Selling expenses	—	—	—	—	120
	95	1,136	1,153	486	642

See Note 39.4 for the other accounting policies relevant to intangible assets, and Note 39.5 for the Group's policy regarding impairments.

17 LEASES

The Group and the Company

(a) Amounts recognized in the consolidated statements of financial position of the Group

	As at 31 December			As at 31 May
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Right-of-use assets				
Buildings and offices	—	527	1,811	2,541
Lease liabilities				
Current lease liabilities	—	(1,370)	(2,538)	(1,926)
Non-current lease liabilities	—	—	(859)	(967)
	—	(1,370)	(3,397)	(2,893)

Additions to the right-of-use assets during the years ended 31 December 2023, 2024 and 2025 and the five months ended 31 May 2025 and 2026 were approximately nil, RMB1,319,000, RMB2,188,000, nil and RMB1,381,000 respectively.

(b) Amounts recognized in the consolidated statements of comprehensive income or loss

	Year ended 31 December			Five months ended 31 May	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (*Unaudited*)	*RMB'000*
Depreciation charge of right-of-use assets					
— Cost of sales	—	310	339	129	357
— Selling and marketing costs	—	33	39	14	21
— General and administrative expenses	—	249	283	104	147
— Research and development expenses	—	199	233	83	126
	—	791	894	330	651
Interest expense *(Note 10)*	—	51	58	22	41
Expense relating to short-term leases (included in cost of sales, sales and marketing expenses, general and administrative expenses, research and development expenses)	655	374	1,939	220	1,076
	655	1,216	2,891	572	1,768

The total cash outflows for leases payments for the years ended 31 December 2023, 2024 and 2025 and the five months ended 31 May 2025 and 2026 were approximately RMB655,000, RMB374,000, RMB2,158,000, RMB220,000 and RMB3,002,000 respectively.

(c) The Group's leasing activities and how they are accounted for

The Group leases various buildings and offices. Rental contracts are typically made for fixed periods of one year to two years but may have extension options as described in (d) below.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received,
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Group, which does not have recent third-party financing, and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

If a readily observable amortizing loan rate is available to the individual lessee (through recent financing or market data) which has a similar payment profile to the lease, then the Group entities use that rate as a starting point to determine the incremental borrowing rate.

Right-of-use assets are generally depreciated over the shorter of the assets' useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases of building are recognized on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less without a purchase option.

See Note 39.15 for the other accounting policies relevant to leases.

(d) Extension and termination options

Extension and termination options are included in a number of leases of buildings across the Group. These are used to maximize operational flexibility in terms of managing the assets used in the Group's operations. The majority of extension and termination options held are exercisable only by the Group and not by the respective lessor.

18 DEFERRED INCOME TAX

The Group

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to the same tax authority.

	As at 31 December			As at 31 May
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Total deferred income tax assets (a)	1,178	1,741	2,241	2,573
Net-off with deferred income tax liabilities	—	(132)	(351)	(630)
Net deferred income tax assets	1,178	1,609	1,890	1,943
Total deferred income tax liabilities (b)	—	132	351	645
Net-off with deferred income tax assets	—	(132)	(351)	(630)
Net deferred income tax liabilities	—	—	—	15

The movement in net deferred income tax assets is as follows:

	Year ended 31 December			Five months ended 31 May	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (*Unaudited*)	*RMB'000*
Net deferred income tax assets:					
As at 1 January	938	1,178	1,741	1,741	2,241
Credited/(Charged) to income tax (*Note 12*)	240	563	500	(169)	332
As at 31 December	1,178	1,741	2,241	1,572	2,573

The analysis of deferred income tax assets is as follows:

(a) Deferred income tax assets

	As at 31 December			As at 31 May
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
The balance comprises temporary differences attributable to:				
Tax losses	1,111	1,193	1,350	1,760
Lease liabilities	—	342	510	434
Loss allowance for financial assets	67	81	381	379
Unpaid employee compensation	—	125	—	—
Total deferred income tax assets	1,178	1,741	2,241	2,573

Movement	Deductible tax losses *RMB'000*	Lease liabilities *RMB'000*	Loss allowance for financial assets *RMB'000*	Others *RMB'000*	Total *RMB'000*
As at 1 January 2023	930	—	8	—	938
Credited to profit or loss	181	—	59	—	240
As at 31 December 2023 and 1 January 2024	1,111	—	67	—	1,178
Credited to profit or loss	82	342	14	125	563
As at 31 December 2024 and 1 January 2025	1,193	342	81	125	1,741
Credited/(Charged) to profit or loss	157	168	300	(125)	500
As at 31 December 2025 and 1 January 2026	1,350	510	381	—	2,241
Credited/(Charged) to profit or loss	410	(76)	(2)	—	332
As at 31 May 2026	1,760	434	379	—	2,573
(Unaudited)					
As at 1 January 2025	1,193	342	81	125	1,741
Credited/(Charged) to profit or loss	85	(133)	4	(125)	(169)
As at 31 May 2025	1,278	209	85	—	1,572

Deferred income tax assets are recognized to the extent that the realization of the related tax benefit through the future taxable profits is probable. Deferred income tax assets have not been recognized in respect of the following items:

	As at 31 December			As at 31 May
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Tax losses	—	6	—	18,050

Deductible losses that are not recognized for deferred income tax assets will expire as follows:

	As at 31 December			As at 31 May
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
2030	—	6	—	—
2032	—	—	—	75
2037	—	—	—	17,975
	—	6	—	18,050

(b) Deferred income tax liabilities

	As at 31 December			As at 31 May
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
The balance comprises temporary differences attributable to:				
Right-of-use assets	—	132	271	381
Fair value change of financial assets at fair value through profit or loss	—	—	80	264
Net deferred income tax liabilities	—	132	351	645

The movement in deferred income tax liabilities during the Track Record Period, without taking into consideration the offsetting of balances within the same tax jurisdiction, is as follows:

Movement	Right-of-use assets *RMB'000*	Fair value change of financial assets at fair value through profit or loss	Total
As at 31 December 2023 and 1 January 2024	—	—	—
Charged to profit or loss	132	—	132
As at 31 December 2024 and 1 January 2025	132	—	132
Charged to profit or loss	139	80	219
As at 31 December 2025 and 1 January 2026	271	80	351
Charged to profit or loss	110	184	294
As at 31 May 2026	381	264	645
(Unaudited)			
As at 1 January 2025	132	—	132
Credit to profit or loss	(102)	—	(102)
As at 31 May 2025	30	—	30

The Company

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to the same tax authority.

	As at 31 December			As at 31 May
	2023 *RMB'000*	2024 *RMB'000*	2025 *RMB'000*	2026 *RMB'000*
Total deferred income tax assets (a)	65	370	693	890
Net-off with deferred income tax liabilities (b)	—	(132)	(351)	(630)
Net deferred income tax assets	65	238	342	260

The analysis of deferred income tax assets is as follows:

(a) Deferred income tax assets

	As at 31 December			As at 31 May
	2023 *RMB'000*	2024 *RMB'000*	2025 *RMB'000*	2026 *RMB'000*
The balance comprises temporary differences attributable to:				
Tax losses	—	—	136	350
Lease liabilities	—	342	510	434
Loss allowance for financial assets	65	28	47	106
Total deferred income tax assets	65	370	693	890

The movement in deferred income tax assets during the Track Record Period, without taking into consideration the offsetting of balances within the same tax jurisdiction, is as follows:

Movement	Deductible tax losses *RMB'000*	Lease liabilities *RMB'000*	Loss allowance for financial assets *RMB'000*	Total *RMB'000*
As at 1 January 2023	—	—	9	9
Credited to profit or loss	—	—	56	56
As at 31 December 2023 and 1 January 2024	—	—	65	65
(Charged)/Credited to profit or loss	—	342	(37)	305
As at 31 December 2024 and 1 January 2025	—	342	28	370
Credited to profit or loss	136	168	19	323
As at 31 December 2025 and 1 January 2026	136	510	47	693
Credited/(Charged) to profit or loss	214	(76)	59	197
As at 31 May 2026	350	434	106	890
(Unaudited)				
As at 1 January 2025	—	342	28	370
Credited/(Charged) to profit or loss	—	(133)	10	(123)
As at 31 May 2025	—	209	38	247

(b) Deferred income tax liabilities

The deferred income tax liabilities of the Company are the same as those of the Group.

19 CONTRACT FULFILMENT COSTS

The Group

	As at 31 December			As at 31 May
	2023 *RMB'000*	2024 *RMB'000*	2025 *RMB'000*	2026 *RMB'000*
Contract fulfilment costs	3,247	57,078	43,735	42,792
Less: allowance for impairment of contract fulfilment costs	—	—	—	—
	3,247	57,078	43,735	42,792

Contract fulfilment costs primarily consist of labor cost incurred and purchased contract fulfilment costs mainly for the production of system modules and services.

The Company

	As at 31 December			As at 31 May
	2023 *RMB'000*	2024 *RMB'000*	2025 *RMB'000*	2026 *RMB'000*
Contract fulfilment costs	916	54,271	41,994	39,143
Less: allowance for impairment of contract fulfilment costs	—	—	—	—
	916	54,271	41,994	39,143

20 TRADE RECEIVABLES

The Group

	As at 31 December			As at 31 May
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Trade receivables	72,634	153,871	197,590	199,185
Less: provision for impairment	(285)	(466)	(2,494)	(2,486)
	72,349	153,405	195,096	196,699

As at 31 December 2023, 2024 and 2025 and 31 May 2026, the aging analysis of the trade receivables based on date of revenue recognition is as follows:

	As at 31 December			As at 31 May
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Within 6 months	72,291	149,557	165,606	184,346
7 months–1 year	343	3,151	29,119	8,669
Above 1 year	—	1,163	2,865	6,170
Total	72,634	153,871	197,590	199,185

Trade receivables are amounts due from customers for system modules sold or services performed in the ordinary course of business. They are generally due for settlement within 1 year and therefore classified as current. Trade receivables are recognized initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognized at fair value. The Group holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortized cost using the effective interest method. See Note 3(a) for a description of the Group's impairment policies.

The Group applies the simplified approach under IFRS 9, which requires lifetime expected losses to be recognized from initial recognition of the assets. Information about the impairment of trade receivables and the Group's exposure to credit risk is described in Note 4.1.

The Group's trade receivables are denominated in RMB and their carrying amounts approximated their fair values as at the balance sheet dates.

As of 31 December 2023, 2024 and 2025 and 31 May 2026, the Group's trade receivables were all denominated in RMB and the carrying amounts of trade receivables approximated their fair values.

The Company

	As at 31 December			As at 31 May
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Trade receivables	63,563	132,502	161,838	160,065
Less: provision for impairment	(238)	(110)	(276)	(667)
	63,325	132,392	161,562	159,398

As at 31 December 2023 and 2024 and 2025 and 31 May 2026, the aging analysis of the trade receivables based on date of revenue recognition is as follows:

	As at 31 December			As at 31 May
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Within 6 months	63,466	132,331	140,188	154,495
7 months–1 year	97	171	21,650	4,800
Above 1 year	—	—	—	770
Total	63,563	132,502	161,838	160,065

As of 31 December 2023 and 2024 and 2025 and 31 May 2026, the Company's trade receivables were all denominated in RMB and the carrying amounts of Trade receivables approximated their fair values.

21 OTHER RECEIVABLES AND PREPAYMENTS

The Group

	As at 31 December			As at 31 May
	2023	**2024**	**2025**	**2026**
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Other receivables				
— Deposit	209	229	4,003	3,405
Less: allowance for credit losses	(1)	(2)	(23)	(20)
	208	227	3,980	3,385
Prepayment for [REDACTED]	—	—	[REDACTED]	[REDACTED]
Other prepayments	169	607	6,691	10,158
	169	607	8,022	12,722
Prepaid income tax	69	69	476	516
Prepaid VAT	—	—	2,204	—
	69	69	2,680	516
Total other receivables and prepayments	446	903	14,682	16,623

As at 31 December 2023, 2024 and 2025 and 31 May 2026, the Group's other receivables and prepayments were all denominated in RMB and the carrying amounts of other receivables and prepayments approximated their fair values.

The Company

	As at 31 December			As at 31 May
	2023	**2024**	**2025**	**2026**
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Other receivables				
— Intercompany loan receivable from subsidiary	3,034	—	—	—
— Deposit	109	104	2,539	2,657
	3,143	104	2,539	2,657
Less: allowance for credit losses	(22)	(1)	(14)	(15)
	3,121	103	2,525	2,642
Prepayment for [REDACTED]	—	—	[REDACTED]	[REDACTED]
Prepayments	132	420	6,111	9,315
	132	420	7,442	11,879
Prepaid income tax	—	—	407	408
Prepaid VAT	—	—	2,204	—
	—	—	2,611	408
Total	3,253	523	12,578	14,929

As at 31 December 2023, 2024 and 2025 and 31 May 2026, the Company's other receivables and prepayments were all denominated in RMB and the carrying amounts of other receivables and prepayments approximated their fair values.

22 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

The Group

(a) Classification of financial assets at fair value through profit or loss

The Group classifies the following as financial assets at fair value through profit or loss:

- debt investments that do not qualify for measurement at either amortized cost or fair value through other comprehensive income ("**FVOCI**").

The Group's financial assets measured at FVPL include the following:

	As at 31 December			As at 31 May
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Investments in wealth management products issued by financial institution	—	—	112,109	395,202
Investments in trust products issued by financial institution	—	—	42,442	19,948
	—	—	154,551	415,150

The principal and return of the trust and wealth management products is not guaranteed, hence their contractual cash flows do not qualify for solely payments of principal and interest. Therefore, the trust and wealth management products issued by financial institution are measured at FVPL.

Information about the Group's exposure to financial risk and information about the methods and assumptions used in determining fair value of these financial assets at fair value through profit or loss are set out in Note 4.3.

(b) Amounts recognized in profit or loss

During the year, the following net fair value gains were recognized in the consolidated statements of comprehensive income or loss:

	Year ended 31 December			Five months ended 31 May	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000 (Unaudited)*	*RMB'000*
Net fair value gains on financial assets at fair value through profit or loss recognized in other (losses)/gains — net *(Note 7)*					
— realized	—	—	156	—	755
— unrealized	—	—	557	—	1,399
	—	—	713	—	2,154

The Company

(a) Classification of financial assets at fair value through profit or loss

The Company classifies the following as financial assets at fair value through profit or loss:

- debt investments that do not qualify for measurement at either amortized cost or fair value through other comprehensive income ("**FVOCI**").

The Company's financial assets measured at FVPL include the following:

	As at 31 December			As at 31 May
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Investments in wealth management products issued by financial institution	—	—	112,109	272,708
Investments in trust products issued by financial institution	—	—	19,418	19,948
	—	—	131,527	292,656

23 CASH AND CASH EQUIVALENTS

The Group

	As at 31 December			As at 31 May
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Cash at banks and in hand	42,776	207,847	346,795	77,451

The Company

	As at 31 December			As at 31 May
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Cash at banks and in hand	27,323	164,320	197,536	35,586

Cash and cash equivalents are denominated in RMB.

24 PAID-IN CAPITAL

The Group and the Company

	Total
	RMB'000
As at 1 January 2023	10,000
Capital injection from original investors (a)	—
Capital injection from Series Pre-A investor (b)	9,117
As at 31 December 2023	19,117
As at 1 January 2024	19,117
Capital injection from Series A investors (c)	2,606
As at 31 December 2024	21,723
As at 1 January 2025	21,723
Capital injection from Series A investors (c)	1,471
Conversion into a joint stock limited company *(Note 25(a))*	(23,194)
As at 31 December 2025	—
As at 1 January 2026 and 31 May 2026	—
(Unaudited)	
As at 1 January 2025	21,723
Capital injection from Series A investors (c)	1,471
Conversion into a joint stock limited company *(Note 25(a))*	(23,194)
As at 31 May 2025	—

(a) The shares had been issued upon the establishment of the Company in December 2021 but not paid until 27 December 2023 when the Company received cash of RMB10,000,000 from original shareholders.

(b) On 28 December 2023, the Company entered into an investment agreement with ZhongAn Information Technology Services Co., Series Pre-A investor, pursuant to which total capital of RMB19,120,000 was contributed into the Company, consisting of RMB8,700,000 in cash and RMB10,420,000 in intangible assets. The proceeds of RMB19,120,000 were received by the Company in December 2023, with RMB9,117,000 and RMB10,003,000 credited to the Company's paid-in capital and capital reserves, respectively.

(c) On 22 October 2024, the Company entered into an investment agreement with Series A investors, pursuant to which total capital of RMB177,250,000 was contributed into the Company. The proceeds of RMB177,250,000 were received by the Company between October and December 2024, with RMB2,606,000 and RMB174,644,000 credited to the Company's paid-in capital and capital reserves, respectively.

On 7 January 2025, the Company entered into an agreement with another Series A investor, pursuant to which total capital of RMB100,000,000 was contributed into the Company. The proceeds of RMB100,000,000 were received by the Company between January and February 2025, with RMB1,471,000 and RMB98,529,000 credited to the Company's paid-in capital and capital reserves, respectively.

Certain preferred rights upon capital contribution were granted to Series A investors (Note 28).

25 SHARE CAPITAL

The Group and the Company

	Total *RMB'000*
As at 1 January 2025	—
Conversion into a joint stock limited company *(Note 24)*	23,194
Capital injection from Series B investor (a)	2,494
As at 31 December 2025	25,688
As at 1 January 2026 and 31 May 2026	25,688
(Unaudited)	
As at 1 January 2025	—
Conversion into a joint stock limited company *(Note 24)*	23,194
As at 31 May 2025	23,194

In February 2025, the Company was converted into a joint stock company with limited liability under the Company Law of the PRC. The net assets of the Company as at the conversion date were converted into approximately 23,194,000 ordinary shares at RMB1 each. The excess of net assets converted over nominal value of the ordinary shares was credited to the Company's capital reserve (Note 26).

(a) On 23 October 2025, the Company entered into an investment agreement with Series B investors, pursuant to which total capital of RMB215,090,000 was contributed into the Company. The proceeds of RMB215,090,000 were received by the Company in October 2025, with RMB2,494,000 and RMB212,596,000 credited to the Company's paid-in capital and capital reserves, respectively.

26. TREASURY STOCK AND RESERVES

The following table shows a breakdown of reserves and their movements during the respective years. A description of the nature and purpose of each reserve is provided in the table below.

The Group and the Company

	Treasury stock *RMB'000*	Capital reserve *RMB'000*	Statutory surplus reserve *RMB'000*	Total *RMB'000*
As at 1 January 2023	—	—	35	35
Capital contributions from investors *(Note 24)*	—	10,003	—	10,003
Appropriation to statutory reserve	—	—	875	875
As at 31 December 2023	—	10,003	910	10,913
As at 1 January 2024	—	10,003	910	10,913
Capital contributions from investors *(Note 24)*	—	174,644	—	174,644
Appropriation to statutory reserve	—	—	3,132	3,132
Recognition of financial instruments with preferred rights at amortized cost (a)	(177,250)	—	—	(177,250)
As at 31 December 2024	(177,250)	184,647	4,042	11,439
As at 1 January 2025	(177,250)	184,647	4,042	11,439
Capital contributions from investors *(Note 24, Note 25)*	—	309,420	—	309,420
Appropriation to statutory reserve	—	—	2,913	2,913
Recognition of financial instruments with preferred rights at amortized cost (a)	(50,000)	—	—	(50,000)
Conversion into a joint stock limited company *(Note 25)*	—	30,274	—	30,274
Derecognition of financial instruments with preferred rights at amortized cost (b)	227,250	2,532	—	229,782
As at 31 December 2025	—	526,873	6,955	533,828

	Treasury stock *RMB'000*	Capital reserve *RMB'000*	Statutory surplus reserve *RMB'000*	Total *RMB'000*
As at 1 January 2026	—	526,873	6,955	533,828
Appropriation to statutory reserve	—	—	92	92
As at 31 May 2026	—	526,873	7,047	533,920
As at 1 January 2025	(177,250)	184,647	4,042	11,439
Capital contributions from investors *(Note 24, Note 25)*	—	98,529	—	98,529
Recognition of financial instruments with preferred rights at amortized cost (a)	(50,000)	—	—	(50,000)
Conversion into a joint stock limited company *(Note 25)*	—	30,274	—	30,274
Derecognition of financial instruments with preferred rights at amortized cost (b)	227,250	2,532	—	229,782
As at 31 May 2025	—	315,982	4,042	320,024

(a) The Group recorded treasury stock to reflect the carrying amount of the financial instruments with preferred rights at the date of issuance of Series A financing. Further details are described in Note 28(a).

(b) On 13 January 2025, upon termination of the preferred rights of the Series A Investors, all the treasury stock was derecognized and the difference between the derecognition of the financial instruments with preferred rights and the treasury stock was credited to the capital reserves. Further details are described in Note 28(b).

27 FINANCIAL INSTRUMENTS BY CATEGORY

The Group

		As at 31 December			As at 31 May
		2023	2024	2025	2026
	Note	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Financial assets					
Financial assets at amortized cost:					
— Trade receivables	20	72,349	153,405	195,096	196,699
— Cash and cash equivalents	23	42,776	207,847	346,795	77,451
— Other receivables (excluding prepayments)	21	208	227	3,980	3,385
Financial assets at fair value through profit or loss	22	—	—	154,551	415,150
		115,333	361,479	700,422	692,685
Financial liabilities					
Financial liabilities at amortized cost:					
— Financial instruments with preferred rights at amortized cost	28	—	179,580	—	—
— Trade payables	30	63,285	113,436	63,379	49,696
— Borrowings	29	7,524	25,020	48,033	58,205
— Other payables and accruals (excluding salary and welfare payables, tax payables and other non-financial liabilities)	31	3,718	2,531	8,941	4,321
— Lease liabilities		—	1,370	3,397	2,893
		74,527	321,937	123,750	115,115

The Company

	Note	As at 31 December 2023 RMB'000	2024 RMB'000	2025 RMB'000	As at 31 May 2026 RMB'000
Financial assets					
Financial assets at amortized cost:					
— Trade receivables	20	63,325	132,392	161,562	159,398
— Other receivables (excluding prepayments)	21	3,121	103	2,525	2,642
— Cash and cash equivalents	23	27,323	164,320	197,536	35,586
Financial assets at fair value through profit or loss	22	—	—	131,527	292,656
		93,769	296,815	493,150	490,282
Financial liabilities					
Financial liabilities at amortized cost					
— Financial instruments with preferred rights at amortized cost	28	—	179,580	—	—
— Trade payables	30	59,120	112,600	83,828	85,325
— Other payables and accruals (excluding salary and welfare payables, tax payables and other non-financial liabilities)	31	686	2,319	8,597	4,158
— Lease liabilities		—	1,370	3,397	2,893
		59,806	295,869	95,822	92,376

The Group's exposure to various risks associated with the financial instruments is discussed in Note 4. The maximum exposure to credit risk at end of the Track Record Period is the carrying amount of each class of financial assets mentioned above.

28 FINANCIAL INSTRUMENTS WITH PREFERRED RIGHTS AT AMORTIZED COST

The Group and the Company

	As at 31 December 2023 RMB'000	2024 RMB'000	2025 RMB'000	As at 31 May 2026 RMB'000
Financial instruments with preferred rights at amortized cost	—	179,580	—	—

The financial instruments with preferred rights represented the paid-in capital of the Company with redemption rights held by certain investors. The Group recognized the financial instruments with preferred rights as financial liabilities considering that all triggering events for the key redemption rights that could be exercised by the Series A Investors (more details about the preferred rights are set out below or in the later part of this note), were out of the control of the Company and these financial instruments did not meet the definition of equity for the Company. The financial liabilities were initially measured at present value of the redemption amount and subsequently measured at amortized cost. The present value was the amount expected to be paid to the investors upon redemption which was assumed at the dates of issuance of the financial instruments.

The movements of financial instruments with preferred rights at amortized cost for the years ended 31 December 2023, 2024 and 2025 and the five months ended 31May 2025 and 2026 were as follows:

	Financial instruments with preferred rights at amortized cost RMB'000
As at 1 January 2024	—
Recognition of financial instruments with preferred rights at amortized cost (a)	177,250
Charged to finance costs *(Note 10)*	2,330
As at 31 December 2024	179,580

	Financial instruments with preferred rights at amortized cost *RMB'000*
As at 31 December 2024	179,580
Recognition of financial instruments with preferred rights at amortized cost (a)	50,000
Charged to finance costs *(Note 10)*	202
Derecognition of financial instruments with preferred rights at amortized cost *(Note 26)*	(229,782)
As at 31 December 2025	—

(a) Series A financing

On 22 October 2024, the Company entered into an investment agreement with Series A Investors and renewed the agreement on 7 January 2025, pursuant to which the Company issued and allotted approximately 4,077,000 shares, representing approximately 17.6% of the equity interests of the Company, to the Series A Investors, at a consideration of RMB277,250,000. Series A Investors were granted certain preferred rights upon capital contribution. The proceeds of RMB177,250,000 were received by the Company between October and December 2024 and RMB100,000,000 were received between January and February 2025. Upon the Company's shares with preferred rights were issued to the Series A Investors, the Company had initially recognized the related financial instruments with preferred rights at RMB177,250,000 (representing the present value of the estimated amount to be paid out by the Company if the Series A Investor exercise their preferred rights) in 2024 and RMB50,000,000 in January 2025. The Company applied an effective interest rate of 10% simple interest to derive the present value of the issued financial instruments. The financial instruments with preferred rights were subsequently measured at amortized costs.

Redemption right

Series A Investors have a right to require the Company to redeem their investment if (i) the Company failed to QIPO before a certain date; (ii) during the period from the issuance date to before the Company's QIPO, the Company and its existing shareholders have committed a major breach to the agreements.

The redemption amount of Series A Investors is calculated as the higher of (i) the original investment principal from Series A Investors, plus an annual simple rate of 10% of the original investment principal for a period of time commencing from the actual payments date to the date when the investors receive the repurchase amount; and (ii) the net assets shown in the Company's audited consolidated financial statements for the latest period multiplied by the corresponding investor's share percentage to the total issued share capital.

The redemption rights held by Series A Investors upon no successful [REDACTED] within a specified period and other contingent events would constitute as a Company's obligation to repurchase its own equity instruments under the situations which are beyond the Company's and the investors' control. The financial liability in connection with the obligation is therefore recognized initially at fair value (representing the present value of the aforementioned redemption amount based on the most likely scenario among all the possible situations) and subsequently measured at amortized cost using the effective interest method.

Anti-dilution right

If the Company increases its paid-in capital at a price lower than the price paid by Series A Investors on a per paid-in capital basis, Series A Investors have a right to require (i) the Company to issue new paid-in capital for nil consideration (or lowest price allowed by law) to Series A Investors; or (ii) existing shareholders to transfer the equity interests of the Company directly or indirectly held to Series A Investors for nil consideration (or lowest price allowed by law), so that the total amount paid by Series A Investors divided by the total amount of paid-in capital obtained is equal to the price per paid-in capital in the new issuance.

The directors of the Company considered that the fair value of the anti-dilution right was immaterial and therefore no derivative liability was recognized by the Company.

Liquidation preferences

In the event of any liquidation, dissolution or winding up of the Company, Series A Investors shall be entitled to receive the liquidation preference amount, prior and in preference to any distribution of any of the assets or surplus funds of the Company to the holders of ordinary shares of the Company.

The liquidation preference amount of Series A Investors is calculated as the 105% of the original investment principal from 108% of the original investment principal from Series A Investors respectively ("**Liquidation Preference Cap**"). If the amount of distributable assets of the Company is less than the total Liquidation Preference Cap, Series A Investors shall be entitled the amount based on the percentage of each investor's share.

(b) Termination of Preferred Rights

On 13 January 2025, the Company entered into a termination agreement to terminate the abovementioned Preferred Rights with Series A Investors. Pursuant to the termination agreement, the financial instruments with preferred rights at amortized cost of approximately RMB229,782,000 and the treasury stock of approximately RMB227,250,000 were derecognized accordingly. The difference of approximately RMB2,532,000 was credited to capital reserves (Note 26). The Company charged approximately nil, RMB2,330,000 and RMB202,000, RMB202,000 and nil to finance cost in profit or loss during the years ended 31 December 2023, 2024 and 2025 and the five months ended 31 May 2025 and 2026, respectively.

29 BORROWINGS

The Group

	As at 31 December			As at 31 May
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Current				
— Short-term bank borrowings, credit (a)	4,521	18,015	38,027	48,198
— Short-term bank borrowings, guaranteed (b)	3,003	7,005	10,006	10,007
	7,524	25,020	48,033	58,205

(a) For the years ended 31 December 2023, 2024 and 2025 and the five months ended 31 May 2026, the Group's bank borrowings were denominated in RMB with an weighted average effective interest rates of 3.45%, 3.32%, 3.05% and 2.63% per annum.

(b) For the years ended 31 December 2023, 2024 and 2025 and the five months ended 31 May 2026, the Group's bank borrowings were denominated in RMB and with an weighted average effective interest rates of 3.45%, 3.36%, 2.99% and 2.70% per annum, respectively. As at 31 December 2024 and 2025, the Group's borrowings were guaranteed by Shanghai Municipal Small and Medium Enterprises Policy-based Finance Guarantee Fund Management Center 上海市中小微企業政策性融資擔保基金管理中心.

30 TRADE PAYABLES

The Group

	As at 31 December			As at 31 May
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Trade payables				
— payables for purchase of services	63,285	113,436	63,379	49,696

The aging analysis of the trade payables based on invoice date at the end of each Track Record Period is as follows:

	As at 31 December			As at 31 May
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Within 1 year	63,285	113,436	63,379	49,696

The Company

	As at 31 December			As at 31 May
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Trade payables				
— payables for purchase of services	59,120	112,600	83,828	85,325

The aging analysis of the trade payables based on purchase date at the end of each Track Record Period is as follows:

	As at 31 December			As at 31 May
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Within 1 year	59,120	112,600	83,828	85,325

The carrying amounts of trade payables of the Group and the Company were denominated in RMB and approximated their fair values due to their short-term maturity in nature.

31 OTHER PAYABLES AND ACCRUALS

The Group

	As at 31 December			As at 31 May
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Current				
Salaries and welfare payables	8,717	23,574	32,359	22,536
Payable for [REDACTED]	—	—	[REDACTED]	[REDACTED]
VAT and other taxes payables	3,283	1,220	248	3,672
Deposits	200	380	180	120
Other	2,372	2,151	6,817	4,101
	14,572	27,325	41,548	30,529
Non-current				
Payable for acquisition of subsidiaries	1,146	—	—	—

The Company

	As at 31 December			As at 31 May
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Current				
Salaries and welfare payables	5,030	12,896	22,378	12,562
Payable [REDACTED]	—	—	[REDACTED]	[REDACTED]
VAT and other taxes payables	2,659	658	167	2,630
Deposits from suppliers	200	380	180	120
Other	486	1,939	6,473	3,938
	8,375	15,873	31,142	19,350

As at 31 December 2023, 2024 and 2025 and 31 May 2026, the Group's and the Company's other payables and accruals were mainly denominated in RMB and the carrying amounts of other payables and accruals approximated their fair values.

32 CASH FLOW INFORMATION

(a) Cash generated from operations

	Year ended 31 December			Five months ended 31 May	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* *(Unaudited)*	*RMB'000*
Profit/(loss) for the year	10,082	33,231	39,065	(8,993)	4,160
Adjustments for:					
Depreciation of property, plant and equipment *(Note 15)*	165	166	763	283	406
Amortization of other intangible assets *(Note 16)*	95	1,136	1,153	486	642
Depreciation of right-of-use assets *(Note 17)*	—	791	894	330	651
Finance costs *(Note 10)*	98	2,827	1,149	572	694
Fair value change of financial assets and liabilities at fair value through profit or loss	—	—	(557)	—	(1,399)
Net gains on disposal of financial assets at fair value through profit or loss	—	—	(156)	—	(755)
Net impairment losses/(reversal) on financial assets	247	182	2,075	121	(9)
Income tax	470	4,348	(270)	68	(28)
	11,157	42,681	44,116	(7,133)	4,362

	Year ended 31 December			Five months ended 31 May	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* *(Unaudited)*	*RMB'000*
Increase in trade receivables	(57,539)	(81,237)	(43,720)	(38,806)	(1,595)
(Increase)/decrease in contract assets	(189)	(4,369)	(11,786)	(2,469)	4,690
Decrease/(increase) in other receivables and prepayments	18,084	(457)	(12,398)	(5,516)	(1,937)
(Increase)/decrease in contract fulfilment costs	(3,247)	(53,831)	13,343	(12,226)	943
(Decrease)/increase in contract liabilities	(13,386)	8,186	11,909	303	1,869
Increase/(decrease) in trade payables	57,296	50,151	(50,058)	2,164	(13,683)
(Decrease)/increase in other payables and accruals	(7,591)	(11,513)	12,578	(376)	(10,135)
Cash generated from/(used in) operations	4,585	(27,363)	(36,016)	(64,059)	(15,486)

(b) Net debt reconciliation

This section sets out an analysis and the movements of liabilities from financing activities for each of the periods presented.

	Borrowings	Lease liabilities	Financial instruments with preferred rights at amortized cost	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
As at 1 January 2023	—	—	—	—
Cash flows	7,426	—	—	7,426
Interest expenses *(Note 10)*	98	—	—	98
As at 31 December 2023	7,524	—	—	7,524
As at 1 January 2024	7,524	—	—	7,524
Cash flows	17,050	—	—	17,050
New leases entered	—	1,319	—	1,319
Interest expenses *(Note 10)*	446	51	2,330	2,827
Recognition of financial instruments with preferred rights at amortized cost	—	—	177,250	177,250
As at 31 December 2024	25,020	1,370	179,580	205,970
As at 1 January 2025	25,020	1,370	179,580	205,970
Cash flows	22,124	(219)	—	21,905
New leases entered	—	2,188	—	2,188
Interest expenses *(Note 10)*	889	58	202	1,149
Recognition of financial instruments with preferred rights at amortized cost	—	—	50,000	50,000
Derecognition of financial instruments with preferred rights at amortized cost	—	—	(229,782)	(229,782)
As at 31 December 2025	48,033	3,397	—	51,430
As at 1 January 2026	48,033	3,397	—	51,430
Cash flows	9,519	(1,926)	—	7,593
New leases entered	—	1,381	—	1,381
Interest expenses *(Note 10)*	653	41	—	694
As at 31 May 2026	58,205	2,893	—	60,098

	Borrowings	Lease liabilities	Financial instruments with preferred rights at amortized cost	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
(Unaudited)				
As at 1 January 2025	25,020	1,370	179,580	205,970
Cash flows	4,655	—	—	4,655
Interest expenses *(Note 10)*	348	22	202	572
Recognition of financial instruments with preferred rights at amortized cost	—	—	50,000	50,000
Decognition of financial instruments with preferred rights at amortized cost	—	—	(229,782)	(229,782)
As at 31 May 2025	30,023	1,392	—	31,415

(c) Major non-cash transactions

The major non-cash investing and financing transactions during the years ended 31 December 2023, 2024 and 2025 and the five months ended 31 May 2025 and 2026 mainly include (i) the additions of the right-of-use assets and lease liabilities described in Note 17, (ii) received capital contribution in the form of intangible assets described in Note 24, (iii) recognition and derecognition of financial instruments with preferred rights at amortized cost described in Note 28.

33 CAPITAL COMMITMENTS

No significant capital expenditure contracted for at 31 December 2023, 2024 and 2025 and 31 May 2025 and 2026 but not recognized as liabilities.

34 RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operational decisions. Parties are also considered to be related if they are subject to common control or significant influence.

Members of key management and their close family members of the Group are also considered as related parties.

The following significant transactions were carried out between the Group and its related parties during the periods presented. In the opinion of the directors of the Company, the related party transactions were carried out in the normal course of business and at terms negotiated between the Group and the respective related parties.

(a) Names and relationships with related parties

The following companies are significant related parties of the Group that had transactions and/or balances with the Group during the Track Record Period.

Name of related party	Relationship with the Group
ZhongAn Online P & C Insurance Co., Ltd.	Ultimate controlling group of a shareholder (i)

(i) On December 28, 2023, ZhongAn Information Technology Services Co., Ltd. became a shareholder of the Group. The disclosure period for related-party transactions in 2023 was from December 28 to December 31, 2023.

(b) Transactions with related parties

We enter into transactions with our related parties from time to time. During the Track Record Period, substantially all of our balances with related parties were trade in nature. The following table summarizes the transactions carried out with related parties from the period indicated:

	Year ended 31 December			Five months ended 31 May	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* *(Unaudited)*	*RMB'000*
Sales of system modules					
ZhongAn Online P & C Insurance Co., Ltd. and its subsidiaries (i)	—	51,499	107,291	20,540	8,274

	Year ended 31 December			Five months ended 31 May	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000 (Unaudited)*	*RMB'000*
Sales of services					
ZhongAn Online P & C Insurance Co., Ltd. and its subsidiaries (i)	—	143,980	113,622	35,453	50,063
Purchases of goods or service					
ZhongAn Online P & C Insurance Co., Ltd. and its subsidiaries (ii)	—	85,092	—	—	—
Recognize new right-of-use assets					
ZhongAn Online P & C Insurance Co., Ltd. and its subsidiaries	—	1,319	168	—	1,381
Interest expenses on lease liabilities					
ZhongAn Online P & C Insurance Co., Ltd. and its subsidiaries	—	51	37	22	19
Procurement of insurance products					
ZhongAn Online P & C Insurance Co., Ltd. and its subsidiaries	—	82	1,110	15	186

(i) Sales of system modules and services include sales to ultimate customer through ZhongAn Information Technology Services Co., Ltd., with amount of approximately nil, RMB57,818,000, RMB114,654,000 and RMB8,378,000 for the years ended 31 December 2023, 2024 and 2025 and the five months ended 31 May 2026 respectively.

(ii) In 2024, the Group purchased certain system modules contracts from ZhongAn Information Technology Services Co., Ltd. with working in process costs amounting to RMB67,520,000(2025: nil).

(c) Balance with related parties

The following table summarizes the balances with related party transactions of our Group as of the dates indicated:

	As at 31 December			As at 31 May
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Trade receivables (trade in nature)				
ZhongAn Online P & C Insurance Co., Ltd. and its subsidiaries	25,788	130,777	115,913	79,447
Less: allowance for credit losses	(69)	(57)	(101)	(56)
	25,719	130,720	115,812	79,391
Trade payables (trade in nature)				
ZhongAn Online P & C Insurance Co., Ltd. and its subsidiaries	19,327	98,964	26,188	10,398
Contract asset (trade in nature)				
ZhongAn Online P & C Insurance Co., Ltd. and its subsidiaries	189	3,772	7,941	1,729
Less: allowance for credit losses	—	—	(10)	(3)
	189	3,772	7,931	1,726
Prepayments (trade in nature)				
ZhongAn Online P & C Insurance Co., Ltd. and its subsidiaries	—	2	—	923
Lease liabilities (trade in nature)				
ZhongAn Online P & C Insurance Co., Ltd. and its subsidiaries	—	1,370	1,575	1,673

(d) Key management compensation

Key management includes directors (executive and non-executive) and the senior management of the Group. The compensation paid or payable to key management for employee services is shown below:

	Year ended 31 December			Five months ended 31 May	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* *(Unaudited)*	*RMB'000*
Wages, salaries and bonuses	540	1,048	4,911	1,994	2,038
Pension obligations, housing funds, medical insurances and other social insurances	69	159	799	331	335
Other employee benefits	1	—	112	—	115
	610	1,207	5,822	2,325	2,488

35 BENEFITS AND INTERESTS OF DIRECTORS AND SUPERVISORS

(a) Directors and supervisors' emoluments

The remuneration paid or payable to the directors and supervisors of the Company (including emoluments for services as employee/directors/supervisors of the Group's entities prior to becoming the directors of the Company) during the years ended 31 December 2023, 2024 and 2025 and the five months ended 31 May 2025 and 2026 was as follows.

	Year ended 31 December 2023					
Name	Wages, salaries *RMB'000*	Bonuses *RMB'000*	Pension obligations, housing funds, medical insurances and other social insurances *RMB'000*	Share-based payment expenses *RMB'000*	Other employee benefits *RMB'000*	Total *RMB'000*
Name of directors:						
Mr. Yu Feng	—	—	—	—	—	—
Mr. Niu Chenghao	—	—	—	—	—	—
Mr. Junkang	—	—	—	—	—	—
Mr. Wang Min	—	—	—	—	—	—
	—	—	—	—	—	—
Name of supervisors:						
Mr. Mao Yifeng	—	—	—	—	—	—
	—	—	—	—	—	—

	Year ended 31 December 2024					
Name	Wages, salaries *RMB'000*	Bonuses *RMB'000*	Pension obligations, medical insurances and other social insurances *RMB'000*	Share-based payment expenses *RMB'000*	Other employee benefits *RMB'000*	Total *RMB'000*
Name of directors:						
Mr. Yu Feng	200	—	27	—	—	227
Mr. Niu Chenghao	91	—	10	—	—	101
Mr. Wang Min	—	—	—	—	—	—
	291	—	37	—	—	328
Name of supervisors:						
Mr. Mao Yifeng	151	—	27	—	—	178
	151	—	27	—	—	178

	Year ended 31 December 2025					
Name	**Wages, salaries** *RMB'000*	**Bonuses** *RMB'000*	**Pension obligations, medical insurances and other social insurances** *RMB'000*	**Share-based payment expenses** *RMB'000*	**Other employee benefits** *RMB'000*	**Total** *RMB'000*
Name of directors:						
Mr. Yu Feng	1,225	—	165	—	36	1,426
Mr. Niu Chenghao	658	—	124	—	36	818
Mr. Zhou Zhengyu	875	—	54	—	13	942
Mr. Mao Yifeng	758	—	122	—	10	890
Mr. Wang Min	—	—	—	—	—	—
Mr. Zhu Junsheng	100	—	—	—	—	100
	3,616	—	465	—	95	4,176
Name of supervisors:						
Mr. Mao Yifeng	152	—	24	—	3	179
	152	—	24	—	3	179

	Five months ended 31 May 2026					
Name	**Wages, salaries** *RMB'000*	**Bonuses** *RMB'000*	**Pension obligations, medical insurances and other social insurances** *RMB'000*	**Share-based payment expenses** *RMB'000*	**Other employee benefits** *RMB'000*	**Total** *RMB'000*
Name of directors:						
Mr. Yu Feng	500	—	69	—	36	605
Mr. Niu Chenghao	274	—	52	—	36	362
Mr. Zhou Zhengyu	365	—	23	—	12	400
Mr. Mao Yifeng	379	—	61	—	13	453
Mr. Wang Min	—	—	—	—	—	—
Mr. Zhu Junsheng	—	—	—	—	—	—
	1,518	—	205	—	97	1,820

(Unaudited)

	Five months ended 31 May 2025					
Name	**Wages, salaries** *RMB'000*	**Bonuses** *RMB'000*	**Pension obligations, medical insurances and other social insurances** *RMB'000*	**Share-based payment expenses** *RMB'000*	**Other employee benefits** *RMB'000*	**Total** *RMB'000*
Name of directors:						
Mr. Yu Feng	500	—	68	—	—	568
Mr. Niu Chenghao	274	—	51	—	—	325
Mr. Zhou Zhengyu	365	—	22	—	—	387
Mr. Mao Yifeng	227	—	36	—	—	263
Mr. Wang Min	—	—	—	—	—	—
Mr. Zhu Junsheng	—	—	—	—	—	—
	1,366	—	177	—	—	1,543
Name of supervisors:						
Mr. Mao Yifeng	152	—	24	—	3	179
	152	—	24	—	3	179

(i) Mr. Ni Junkang was appointed as the director of the Company on 2 December 2021 and resigned on 26 December 2023.

(ii) Mr. Yu Feng was appointed as the director of the Company on 26 December 2023.

(iii) Mr. Wang Min was appointed as the director of the Company on 26 December 2023.

(iv) Mr. Niu Chenghao was appointed as the director of the Company on 26 December 2023 and resigned on 27 February 2025.

(v) Mr. Mao Yifeng was appointed as the supervisor of the Company on 26 December 2023 and resigned on 27 February 2025 and was appointed as the director of the Company on 27 February 2025.

(vi) Mr. Zhou Zhengyu was appointed as the director of the Company on 27 February 2025.

(vii) Mr. Zhu Junsheng was appointed as the director of the Company on 27 February 2025.

(b) Directors' and supervisors' retirement benefits

There were no retirement benefits paid to or receivable by any Directors/Supervisors in respect of their other services in connection with the management of the affairs of the Company or its subsidiaries undertakings during the Track Record Period.

(c) Directors' and supervisors' termination benefits

There were no termination benefits paid to or receivable by any Directors/Supervisors during the Track Record Period.

(d) Consideration provided to third parties for making available directors' and supervisors' services

No payment was made to the former employer of Directors/Supervisors for making available the services of them as a Director of the Company during the Track Record Period.

(e) Information about loans, quasi-loans and other dealings in favour of directors and supervisors'

There were no loans, quasi-loans and other dealings entered into between the Group and the directors/supervisors and in favour of the directors/supervisors during the Track Record Period.

(f) Directors' and supervisors' material interests in transactions, arrangements or contracts

There are no significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director/supervisors of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the Track Record Period.

36 DIVIDENDS

No dividend has been paid or declared by the Company during each of the years ended 31 December 2023, 2024 and 2025 and the five months ended 31 May 2026.

37 CONTINGENCIES

As at 31 December 2023, 2024 and 2025 and 31 May 2026, there were no significant contingencies for the Group and the Company.

38 SUBSEQUENT EVENTS

The Group subdivided its Share from one share of RMB1.o each into ten shares of RMB0.1 each, which will become effective immediately prior to the [REDACTED].

39 OTHER ACCOUNTING POLICIES

39.1 Principles of consolidation and equity accounting

The principal accounting policies applied in the preparation of the Historical Financial Information are set out below. These policies have been consistently applied throughout the Track Record Period, unless otherwise stated.

(a) Subsidiaries

Subsidiaries are all entities (including a structured entity) over which the Group has control. The Group controls an entity when the Group is exposed to, 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. Subsidiaries are consolidated fully from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Intercompany transactions, balances and unrealized gains on transactions between group companies are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

39.2 Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

39.3 Property, plant and equipment

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

Construction in progress represents unfinished construction and equipment under construction or pending for installation and is stated at cost less impairment losses. Cost comprises direct costs of construction including borrowing costs attributable to the construction during the period of construction. No provision for depreciation is made on construction in progress until such time as the relevant assets are completed and ready for intended use.

39.4 Intangible assets

(a) Patent

Patents are shown at historical cost. These intangible assets have a finite useful life and are carried at cost less accumulated amortization. Amortization is calculated using the straight-line method to allocate the cost over their estimated useful lives.

(b) Software

Acquired software is initially capitalised on the basis of the costs incurred to acquire and bring to use the specific software. Costs associated with maintaining computer software programmes are recognized as an expense as incurred. Software is stated at historical cost less accumulated amortisation and impairment losses, if any.

The amortisation period and amortisation method of intangible assets are reviewed at each Track Record Period. The effects of any revision are recognized as profit or loss when the changes arise.

(c) Research and development ("R&D")

Research expenditure is recognized as an expense as incurred. Costs incurred on research and development projects are recognized as intangible assets when the following criteria are met:

- it is technically feasible to complete the research and development project so that it will be available for us;
- management intends to complete the research and development project and use or sell it;
- there is an ability to use or sell the research and development project;
- it can be demonstrated how the research and development project will generate probable future economic benefits;
- adequate technical, financial and other resources to complete the development and to use or sell the research and development project are available; and
- the expenditure attributable to the research and development project during its development can be reliably measured.

Directly attributable costs which are eligible to be capitalized as part of the research and development project may include employee costs and an appropriate portion of relevant overheads.

Other development expenditures that do not meet these criteria are recognized as an expense as incurred.

Development costs previously recognized as an expense are not recognized as an asset in a subsequent period.

39.5 Impairment of non-financial assets

Property, plant and equipment, intangible assets and right-of-use assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable by considering whether any of the following impairment indicators were present: (i) greater than expected declines in asset values as a result of the passage of time or normal use; (ii) significant adverse changes in the technological, market, economic or legal environment impacting the entity or the market to which the asset is dedicated; (iii) changes in market interest rates or other market rates of return that are likely to significantly affect the discount rate used in the impairment assessment; (iv) carrying amount of net assets of the entity exceeding its market capitalization; (v) evidence of obsolescence or physical damage to an asset; (vi) significant adverse changes impacting the manner in which an asset is used or is expected to be used; (vii) internal reporting indicating the economic performance of an asset is, or will be, worse than expected; and (viii) actual or forecast net cash outflows or operating profits or losses may be significantly worse than expected. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets that suffered an impairment are reviewed for possible reversal of the impairment at the end of each Track Record Period.

39.6 Financial assets

(a) Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through OCI or through profit or loss); and
- those to be measured at amortized cost.

The classification depends on the Group's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI).

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

(b) Recognition and derecognition

Regular way purchases and sales of financial assets are recognized on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognized when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

(c) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at FVPL, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

- Amortized cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognized directly in profit or loss and presented in "other (losses)/gains — net". Impairment losses are presented as separate line item in the consolidated statements of comprehensive income or loss.

- FVOCI: Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognized in profit or loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in "other (losses)/gains — net". Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in "other (losses)/gains — net" and impairment expenses are presented as separate line item in the consolidated statements of comprehensive income or loss.

- FVPL: Assets that do not meet the criteria for amortized cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognized in profit or loss and presented net within in "other (losses)/gains — net" in the period in which it arises.

(d) Impairment

The Group assesses on a forward-looking basis the expected credit loss associated with its debt instruments carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For cash and cash equivalents, the expected credit loss risk is considered immaterial.

For Trade receivables, the Group applies the simplified approach permitted by IFRS 9, which requires expected lifetime losses to be recognized from initial recognition of the assets. The provision matrix is determined based on historical observed default rates over the expected life of the Trade receivables with similar credit risk characteristics and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

Impairment on other receivables is measured as either 12-month expected credit losses or lifetime expected credit loss, depending on whether there has been a significant increase in credit risk since initial recognition. If a significant increase in credit risk of a receivable has occurred since initial recognition, then impairment is measured as lifetime expected credit losses.

39.7 Cash and cash equivalents

For the purpose of presentation in the consolidated statements of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

39.8 Contract fulfilment costs

Contract fulfilment costs are stated at the lower of cost and net realizable value. Cost comprises direct materials, direct labor and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Costs are assigned to individual items of contract fulfilment costs on the basis of weighted average costs. Costs of purchased contract fulfilment costs are determined after deducting rebates and discounts. Net realizable 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.

39.9 Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

39.10 Trade and other payables

These amounts represent liabilities for system modules and services provided to the Group prior to the end of financial year which are unpaid. The amounts are unsecured. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the Track Record Period. They are recognized initially at their fair value and subsequently measured at amortized cost using the effective interest method.

39.11 Borrowings

Borrowings are initially recognized at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognized as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalized as a prepayment for liquidity services and amortized over the period of the facility to which it relates.

Borrowings are removed from the consolidated balance sheets when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss as finance costs.

Borrowings are classified as current liabilities unless the Group has the right at the end of the reporting period to defer settlement of the liability for at least 12 months after the balance sheet date.

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

39.12 Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

Other borrowing costs are expensed in the period in which they are incurred.

39.13 Current and deferred income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred income tax assets and liabilities attributable to temporary differences and to unused tax losses.

(a) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the Track Record Period in the countries where the Company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Group measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

(b) Deferred income tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Historical Financial Information. However, deferred income tax liabilities are not recognized if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the Track Record Period and are expected to apply when the related deferred income tax asset is realized, or the deferred income tax liability is settled.

Deferred income tax assets are recognized only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Deferred income tax liabilities and assets are not recognized for temporary differences between the carrying amount and tax bases of investments in foreign operations where the Group is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred income tax assets and liabilities are offset where there is a legally enforceable right to offset current income tax assets and liabilities and where the deferred income tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred income tax is recognized in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity respectively.

39.14 Employee benefits

(a) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits and accumulating sick leave that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the Track Record Period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the consolidated statements of financial position.

(b) Pension obligations

In accordance with the rules and regulations in the PRC, the employees of the Group participate in various defined contribution retirement benefit plans organized by the relevant municipal and provincial governments in the PRC under which the Group and the employees are required to make monthly contributions to these plans calculated as a percentage of the employees' salaries, subject to certain ceiling. Other than the monthly contributions, the Group has no further obligation for the payment of retirement and other post-retirement benefits of its employees. The assets of these plans are held separately from those of the Group in an independent fund managed by the PRC government. The Group's contributions to these plans are expensed as incurred.

(c) Housing funds, medical insurances and other social insurances

The employees of the Group are entitled to participate in various government-supervised housing funds, medical insurance and other employee social insurance plan. The Group contributes on a monthly basis to these funds based on certain percentages of the salaries of the employees, subject to certain ceiling. The Group's liability in respect of these funds is limited to the contributions payable in each period.

(d) Bonus plan

The expected cost of bonuses is recognized as a liability when the Group has a present legal or constructive obligation for payment of bonus as a result of services rendered by employees and a reliable estimate of the obligation can be made. Liabilities for bonus plans are expected to be settled within 1 year and are measured at the amounts expected to be paid when they are settled.

(e) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The Group recognizes termination benefits at the earlier of the following dates: (a) when the Group can no longer withdraw the offer of those benefits; and (b) when the entity recognizes costs for a restructuring that is within the scope of IAS 37 and involves the payment of terminations benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the Track Record Period are discounted to present value.

39.15 Leases

As lessee

Leases are initially recognized as a right-of-use asset and corresponding liability at the date when the leased asset is available for use by the Group. Each lease payment is allocated between the principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments (if applicable):

- fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as of the commencement date;
- amounts expected to be payable by the lessee under residual value guarantees;

- the exercise price of a purchase option if the lessee is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of lease liabilities.

39.16 Earnings per share

(a) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to shareholders of the Company, excluding any costs of servicing equity other than ordinary shares;
- by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year and excluding treasury stock.

(b) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after-income tax effect of interest and other financing costs associated with dilutive potential ordinary shares, and
- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

39.17 Government grants

Grants from the government are recognized at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to costs are deferred and recognized in profit or loss over the period necessary to match them with the costs that they are intended to compensate.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets.

39.18 Interest income

Interest income on financial assets at amortized cost calculated using the effective interest method is recognized in profit or loss as part of other income.

Interest income is presented as finance income where it is earned from financial assets that are held for cash management purposes, see Note 10. Any other interest income is included in other income.

III SUBSEQUENT FINANCIAL STATEMENTS

No audited financial statements have been prepared by the Company or any of the companies now comprising the Group in respect of any period subsequent to 31 May 2026.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

This Appendix mainly provides investors with an overview of the Articles of Association. As the following information is in summary form, it does not contain all the information that may be important to investors.

SHARES AND REGISTERED CAPITAL

Shares of the Company shall be issued on the principles of transparency, fairness and equality, and the shares of the same class shall rank *pari passu* in all respects. Each share of the same class shall be issued under the same conditions and at the same price in each issuance, and the same price shall be paid for each share subscribed for by the subscriber.

Among the shares issued by the Company, the domestic unlisted shares shall be centrally registered and deposited with the domestic securities depository and clearing institution, and the H shares may be held by the trustee company in accordance with the laws of the place where the Company's shares are listed, the securities regulatory rules and the requirements of securities registration and depository, or they can be held by shareholders in their personal names.

The shares issued by the Company are all par value shares, with a par value of RMB0.10 per share.

ISSUANCE, REPURCHASE AND TRANSFER OF SHARES

Increase and Decrease of Shares

According to the operation and development needs of the Company, subject to the provisions of laws, regulations and the securities regulatory rules of the place where the Company's shares are listed, the Company may increase the capital by the following ways upon approval by way of resolutions at the shareholders' general meeting, respectively:

(1) offer of new shares to non-specific objects;

(2) offer of new shares to specific objects;

(3) distributing bonus shares to existing shareholders;

(4) converting capital reserve into share capital

(5) other means stipulated by laws, administrative regulations, relevant regulatory authorities such as the CSRC, HKEX, and the securities regulatory authorities where the Company's shares are listed.

The Company will decrease its registered capital and prepare a balance sheet and property list.

The Company shall notify its creditors within ten (10) days from the date on which the shareholders' general meeting passes a resolution to reduce the registered capital, publish an announcement in the newspapers or on the National Enterprise Credit Information Publicity System within 30 days from the date of such resolution, and announce it on the HKEX (www.hkexnews.hk) website and the Company's official website in accordance with the securities regulatory rules of the place where the Company's shares are listed. Within 30 days from the date of receipt of the notice, if the creditor does not receive the notice, within 45 days from the date of announcement, the creditor has the right to require the Company to pay off its debts or provide corresponding guarantees.

Repurchase of Shares

The Company may not repurchase its own shares except in any of the following circumstances:

(1) reducing the Company's registered capital;

(2) merging with other companies holding shares of the Company;

(3) issuing shares under employee stock ownership scheme or share incentive scheme;

(4) purchasing its shares from Shareholders who have voted against the resolutions on the merger or division of the Company at a shareholders' general meeting upon their request;

(5) use of shares for converting the convertible bonds issued by the Company into shares;

(6) where it is necessary for the Company to maintain its value and protect the interests of the shareholders.

(7) other circumstances permitted by laws, regulations, and securities regulatory rules in the place where the Company's shares are listed.

A controlled subsidiary of the Company shall not acquire the Company's shares. Where a controlled subsidiary of the Company holds shares of the Company due to a merger of the Company or the exercise of the right of pledge, it shall not exercise the voting right corresponding to the shares held and shall dispose of the relevant shares of the Company in a timely manner. The acquisition of the Company's own shares may be conducted through centralised competitive bidding on a public securities exchange, by way of a public offer, or by other means recognised by laws, administrative regulations, and the CSRC or the securities regulatory authority where the Company's shares are listed. If the share repurchase is made under the circumstances set out in (3), (5) and (6) above, it shall be conducted by way of open centralized trading.

A resolution at the shareholders' general meeting is required when the Company repurchases its own shares under the circumstances set out in (1) and (2) above. When the Company repurchases its own shares under the circumstances set out in (3), (5) and (6) above, a board resolution shall be passed by more than two-thirds of the directors attending the board meeting, provided that it complies with the securities regulatory rules of the place where the Company's shares are listed in accordance with the provisions of the articles of association or the authorization of the shareholders' general meeting.

After the Company repurchases its own shares in accordance with the provisions of Article 25, paragraph 1 of the Articles of Association, in case of the circumstance set out in (1), the shares shall be cancelled within 10 days from the date of repurchase; in case of the circumstances set out in (2) and (4), the shares shall be transferred or cancelled within 6 months thereafter; and in case of the circumstances set out in (3), (5) and (6), the shares held by the Company in aggregate shall not exceed 10% of the total issued shares of the Company, and shall be transferred or cancelled within 3 years. If laws, regulations and the securities regulatory authority of the place where the Company's shares are listed have other provisions on relevant matters involved in the share repurchase, those provisions shall prevail.

When the Company repurchases its own shares, it shall perform its information disclosure obligations in accordance with laws, regulations, and regulatory rules for the place where the Company's shares are listed.

Transfer of Shares

Shares issued by the Company prior to the public offering shall not be transferred within one year from the date on which the shares of the Company are listed and traded on the Stock Exchanges.

The directors, supervisors and senior management members of the Company shall notify the Company of their holdings of shares in the Company and the changes therein, and the shares transferred by them during each year of their term of office determined at the time of appointment shall not exceed 25% of their total holdings of shares of the same class in the Company. The shares in the Company held by them shall not be transferred within one year from the date on which the Company's shares are listed for trading. The shares in the Company held by them shall not be transferred within half a year after they have terminated their employment with the Company.

Where the laws, administrative regulations, the CSRC and/or the listing rules of the place where the Company's shares are listed provide otherwise in respect of the restrictions on the transfer of shares of the Company, such rules shall prevail.

SHAREHOLDERS AND SHAREHOLDERS' GENERAL MEETINGS

Shareholders

The Company shall establish a register of shareholders based on the certificates provided by the securities registration authority and the register of shareholders is sufficient evidence to prove that the shareholders hold the shares of the Company. Shareholders shall enjoy rights and assume obligations according to the class of shares they hold. Shareholders holding shares of the same class shall enjoy the same rights and assume the same obligations.

Shareholders of the Company enjoy the following rights:

(1) the right to speak and vote at a shareholders' general meeting, unless required by the Listing Rules of the Hong Kong Stock Exchange to waive the right to vote on individual matters;

(2) to receive dividends and other forms of interest distributions in proportion to their shareholdings;

(3) to request to convene, convene, hold and attend or appoint proxies to attend shareholders' general meetings and exercise their corresponding right to speak and voting rights according to laws;

(4) to supervise, provide recommendations on or make inquiries about the operations of the Company;

(5) to transfer, donate or pledge their shares in accordance with laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association;

(6) to consult and make a copy of the Articles of Association, register of shareholders, minutes of shareholders' general meetings, resolutions of the board meetings, financial and accounting reports, and shareholders who meet the requirements may consult the Company's accounting books and accounting vouchers;

(7) to participate in the distribution of the remaining properties of the Company in proportion to their shareholdings in the event of the termination or liquidation of the Company;

(8) to request the Company to acquire their shares for the shareholders who voted against any resolution adopted at the shareholders' general meeting concerning the merger or division of the Company;

(9) to inspect the Hong Kong branch register of members of the Company, provided that the Company may suspend the registration of members in accordance with section 632 of the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) and equivalent provisions under the securities regulatory rules of the place where the Company's shares are listed;

(10) to enjoy other rights stipulated by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed or the Articles of Association.

In the event that any resolution of the shareholders' general meetings or resolution of the Board of Directors violates laws or administrative regulations, the shareholders shall be entitled to request the People's Court to invalidate the said resolution.

In the event that the convening procedure or voting method of the shareholders' general meeting or the board meeting violates any of the laws, administrative regulations, or the Articles of Association, or the content of any resolution violates the Articles of Association, the shareholders shall be entitled to request the People's Court to revoke the resolution within 60 days upon the date on which the resolution was adopted. However, the convening procedures or voting methods of shareholders' general meetings and board meetings are only slightly flawed, except for those that have no substantial impact on the resolution.

Shareholders of the Company shall assume the following obligations:

(1) to abide by the laws, administrative regulations, securities regulatory rules of the place where the company's shares are listed and the Articles of Association;

(2) to pay capital contribution according to the number of shares subscribed for and the method of subscription;

(3) not to withdraw the shares unless required by the laws, administrative regulations, and the securities regulatory rules of the place where the Company's shares are listed;

(4) not to abuse their shareholders' rights to jeopardize the interests of the Company or other shareholders, and not to abuse the status of the Company as an independent legal entity and the limited liability of shareholders to jeopardize the interests of any creditors of the Company;

(5) other obligations imposed by the laws, administrative regulations, the Articles of Association and the securities regulatory rules where the Company's shares are listed.

General Provisions for the Shareholders' General Meeting

The Company's shareholders' general meeting is composed of all shareholders. The shareholders' general meeting is the power of authority of the Company, which shall exercise the following functions and powers in accordance with the law:

(1) to elect and replace directors and make decisions on matters relating to the remuneration of such directors;

(2) to review and approve the reports of the Board;

(3) to review and approve the profit distribution plan and plan for making up losses of the Company;

(4) to decide on increasing or reducing the registered capital of the Company;

(5) to make resolutions on the issuance of corporate bonds;

(6) to decide on merger, demerger, winding up, liquidation or changing the form of the Company;

(7) to amend the Articles of Association;

(8) to pass resolutions on the appointment and dismissal of accounting firms that undertake audits of the Company and its remuneration;

(9) to review and approve the guarantee matters as prescribed in Article [•] of these Articles of Association;

(10) to examine matters relating to the purchases and disposals of the Company's material assets within one year, which exceed 30% of the Company's latest audited total assets;

(11) to review and approve proposals for changing the use of raised funds;

(12) to examine and approve the share incentive scheme and employee stock ownership scheme;

(13) to examine other matters that should be decided by the shareholders' general meeting as required by the laws, administrative regulations, departmental rules, the Articles of Association and the securities regulatory rules of the place where the Company's shares are listed (including but not limited to Chapters 14 and 14A of the Hong Kong Listing Rules).

The shareholders' general meeting may authorize the Board to make a resolution on the issuance of corporate bonds. The issuance of corporate bonds resolved by the general meeting or authorized by the general meeting to be resolved by the board of directors shall be carried out in compliance with the laws, administrative regulations, and the requirements of the CSRC and the HKEX;

The following external guarantees of the Company shall be submitted to shareholders' general meeting for consideration and approval:

(1) any guarantee provided after the total amount of external guarantees of the Company and its controlled subsidiaries has exceeded 50% of the Company's latest audited net assets;

(2) a guarantee provided after the total external guarantees of the Company exceed 30% of the latest audited total assets;

(3) a guarantee provided to others with an amount exceeding 30% of the latest audited total assets of the Company within one year;

(4) the guarantee provided to the guaranteed party with a debt-to-asset ratio of more than 70%;

(5) any single guarantee whose amount exceeds 10% of the audited net assets for the latest period;

(6) any guarantee provided to shareholders, the de facto controller and their connected (related) parties;

(7) other guarantees that should be considered and approved by the shareholders' general meeting as stipulated by laws, regulations, securities regulatory rules or articles of association of the Company's shares.

The Company shall convene an extraordinary general meeting within two months from the date of the occurrence of any of the following circumstances:

(1) where the number of directors falls short of the number required by the Company Law or less than two-thirds of the number prescribed in the Articles of Association;

(2) where the unrecovered losses of the Company reach one-third of the total paid-up share capital;

(3) where it is requested by a shareholder individually or shareholders collectively holding more than 10% of the Company's shares;

(4) the Board of Directors considers it necessary;

(5) the Audit Committee proposes that such a meeting shall be held;

(6) other circumstances stipulated by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Convening of Shareholders' General Meetings

A shareholders' general meeting shall be timely convened by the Board within the specified time limit.

With the consent of more than half of all independent directors, independent directors shall have the right to propose to the Board of Directors to convene an extraordinary general meeting. The Board of Directors shall issue written feedback on whether or not to convene the extraordinary general meeting within ten (10) days from the receipt of the proposal from the independent non-executive directors according to the laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association. If the Board of Directors gives consent to convene an extraordinary general meeting, it shall, within five (5) days from the passing of the board resolution, issue a notice on convening the meeting. If the Board of Directors does not give consent to convene an extraordinary general meeting, it shall state the reason and make an announcement.

The Audit Committee shall have the right to propose the convening of an extraordinary general meeting and such proposal shall be made in writing to the Board of Directors. In accordance with the laws, administrative regulations, the rules for the supervision of securities where the Company's shares are listed and the Articles of Association, the Board of Directors shall issue written feedback on whether or not to convene the extraordinary general meeting within ten (10) days from the receipt of the proposal. Where the Board of Directors agrees to convene the extraordinary general meeting, it shall issue a notice of convening the meeting within five (5) days after the Board of Directors passes the relevant resolution, and changes to the original proposal in the notice shall be subject to the consent of the Audit Committee. Where the Board of Directors does not agree to convene the extraordinary general meeting or fails to issue feedback within ten (10) days upon receipt of such proposal, the Board of Directors shall be deemed to be unable or fail to perform the duty of convening the shareholders' general meeting, and the Audit Committee may convene and preside over the meeting on its own.

Shareholders who individually or collectively hold more than 10% of the total issued share capital of the Company (excluding the Company's treasury shares) shall have the right to request the Board of Directors to convene an extraordinary general meeting, and shall submit such request in writing to the Board of Directors. The Board of Directors shall, in accordance with the provisions of laws, administrative regulations, the rules for the supervision of securities where the Company's shares are listed and the Articles of Association, provide written feedback on whether or not to convene the extraordinary general meeting within ten (10) days after receiving the request. Where the Board of Directors agrees to convene an extraordinary general meeting, it shall issue a notice of convening the meeting within five (5) days after the board passes the resolution, and changes to the original request in the notice shall be subject to the consent of the relevant shareholders.

Where the Board of Directors does not agree to convene an extraordinary general meeting, or fails to give feedback within ten (10) days after receiving the request, shareholders who individually or collectively hold more than 10% of the Company's total issued share capital (excluding the Company's treasury shares) shall have the right to propose to the Audit Committee to hold an extraordinary general meeting, and shall make a written request to the Audit Committee.

Where the Audit Committee agrees to convene an extraordinary general meeting, it shall issue a notice of convening the meeting within five (5) days of receiving the request, and any changes to the original request in the notice shall be subject to the consent of the relevant shareholders. Where the Audit Committee fails to issue a notice of the meeting within the prescribed time limit, it shall be deemed that the Audit Committee has not convened and presided over the meeting, and shareholders who individually or collectively hold more than 10% of the Company's total issued share capital (excluding the Company's treasury shares) shares for more than 90 consecutive days may convene and preside over the meeting on their own initiatives.

Notices of Shareholders' General Meetings

The convener shall notify shareholders in writing (including announcements) at least 21 days before the annual general meeting, and the extraordinary general meeting shall notify shareholders in writing (including announcements) 15 days before the meeting. The Company shall not include the day of the meeting when calculating the starting period. The notice of the shareholders' general meeting shall be issued to shareholders in a manner that complies with the laws, administrative regulations, the Listing Rules of the Hong Kong Stock Exchange, securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association. Where the shareholders' general meeting is postponed in accordance with the requirements of the securities regulatory rules of the place where the Company's shares are listed due to the issuance of a supplemental notice of the shareholders' general meeting, the convening of the shareholders' general meeting shall be postponed in accordance with the provisions of the securities regulatory rules of the place where the Company's shares are listed.

The notice of a shareholders' general meeting shall include the following:

(1) the time, venue and duration of the meeting;

(2) matters and proposals submitted to the meeting for consideration;

(3) the notice shall state clearly that all shareholders are entitled to attend the shareholders' general meeting or appoint proxies in writing to attend and vote at such meeting on their behalf and that such proxies need not be a shareholder of the Company;

(4) the shareholding registration date for the shareholders who are entitled to attend the shareholders' general meeting;

(5) the names and telephone numbers of the contact person for the meeting affairs;

(6) voting time of and procedures via online or other methods.

The notice and supplemental notice of the shareholders' general meeting shall fully and completely disclose all the specific contents of all proposals, as well as other requirements stipulated by relevant laws and regulations, regulatory requirements of relevant regulatory authorities and the Articles of Association.

Proposal of the Shareholders' General Meeting

The content of the proposal should fall within the scope of the shareholders' general meeting, have clear topics and specific resolutions, and comply with the relevant provisions of laws, administrative regulations, securities regulatory rules and articles of association in the place where the Company's shares are listed.

When the Company holds a shareholders' general meeting, the Board, the Audit Committee and shareholders who individually or jointly hold 1% or more of the Company's total issued share capital (excluding the Company's treasury shares) are entitled to put forward a proposal to the Company.

Shareholders individually or jointly holding 1% or more of the Company's total issued share capital (excluding the Company's treasury shares) individually or collectively may submit a provisional proposal and submit it in writing to the convener ten days before the shareholders' general meeting. can put forward a temporary proposal ten days before the shareholders' general meeting is held and submit the proposal to the convener of the meeting. The convener shall issue a supplemental notice within two (2) days upon receiving such proposals and notify shareholders of the temporary proposals, and submit the same to the shareholders' general meeting for consideration. Unless the provisional proposal is in violation of any law, administrative

regulation, securities regulatory rules of the place where the Company's shares are listed or the Articles of Association or fails to fall into the scope of functions of the shareholders' general meeting.

Except for the circumstances prescribed in the preceding paragraph, the convener shall not change the proposals in the notice of the shareholders' general meeting or add new proposals after sending the notice of the shareholders' general meeting.

The shareholders' general meeting shall not vote or resolve on proposals not contained in the notice of the shareholders' general meeting or not in compliance with the Articles of Association.

Appointment of Shareholders' General Meeting

Shareholders may attend a shareholders' general meeting in person, or may appoint one or more people (who may not be shareholders) to attend, speak and vote on their behalf. Each shareholder is entitled to appoint a proxy, but the representative does not have to be a shareholder of the Company. A proxy so appointed shall exercise the following rights pursuant to the authorization by such shareholder:

(1) to exercise the shareholder's right to speak at the general meeting;

(2) to severally or jointly request to vote by ballot; and

(3) to exercise the right to vote by a show of hand or ballot, unless otherwise provided by relevant laws, administrative regulations, the Rules Governing the Listing of the Hong Kong Stock Exchange or the regulatory rules of securities where the Company's shares are listed.

Individual shareholders attending the meeting in person shall present their personal identity cards or other valid certificates. Proxies attending the meeting shall present their valid personal identity cards and the proxy forms from the shareholders.

Where a shareholder is a legal entity, its legal representative or proxies authorized by the legal representative shall attend and vote at the meeting, and if the Company has appointed a representative to attend any meeting, it shall be deemed to have attended in person. Legal representatives attending the meeting shall present their personal identity cards and valid documents that can prove their identities as legal representatives. Proxies authorized to attend the meeting shall present their personal identity cards and the proxy forms in writing provided by the legal representative of the legal entity shareholder in accordance with the law, except for shareholder who is a recognized clearing house as defined in the relevant laws and regulations in force from time to time under the laws of Hong Kong or the securities regulatory rules of the place where the shares of the Company are listed and its nominees.

If the shareholder is a Recognized Clearing House (or its nominees), the Recognized Clearing House may authorize one or more persons it deems fit to act as its representative at any shareholders' general meeting or any meeting of creditors; however, if more than one person is so authorized, the power of attorney shall specify the number and class of shares in respect of which each such person is so authorized. A person so authorized may act on behalf of the Recognized Clearing House (no shareholding voucher, notarized authorization and/or further evidence to the duly authorization is required) as if such person is an individual shareholder of the Company.

The proxy form provided by a shareholder to appoint another person to attend a shareholders' general meeting shall contain the following particulars:

(1) The name of the principal, the class and number of shares held in the Company;

(2) the name or title of the proxy;

(3) matters entrusted and the scope of authorization, specific instructions from the shareholder, including instructions to vote for, against or abstain from voting on each matter to be included in the agenda of the shareholders' general meeting. If the shareholders of overseas legal persons do not have an official seal, they can be signed by a legally authorized person;

(4) date of signing the proxy form and the effective period for such appointment;

(5) signature (or seal) of the appointing shareholder. If the appointing shareholder is a legal entity, the seal of the legal entity shall be affixed.

Voting of the Shareholders' General Meeting

Resolutions at the shareholders' general meeting are classified into ordinary resolutions and special resolutions.

An ordinary resolution put forward at a shareholders' general meeting shall be passed by votes representing more than half of the voting rights held by the shareholders (including their proxies) attending the shareholders' general meeting.

Special resolutions put forward at a shareholders' general meeting shall be passed by votes representing more than two-thirds of voting rights held by the shareholders (including their proxies) attending the meeting.

The following matters shall be approved by ordinary resolutions at a shareholders' general meeting:

(1) work reports of the Board of Directors;

(2) profit distribution plans and loss recovery plans formulated by the Board of Directors;

(3) appointment and dismissal of the members of the Board of Directors, their remunerations and the method of payment thereof;

(4) the appointment, dismissal, or non-renewal of the accounting firm and its remuneration;

(5) annual report of the Company;

(6) any matters not otherwise required by the laws, administrative regulations, the securities regulatory rules of the place where the shares of the Company are listed or the Articles of Association to be approved by special resolution.

The following matters shall be resolved by way of special resolutions at the shareholders' general meeting:

(1) increase or reduction of the registered capital of the Company;

(2) to issue the corporate bonds of the Company;

(3) division, spin-off, merger, dissolution and liquidation of the Company; (including voluntary winding-up of the Company);

(4) amendments to the Articles of Association;

(5) matters on purchase or sale of material assets or provision of guarantee to others with an amount of more than 30% of the Company's audited total assets value for the most recent period within one year. The foregoing provisions shall not apply to guarantees provided by a company for its subsidiary, by a subsidiary for its company, or between subsidiaries;

(6) equity incentive plan;

(7) other matters prescribed by the laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed or the Articles of Association, and those matters determined by ordinary resolutions at a shareholders' general meeting to have a material impact on the Company and required to be approved by special resolutions.

Shareholders (including proxies) shall exercise their voting rights based on the number of the shares with voting rights they represent, each share shall carry one vote. On a poll, shareholders (including proxies) with two or more votes need not use all their voting rights in the same way. However, the shares held by the Company in itself carry no voting rights, and such holdings shall not be included in the total number of shares with voting rights present at shareholders' general meetings.

The Company's own shares held by the Company do not carry voting rights and such shares shall not count towards the total number of shares with voting rights present at shareholders' general meetings.

Where any shareholder is required to abstain from voting on any particular resolution or is restricted to voting only for (or only against) any resolution in accordance with applicable laws and regulations and the HKEX Listing Rules, any vote cast by a shareholder (or his proxy) in contravention of such requirement or restriction shall not be counted towards the total number of shares with voting rights.

The Board of Directors of the Company, independent non-executive directors and shareholders holding more than 1% of the shares with voting rights or investor protection agencies established in accordance with laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed or the regulations of the CSRC may openly solicit shareholders' voting rights. The solicitation of shareholders' voting rights shall provide full disclosure of information such as specific voting intentions to the shareholders from whom voting rights are being solicited. The solicitation of shareholders' voting rights by way of compensation or disguised compensation is prohibited. Except for statutory conditions, the Company shall not impose minimum shareholding restrictions on the solicitation of voting rights.

DIRECTORS AND BOARD OF DIRECTORS

Director

Directors shall be elected or replaced by the shareholders' general meeting and may be removed from office by an ordinary resolution of the shareholders' general meeting before the expiry of their term of office (including managing directors or other executive directors), provided that such removal is in compliance with the relevant applicable laws, administrative regulations, departmental rules, normative documents and the Hong Kong Listing Rules (but such removal shall not affect any claim for damages that such director may have under any contract). The term of office of a director is 3 years. Upon expiry of the term of office he or she may be re-elected and re-appointed in accordance with the provisions of the securities regulatory rules of the place where the Company's shares are listed.

The term of office of a director commenced from the date of taking office, until the current term of office of the Board of Directors ends. If a director is not re-elected in a timely manner upon the expiration of the term of office, the original director shall continue to perform his/her duties as a director in accordance with laws, administrative regulations, securities regulatory rules of the place where the shares of the Company are listed, departmental rules and the Articles of Association until the re-elected director takes office.

A director appointed by the Board to fill a temporary vacancy or increase the number of Board seats on the Board shall be for a term commencing from the date of inauguration until the first annual general meeting after appointment and will be eligible for re-election at that time.

A director may be concurrently held by senior management, but the total number of directors concurrently holding the position of senior management and directors held by employee representatives shall not exceed one-half of the total number of directors of the Company.

The Board of Directors of the Company shall have an employee representative director, who shall be democratically elected by the Company's employees through an employee representative congress or other forms, and whose appointment does not require approval by the general meeting.

Chairman

The Company shall establish a Board of Directors, and shall have one chairman. The chairman shall be elected by the Board of Directors by more than half of all directors.

The chairman shall exercise the following functions and powers:

(1) to preside over shareholders' general meeting and to convene and preside over board meetings;

(2) to supervise and examine the implementation of the resolutions of the Board of Directors;

(3) other functions and powers as authorized by the Board of Directors.

If the chairman is unable or fails to perform his/her duties, a director shall be jointly elected by more than half of all directors to perform such duties.

Board of Directors

The Board of Directors consists of eight directors, including three independent directors.

The Board of Directors shall exercise the following powers:

(1) to convene the general meeting and report its work to the shareholders' general meeting;

(2) to implement the resolutions of the shareholders' general meeting;

(3) to make decisions on the business plans and investment proposals of the Company;

(4) to formulate the profit distribution plan and loss compensation plan of the Company;

(5) to formulate plans for the increase or reduction of registered capital, issuance of bonds or other securities and listing of the Company;

(6) to formulate plans for material acquisition of the Company, the Company's acquisition of the Company's shares pursuant to items (1) and (2) of Article 25 of the Articles of Association, or the plans for merger, division, dissolution and change of corporate form;

(7) to make decisions on the Company's acquisition of the Company's shares due to the circumstances specified in (3), (5), (6) and (7) of Article 25 of the Articles of Association;

(8) to make decisions on the Company's external investments, acquisition and disposal of assets, asset mortgage, external guarantees, entrusted wealth management, related party transactions, external donations and other matters within the scope authorized by the general meeting;

(9) to make decisions on the establishment of the Company's internal management institutions;

(10) to make decisions on the appointment or dismissal of the Company's general manager, the secretary to the board of directors and other senior management member, and to decide on their remuneration, rewards and punishments; to appoint or dismiss the Company's

senior management members such as the vice general manager and the chief financial officer based on the nomination of the general manager, and to decide on their remuneration, rewards and punishments;

(11) to formulate the basic management policies of the Company;

(12) to formulate the amendment proposal to the Articles of Association;

(13) to manage the information disclosure of the Company;

(14) to propose the appointment or change of the accounting firm to audit the Company to the shareholders' general meeting;

(15) to hear the work report of the general manager of the Company and review the work of the general manager;

(16) other functions and powers conferred by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed, the Articles of Association or the shareholders' general meeting.

Matters beyond the scope of authorization by the shareholders' general meeting shall be submitted to the shareholders' general meeting for consideration.

The Board of Directors shall convene meetings at least four times each year, and the meetings shall be convened by the chairman of the Board. The regular meetings of the Board of Directors referred to in this Article shall be notified to all directors in writing (by fax, direct service, mail, e-mail to the designated address) fourteen (14) days prior to the date of the meeting.

Shareholders representing more than 1/10 of voting rights of the Company, more than one-third of all directors or the Audit Committee may propose to convene an extraordinary meeting of the Board. The chairman shall convene and preside over a board meeting within ten (10) days from the receipt of such proposal.

The notice on convening any extraordinary meeting of the Board of Directors shall be delivered by telephone or in writing (including delivery by courier, post, facsimile and email). The notice shall be served to all directors 3 days before the date of the meeting. With the unanimous consent of all directors, the extraordinary meeting of the Board of Directors may be convened without the above-mentioned time limit for notification, but such a record shall be timely reported to all directors and be recorded in the board minutes and signed by all directors attending the meeting.

The first meeting after the change of session of the Board of Directors may be convened on the date of the change of session, and the time of convening the meeting is not subject to the restrictions on the method and time of notice in the first paragraph.

The meeting of the Board of Directors may be held when more than half of all directors attend the meeting. Unless otherwise stipulated in the Articles of Association, resolutions made by the Board of Directors shall be passed by votes of more than half of all directors.

Resolutions of the Board of Directors are voted by way of poll with each director having one vote.

If a director has a related relationship with an enterprise or individual involved in the resolutions of the Board of Directors, the director shall report in writing to the Board of Directors in a timely manner. A director with such related relationship shall neither exercise the voting right for the resolution, nor exercise the voting right on behalf of any other directors. The meeting of the Board of Directors may be held when more than half of non-related directors attend the meeting. The resolutions of the board meeting shall be passed by votes of more than half of non-related directors. If the number of non-related directors attending the meetings is less than 3, the matter shall be submitted to the shareholders' general meeting for consideration.

A director shall attend the board meeting in person. Where the director is unable to attend the board meeting for any reasons, he/she may authorize another director to attend on his/her behalf in writing. The authorization letter shall specify the name of the authorized person, the matters to be authorized, the scope of authorization and valid period, and shall be signed or sealed with the chop by the director who authorizes. A director who attends the meeting on behalf of another director shall exercise the rights of a director within the scope of the authorization. A director who does not attend a board meeting in person or by authorized person shall be deemed to have waived his/her voting rights at such meeting.

Audit Committee of the Board of Directors

The Board of the Company shall establish an Audit Committee which shall exercise the functions and powers stipulated for the board of supervisors under the Company Law.

The Audit Committee shall consist of three directors, all of whom shall be Directors not serving as senior management members of the Company including two independent directors, with accounting professionals among the independent directors serving as conveners. The employees' representative of the Board of Directors may serve as a member of the Audit Committee.

The Audit Committee shall be responsible for reviewing the Company's financial information and its disclosure, supervising and assessing internal and external audit work and internal controls. The following matters shall be submitted to the board of directors for consideration only after being approved by more than half of all members of the Audit Committee:

(1) the disclosure of financial accounting reports, financial information in periodic reports, and internal control appraisal reports;

(2) the engagement or dismissal of the accounting firm that undertakes the Company's audit services;

(3) the appointment or dismissal of the Company's chief financial officer;

(4) changes in accounting policies, accounting estimates, or corrections of major accounting errors due to reasons other than changes in accounting standards;

(5) other matters stipulated by laws, administrative regulations, regulations of the CSRC, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

The Audit Committee shall convene at least one meeting every quarter. An interim meeting may be convened upon the proposal of two or more members or when the convener deems it necessary. A meeting of the Audit Committee may only be held when more than two-thirds of its members are present.

Other Special Committees of the Board of Directors

The Board of Directors of the Company shall establish a Nomination Committee, a Strategy Committee, a Remuneration Committee, and other special committees, which shall perform their duties in accordance with the Articles of Association and the authorization of the Board of Directors. Proposals made by the special committees shall be submitted to the Board of Directors for review and decision. The working procedures of the special committees shall be formulated by the Board of Directors. The composition of members of the special committees shall be in compliance with laws, administrative regulations, departmental rules, the HKEX Listing Rules and other securities regulatory rules of the place where the Company's shares are listed or the relevant requirements as stipulated by the relevant regulatory authorities.

Senior Management Members

The Company shall have one general manager, who shall be appointed or dismissed by the Board.

The Company shall appoint a financial officer and a board secretary, who shall be appointed or dismissed by the Board of Directors upon recommendation by the general manager.

The term of office of the general manager, deputy general manager, financial officer, board secretary and other senior management member is 3 years and may be renewed upon reappointment.

The general manager shall report to the Board, and shall exercise the following functions and powers:

(1) to manage the production business operation and management of the Company, to organize and implement the board resolutions and to report his/her work to the Board of Directors;

(2) to organize and implement of the annual operation plans and investment proposals of the Company;

(3) to prepare the plan for establishing the internal management body of the Company;

(4) to prepare the basic management system of the Company;

(5) to develop the specific rules of the Company;

(6) to recommend the Board of Directors on the appointment or dismissal of the Company's financial officer, board secretary and other senior management member;

(7) to appoint or dismiss management personnel other than those appointed or dismissed by the Board of Directors;

(8) to review and approve general connected transactions other than those that need to be submitted to the Board of Directors or shareholders' general meeting for approval in accordance with the Articles of Association;

(9) to consider and approve other significant transactions, external investments, external guarantees and similar matters, except those required by the Articles of Association to be submitted to the Board of Directors or the shareholders' general meeting for approval;

(10) to resolve upon the establishment of wholly-owned subsidiaries and/or branches by the Company;

(11) the Articles of Association, the securities regulatory rules of the place where the Company's shares are listed, or other powers conferred by the Board of Directors.

The general manager shall be present at the board meetings.

Qualification and Obligations of Directors and Senior Management Members of the Company

None of the following persons may serve as a director of the Company:

(1) a person without civil or with restricted capacity for civil conduct;

(2) a person who has committed an offence of corruption, bribery, infringement of property, misappropriation of property or sabotaging of the Socialist market and economic order and has been punished because of committing such criminal offence; or who has been deprived of his political rights, where less than five (5) years have elapsed since the date of

the completion of implementation of such punishment or deprivation; or who has been granted probation, where less than two (2) years have elapsed since the date of expiration of such probation;

(3) a person who is a former director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation and he is personally liable for the insolvency of such company or enterprise, where less than three (3) years have elapsed since the date of the completion of the insolvency and liquidation of the Company or enterprise;

(4) a person who is a former legal representative of a company or enterprise which had its business licence revoked or is ordered to close down due to a violation of the law and who incurred personal liability, where less than three (3) years has elapsed since the date of the revocation of the business licence or order to close down;

(5) a person who has a relatively large amount of personal debts due and outstanding, and is listed as a judgment defaulter by the people's court;

(6) the person is currently subject to the measure of being prohibited from participating in securities market by the CSRC and such barring period has not elapsed;

(7) persons who have been publicly identified by the securities regulatory rules of the place where the Company's shares are listed to be unsuitable for serving as the director and senior management of a listed company and the term has not expired;

(8) other situations as stipulated by the laws, administrative regulations, departmental rules or securities regulatory rules of the place where the Company's shares are listed.

For any election of a director in contravention of the provisions prescribed by this Article, such election, engagement or appointment shall be void and null. Where a director falls into any of the aforesaid circumstances in his term of office, he shall be removed from office and suspended from performing his duties.

Financial and Accounting System

The Company shall establish its financial and accounting system according to the laws, administrative regulations, the regulatory rules of the place where the Company's shares are listed and the requirements of the relevant governmental authorities.

The Company shall prepare its annual financial and accounting report within 4 months from the end of each accounting year, and shall prepare its interim financial and accounting report within 3 months from the end of the first six months of each accounting year.

The above financial accounting reports are prepared and issued in accordance with the relevant laws, administrative regulations, departmental rules, the HKEX Listing Rules and regulations of other securities regulatory rules of the place where the Company's shares are listed.

The Company shall not establish accounts books other than the statutory account books. The assets of the Company shall not be deposited in any personal account.

The Company shall allocate 10% of the annual after-tax profits as the statutory reserve fund of the Company. When the accumulated amount of the statutory reserve fund of the Company has reached more than 50% of the registered capital of the Company, no further allocations is required.

If the statutory reserve fund of the Company is insufficient to make up for the losses of the preceding year, the profits of the current year shall first be used to make up the said losses before any statutory reserve fund is withdrawn according to the provision of the preceding paragraph.

After withdrawing the statutory reserve fund out of its after-tax profits, the Company may also allocate some of its after-tax profits into its discretionary reserve if so resolved by the shareholders' general meeting.

After making up the losses and making contributions to the common reserve fund, any remaining profits after tax shall be distributed to the shareholders in proportion to their respective shareholdings, except it is stipulated in the Articles of Association of the Company that profit distributions shall not be made in accordance with the shareholding proportion.

If the shareholders' general meeting breaches the provisions of the Company Law by distributing profits to shareholder, the shareholders shall return to the Company the profits that were distributed in breach of the said provisions. Shareholders and responsible directors and senior management who cause losses to the Company shall be liable for compensation.

No profits shall be distributed in respect of the shares held by the Company.

The Company shall appoint one or more payment receiving agents in Hong Kong for holders of H Shares. The payment receiving agents shall receive and hold on behalf of such holders of H Shares any dividends allocated to H Shares and other amounts payable by the Company, for future payments to such holders of H Shares. The payment receiving agents appointed by the Company shall comply with laws, regulations and the securities regulatory rules of the place where the Company's shares are listed.

Reserves of the Company are used for offsetting losses of the Company, expanding the Company's production and operation or converting into and increasing the registered capital of the Company.

The discretionary reserve fund and statutory reserve should be used first to make up for the Company's losses; if it cannot be covered, the capital reserve shall be used in accordance with the regulations.

When the statutory reserve is converted to increase the registered capital, the amount of such reserve retained shall be not less than 25% of the registered capital of the Company before the conversion.

Internal Audit

The Company implements an internal audit system, specifying the management structure, responsibilities and authorities, staffing, funding, utilization of audit results, and accountability mechanisms for internal audit functions.

The internal audit system shall be implemented after approval by the Board.

Appointment of Accounting Firm

The Company shall engage an accounting firm that complies with the requirements of the Securities Law to perform audits of financial statements, verify net assets, and other related consulting services for a term of 1 year, which is renewable.

The appointment or dismissal of an accounting firm by the Company shall be determined by the shareholders' general meeting, and the Board of Directors shall not appoint an accounting firm before the decision is made by the shareholders' general meeting.

The Company guarantees that it will provide the accounting firm with true and complete accounting vouchers, accounting books, financial accounting reports and other accounting information, and shall not refuse, conceal or misrepresent them.

Merger, Division, Capital Increase and Reduction

A merger may take the form of merger by absorption or by establishment of a new company.

Merger by absorption refers to a company absorbing another company, in which the company being absorbed shall be dissolved. Merger by establishment of a new company refers to the establishment of a new company by merging two or more companies, whereby the merger parties shall be dissolved.

Where the price paid for a merger does not exceed 10% of the Company's net assets, the merger may be exempted from approval by resolution of a shareholders' meeting, unless otherwise provided in the Articles of Association. Where a merger is effected pursuant to the preceding paragraph without a resolution of the shareholders' general meeting, it shall be subject to a resolution of the Board.

In the event of a merger, the parties to the merger shall enter into a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date of the Company's resolution on merger and shall publish an announcement in the newspapers or on the National Enterprise Credit Information Publicity System within 30 days from the date of such resolution, and announce it on HKEXnews (www.hkexnews.hk) website and the Company's official website in accordance with the securities regulatory rules of the place where the Company's shares are listed.

Creditors may require the Company to repay its debt or provide a corresponding guarantee within 30 days after receiving such notice, or if they fail to receive such notice, within 45 days after the publication of such announcement.

Upon merger, the surviving company or the newly established company shall assume all creditor's rights and debts of the merger parties.

In the event of division, its assets shall be divided accordingly.

In the event of division, the Company shall prepare a balance sheet and a an inventory list for its assets. The Company shall notify creditors within ten (10) days after the adoption of the relevant resolution, and shall publish an announcement in the newspapers or on the National Enterprise Credit Information Publicity System within 30 days from the date of such resolution, and announce it on HKEXnews (www.hkexnews.hk) website and the Company's official website in accordance with the securities regulatory rules of the place where the Company's shares are listed.

Unless otherwise agreed by the Company and its creditors in writing prior to the division with respect to the repayment of debts, the succeeding company after the division shall jointly assume the debts of the company which has incurred before such division.

The Company shall prepare a balance sheet and an inventory list for its assets in the event it is required to reduce its registered capital.

The Company shall notify its creditors within 10 days after adoption of the resolution of the shareholders' general meetings to reduce the registered capital and shall make announcements in newspapers or on the National Enterprise Credit Information Publicity System within 30 days, and announce it on HKEXnews (www.hkexnews.hk) website and the Company's official website in accordance with the securities regulatory rules of the place where the Company's shares are listed. The creditors may require the Company to repay its debt or provide corresponding guarantees within 30 days after receiving such notice, or if they fail to receive such notice, within 45 days after the publication of such announcement.

Where the Company reduces its registered capital, the amount of capital contribution or the number of shares held by shareholders shall be reduced proportionately, unless otherwise provided by laws or these Article.

Where the Company, after making up losses in accordance with the provisions of the second paragraph of Article 148 of the Articles of Association, remains in deficit, it may reduce its registered capital to offset such losses. Where registered capital is reduced to offset losses, the Company shall not make any distribution to shareholders nor exempt shareholders from capital contribution or payment. Where registered capital is reduced pursuant to the preceding paragraph, the provisions of the second paragraph of Article 175 of the Articles of Association shall not apply; however, an announcement shall be made on the HKEXnews (www.hkexnews.hk) in accordance with the securities regulatory rules of the place where the shares of the Company's are listed, and an announcement shall be published in newspapers or on the National Enterprise Credit Information Publicity System within 30 days from the resolution to reduce the registered capital being passed at the shareholders' general meeting. Where the Company reduces its registered capital in accordance with the preceding two paragraphs, it shall not distribute any profit until the aggregate amount of its statutory reserve fund and discretionary reserve fund reaches 50% of its registered capital.

Where the merger or division of the Company results in a change in its registered particulars, such change shall be registered with the company registry according to laws. Where the Company is dissolved, it shall cancel its registration according to laws. Where a new company is established, its establishment shall be registered according to laws.

Any increase or reduction of the registered capital of the Company shall be registered with the company registry according to laws.

Dissolution and Liquidation

The Company shall be dissolved in any of the following circumstances:

(1) the term of business of the Company stipulated in the Articles of Association has expired or any other causes for dissolution stipulated in the Articles of Association has occurred;

(2) the shareholders' general meeting has resolved to dissolve the Company;

(3) the merger or division of the Company requires a dissolution;

(4) the business license is revoked in accordance with laws, or the Company is ordered to be closed or is cancelled;

(5) serious difficulties arise in the operation and management of the Company and its continued existence would cause material loss to the interests of the shareholders and such difficulties cannot be resolved through other means, in which case shareholders holding more than 10% of voting rights may petition to a people's court to dissolve the Company.

If any of the circumstances as mentioned in the preceding paragraph arises, the Company shall disclose the reasons for dissolution on the National Enterprise Credit Information Publicity System within ten days.

The liquidation team shall perform the following powers and duties during the period of liquidation:

(1) to examine the assets of the Company and prepare the balance sheet and inventory sheet;

(2) to inform creditors by notice or announcement;

(3) to deal with outstanding businesses of the Company relating to liquidation;

(4) to settles the taxes in arrears and taxes incurred in the course of liquidation;

(5) to liquidate creditor's rights and debts;

(6) to allocate the remaining assets of the Company after repayment of debts;

(7) to represent the Company in civil proceedings.

The liquidation committee shall inform the creditors within ten days of its establishment and an announcement shall be published on provincial newspaper or the National Enterprise Credit Information Publicity System for information disclosure within 60 days, and announce it on HKEXnews (www.hkexnews.hk) in accordance with the securities regulatory rules of the place where the Company's shares are listed. The creditors shall file their claims with the liquidation team within 30 days after receiving such notice, or if they fail to receive such notice, within 45 days after the publication of such announcement.

In filing its claims, a creditor shall provide the particulars of such claims and the supporting documents. The liquidation team shall register the claims filed by the creditors.

During the period for declaration of creditor's right, the liquidation team shall not repay any debt to any creditor.

After the liquidation team has examined the assets of the Company and prepared a balance sheet and an inventory list for assets, it shall formulate a liquidation proposal and submit it to the shareholders' general meeting or the people's court for confirmation.

The remaining assets of the Company after paying the liquidation expenses, employees' salaries, social insurance contributions and statutory compensation, taxes and debts of the Company shall be distributed to the shareholders in proportion to their respective shareholding.

During the period of liquidation, the Company shall subsist but shall not engage in any business activity except for those relating to liquidation. The assets of the Company shall not be distributed to shareholders prior to making payment pursuant to the provisions of the preceding paragraphs.

After the liquidation team has examined the assets of the Company and prepared a balance sheet and an inventory list for assets, if it is aware that the Company's assets are insufficient to repay its debts in full, it shall apply to the people's court for a declaration of insolvency in accordance with laws.

Upon the acceptance of the Company's insolvency pursuant to the ruling of the People's Court, the liquidation team shall hand over liquidation matters to the bankruptcy administrator designated by the people's court.

After completion of liquidation of the Company, the liquidation team shall prepare a liquidation report and submit the same to the shareholders' general meeting or the people's court for confirmation, then deliver the same to the Company's registration authority to apply for cancellation of the Company's registration.

Amendments to the Articles of Association

The Company shall amend the Articles of Association under any of the following circumstances:

(1) following the amendment in the Company Law or the relevant laws, administrative regulations and securities regulatory rules of the place where the Company's shares are listed, the matters stipulated in the Articles of Association contradict provisions of the amended laws, administrative regulations or securities regulatory rules of the place where the Company's shares are listed;

(2) change in the condition of the Company which makes it inconsistent with the content sets out in the Articles of Association;

(3) the shareholders' general meeting decides to amend the Articles of Association.

Where approval from the competent authority is required for the amendments to the Articles of Association resolved by the shareholders' general meeting, such amendments shall be submitted to the competent authority for approval. If amendments to the Articles of Association involves particulars of the Company's registration, changes shall be made to the registration in accordance with the laws.

The Board of Directors shall amend the Articles of Association in accordance with the resolutions of the shareholders' general meeting and the opinion of the relevant competent authorities on any amendment hereto.

If any amendment to the Articles of Association involves matters required to be disclosed by laws and regulations, an announcement shall be made pursuant to the regulations.

FURTHER INFORMATION ABOUT OUR COMPANY

Establishment of our Company

Our Company was established under the PRC laws on December 2, 2021 under the name of Hengwen Technology (Hainan) Co., Ltd* (恒溫科技(海南)有限公司), and was renamed to Shanghai Zhongan Xinke Information Technology Service Co., Ltd.*(上海眾安信科信息技術服務有限公司) on November 30, 2023, Zhongan Xinke (Shenzhen) Company Limited* (眾安信科(深圳)有限公司) on May 1, 2025. The Company was converted into a joint stock company under the PRC laws and renamed as Zhongan Information Technology (Shenzhen) Co., Ltd (眾安信科(深圳)股份有限公司) on May 8, 2025.

Our registered office is located at Room 402–73, Tower T2, Qianhai Building No. 123 Guiwan 5th Road, Nanshan Street, Qianhai Shenzhen-Hong Kong Modern Service Industry Cooperation Zone, Shenzhen, China. Our Company has established a place of business in Hong Kong at 31/F, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong and has been registered as a non-Hong Kong company in Hong Kong under Part 16 of the Companies Ordinance on February 4, 2026. Mr. Wong Chun Wing Samuel (黃俊穎), one of our joint company secretaries, has been appointed as the authorized representative in Hong Kong and our agent for the acceptance of service of process in Hong Kong whose correspondence address is the same as our place of business in Hong Kong.

As we are established in the PRC, our corporate structure and Articles of Association are subject to the relevant laws and regulations of the PRC. A summary of the relevant provisions of our Articles of Association is set out in "Summary of Articles of Association" in Appendix III to this Document. A summary of certain relevant aspects of the laws and regulations of the PRC is set out in "Regulatory Overview — Overview of Laws and Regulations in the PRC."

Changes in Share Capital of our Company

Save as disclosed in "History, Development and Corporate Structure" in this Document, there has been no other alteration in the share capital of our Company during the two years immediately preceding the date of this Document.

For further details, see "History, Development and Corporate Structure — Corporate Development and Major Shareholding Changes" in this Document.

Changes in Share Capital of our Subsidiaries

A summary of the corporate information and the particulars of our subsidiaries are set out in the Accountants' Report in Appendix I to this Document.

The following subsidiaries have been incorporated within the two years immediately preceding the date of this Document:

Name of Subsidiary	Place of Incorporation	Date of Incorporation
Jinan Zhongan Xinke Technology Co., Ltd.* (濟南眾安信科技術有限公司)	PRC	October 18, 2024
Zhongan Xinke (Wuxi) Information Technology Services Co., Ltd.* (眾桉信科(無錫)信息技術服務有限公司)	PRC	October 29, 2025
Zhongan Xinke (Wuhan) Technology Co. Ltd.* (眾安信科(武漢)技術服務有限公司)	PRC	November 6, 2025

There had been no alterations of share capital of our subsidiaries within the two years preceding the date of this Document.

Resolutions of our Shareholders in Relation to the [REDACTED]

At the extraordinary general meetings of our Company held on December 16, 2025 and December 25, 2025, the following resolutions, among other things, were duly passed:

(a) the sub-division of the Shares with nominal value of RMB1.0 each on the basis of 1:10, effective immediately prior to the [REDACTED], and taking into account the Share Subdivision, the issue of H Shares of nominal value of RMB0.10 each and such H Shares be [REDACTED] on the Stock Exchange;

(b) the number of H Shares to be issued before the exercise of the [REDACTED] shall not be more than 25% of the total issued share capital of our Company, and granting the [REDACTED] the [REDACTED] of no more than 15% of the number of H Shares issued pursuant to the [REDACTED];

(c) upon completion of the [REDACTED], the 25,688,204 Unlisted Shares in aggregate will be converted into H Shares on a one-for-one basis;

(d) subject to the completion of the [REDACTED], the granting of a general mandate to the Board to allot and issue H Shares at any time within a period up to the date of the conclusion of the next annual general meeting of the Shareholders or the date on which the Shareholders pass resolution to revoke or change such mandate, whichever is earlier, and to handle the approval or filing of the CSRC, the Stock Exchange and/or other relevant regulatory authorities with respect to in the aforementioned general mandate in accordance with the relevant laws and regulations, provided that, the number of H Shares to be allotted or issued shall not exceed 20% of the number of H Shares in issue as of the [REDACTED];

(e) subject to the completion of the [REDACTED], the conditional adoption of the Articles of Association, which shall become effective on the [REDACTED] and the authorization of the Board to amend the Articles of Association in accordance with relevant laws and regulations and upon the request from the Stock Exchange and relevant PRC regulatory authorities; and

(f) authorization of the Board and its authorized persons to handle all matters relating to, among other things, the [REDACTED], the [REDACTED] and [REDACTED] of the H Shares.

FURTHER INFORMATION ABOUT OUR BUSINESS

Summary of Material Contracts

We have entered into the following contracts (not being contracts entered into in the ordinary course of business) within the two years immediately preceding the date of this Document that is or may be material:

(a) the [REDACTED].

Intellectual Property Rights

As of the Latest Practicable Date, our Group has registered or has applied for the registration of the following intellectual property rights which were material to our Group's business.

Trademarks

As of the Latest Practicable Date, we have registered the following trademarks which we consider to be or may be material to our business:

No.	Trademark	Registration Number	Owner	Date of Registration	Expiry Date	Class	Place of Registration
1.	DEVCUBE	66239119	Company	February 7, 2023	February 6, 2033	9	PRC

No.	Trademark	Registration Number	Owner	Date of Registration	Expiry Date	Class	Place of Registration
2.	DEVCUBE	66223374	Company	February 7, 2023	February 6, 2033	42	PRC

Patents

As of the Latest Practicable Date, we had applied for the registration of the following patents which we consider to be or may be material to our business:

No.	Patent	Type	Application Number	Applicant	Date of Application	Place of Registration	Status
1.	Method, apparatus, device and storage medium for video replay based on iOS	Invention	202311137246.9	Company	September 5, 2023	PRC	Under review
2.	Method, apparatus, computer device and storage medium for rate matching	Invention	202410216286.0	Company	February 27, 2024	PRC	Under review
3.	Database adaptation method and system for database data interaction	Invention	202411015523.3	Company	July 26, 2024	PRC	Under review
4.	Method, apparatus and electronic device for database data correction	Invention	2024108849693	Company	July 3, 2024	PRC	Under review
5.	Method, apparatus, computer device and storage medium for signature replay based on iframe	Invention	202410956173.4	Company	July 17, 2024	PRC	Under review

Domain Names

As of the Latest Practicable Date, we have registered the following internet domain names which we consider to be or may be material to our business:

No.	Domain Name	Registered Owner	Registration Date	Expiry Date
1.	**https://www.zhongan.tech**	Company	January 2, 2019	January 3, 2027
2.	**https://www.zaxline.com**	Company	July 19, 2024	July 19, 2027
3.	**https://www.zaxinke.com**	Company	December 29, 2023	December 29, 2026
4.	**https://www.zaouter.com**	Company	March 27, 2018	March 27, 2027

Save as the above, as of the Latest Practicable Date, there were no other intellectual property rights which were material to our business.

FURTHER INFORMATION ABOUT OUR DIRECTORS, SENIOR MANAGEMENT AND SUBSTANTIAL SHAREHOLDERS

Interests and short positions of our Directors, and chief executive of our Company in the Shares, underlying Shares and debentures of our Company and our associated corporations

Save as disclosed in the section headed "Substantial Shareholders" in this Document, immediately following the Share Subdivision and the completion of the [REDACTED] (assuming that the [REDACTED] is not exercised), so far as our Directors are aware, none of our Director and chief executive has any interests and short positions in our Shares, underlying Shares or debentures of our Company or any of our associated corporations (within the meaning of Part XV of the SFO) (i) which will have to be notified to us and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they are taken or deemed to have under such provisions of the SFO), or (ii) which will be required, pursuant to section 352 of the SFO,

to be entered in the register referred to therein, or (iii) which will be required to be notified to us and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules:

Name	Nature of interest	Class of Shares	Number of Shares[7]	Approximate percentage of shareholding in our Company[8]	Approximate percentage of shareholding in the total issued Shares[8]
Mr. Yu Feng[1]	Interest in controlled corporation[2][3]	H Shares	[REDACTED]	[REDACTED]	[REDACTED]
Mr. Mao Yifeng[4]	Interest in controlled corporation[3]	H Shares	[REDACTED]	[REDACTED]	[REDACTED]
Mr. Zhou Zhengyu[5]	Interest in controlled corporation[6]	H Shares	[REDACTED]	[REDACTED]	[REDACTED]

Notes:

1. Mr. Yu Feng is the executive Director and chief executive officer of our Company. He is also a member of our group of Controlling Shareholders.

2. Zhongxing Youmi is a limited partnership whose general partner is Zhongxing Huxiu. Zhongxing Huxiu is a private company controlled by Mr. Yu.

   As such, Zhongxing Huxiu and Mr. Yu are deemed to be interested in the Shares held by Zhongxing Youmi for the purpose of Part XV of the SFO.

3. Zhongxing Youchen is a limited partnership and a limited partner of Zhongxing Youmi, holding approximately 37.62% partnership interest in Zhongxing Youmi.

   Zhongxing Youchen is a limited partnership whose general partner is Zhongxing Huxiu. Mr. Yu Feng and Mr. Mao Yifeng are limited partners of Zhongxing Youchen, holding approximately 53.92% and 46.08% partnership interests in Zhongxing Youchen, respectively.

   As such, Zhongxing Youchen, Zhongxing Huxiu, Mr. Yu Feng, and Mr. Mao Yifeng are deemed to be interested in the Shares held by Zhongxing Youmi for the purpose of Part XV of the SFO.

4. Mr. Mao Yifeng is our executive Director, chief technical officer and vice president of our Company. He is also a member of our group of Controlling Shareholders.

5. Mr. Zhou Zhengyu is the executive Director, secretary of the Board, chief financial officer and the joint company secretary of our Company. He is also a member of our group of Controlling Shareholders.

6. Zhongxing Youhai is a limited partnership and a limited partner of Zhongxing Youmi, holding approximately 37.62% partnership interests in Zhongxing Youmi.

   Zhongxing Youhai is a limited partnership whose general partner is Zhongxing Huxiu. Mr. Niu Chenghao and Mr. Zhou Zhengyu are the limited partners of Zhongxing Youhai, holding approximately 53.92% and 46.08% partnership interests in Zhongxing Youhai, respectively.

   As such, Zhongxing Youhai, Zhongxing Huxiu, Mr. Niu Chenghao and Mr. Zhou Zhengyu are deemed to be interested in the Shares held by Zhongxing Youmi for the purpose of Part XV of the SFO.

7. All interests stated are long positions in the Shares.

8. The calculation is based on the total number of [REDACTED] H Shares in issue upon the completion of the Share Subdivision, the [REDACTED] and the Conversion of Unlisted Shares into H Shares, assuming that the [REDACTED] is not exercised.

Interests of the substantial shareholders in member of our Group

So far as the Directors are aware, no other person (other than our Company, and any subsidiaries of our Group) is entitled to exercise, or control the exercise of, 10% or more of voting power at the general meetings of the following member of our Group (excluding our Company).

Particulars of Directors' and Service Contracts and Appointment Letters

[Each of the Directors [has] entered into a service contract or a letter of appointment with our Company. [The principal particulars of these service contracts and letters of appointment include (a) the term of service, (b) subject to termination in accordance with their respective term, and (c) a dispute resolution provision.] [The service contracts and letters of appointment may be renewed in accordance with our Articles of Association and the applicable laws, rules and regulations from time to time.]

[Save as disclosed above, we have not entered into, and do not propose to enter into any service contracts with any of our Directors in their respective capacities as Directors (excluding agreements expiring or determinable by any member of our Group within one year without payment of compensation other than statutory compensation).]

Remuneration of Directors

Save as disclosed in "Directors, and Senior Management" and Note 35 to the Accountants' Report set out in Appendix I for the financial years ended December 31, 2023, 2024 and 2025, none of our Directors received other remunerations of benefits in kind from us.

Directors' Competing Interests

None of our Directors is interested in any business apart from our Group's business which competes or is likely to compete, directly or indirectly, with the business of our Group and is required to be disclosed under Rule 8.10 of the Listing Rules.

Disclaimers

Save as disclosed in this Document:

(a) none of our Directors or our chief executive has any interest or short position in our Shares, underlying Shares or debentures of our Company or any of our associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to us and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which will be required to be notified to us and the Stock Exchange pursuant to Model Code for Securities Transactions by Directors of Listed Issuers once the H Shares are listed on the Stock Exchange;

(b) none of our Directors is aware of any person (not being a Director or chief executive of our Company) who will, immediately following the completion of the Share Subdivision, the [REDACTED] and the conversion of Unlisted Shares into H Shares (without taking into account any H Shares which may be allotted and issued pursuant to the exercise of the [REDACTED]), have an interest or short position in our Shares or underlying Shares which would fall to be disclosed to us under the provisions of Divisions 2 and 3 of Part XV of the SFO or who is interested, directly or indirectly, in 10% or more of the issued voting shares of any member of our Group;

(c) none of our Directors, their respective close associates (as defined under the Listing Rules) or Shareholders who own more than 5% of the number of issued shares of our Company have any interests in the five largest customers or the five largest suppliers of our Group;

(d) none of our Directors or any of the parties listed in "— Qualifications of Experts" in this Appendix is:

i. interested in our promotion, or in any assets which have been, within two years immediately preceding the date of this Document, acquired or disposed of by or leased to us, or are proposed to be acquired or disposed of by or leased to any member of our Group; or

ii. materially interested in any contract or arrangement subsisting at the date of this Document which is significant in relation to our business;

(e) save in connection with the [REDACTED], none of the persons listed in "— Qualifications of Experts" in this Appendix has any shareholding in any member of our Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group; and

(f) none of our Directors has entered or has proposed to enter into any service agreements with our Company or any member of our Group (other than contracts expiring or determinable by the employer within one year without payment of compensation other than statutory compensation).

OTHER INFORMATION

Estate Duty

Our Directors have been advised that no material liability for estate duty is likely to fall on our Company or any of our subsidiaries under the laws of the PRC.

Litigation

As of the Latest Practicable Date, we were not engaged in any litigation, arbitration or claim of material importance and no litigation, arbitration or claim of material importance was known to our Directors to be pending or threatened by or against any member of our Group, that would have a material and adverse effect on our Group's results of operations or financial conditions, taken as a whole.

Joint Sponsors

ICBC International Capital Limited satisfies the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules. Given that a member of the sponsor group (as defined under the Listing Rules) of Guolian Securities International Capital Market Co., Limited has certain interests in our Company through the Pre-[REDACTED] Investments, it is not considered as an independent sponsor under Rule 3A.07 of the Listing Rules.

The Joint Sponsors will receive an aggregate fee of RMB4 million for acting as sponsors for the [REDACTED].

Preliminary Expenses

As of the Latest Practicable Date, our Company has not incurred any material preliminary expenses.

Promoters

The promoters of the Company are Zhongxing Youmi, Zhongan Technology, Wuxi Zhenwei, Nanshan Zhanxin, Luban Zhiyuan, Wuxi Binzhong, Huamin Caixin Phase I and Huamin Kechuang, within the two years immediately preceding the date of this Document, no cash, securities or other benefit has been paid, allotted or given or is proposed to be paid, allotted or given to the promoters in connection with the [REDACTED] and the related transactions described in this Document.

Taxation of Holders of H Shares

The sale, purchase and transfer of H Shares registered with our Hong Kong branch register of members will be subject to Hong Kong stamp duty. The current rate charged on each of the purchaser and seller is 0.13% of the consideration of or, if higher, of the fair value of the H Shares being sold or transferred. Profits from dealings in the H Shares arising in or derived from Hong Kong may also be subject to Hong Kong profits tax. The Revenue (Abolition of Estate Duty) Ordinance 2005 came into effect on February 11, 2006 in Hong Kong SAR. No Hong Kong estate duty is payable and no estate duty clearance papers are needed for a grant of representation in respect of holders of H Shares whose death occurs on or after February 11, 2006.

No Material Adverse Change

Our Directors confirm that up to the date of this Document, there has been no material adverse change in our financial, operational or trading positions or prospects since May 31, 2026, being the end of the period reported on as set out in the Accountants' Report included in Appendix I to this Document.

Qualifications of Experts

The qualifications of the experts (as defined under the Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance) who have given their opinion and/or advice in this Document are as follows:

Name	Qualification
ICBC International Capital Limited	Licensed corporation permitted to carry out type 1 (dealing in securities), type 4 (advising on securities) and type 6 (advising on corporate finance) regulated activities under the SFO
Guolian Securities International Capital Market Co., Limited	Licensed corporation permitted to carry out type 6 (advising on corporate finance) regulated activities under the SFO
PricewaterhouseCoopers	Certified Public Accountants under Professional Accountants Ordinance (Chapter 50 of the Laws of Hong Kong) and Registered Public Interest Entity Auditor under Accounting and Financial Reporting Council Ordinance (Chapter 588 of the Laws of Hong Kong)
CM Law Firm	PRC legal advisor
Frost & Sullivan	Independent industry consultant
Holman Fenwick Willan LLP	Legal advisor as to International Sanctions laws

Save as disclosed in this Document, as of the Latest Practicable Date, none of the experts named above had any shareholding interest in our Company or any of our subsidiaries or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group.

Consents of Experts

Each of the experts as referred to "— Qualifications of Experts" in this Appendix has given and has not withdrawn their respective written consents to the issue of this Document with the inclusion of their reports and/or letters (as the case may be) and the references to their names included in the form and context in which they are respectively included.

Binding Effect

This Document shall have the effect, if an application is made in pursuance of it, of rendering all persons concerned bound by all of the provisions (other than the penal provisions) of sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance so far as applicable.

Bilingual Document

The English and Chinese language versions of this Document are being published separately, in reliance upon the exemption provided under section 4 of the Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).

Miscellaneous

Save as otherwise disclosed in this Document:

(a) within the two years preceding the date of this Document: (i) we have not issued nor agreed to issue any share or loan capital fully or partly paid either for cash or for a consideration other than cash; and (ii) no commissions, discounts, brokerage fee or other special terms have been granted in connection with the issue or sale of any shares of our Company;

(b) no share or loan capital of our Company is under option or is agreed conditionally or unconditionally to be put under option;

(c) we have not issued nor agreed to issue any founder shares, management shares or deferred shares;

(d) there are no arrangements under which future dividends are waived or agreed to be waived;

(e) there are no procedures for the exercise of any right of pre-emption or transferability of subscription rights;

(f) there are no contracts for hire or hire purchase of plant to or by us for a period of over one year which are substantial in relation to our business;

(g) there have been no interruptions in our business which may have or have had a significant effect on our financial position in the last 12 months;

(h) there are no restrictions affecting the remittance of profits or repatriation of capital by us into Hong Kong from outside Hong Kong;

(i) no part of the equity or debt securities of our Company, if any, is currently listed on or dealt in on any stock exchange or trading system, and no such listing or permission to list on any stock exchange other than the Hong Kong Stock Exchange is currently being or agreed to be sought;

(j) our Company has no outstanding convertible debt securities or debentures;

(k) our Company is a joint stock limited company and is subject to the PRC Company Law; and

(l) our Company has adopted a code of conduct regarding Directors' securities transactions on terms no less than those as required under the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Hong Kong Listing Rules.

APPENDIX V DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES AND AVAILABLE ON DISPLAY

DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES IN HONG KONG

The documents attached to a copy of this Document and delivered to the Registrar of Companies in Hong Kong for registration were:

(i) a copy of each of the material contracts referred to in "Statutory and General Information — Further Information about our Business — Summary of Material Contracts" in Appendix IV to this Document; and

(ii) the written consents referred to in "Statutory and General Information — Other Information — Consents of Experts" in Appendix IV to this Document.

DOCUMENTS AVAILABLE ON DISPLAY

Copies of the following documents will be published on the Stock Exchange's website at **www.hkexnews.hk** and **https://www.zhongan.tech** during a period of 14 days from the date of this Document:

(a) the Articles of Association;

(b) the accountant's report from PricewaterhouseCoopers, the text of which is set out in Appendix I to this Document;

(c) the audited consolidated financial statements of our Group for the years ended December 31, 2023, 2024, and 2025 [and the five months ended May 31, 2026];

(d) the report from PricewaterhouseCoopers on the unaudited [REDACTED] financial information of our Group, the text of which is set out in Appendix II to this Document;

(e) the industry report issued by Frost & Sullivan referred to in "Industry Overview" in this Document;

(f) the PRC legal opinion issued by CM Law Firm, our PRC Legal Advisor, in respect of, among other things, certain general corporate matters and property interests matters of our Group;

(g) the legal opinion issued by Holman Fenwick Willan LLP, our International Sanctions Legal Advisor, in respect of certain international sanctions matters;

(h) the material contracts referred to in "Statutory and General Information — Further Information about our Business — Summary of Material Contracts" in Appendix IV to this Document;

(i) the written consents referred to in "Statutory and General Information — Other Information — Consents of Experts" in Appendix IV to this Document;

(j) the contracts and appointment letters referred to in the section headed "Further Information About Our Directors and Substantial Shareholders" — Particulars of Directors' and Service Contracts and Appointment Letters" in Appendix IV to this Document; and

(k) the PRC Company Law, Securities Law, and the Trial Measures for the Administration Related to the Overseas Securities Offering and Listing by Domestic Companies, together with unofficial English translations thereof.