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**Application Proof of**

# Shenzhen Yueshi Holding Co., Ltd.
# (深圳粵十控股股份有限公司)

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

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# Shenzhen Yueshi Holding Co., Ltd.
# 深圳粵十控股股份有限公司

*(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])** |
| **Maximum [REDACTED]** | **:** | **HK$[REDACTED] per H Share, plus brokerage of 1.0%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015% (payable in full on application in Hong Kong dollars and subject to refund)** |
| **Nominal Value** | **:** | **RMB[0.1] per H Share** |
| **[REDACTED]** | **:** | **[REDACTED]** |

***Sole Sponsor, [REDACTED]***

申萬宏源香港
SWHYHK

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The [REDACTED] is expected to be determined by agreement between us and the [REDACTED] (for itself and on behalf of the [REDACTED]) on the [REDACTED], which is expected to be on or before [REDACTED] and, in any event, not later than 12:00 noon on [REDACTED]. The [REDACTED] will be not more than HK$[REDACTED] per [REDACTED] and is currently expected to be not less than HK$[REDACTED] per [REDACTED], unless otherwise announced. If, for any reason, the [REDACTED] is not agreed between us and the [REDACTED] (for itself and on behalf of the [REDACTED]) by 12:00 noon on [REDACTED], the [REDACTED] will not proceed and will lapse.

Applicants for [REDACTED] are required to pay, on application (subject to application channel), the maximum [REDACTED] of HK$[REDACTED] for each [REDACTED] together with brokerage of 1.0%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015%, subject to refund if the [REDACTED] as finally determined is less than HK$[REDACTED].

The [REDACTED] (for itself and on behalf of the [REDACTED]) may, where considered appropriate and with our consent, reduce the number of [REDACTED] being [REDACTED] under the [REDACTED] and/or the indicative [REDACTED] range below that stated in this document at any time on or prior to the morning of the last day for lodging applications under the [REDACTED]. In such a case, notices of the reduction in the number of [REDACTED] and/or the indicative [REDACTED] range will be published on the websites of the Stock Exchange at **www.hkexnews.hk** and on the website of our Company at **www.yshlw.com** as soon as practicable but in any event not later than the morning of the day which is the last day for lodging applications under the [REDACTED]. See sections headed "Structure of the [REDACTED]" and "How to Apply for [REDACTED]" in this document for more details.

The obligations of the [REDACTED] under the [REDACTED] are subject to termination by the [REDACTED] (for itself and on behalf of the [REDACTED]) if certain grounds for termination arise prior to [8:00] a.m. on the [REDACTED]. Such grounds are set out in the section headed "[REDACTED]" in this document.

The [REDACTED] have not been and will not be registered under the U.S. Securities Act or any state securities law in the United States and may not be [REDACTED], sold, pledged or transferred within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in accordance with any applicable U.S. securities law. The [REDACTED] are being [REDACTED] and sold only outside the United States in offshore transactions in reliance on Regulation S.

**Prior to making an investment decision, prospective investors should consider carefully all of the information set out in this document, including the risk factors set out in "Risk Factors."**

**[REDACTED]**

# IMPORTANT

[REDACTED]

# IMPORTANT

[REDACTED]

# EXPECTED TIMETABLE

[REDACTED]

# EXPECTED TIMETABLE

[REDACTED]

# EXPECTED TIMETABLE

[REDACTED]

# CONTENTS

**IMPORTANT NOTICE TO INVESTORS**

*We have issued this document solely in connection with the [REDACTED] and the [REDACTED], and it does not constitute an [REDACTED] to sell or a solicitation of an [REDACTED] to buy any security other than the [REDACTED] [REDACTED] by this document pursuant to the [REDACTED]. This document may not be used for the purpose of, and does not constitute, an [REDACTED] or invitation in any other jurisdiction or in any other circumstances. We have taken no action to permit a [REDACTED] of the [REDACTED] in any jurisdiction other than Hong Kong, and we have taken no action to permit the distribution of this document in any jurisdiction other than Hong Kong. The distribution of this document and the [REDACTED] and [REDACTED] 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 only rely on the information contained in this document to make your [REDACTED] 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, Sole Sponsor, [REDACTED], [REDACTED], [REDACTED], [REDACTED], any of the [REDACTED], any of our or their respective directors, advisors, officers, employees, agents or representatives, or any other person or party involved in the [REDACTED].*


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# SUMMARY

*This summary is an overview of the information contained in this document and does not contain all the information that may be important to you. You should read the whole document before you decide to [REDACTED] in the [REDACTED].*

*There are risks associated with any investment. Some of the particular risks in [REDACTED] in the [REDACTED] are set out in the section headed "Risk Factors" in this document. You should read that section carefully before you decide to [REDACTED] in the [REDACTED].*

## OVERVIEW

### About Us

We are a technology-driven enterprise principally engaged in the sale of cold chain agricultural products and the provision of digital and intelligent cold chain integrated solutions. According to Frost & Sullivan, in terms of revenue from the sale of cold chain agricultural products in 2025, we ranked sixth in China's digital and intelligent cold chain agricultural products sales market, with a market share of 1.0%, and ranked among the top 100 market participants in China's overall cold chain agricultural products sales market, with a market share of approximately 0.2%.

We operate a data-driven business model comprising (i) the sale of cold chain agricultural products, such as beef, chicken, pork and shrimp, which represents our primary growth engine, and (ii) the provision of digital and intelligent cold chain integrated solutions, which supports the digitalization of the daily operations of cold chain facility operators.

Since our establishment in 2019, we have independently developed and continuously upgraded the *Yueshi Intelligent Cold Chain Cloud Platform*, through which we initially provided digital information systems to cold storage facilities. With the growing sophistication of system functionality, these initial deployments evolved into digital and intelligent cold chain integrated solutions, providing standardized digital management tools for cold storage operations, circulation coordination and merchant engagement. As of the Latest Practicable Date, our digital and intelligent cold chain integrated solutions had been deployed by over 750 domestic cold chain operators, including agricultural products wholesale markets, food processing plants, agricultural products industrial parks and major agricultural product import ports, covering approximately 30 provinces, autonomous regions and municipalities across China.

Through the deployment of our solutions and the *Yueshi Cold Chain Cloud App*, we built operational touchpoints with merchants and operators across cold chain circulation scenarios and accumulated operational and transaction-related information. These experiences supported our understanding of the procurement needs, product preferences and operating patterns of agricultural product wholesalers, particularly small and medium-sized agricultural product wholesalers. Building on this foundation, we expanded into the sale of cold chain agricultural products in 2023, which has since become our primary growth engine. During the Track Record Period, we sold cold chain agricultural products to more than 1,200 customers, with accumulated data supporting more precise demand forecasting, disciplined product portfolio design and optimized procurement and inventory management.

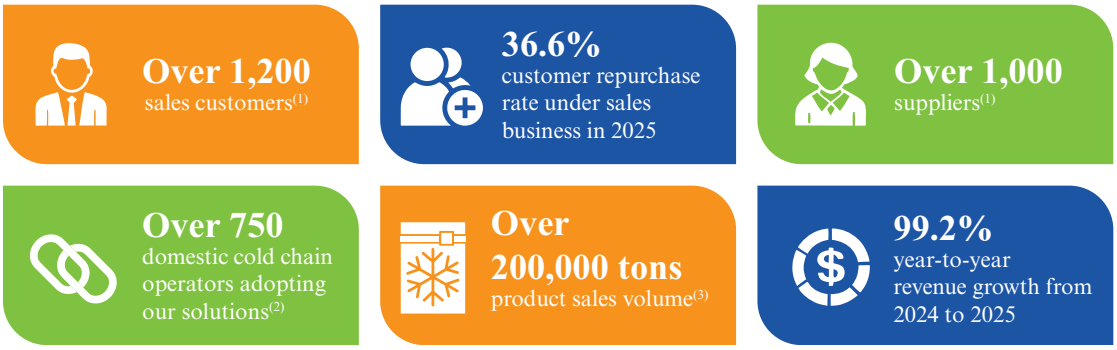
Benefiting from our Shareholder background, including Shareholders with extensive experience and industry presence in the agricultural product sales sector such as COFCO Group, China Co-op Group Co., Ltd. and Guangdong Agribusiness Group Corporation, we were able to establish and expand our supplier network during the early stage of our development. Over time, we have built and now maintain relationships with a diversified base of global cold chain agricultural product suppliers, which support our cold chain agricultural product sales operations. During the Track Record Period, we cooperated with more than 1,000 suppliers across approximately 40 countries and regions, of which over 690 were overseas suppliers.

# SUMMARY

Our sale of cold chain agricultural products and digital and intelligent cold chain integrated solutions are operationally complementary and together support the development of our business. The deployment of our digital and intelligent cold chain integrated solutions supports data recording, operational coordination and process management across key cold chain circulation stages, enabling us to better analyze procurement needs, inventory status, sales patterns and customer demand. Our sales operations, in turn, provide practical operating feedback that supports the refinement of our systems and processes. This data-driven sales model enables downstream agricultural product customers, particularly small and medium-sized agricultural product wholesalers, to streamline procurement, reduce intermediary layers and lower costs, thereby strengthening customer value and retention.

**Our Business Highlights**

The following diagram illustrates our business highlights for the period/as of the date indicated:




*Notes:*

(1) during the Track Record Period

(2) as of the Latest Practicable Date

(3) in 2025

## OUR COMPETITIVE STRENGTHS

We believe that the following competitive advantages enable us to sustain long-term growth and reinforce our competitive positioning.

- A technology-driven cold chain agricultural products sales enterprise and digital and intelligent cold chain integrated solutions provider in China;
- Ecosystem collaboration driving resilient and scalable growth;
- R&D capabilities supporting continuous technological advancement;
- Policy-aligned value proposition supporting livelihood supply and long-term growth; and
- Management team with relevant industry experience driving effective execution and sustainable growth.

## OUR BUSINESS STRATEGIES

We intend to leverage our existing strengths and carry out the following strategies to capture growing market opportunities, further solidify our market position and achieve our mission:

- Strengthening R&D to enhance data analysis capabilities;

- Deepening global supply networks to enhance supply stability and fulfilment assurance;
- Enhancing domestic market penetration through sales and fulfilments optimization;
- Building an overseas footprint through coordinated sales and platform deployment; and
- Pursuing strategic partnerships and pursuing selective investments and acquisitions.

## OUR BUSINESS MODEL

The principal components of our business model include:

- ***Sale of cold chain agricultural products***: This business line is our primary growth engine. Leveraging data and operational insights, we organize the procurement and sale of cold chain agricultural products. Our customers primarily include small and medium-sized agricultural product wholesalers. Revenue from this business line is derived from product sales; and
- ***Digital and intelligent cold chain integrated solutions***: This business line mainly comprises software systems and related services provided to cold chain facility operators. Built on the *Yueshi Intelligent Cold Chain Cloud Platform* and supported by the *Yueshi Cold Chain Cloud App*, these solutions support the standardized management of cold chain circulation processes, including storage operations, process coordination and operational data management. Our customers primarily include operators of cold chain facilities across key circulation nodes. Revenue from this business line is primarily generated from the provision of software systems and related services, including system deployment, configuration and ongoing operation and maintenance support.

For details, see "Business — Our Business Model."

## OUR OPERATIONAL ACHIEVEMENTS

The following table sets forth selected business performance metrics:

| | Year ended/As of December 31, | | | Four months ended/ As of April 30, | |
|---|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2025 | 2026 |
| **Sale of cold chain agricultural products** | | | | | |
| — Number of customers | 204 | 587 | 641 | 329 | 368 |
| — Sales volume (tons) | 40,217 | 99,888 | 203,039 | 46,960 | 87,605 |
| — Customer repurchase rate (%) | N/A | 51.0 | 36.6 | 28.6 | 34.0 |
| — Average revenue per customer (RMB'000) | 6,035 | 5,023 | 9,162 | 4,474 | 7,577 |
| — Net dollar retention rate (%) | N/A | 43.5 | 65.1 | 81.6 | 79.0 |
| **Digital and intelligent cold chain integrated solutions** | | | | | |
| — Number of customers | 44 | 43 | 67 | 26 | 18 |
| — Number of sales contracts | 46 | 61 | 93 | 41 | 26 |

For details, see "Business — Our Operational Achievements."

## OUR CUSTOMERS AND SUPPLIERS

### Our Customers

In 2023, 2024 and 2025 and for the four months ended April 30, 2026, our revenue contributed by our five largest customers in each year/period during the Track Record Period amounted to RMB493.9 million, RMB654.8 million, RMB1,307.3 million and RMB831.3 million, respectively, accounting for 39.4%, 21.9%, 22.0% and 29.7% of our total revenue in the same periods, respectively. In 2023, 2024 and 2025 and for the four months ended April 30, 2026, revenue

contributed by our largest customer in each year/period during the Track Record Period amounted to RMB315.0 million, RMB353.0 million, RMB382.1 million and RMB344.8 million, respectively, accounting for 25.1%, 11.8%, 6.4% and 12.3% of our total revenue in the same periods, respectively. To the best of our knowledge, during the Track Record Period and up to the Latest Practicable Date, all of our five largest customers in each year/period during the Track Record Period were Independent Third Parties. To the best of our Directors' knowledge, as of the Latest Practicable Date, none of our Directors or their respective close associates or any person who, to the knowledge of our Directors, owned more than 5% of our issued share capital, had any interest in any of our five largest customers in each year/period during the Track Record Period. See "Business — Our Customers."

**Our Suppliers**

In 2023, 2024 and 2025 and for the four months ended April 30, 2026, purchases from our five largest suppliers in each year/period during the Track Record Period amounted to RMB652.4 million, RMB779.6 million, RMB1,046.7 million and RMB608.0 million, respectively, accounting for 53.0%, 26.8%, 18.1% and 22.3% of our total purchases in the same periods, respectively. In 2023, 2024 and 2025 and for the four months ended April 30, 2026, purchases from our largest supplier in each year/period during the Track Record Period amounted to RMB217.2 million, RMB232.5 million, RMB308.5 million and RMB258.5 million, respectively, accounting for 17.6%, 8.0%, 5.3% and 9.5% of our total purchases in the same periods, respectively. To the best of our knowledge, during the Track Record Period and up to the Latest Practicable Date, all of our five largest suppliers in each year/period during the Track Record Period were Independent Third Parties. To the best of our Directors' knowledge, as of the Latest Practicable Date, none of our Directors or their respective close associates or any person who, to the knowledge of our Directors, owned more than 5% of our issued share capital, had any interest in any of our five largest suppliers in each year/period during the Track Record Period. See "Business — Our Supply Network Management — Our Major Suppliers."

**Overlapping Customers and Suppliers**

During the Track Record Period, we sold cold chain agricultural products to certain customers who also acted as our suppliers. This arrangement arises primarily from the batch-based and circulation-driven nature of the digital and intelligent cold chain agricultural products sales market and is aligned with the industry norm, as advised by Frost & Sullivan. Our Directors confirm that all of our sales to and purchases from these overlapping customers and suppliers were conducted in the ordinary course of business under normal commercial terms and on arm's length basis. See "Business — Overlapping Customers and Suppliers."

**PRICING**

Pricing for the sale of cold chain agricultural products is primarily determined with reference to the prevailing market prices for the relevant product categories, taking into account supply and demand dynamics, sourcing costs, anticipated price volatility and specific customer order requirements. Given the commodity-like nature of many cold chain agricultural products, market prices are subject to fluctuations driven by seasonality, origin supply conditions, import policies and logistics factors.

The average selling price of our cold chain agricultural products fluctuated during the Track Record Period, primarily reflecting changes in procurement costs driven by global supply and demand dynamics, seasonality and sourcing conditions. Such pricing was also adjusted in response to changes in product mix, customer demand and overall market conditions under both demand-led and spot sales arrangements.

Pricing for our digital and intelligent cold chain integrated solutions is primarily determined on a case-by-case basis, reflecting the customized nature of our solution offerings. See "Business — Pricing."

# SUMMARY

## COMPETITION

The PRC digital and intelligent cold chain agricultural products sales market is highly fragmented, with no single participant holding a dominant position. Competition is characterized by diverse operating models, regional focuses and differences in access to supply chain resources. In 2025, the top ten market participants achieved combined revenue of approximately RMB85.7 billion, representing approximately 14.1% of total market revenue.

We face competition from traditional agricultural product traders, cold chain logistics and service providers that have expanded into trading activities, and other market participants seeking to integrate trading with digital tools or supply chain services. We compete through an integrated operating model, supplier networks and a focused customer strategy, enabling efficient execution, reliable supply and effective competition in a highly fragmented market. See "Business — Competition."

## RISK FACTORS

Our business faces risks including those set out in the section headed "Risk Factors." Some of the major risks that we face include: (i) our failure to effectively identify, introduce and scale appropriate cold chain agricultural product categories could materially and adversely affect our business, operating results and growth prospects; (ii) any disruption or instability in our procurement of cold chain agricultural products, whether sourced from overseas or domestically, could materially and adversely affect our business, financial condition and results of operations; (iii) if we fail to manage and expand our relationships with suppliers, or are unable to procure cold chain agricultural products on favorable terms, our business and growth prospects may be materially and adversely affected; (iv) we had net current liabilities, net liabilities and net operating cash outflows during the Track Record Period, and we may continue to experience such conditions in the future; and (v) changes in consumer tastes, perceptions and preferences may have a material and adverse effect on our business, results of operations and financial conditions.

## OUR CONTROLLING SHAREHOLDERS

As of the Latest Practicable Date, Mr. Chen was entitled to control the exercise of the voting rights attaching to an aggregate of 51.40% of the total issued share capital of our Company, including (i) approximately 20.68% of the total issued share capital of our Company held by himself and (ii) approximately 23.88% and 6.85% of the total issued share capital of our Company held by Yueshi Investment and Yueshi Entrepreneurship, respectively. Mr. Chen is the general partner of each of Yueshi Investment and Yueshi Entrepreneurship.

Immediately upon completion of the Share Subdivision and the [REDACTED] (assuming the [REDACTED] is not exercised), Mr. Chen and his controlled entities, namely Yueshi Investment and Yueshi Entrepreneurship, will together be entitled to control the exercise of the voting rights attaching to approximately [REDACTED]% of our total issued share capital. Therefore, Mr. Chen, Yueshi Investment and Yueshi Entrepreneurship will be considered as a group of Controlling Shareholders after the [REDACTED] for the purpose of the Listing Rules. For details, see "Relationship with Our Controlling Shareholders."

## [REDACTED] INVESTMENTS

Since our establishment, we have received multiple series of financing from our [REDACTED] Investors. We utilized the proceeds from the [REDACTED] Investments to promote the growth and expansion of our principal business and for general working capital purpose.

Our Directors were of the view that our Company would benefit from the additional capital provided by the [REDACTED] Investors' investments in our Company, insights for industry, advice on business expansion or strategic direction that the [REDACTED] Investors may bring to our Company. Moreover, the [REDACTED] Investors' investments in our Company demonstrated their confidence in our Group's operations and served as an endorsement of our performance, strengths and prospects. See "History, Development and Corporate Structure — [REDACTED] Investments" for details of our [REDACTED] Investments and the identity and background of our [REDACTED] Investors.

## SUMMARY OF HISTORICAL FINANCIAL INFORMATION

The following tables set forth summary financial data from our consolidated financial information for the Track Record Period, extracted from the Accountants' Report in Appendix I to this document.

### Selected Items from Consolidated Statements of Profit or Loss and Other Comprehensive Income

The following table sets forth selected items of our consolidated statements of profit or loss and other comprehensive income for the periods indicated.

| | Year ended December 31, | | | Four months ended April 30, | |
|---|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* *(Unaudited)* | *RMB'000* |
| **Revenue** | **1,254,142** | **2,980,574** | **5,936,614** | **1,486,125** | **2,805,341** |
| Cost of sales | (1,231,366) | (2,899,585) | (5,767,998) | (1,431,439) | (2,732,351) |
| **Gross profit** | **22,776** | **80,989** | **168,616** | **54,686** | **72,990** |
| Changes in fair value of financial liabilities designated at fair value through profit or loss | (22,223) | (248,720) | (1,832,942) | (339,543) | — |
| **(Loss)/profit before tax** | **(28,032)** | **(212,789)** | **(1,746,194)** | **(311,517)** | **49,086** |
| Income tax expense | (234) | (6,240) | (18,031) | (5,927) | (13,204) |
| **(Loss)/profit and total comprehensive (expense)/ income for the year/period** | **(28,266)** | **(219,029)** | **(1,764,225)** | **(317,444)** | **35,882** |
| **(Loss)/profit and total comprehensive (expense)/ income for the year/period attributable to:** | | | | | |
| — Owners of the company | (28,266) | (218,981) | (1,763,860) | (317,167) | 35,894 |
| — Non-controlling interests | — | (48) | (365) | (277) | (12) |
| | (28,266) | (219,029) | (1,764,225) | (317,444) | 35,882 |

### *Non-IFRS Measure*

To supplement our consolidated statements of profit or loss presented in accordance with IFRS Accounting Standards, we also use adjusted net (loss)/profit, as an additional financial measure, which is not required by, or presented in accordance with IFRS Accounting Standards ("**non-IFRS measure**"). The following table reconciles our adjusted net (loss)/profit (non-IFRS measure) for the periods indicated.

| | Year ended December 31, | | | Four months ended April 30, | |
|---|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* *(Unaudited)* | *RMB'000* |
| **(Loss)/profit and total comprehensive (expense)/ income for the year/period** | **(28,266)** | **(219,029)** | **(1,764,225)** | **(317,444)** | **35,882** |
| **Add:** | | | | | |
| Changes in fair value of financial liabilities designated at fair value through profit or loss | 22,223 | 248,720 | 1,832,942 | 339,543 | — |
| **Adjusted net (loss)/profit (non-IFRS measure) (unaudited)** | **(6,043)** | **29,691** | **68,717** | **22,099** | **35,882** |

See "Financial Information — Description of Key Items of Consolidated Statements of Profit or Loss and Other Comprehensive Income — Non-IFRS Measure."

### *Revenue*

We achieved considerable growth throughout the Track Record Period. We recorded revenue of RMB1,254.1 million, RMB2,980.6 million, RMB5,936.6 million, RMB1,486.1 million and RMB2,805.3 million in 2023, 2024 and 2025 and for the four months ended April 30, 2025 and 2026, respectively. During such period, we derived the vast majority of our revenue from (i) the sale of cold chain agricultural products and (ii) the provision of digital and intelligent cold chain integrated solutions. To a much lesser extent, we also provided other services, which contributed a negligible portion of our total revenue. The following table sets forth a breakdown of our revenue by business line for the periods indicated.

| | Year ended December 31, | | | | | | Four months ended April 30, | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | 2023 | | 2024 | | 2025 | | 2025 | | 2026 | |
| | *RMB'000* | *% of revenue* | *RMB'000* | *% of revenue* | *RMB'000* | *% of revenue* | *RMB'000* *(Unaudited)* | *% of revenue* | *RMB'000* | *% of revenue* |
| Sale of cold chain agricultural products | 1,231,210 | 98.2 | 2,948,968 | 98.9 | 5,898,023 | 99.3 | 1,472,056 | 99.1 | 2,789,439 | 99.4 |
| Digital and intelligent cold chain integrated solutions | 22,327 | 1.8 | 30,654 | 1.0 | 37,496 | 0.7 | 14,046 | 0.9 | 15,591 | 0.6 |
| Others[(1)] | 605 | 0.0 | 952 | 0.1 | 1,095 | 0.0 | 23 | 0.0 | 311 | 0.0 |
| **Total** | **1,254,142** | **100.0** | **2,980,574** | **100.0** | **5,936,614** | **100.0** | **1,486,125** | **100.0** | **2,805,341** | **100.0** |

*Note:*

(1) Others mainly comprise ancillary services, primarily including transportation coordination and other supporting services provided by Independent Third Party service providers engaged by us at the request of our customers.

See "Financial Information — Description of Key Items of Consolidated Statements of Profit or Loss and Other Comprehensive Income."

### *Gross Profit and Gross Profit Margin*

The following table sets forth a breakdown of our gross profit and gross profit margin by business line for the periods indicated.

| | Year ended December 31, | | | | | | Four months ended April 30, | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | 2023 | | 2024 | | 2025 | | 2025 | | 2026 | |
| | Gross profit | Gross profit margin | Gross profit | Gross profit margin | Gross profit | Gross profit margin | Gross profit | Gross profit margin | Gross profit | Gross profit margin |
| | *RMB'000* | *%* | *RMB'000* | *%* | *RMB'000* | *%* | *RMB'000* | *%* | *RMB'000* | *%* |
| | | | | | | | *(Unaudited)* | | | |
| Sale of cold chain agricultural products | 3,823 | 0.3 | 52,526 | 1.8 | 132,336 | 2.2 | 41,404 | 2.8 | 57,959 | 2.1 |
| Digital and intelligent cold chain integrated solutions | 18,348 | 82.2 | 27,513 | 89.8 | 35,186 | 93.8 | 13,259 | 94.4 | 14,720 | 94.4 |
| Others[1] | 605 | 100.0 | 950 | 99.8 | 1,094 | 99.9 | 23 | 100.0 | 311 | 100.0 |
| **Total** | **22,776** | **1.8** | **80,989** | **2.7** | **168,616** | **2.8** | **54,686** | **3.7** | **72,990** | **2.6** |

*Note:*

(1) Others mainly comprise ancillary services, primarily including transportation coordination and other supporting services provided by Independent Third Party service providers engaged by us at the request of our customers.

The increase in gross profit during the Track Record Period primarily reflected the expansion of our overall business scale, particularly the growth of the sale of cold chain agricultural products, together with the continued contribution from our digital and intelligent cold chain integrated solutions. The fluctuation in our overall gross profit margin during the Track Record Period primarily reflected changes in the gross profit margin of our sale of cold chain agricultural products, which was mainly affected by product mix, procurement costs and prevailing market pricing conditions. See "Financial Information — Description of Key Items of Consolidated Statements of Profit or Loss and Other Comprehensive Income — Gross Profit and Gross Profit Margin."

### *Net Loss and Adjusted Net (Loss)/Profit (Non-IFRS measure)*

We recorded net losses of RMB28.3 million, RMB219.0 million, RMB1,764.2 million and RMB317.4 million in 2023, 2024 and 2025 and for the four months ended April 30, 2025, respectively. A substantial portion of these losses was attributable to changes in the fair value of financial liabilities designated at fair value through profit or loss, arising from the remeasurement of Shares with preferred rights issued by our Company. These losses were non-cash in nature and did not arise from our core operating activities. After excluding the impact of such non-cash and non-operating items, we recorded an adjusted net loss (non-IFRS measure) of RMB6.0 million in 2023, and subsequently turned profitable, with adjusted net profit (non-IFRS measure) of RMB29.7 million, RMB68.7 million and RMB22.1 million in 2024, 2025 and for the four months ended April 30, 2025, respectively. Following the termination of the redemption obligations and other special rights on December 22, 2025, we no longer recognized changes in the fair value of financial liabilities designated at fair value through profit or loss for the four months ended April 30, 2026, which contributed to our net profit of RMB35.9 million for the same period.

**Selected Items from Consolidated Statements of Financial Position**

The following table sets forth selected items from our consolidated statements of our financial position as of the dates indicated:

| | As of December 31, | | | As of April 30, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| Total non-current assets | 5,811 | 55,209 | 128,045 | 26,900 |
| Total current assets | 355,526 | 1,319,780 | 3,079,030 | 3,486,087 |
| **Total assets** | **361,337** | **1,374,989** | **3,207,075** | **3,512,987** |
| Total current liabilities | 392,987 | 1,642,166 | 2,462,760 | 2,733,452 |
| Total non-current liabilities | 10,978 | 6,831 | 5,005 | 4,343 |
| **Total liabilities** | **403,965** | **1,648,997** | **2,467,765** | **2,737,795** |
| **Net (liabilities)/ assets** | **(42,628)** | **(274,008)** | **739,310** | **775,192** |
| **Net current (liabilities)/assets** | **(37,461)** | **(322,386)** | **616,270** | **752,635** |

Our net current liability position as of December 31, 2023 and 2024 was primarily caused by the recognition, fair value changes and subsequent reclassification of financial liabilities designated at FVTPL arising from Shares with preferred rights issued pursuant to share subscription agreements. The increase in net current liabilities by the end of 2024 was mainly driven by the increase in the carrying amount of such financial liabilities. In addition, our current liabilities increased in line with business expansion, including higher contract liabilities from advance payments received from customers and increased bank and other borrowings to support procurement and working capital needs. All financial liabilities previously designated at FVTPL were fully converted from liabilities into equity following the termination agreement entered into between our Company and Shareholders on December 22, 2025. As such, we turned to a net current asset position as of December 31, 2025. Our net current assets increased from RMB616.3 million as of December 31, 2025 to RMB752.6 million as of April 30, 2026, primarily due to the increase in inventories and prepayments and other receivables to support our business expansion, partially offset by the increase in bank and other borrowings and trade and other payables. See "Financial Information — Net Current (Liabilities)/Assets."

Similarly, we recorded net liabilities as of December 31, 2023 and 2024. Our net liabilities increased from RMB42.6 million as of December 31, 2023 to RMB274.0 million as of December 31, 2024, primarily due to (i) the increase in financial liabilities designated at FVTPL as described above and (ii) loss and total comprehensive expenses for the year of RMB219.0 million in 2024, partially offset by the issuance of Shares with preferred rights of RMB215.0 million in the same year. As of December 31, 2025, we turned to a net asset position, primarily due to the reclassification of financial liabilities designated at FVTPL to equity of RMB2,987.7 million upon the termination of the redemption obligations and other special rights, which was partially offset by (i) loss and total comprehensive expenses for the year of RMB1,764.2 million in 2025 and (ii) the recognition of additional financial liabilities designated at FVTPL of RMB572.7 million in the same year. Our net assets remained relatively stable at RMB739.3 million and RMB775.2 million as of December 31, 2025 and April 30, 2026, respectively. See "Risk Factors — Risks Relating to Our Business and Industry — We had net current liabilities, net liabilities and net operating cash outflows during the Track Record Period, and we may continue to experience such conditions in the future."

**Selected Items from Consolidated Statements of Cash Flows**

| | Year ended December 31, | | | Four months ended April 30, | |
|---|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000 (Unaudited)* | *RMB'000* |
| Cash used in operations | (55,630) | (343,379) | (74,047) | (67,690) | (302,532) |
| Income taxes paid, net | — | — | (19,204) | — | (12,211) |
| Net cash used in operating activities | (55,630) | (343,379) | (93,251) | (67,690) | (314,743) |
| Net cash (used in)/from investing activities | (3,317) | (31,003) | (183,660) | (13,957) | 171,931 |
| Net cash from financing activities | 58,133 | 414,919 | 481,690 | 56,476 | 179,246 |
| Net (decrease)/increase in cash and cash equivalents | (814) | 40,537 | 204,779 | (25,171) | 36,434 |
| Cash and cash equivalents at beginning of year/ period | 24,572 | 23,758 | 64,295 | 64,295 | 269,074 |
| **Total cash and cash equivalents at end of year/period** | **23,758** | **64,295** | **269,074** | **39,124** | **305,508** |

See "Financial Information — Liquidity and Capital Resources — Cash Flows — Net Cash Used in Operating Activities."

**Working Capital Sufficiency**

In 2023, 2024 and 2025 and for the four months ended April 30, 2025 and 2026, we recorded net cash used in operating activities of RMB55.6 million, RMB343.4 million, RMB93.3 million, RMB67.7 million and RMB314.7 million, respectively, primarily due to the working capital requirements of our sale of cold chain agricultural products business model, under which payments to suppliers are generally made prior to receipts from customers. Such timing mismatch resulted in operating cash outflows, rather than structural cash losses. To address this and improve our operating cash flow position, we have implemented and will continue to implement targeted measures. See "Business — Business Sustainability — Path to Profitability and Sustainable Growth — Working Capital and Cash Flow Management."

Taking into account our stable operations, continued access to bank financing, including unutilized and committed credit facilities of RMB554.5 million as of the Latest Practicable Date, our working capital profile, and our cash and cash equivalents on hand, together with expected cash inflows from operations and the [REDACTED] from the [REDACTED], and based on our projected cash flow requirements, our Directors are of the view, and the Sole Sponsor concurs, that our Group has sufficient working capital for its present requirements and for at least the next 12 months from the date of this document.

**Key Financial Ratios**

| | Year ended December 31, | | | Four months ended April 30, | |
|---|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2025 | 2026 |
| | | | | *(Unaudited)* | |
| **Profitability ratios** | | | | | |
| Gross profit margin (%) | 1.8 | 2.7 | 2.8 | 3.7 | 2.6 |

| | As of December 31, | | | As of April 30, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 |
| **Liquidity ratios** | | | | |
| Current ratio | 0.9x | 0.8x | 1.3x | 1.3x |
| Quick ratio | 0.2x | 0.2x | 0.4x | 0.4x |

Please see "Financial Information — Key Financial Ratios" for details.

**BUSINESS SUSTAINABILITY**

During the Track Record Period, we recorded net losses, net liabilities and net operating cash outflows. In assessing the sustainability of our business model, our Directors and the Sole Sponsor have considered our continued revenue growth and improving gross profit margin, the implementation of measures to enhance working capital efficiency, and our continued access to bank financing.

Following due and careful inquiry with our Company, review of the Accountant's Report, and due diligence on our Group's business operations and historical financial performance during the Track Record Period, the Sole Sponsor concurs our Directors' view that our Group's business is sustainable and that our Company is suitable for [REDACTED] under Rule 8.04 of the Listing Rules. See "Business — Business Sustainability."

[REDACTED]

# SUMMARY

## [REDACTED] EXPENSES

The estimated total [REDACTED] expenses (based on the mid-point of our indicative [REDACTED] range for the [REDACTED] and assuming that the [REDACTED] is not exercised) for the [REDACTED] are approximately RMB[REDACTED] (HK$[REDACTED]), including (i) [REDACTED] commissions, SFC transaction levy, Stock Exchange trading fees and AFRC transaction levy for all [REDACTED] of approximately HK$[REDACTED]; and (ii) non-[REDACTED] related expenses of approximately HK$[REDACTED], which consist of (a) fees and expenses of legal advisors and Reporting Accountants of approximately HK$[REDACTED]; and (b) sponsor fee and other fees and expenses of approximately HK$[REDACTED], representing approximately [REDACTED]% of the gross [REDACTED] of the [REDACTED] based on the same assumptions.

During the Track Record Period, we incurred [REDACTED] expenses of RMB[REDACTED], of which RMB[REDACTED] were charged to the consolidated statements of profit or loss and other comprehensive income as administrative expenses and RMB[REDACTED] will be deducted from equity upon [REDACTED]. We expect to incur [REDACTED] expenses of approximately RMB[REDACTED] (HK$[REDACTED]) as administrative expenses and approximately RMB[REDACTED] (HK$[REDACTED]) as a deduction in equity directly upon [REDACTED].

The [REDACTED] expenses above are the latest practicable estimate for reference only, and the actual amount may differ from this estimate.

## DIVIDENDS AND DIVIDEND POLICY

We do not currently have a formal dividend policy and any fixed dividend pay-out ratio. No dividend has been proposed, paid or declared by our Company or by any of the subsidiaries of our Group during the Track Record Period. Under applicable PRC laws and regulations, dividends may only be paid out of distributable profits after offsetting accumulated losses and making statutory reserve appropriations. As our Company had accumulated losses during the Track Record Period and did not have distributable profits under PRC GAAP, our PRC Legal Advisors are of the view that our Company was not allowed to declare or pay dividends during this period. Any future declaration and payment of dividends will be subject to the discretion of our Board and the approval of our Shareholders in general meeting, and will depend on, among other things, our results of operations, financial condition, cash requirements, capital expenditures and future business plans. See "Financial Information — Dividends and Dividend Policy."

## USE OF [REDACTED]

We estimate the [REDACTED] of the [REDACTED] which we will receive, assuming an [REDACTED] of HK$[REDACTED] per [REDACTED] (being the mid-end of the [REDACTED] range stated in this document), will be approximately HK$[REDACTED], after deduction of [REDACTED] fees and commissions and estimated expenses payable by us in connection with the [REDACTED] and assuming the [REDACTED] is not exercised.

We intend to use the [REDACTED] of the [REDACTED] for the following purposes:

| % of [REDACTED] | Approximately HK$ in [REDACTED] | Future plans |
|---|---|---|
| [REDACTED]% | [REDACTED] | To expand the overseas footprint of our cold chain agricultural product sales business and digital and intelligent cold chain integrated solutions |
| [REDACTED]% | [REDACTED] | To deepen the penetration of our cold chain agricultural product sales business in the domestic market |
| [REDACTED]% | [REDACTED] | To continuously strengthen our research and development capabilities and further enhance the systems and tools supporting the sale of cold chain agricultural products |
| [REDACTED]% | [REDACTED] | For strategic investments and acquisitions |
| [REDACTED]% | [REDACTED] | For working capital and general corporate purposes |

For details, see "Future Plans and Use of [REDACTED]."

## RECENT DEVELOPMENTS AND NO MATERIAL ADVERSE CHANGE

### Recent Development

Subsequent to April 30, 2026 and up to June 30, 2026, we continued to record steady operational and financial growth. During this period, we consistently secured new orders from both existing and new customers, with the number of customers increasing from 278 for the corresponding period in 2025 to 414. We also continued to expand our supplier network, with the number of suppliers increasing from 313 for the corresponding period in 2025 to 423. Sales volume of our core cold chain agricultural products, primarily comprising meat, seafood and fruit products, reached over 38,000 tons.

Although April to June generally represents a seasonal low period for our business, we achieved year-on-year revenue growth of over 45.0% during this period according to our unaudited management accounts. Such growth was primarily attributable to our continued efforts to expand supplier network coverage, broaden our customer base and further optimize our product portfolio. These initiatives have contributed to improved operating efficiency and margin quality, while laying a more solid foundation for the sustainable development of our business.

### Recent Regulatory Development

Recent developments in international trade policies, including tariff adjustments and import control measures, may have an impact on our procurement costs and supply arrangements for certain cold chain agricultural products. In particular, in December 2025, the PRC government announced the imposition of additional tariffs on certain imported products originating from the United States. In addition, safeguard measures on imported beef were introduced, effective from January 1, 2026, under which country-specific quotas have been implemented for major exporting countries, including Brazil, Argentina, Uruguay, New Zealand, Australia and the United States, with imports exceeding the prescribed quotas subject to additional tariffs.

These measures may affect the availability and pricing of certain imported agricultural products, particularly beef, and may result in increased procurement costs or supply constraints if import volumes exceed the applicable quotas.

In response to such developments, we have been actively adjusting our sourcing strategy by reducing procurement from regions subject to higher tariff exposure and increasing procurement from alternative sourcing regions, including South America, to diversify supply and mitigate potential cost impacts. We also monitor quota utilization and market conditions to optimize our procurement planning and pricing strategies.

While these policy changes may have a certain impact on our operations, our Directors are of the view that, given our diversified supplier network and flexible procurement arrangements, such impact is manageable and is not expected to have a material adverse effect on our overall business operations.

**No Material Adverse Change**

Our Directors confirm that, up to the date of this document, there had been no material adverse changes in our business, financial condition and results of operations since April 30, 2026, being the end date of our latest consolidated financial statements as set out in the Accountants' Report in Appendix I to this document.

## DISCLOSURE REQUIRED UNDER THE LISTING RULES

Our Directors confirm that, as of the Latest Practicable Date, there were no circumstances that would give rise to a disclosure requirement under Rules 13.13 to 13.19 in Chapter 13 of the Listing Rules upon the [REDACTED] of the Shares on the Stock Exchange.

# DEFINITIONS

*In this document, unless the context otherwise requires, the following terms shall have the meanings set out below. Certain technical terms are explained in "Glossary of Technical Terms."*

| | |
|---|---|
| "Accountants' Report" | the accountants' report of our Company for the Track Record Period, the text of which is set out in Appendix I to this document |
| "affiliate(s)" | 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" | the Accounting and Financial Reporting Council of Hong Kong |
| "Articles of Association" | the articles of association of our Company conditionally adopted by our Shareholders on December 30, 2025 with effect from the [REDACTED], as amended from time to time, a summary of which is set out in Appendix V to this document |
| "associate(s)" | has the meaning ascribed thereto under the Listing Rules |
| "Audit Committee" | the audit committee of the Board |
| "Beijing Yidun" | Beijing Yidun Supply Chain Management Co., Ltd. (北京一噸供應鏈管理有限公司), a limited liability company established under the laws of the PRC on January 22, 2024, our wholly-owned subsidiary |
| "Beijing Yueshi Robot" | Beijing Yueshi Robot Technology Co., Ltd. (北京粵十機器人科技有限公司), a limited liability company established under the laws of the PRC on November 22, 2022, a close associate of Mr. Chen and a connected person of our Company |
| "Board" or "Board of Directors" | our board of Directors |
| "business day" | a day on which banks in Hong Kong are generally open for normal banking business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong |
| [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] |
| "CFH" | CFH Prudence ESG Fund L.P., a limited partnership established under the laws of Cayman Islands on September 6, 2021, our [REDACTED] Investor |
| "Changhe No.8" | Shenzhen Changhe No.8 Investment Partnership (Limited Partnership) (深圳長禾八號投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on March 11, 2019, our [REDACTED] Investor |
| "Changhe No.11" | Shenzhen Changhe No. 11 Investment Partnership (Limited Partnership) (深圳長禾十一號投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on November 24, 2023, our [REDACTED] Investor |

| | |
|---|---|
| "China" or "PRC" | the People's Republic of China, but for the purpose of this document and for geographical reference only and except where the context requires otherwise, references in this document to "China" and the "PRC" do not apply to Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan |
| "Chuanghe Yunshang" | Suzhou Chuanghe Yunshang Venture Capital Partnership (Limited Partnership) (蘇州創禾雲上創業投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on November 15, 2022, our [REDACTED] Investor |
| "Chuangke Xiaochen" | Shenzhen Chuangke Xiaochen Venture Capital Partnership (Limited Partnership) (深圳市創科曉宸創業投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on March 22, 2022, our [REDACTED] Investor |
| "close associate(s)" | has the meaning ascribed to it under the Listing Rules |
| "Companies Ordinance" | the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time |
| "Companies (Winding Up and Miscellaneous Provisions) Ordinance" | the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time |
| "Company" or "our Company" or "the Company" | Shenzhen Yueshi Holding Co., Ltd. (深圳粵十控股股份有限公司), formerly know as Shenzhen Yueshi Digital Intelligence Co., Ltd. (深圳粵十數智股份有限公司) and Shenzhen Yueshi Internet Technology Co., Ltd. (深圳粵十互聯網科技有限公司), incorporated as a limited liability company in the PRC on December 24, 2019 and converted into a joint stock company with limited liability on December 1, 2025 |
| "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 Shareholder(s)" | has the meaning ascribed thereto under the Listing Rules and, unless the context otherwise requires, refers to Mr. Chen, Yueshi Entrepreneurship and Yueshi Investment. For details, see "Relationship with Our Controlling Shareholders" in this document |
| "Conversion of Unlisted Shares into H Shares" | the conversion of [REDACTED] Unlisted Shares into H Shares upon completion of the Share Subdivision and [REDACTED] |
| "core connected person(s)" | has the meaning ascribed to it under the Listing Rules |
| "Corporate Governance Code" | the Corporate Governance Code as set out in Appendix C1 to the Listing Rules |
| "CSRC" | the China Securities Regulatory Commission (中國證券監督管理委員會) |
| "Director(s)" | the director(s) of our Company |

# DEFINITIONS

| | |
|---|---|
| "Dongfang Dikong" | Suzhou Dongfang Dikong Industry Investment Fund Partnership (Limited Partnership) (蘇州東方低空產業投資基金合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on April 17, 2024, our [REDACTED] Investor |
| "Dongfang Jiangcun" | Suzhou Dongfang Jiangcun Entrepreneurship Investment Partnership (Limited Partnership) (蘇州東方江村創業投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on August 21, 2024, our [REDACTED] Investor |
| "EIT" | enterprise income tax in the PRC |
| "EIT Law" | the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得税法》), as amended, supplemented or otherwise modified from time to time |
| [REDACTED] | [REDACTED] |
| "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, large-scale power outage or any other adverse conditions before Typhoon Signal No. 8 or above is replaced with Typhoon Signal No. 3 or below |
| "FIL" | the Foreign Investment Law of the PRC (《中華人民共和國外商投資法》), as amended, supplemented or otherwise modified from time to time |
| [REDACTED] | [REDACTED] |
| "Frost & Sullivan" or "Industry Consultant" | Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., our industry consultant, an independent market research and consulting company |
| "Frost & Sullivan Report" | an independent market research report commissioned by us and prepared by Frost & Sullivan for the purpose of this document |
| [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] |
| "Group", "our Group", "our", "we" or "us" | our Company and its subsidiaries or, where the context so requires (i) in respect of the periods before our Company became the holding company of our present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at the relevant time, and (ii) where the context refers to any time prior to its incorporation, the business which its predecessors or the predecessors of its present subsidiaries, or any one of them as the context may require, were or was engaged in and which were subsequently assumed by it |
| "Guangken Rongyu" | Wenzhou Guangken Rongyu Entrepreneurship Investment Partnership (Limited Partnership) (溫州市廣墾榮昱創業投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on September 11, 2025, our [REDACTED] Investor |

# DEFINITIONS

| | |
|---|---|
| "Guangken Agricultural Supply Side Fund" | Guangdong Guangken Taizheng Agricultural Supply Side Equity Investment Fund Partnership (Limited Partnership) (廣東廣墾太證農業供給側股權投資基金合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on April 29, 2019, our [REDACTED] Investor |
| "Guide for New Listing Applicants" | the Guide for New Listing Applicants issued by the Stock Exchange, as amended, supplemented or otherwise modified from time to time |
| "Guiyang Service Outsourcing Fund" | Guiyang Service Outsourcing and Call Industry Venture Capital Investment Fund Co., Ltd. (貴陽市服務外包及呼叫產業創業投資基金有限公司), a limited liability company established under the laws of the PRC on February 19, 2016, our [REDACTED] Investor |
| "Guizhou Rural Fund" | Guizhou Rural Development Private Equity Investment Fund Partnership (Limited Partnership) (貴州鄉村發展私募股權投資基金合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on October 16, 2023, our [REDACTED] Investor |
| "Guizhou Yueshi" | Guizhou Yueshi Supply Chain Technology Co., Ltd. (貴州省粵十供應鏈科技有限公司), a limited liability company established under the laws of the PRC on March 4, 2025, our wholly owned subsidiary |
| "H Share(s)" | ordinary Share(s) in the share capital of our Company with a nominal value of RMB0.1 each, for which an application has been made for [REDACTED] and permission to [REDACTED] on the Stock Exchange |
| [REDACTED] | [REDACTED] |
| "Hangzhou Jinzheng" | Hangzhou Jinzheng Engine Technology Co., Ltd. (杭州金證引擎科技有限公司), a limited liability company established under the laws of the PRC on November 4, 2019, a former Shareholder |
| "Hangzhou Yangxiaobai" | Hangzhou Yangxiaobai Network Technology Co., Ltd. (杭州羊小白網絡科技有限公司), a limited liability company established under the laws of the PRC on July 31, 2023, our non-wholly-owned subsidiary |
| "Hebei Chuangcheng" | Hebei Chuangcheng Supply Chain Management Co., Ltd. (河北創程供應鏈管理有限公司), a limited liability company established under the laws of the PRC on November 22, 2024, our non-wholly-owned subsidiary |
| "Hebei Yidun" | Hebei Yidun Supply Chain Management Co., Ltd.(河北一噸供應鏈管理有限公司), a limited liability company established under the laws of the PRC on June 4, 2025, our wholly-owned subsidiary |
| "HK$," "HKD" or "Hong Kong dollars" | Hong Kong dollars, the lawful currency of Hong Kong |
| [REDACTED] | [REDACTED] |

# DEFINITIONS

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| [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] |
| "Hong Kong" or "HK" | the Hong Kong Special Administrative Region of the PRC |
| [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] |
| "IAS" | International Accounting Standards |
| "IASB" | International Accounting Standards Board |
| "IFRS" or "IFRS Accounting Standards" | International Financial Reporting Standards as issued by the IASB, which include IFRS Accounting standards, IAS Standards and Interpretations developed by the IFRS Interpretations Committee (IFRIC Interpretations) or its predecessor body, the Standing Interpretations Committee (SIC Interpretations) |
| "Independent Third Party(ies)" | a person or entity which, to the best of our Directors' knowledge, information, and belief, having made all reasonable enquiries, is not a connected person of the Company within the meaning of the Listing Rules |

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| [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] |
| "Jiangsu Chuangcheng" | Jiangsu Chuangcheng Supply Chain Management Co., Ltd. (江蘇創程供應鏈管理有限公司), a limited liability company established under the laws of the PRC on June 12, 2024, our wholly-owned subsidiary |
| "Jiequan Rural Fund" | Jiequan (Huai'an) Rural Development Investment Fund (Limited Partnership) (聿泉(淮安)鄉村發展投資基金(有限合夥)), a limited partnership established under the laws of the PRC on February 10, 2022, our [REDACTED] Investor |
| "Jinzheng Engine No.2" | Hangzhou Jinzheng Engine No.2 Entrepreneurship Service Partnership (Limited Partnership) (杭州金證引擎二號創業服務合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on December 10, 2019, our [REDACTED] Investor |
| "Latest Practicable Date" | July 21, 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication |
| [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] |
| [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 operated in parallel with the GEM of the Stock Exchange |

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| "MOF" | the Ministry of Finance of the PRC (中華人民共和國財政部) |
| "MOFCOM" | the Ministry of Commerce of the PRC (中華人民共和國商務部) |
| "Mr. Chen" | Mr. Chen Binbin (陳彬彬), the chairman of our Board, an executive Director, the general manager of our Group and one of our Controlling Shareholders |
| "Nanjing Yueshi" | Nanjing Yueshi Digital Technology Co., Ltd. (南京粵十數字科技有限公司), a limited liability company established under the laws of the PRC on August 4, 2025, our wholly-owned subsidiary |
| "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) |
| "Nomination Committee" | the nomination committee of the Board |
| [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] |
| "Overseas Listing Trial Measures" | the 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》) released by the CSRC on February 17, 2023 and effective on March 31, 2023 |
| "People's Congress" | the legislative apparatus of the PRC, including the National People's Congress and all the local people's congresses (including provincial, municipal, and other regional or local people's congresses) as the context may require, or any of them |
| "PRC 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 |
| "PRC GAAP" | the PRC Accounting Standards and Accounting Regulations for Business Enterprise (《中國企業會計準則》), as amended, supplemented or otherwise modified from time to time |

# DEFINITIONS

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| "PRC Government" or "State" | the central government of the PRC and all governmental subdivisions (including provincial, municipal and other regional or local government entities) and its organizations of such government or, as the context requires, any of them |
| "PRC Legal Advisors" | Commerce & Finance Law Offices, our legal advisors as to PRC laws |
| "PRC Securities Law" | the Securities Law of the PRC (《中華人民共和國證券法》), as amended, supplemented or otherwise modified from time to time |
| "[REDACTED] Investments" | the [REDACTED] investments in our Company undertaken by the [REDACTED] Investors, details of which are set out in "History, Development and Corporate Structure" |
| "[REDACTED] Investor(s)" | the investor(s) of the [REDACTED] Investments, details of which are set out in "History, Development and Corporate Structure" |
| [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] |
| "document" | this document being issued in connection with the [REDACTED] |
| "Qidu Chuanghe" | Suzhou Qidu Chuanghe Industrial Investment Partnership (Limited Partnership) (蘇州七都創禾產業投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on July 13, 2022, our [REDACTED] Investor |
| "Qifu Hulian" | Shenzhen Qifu Hulian Investment Co., Ltd. (深圳市啓賦互聯投資有限公司, formerly known as Shenzhen Qifu Hulian Investment Management Co., Ltd. (深圳市啟賦互聯投資管理有限公司)), a limited liability company established under the laws of the PRC on February 21, 2014, our [REDACTED] Investor |
| "Regulation S" | Regulation S under the U.S. Securities Act |
| "Remuneration and Appraisal Committee" | the remuneration and appraisal committee of the Board |
| "Reporting Accountants" | SHINEWING (HK) CPA Limited |
| "RMB" or "Renminbi" | the lawful currency of the PRC |
| "SAFE" | the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局) |
| "SAMR" | the 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) |
| "SASAC" | the State-owned Assets Supervision and Administration Commission of the State Council of the PRC (中華人民共和國國務院國有資產監督管理委員會) |

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| "Series A Investment" | the series A investment in our Company as described in "History, Development and Corporate Structure — [REDACTED] Investments" |
| "Series Angel Investment" | the series Angel investment in our Company as described in "History, Development and Corporate Structure — [REDACTED] Investments" |
| "Series B Investment" | the series B investment in our Company as described in "History, Development and Corporate Structure — [REDACTED] Investments" |
| "Series C Investment" | the series C investment in our Company as described in "History, Development and Corporate Structure — [REDACTED] Investments" |
| "Series D Investment" | the series D investment in our Company as described in "History, Development and Corporate Structure — [REDACTED] Investments" |
| "Series E Investment" | the series E investment in our Company as described in "History, Development and Corporate Structure — [REDACTED] Investments" |
| "Series Pre-A Investment" | the series pre-A investment in our Company as described in "History, Development and Corporate Structure — [REDACTED] Investments" |
| "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 |
| "Shanchuan Zhengxuan" | Shandong Shanchuan Zhengxuan Supply Chain Management Co., Ltd. (山東山川徵選供應鏈管理有限公司), a limited liability company established under the laws of the PRC on October 18, 2022, our non-wholly-owned subsidiary |
| "Shanghai Renshang" | Shanghai Renshang Industrial Co., Ltd. (上海仁賞實業有限公司), a limited liability company established under the laws of the PRC on March 3, 2023, our [REDACTED] Investor |
| "Share(s)" | ordinary share(s) in the share capital of the Company with a nominal value of RMB1.0 each before the Share Subdivision, and after the Share Subdivision, ordinary share(s) in the share capital of the Company with a nominal value of RMB0.1 each, comprising H Share(s) |
| "Share Subdivision" | the share subdivision upon the [REDACTED], pursuant to which each of our Shares with par value of RMB1.0 will be subdivided into ten Shares with par value of RMB0.1 each |
| "Shareholder(s)" | holder(s) of the Shares |
| "Shenzhen Chuangfu Workshop" | Shenzhen Chuangfu Workshop Consulting Service Enterprise (Limited Partnership) (深圳創富工場諮詢服務企業(有限合夥)), a limited partnership established under the laws of the PRC on November 23, 2020, our [REDACTED] Investor |
| "Shenzhen Hanwei" | Shenzhen Nanhai Cold Chain Supply Chain Management Co., Ltd. (深圳南海冷鏈供應鏈管理有限公司), formerly known as Shenzhen Hanwei Electronics Co., Ltd. (深圳市漢維電子有限公司), a limited liability company established under the laws of the PRC on March 9, 2016, a former Shareholder |

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| "Shenzhen Hongqiao" | Shenzhen Hongqiao Ecological Technology Partnership (Limited Partnership) (深圳虹喬生態科技合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on December 30, 2024, our [REDACTED] Investor |
| "Shenzhen HTI" | Shenzhen HTI Venture Capital Co., Ltd. (深圳市高新投創業投資有限公司), a limited liability company established under the laws of the PRC on June 29, 2010, our [REDACTED] Investor |
| "Shenzhen Mingkexin" | Shenzhen Mingkexin Technology Partnership (Limited Partnership) (深圳銘科信科技合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on April 23, 2019, a former Shareholder |
| "Shenzhen Tuohua" | Shenzhen Tuohua Phase VI Investment Partnership (Limited Partnership) (深圳拓華六期投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on June 5, 2020, our [REDACTED] Investor |
| [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] |
| "Sole Sponsor" | Shenwan Hongyuan Capital (H.K.) Limited |
| "STA" | the State Administration of Taxation of the PRC (中華人民共和國國家税務總局) |
| [REDACTED] | [REDACTED] |
| "State Council" | the State Council of the PRC (中華人民共和國國務院) |
| "Stock Exchange" or "Hong Kong Stock Exchange" | The Stock Exchange of Hong Kong Limited |
| "subsidiary(ies)" | has the meaning ascribed thereto under the Listing Rules |
| "substantial shareholder(s)" | has the meaning ascribed thereto under the Listing Rules |
| "Suzhou Chuangze" | Suzhou Chuangze Entrepreneurship Investment Partnership (Limited Partnership) (蘇州創澤創業投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on March 6, 2025, our [REDACTED] Investor |
| "Suzhou Suyue" | Suzhou Suyue Information Technology Co., Ltd. (蘇州蘇粵信息技術有限公司), a limited liability company established under the laws of the PRC on March 6, 2026, our wholly-owned subsidiary |

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| "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 financial years ended December 31, 2023, 2024 and 2025 and the four months ended April 30, 2026 |
| "U.K." or "United Kingdom" | the United Kingdom of Great Britain and Northern Ireland |
| "U.S." or "United States" | the United States of America, its territories, its possessions and all areas subject to its jurisdiction |
| "U.S. Securities Act" | the U.S. Securities Act of 1933, as amended and supplemented or otherwise modified from time to time, and the rules and regulations promulgated thereunder |
| [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] |
| "Unlisted Share(s)" | ordinary Share(s) in the share capital of our Company with a nominal value of RMB1.0 each, which are not listed on any stock exchange, and each Share will be split into ten Shares of RMB0.1 each immediately upon the [REDACTED] |
| "US$", "USD" or "U.S. dollars" | United States dollars, the lawful currency of the United States |
| "VAT" | value added tax |
| "Wanxing Shicheng" | Shenzhen Wanxing Shicheng Investment Partnership (Limited Partnership) (深圳市灣興勢成投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on December 31, 2020, our [REDACTED] Investor |
| "Wanxing Yaocheng" | Shenzhen Wanxing Yaocheng Investment Partnership (Limited Partnership) (深圳市灣興耀成投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on May 21, 2021, our [REDACTED] Investor |
| [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] |
| "Wuhan Huanjun" | Wuhan Huanjun Digital Technology Co., Ltd. (武漢市寰駿數字科技有限公司), a limited liability company established under the laws of the PRC on November 11, 2025, our wholly-owned subsidiary |
| "Wuxi Huanjun" | Wuxi Huanjun Digital Technology Co., Ltd. (無錫寰駿數字科技有限公司), a limited liability company established under the laws of the PRC on December 2, 2025, our wholly-owned subsidiary |

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| "Wuxi Liangxi Industrial Fund" | Wuxi Liangxi Industrial Coordinated Development Venture Capital Partnership (Limited Partnership) (無錫梁溪產業協同發展創業投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on September 26, 2025, our [REDACTED] Investor |
| "Yingrun Zhiyun" | Shenzhen Yingrun Zhiyun Investment Enterprise (Limited Partnership) (深圳盈潤智雲投資企業(有限合夥), formerly known as Shenzhen Qianhai Zijingang No.2 Investment Enterprise (Limited Partnership) (深圳前海紫金港二號投資企業(有限合夥))), a limited partnership established under the laws of the PRC on October 25, 2017, our [REDACTED] Investor |
| "Yueshi Entrepreneurship" | Shenzhen Qianhai Yueshi Entrepreneurship Technology Partnership (Limited Partnership) (深圳前海粵十創業科技合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on October 14, 2021 and one of our Controlling Shareholders |
| "Yueshi Information" | Shenzhen Qianhai Yueshi Information Technology Co., Ltd. (深圳前海粵十信息技術有限公司), a limited liability company established under the laws of the PRC on April 7, 2017, our wholly-owned subsidiary |
| "Yueshi Investment" | Shenzhen Yueshi Cold Chain Investment Partnership (Limited Partnership) (深圳粵十冷鏈投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on May 26, 2025 and one of our Controlling Shareholders |
| "Yueshi No.1 Partnership" | Shenzhen Yueshi No.1 Entrepreneurship Technology Partnership (Limited Partnership) (深圳粵十一號創業科技合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on August 10, 2023, a close associate of Mr. Chen and a connected person of our Company |
| "Yueshi No.2 Partnership" | Shenzhen Yueshi No.2 Entrepreneurship Technology Partnership (Limited Partnership) (深圳粵十二號創業科技合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on August 9, 2023, a close associate of Mr. Chen and a connected person of our Company |
| "Yueshi Supply Chain" | Shenzhen Yueshi Supply Chain Management Co., Ltd. (深圳市粵十供應鏈管理有限公司), a limited liability company established under the laws of the PRC on June 11, 2019, our wholly-owned subsidiary |
| "Yueshi Youxuan" | Shenzhen Yueshi Youxuan Technology Co., Ltd. (深圳粵十優選科技有限公司), a limited liability company established under the laws of the PRC on May 7, 2026, our wholly-owned subsidiary |
| "Yueshi Youxuan Supply Chain" | Shenzhen Yueshi Youxuan Supply Chain Management Co., Ltd. (深圳粵十優選供應鏈管理有限公司), a limited liability company established under the laws of the PRC on May 7, 2026, our wholly-owned subsidiary |
| "Yujun Shuzhi" | Shenzhen Yujun Shuzhi Cold Chain Industry Investment Partnership (Limited Partnership) (深圳與君數智冷鏈產業投資合夥企業(有限合夥), formerly known as Shenzhen Yujun Gongying III Investment Partnership (Limited Partnership) (深圳與君共贏三期投資合夥企業(有限合夥))), a limited partnership established under the laws of the PRC on July 13, 2021, our [REDACTED] Investor |

# DEFINITIONS

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| "Zeyiyuan International" | Zeyiyuan International Trade (Inner Mongolia) Co., Ltd. (澤億源國際貿易(內蒙古)有限公司), a limited liability company established under the laws of the PRC on March 5, 2024, our non-wholly-owned subsidiary |
| % | per cent |

*The English translation of the PRC entities, enterprises, nationals, facilities, regulations in Chinese included in this document is for identification purposes only. To the extent there is any inconsistency between the Chinese names of the PRC entities, enterprises, nationals, facilities, regulations and their English translations, the Chinese names shall prevail.*

# GLOSSARY OF TECHNICAL TERMS

*This glossary of technical terms contains terms used in this document as they relate to our business. As such, these terms and their meanings may not always correspond to standard industry meaning or usage of these terms.*

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| "AI" | artificial intelligence, simulation of human intelligence processes by machines, especially computer systems |
| "app" | abbreviation for application, which is a computer software designed for a particular purpose that can be downloaded onto a mobile phone or other mobile device |
| "big data" | large and diverse data sets able to uncover hidden patterns, unknown correlations, market trends, customer preferences and other useful information assets under new processing model for greater decision-making power, insight and processing optimization capabilities |
| "CAGR" | compound annual growth rate |
| "CFR" | cost and freight, a term in an international trade contract that requires the seller to deliver the goods to a foreign port. The seller assumes responsibility for shipping the goods, along with the documents that the buyer needs to take possession of the goods |
| "CIF" | cost, insurance and freight, a term in an international trade contract that states the seller is responsible for paying the cost, insurance and freight of shipping the goods to the buyer's port of destination |
| "Cloud Platform" | a comprehensive and integrated suite of cloud-based services and technologies designed to manage the entire data lifecycle of an organization. This includes ingestion, storage, processing, analysis, governance, and security of data |
| "cold chain" | a supply chain that maintains a constant temperature, typically for perishable food and temperature-sensitive pharmaceuticals |
| "cost-plus pricing" | a pricing strategy by which the selling price of a product is determined by adding a specific fixed percentage (a "markup") to the product's unit cost |
| "customer repurchase rate" | the proportion of customers who had a purchasing history in the preceding period and made purchases again during the given period, calculated as the number of such returning customers divided by the total number of customers who placed orders in the given period |
| "customs clearance" | the process of ensuring that goods meet all legal and regulatory requirements before they cross international borders. It involves verifying that shipments comply with the laws of the importing or exporting country |
| "data-enabled decision-making" | a management approach in which business decisions are informed and optimized through systematic analysis and application of accumulated operational, transaction, and demand-related data, enabling more precise forecasting and improved resource allocation |

# GLOSSARY OF TECHNICAL TERMS

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| "demand-led sales" | an operating approach for the sale of cold chain agricultural products, under which we procure products on our own account with reference to market demand, customer order requirements, historical transaction data, inventory status and supplier availability, rather than solely based on confirmed customer orders |
| "digital twin" | a digital model of an intended or actual real-world physical product, system, or process (a physical twin) that serves as a digital counterpart of it for purposes such as simulation, integration, testing, monitoring, and maintenance |
| "digitalization" | the way many domains of social life are restructured around digital communication and media infrastructures |
| "enterprise resource planning systems" or "ERP System" | the integrated management of main business processes, often in real time and mediated by software and technology |
| "FOB" | free on board, an international trade term indicating that the seller fulfills delivery when goods pass the ship's rail at the port of shipment, with the buyer assuming responsibility thereafter |
| "Internet of Things" or "IoT" | the network of physical devices with information-sensing capabilities such as two-dimensional code reading, radio frequency identification, infrared sensors, global positioning systems and laser scanners to realize intelligent identification, positioning, tracking, monitoring and management |
| "kg" | kilogramme(s) |
| "Middle East" | a geopolitical region whose scope primarily comprises most of Western Asia as well as the Northeast African region where Egypt is situated |
| "modeling" | a data-driven approach that leverages historical and real-time data to anticipate future outcomes, enabling businesses to optimize their operations and improve decision-making |
| "multi-layer intermediary trading" | a procurement and distribution model involving multiple levels of intermediaries between the original supplier and the end customer, where goods and ownership transfer through several successive intermediary layers before reaching the final destination |
| "North America" | a continent in the Northern and Western hemispheres. North America is bordered to the north by the Arctic Ocean, to the east by the Atlantic Ocean, to the southeast by South America and the Caribbean Sea, and to the south and west by the Pacific Ocean. The region includes Middle America comprising the Caribbean, Central America, and Northern America |
| "R&D" | research and development |
| "shelf-life" | the length of time that a commodity may be stored without becoming unfit for use, consumption, or sale |
| "small and medium-sized agricultural product wholesalers" | customers with annual revenue contributions to our Group of less than RMB50.0 million |

# GLOSSARY OF TECHNICAL TERMS

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| "South America" | a continent located primarily in the Western Hemisphere, south of North America, comprises 12 sovereign states including Brazil, Argentina, Colombia, Peru, and several territories |
| "Southeast Asia" | the geographical southeastern region of Asia, consisting of the regions that are situated south of China, east of the Indian subcontinent, and northwest of mainland Australia |
| "spot sales" | transactions in which goods are sold and delivered immediately or within a very short timeframe based on current market prices and available inventory |
| "supply chain" | a complex logistics system that consists of facilities that convert raw materials into finished products and distribute them to end consumers or customers |
| "ton" or "tons" | metric ton(s); unless otherwise specified, one metric ton equals 1,000 kilograms |

# FORWARD-LOOKING STATEMENTS

This document contains certain forward-looking statements representing our goals, expectation and views of future events, and actual results or outcomes may differ materially from those expressed or implied. Such forward-looking statements are subject to certain risks, uncertainties and assumptions. Forward-looking statements typically can be identified by the use of words such as "will," "would," "estimate," "expect," "anticipate," "plan," "aim," "going forward," "believe," "may," "intend," "ought to," "continue," "project," "should," "seek," "potential" and the negative of these words and other similar expressions. Although we believe that our expectations are reasonable, we can give no assurance that these expectations will prove to have been correct, and actual results may vary materially.

These forward-looking statements include, but are not limited to, statements relating to: (i) our business and operating strategies and the various measures we use to implement such strategies; (ii) our operations and business prospects, including development plans for our existing and new businesses; (iii) the future competitive environment for the industry which we operate in; (iv) the regulatory environment as well as the general industry outlook for the industry which we operate in; (v) future developments in the industry which we operate in; (vi) general economic, political and business conditions in the markets where we operate; (vii) our ability to control costs and expenses; (viii) our ability to maintain the market positions and maintain relationship with our major customers and suppliers; (ix) our ability to retain senior management and key personnel and recruit qualified staff; (x) our dividend policy; (xi) capital market developments; (xii) the actions and developments of our competitors; (xiii) change or volatility in interest rates, equity prices, volumes, operations, margins, risk management and overall market trends; and (xiv) all other risks and uncertainties described in the section headed "Risk Factors."

Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements in this document reflect our management's current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions. See "Risk Factors," "Business" and "Financial Information" for more details.

Should one or more of these risks or uncertainties materialize, or should the underlying assumptions prove to be incorrect, our financial condition may be adversely affected and may vary materially from the goals we have expressed or implied in these forward-looking statements. Except as required by applicable laws and regulations, including the Listing Rules, we undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Accordingly, investors should not place undue reliance on any forward-looking information. In this document, statements of or references to our intentions or those of our Directors are made as of the date of this document. Any such intentions may change in light of future developments.

# RISK FACTORS

*An [REDACTED] in the [REDACTED] involves various risks. You should carefully consider all the information in this document and in particular the risks and uncertainties described below before making an [REDACTED] in the [REDACTED].*

*The occurrence of any of the following events could materially and adversely affect our business performance, financial condition, results of operations or prospects. If any of these events occurs, the [REDACTED] price of the [REDACTED] could decline, and you may lose all or part of your [REDACTED]. You should seek professional advice from your relevant advisors regarding your prospective [REDACTED] in the context of your particular circumstances.*

## RISKS RELATING TO OUR BUSINESS AND INDUSTRY

**Our failure to effectively identify, introduce and scale appropriate cold chain agricultural product categories could materially and adversely affect our business, operating results and growth prospects.**

Our business performance and growth prospects are partly contingent upon our ability to identify, introduce and scale cold chain agricultural product categories that are closely aligned with downstream demand, supply conditions and market dynamics. This, in turn, depends on our ability to select suitable product categories, establish stable sourcing arrangements, and execute procurement, circulation and sales activities efficiently.

As consumption patterns, pricing dynamics and supply conditions in the agricultural products market continue to evolve, downstream agricultural product customers increasingly demand timely access to diversified products with stable quality, predictable delivery and commercially competitive pricing. Our ability to respond to such changes through appropriate product selection and sourcing decisions is important to maintaining customer relationships, transaction volume and revenue growth.

The introduction and scaling of new product categories involve inherent uncertainties and execution risks. These activities require significant operational coordination and working capital support, and their success depends on multiple factors beyond our control. Such factors include our ability to accurately assess market demand, secure reliable upstream supply, manage price volatility, coordinate logistics and cold chain handling, maintain consistent quality standards, and comply with applicable import, customs, food safety and regulatory requirements.

There can be no assurance that newly introduced product categories will achieve sufficient customer acceptance, reach expected sales volumes, generate anticipated margins or be scaled efficiently. Misjudgment of demand trends, unexpected supply disruptions, adverse price movements, logistics constraints or increased competition may limit the commercial viability of certain products. If we are unable to continuously optimize our product portfolio or if newly introduced product categories fail to perform as expected, our competitiveness, operating results and future growth prospects may be materially and adversely affected.

**Any disruption or instability in our procurement of cold chain agricultural products, whether sourced from overseas or domestically, could materially and adversely affect our business, financial condition and results of operations.**

Our cold chain agricultural products sales business relies on the stable and timely procurement of products from a diversified network of suppliers, including both overseas and domestic sources. As a result, our operations are exposed to a range of risks associated with supply chain stability, many of which are beyond our control.

With respect to overseas-sourced products, procurement may be affected by factors relating to cross-border trade and international supply chains, including changes in import or export regulations, customs clearance requirements, trade policies, tariff regimes, sanctions or other governmental measures, as well as disruptions to international transportation networks, logistics

capacity constraints, port congestion or geopolitical developments. For instance, we experienced longer customs inspection and clearance cycles for certain imported beef products following the implementation of new inspection and quarantine policies in 2025, which resulted in such products remaining in inventory for a longer period before release. Compliance with applicable import-related requirements may also lead to delays, increased costs or operational inefficiencies, which could affect procurement timing, fulfilment arrangements and margin stability.

At the same time, the procurement of domestically sourced products is subject to risks arising from domestic supply conditions, including fluctuations in agricultural production, seasonal availability, changes in regulatory requirements, food safety standards, environmental or weather-related events, labor availability, and variations in logistics and cold chain infrastructure capacity. Domestic suppliers may also face operational or financial challenges that could impair their ability to deliver products in sufficient quantities, at consistent quality levels or on commercially acceptable terms.

In both overseas and domestic sourcing scenarios, suppliers may encounter production constraints, quality issues, regulatory compliance matters, transportation disruptions or financial difficulties. There can be no assurance that alternative suppliers or substitute products will be available on comparable terms, or at all, if such disruptions occur.

Any significant disruption, delay or instability in our procurement activities, whether involving overseas or domestic sources, could increase procurement costs, constrain product availability, affect delivery schedules, reduce gross margin stability or impair our ability to meet customer demand. If we are unable to effectively manage or mitigate these risks, our business operations, results of operations and financial condition could be materially and adversely affected.

**If we fail to manage and expand our relationships with suppliers, or are unable to procure cold chain agricultural products on favorable terms, our business and growth prospects may be materially and adversely affected.**

We source cold chain agricultural products that we sell from a diversified base of domestic and overseas suppliers. During the Track Record Period, we sourced products from over 690 overseas suppliers and approximately 360 domestic suppliers. Purchases from overseas suppliers accounted for 57.1%, 77.3%, 83.7% and 90.6% of our total purchases in 2023, 2024 and 2025 and for the four months ended April 30, 2026, respectively, with the remaining purchased from domestic suppliers. Our business, financial condition and results of operations could be materially and adversely affected if we are unable to continue sourcing sufficient volumes of cold chain agricultural products from our existing suppliers on commercially reasonable terms or at all, or if our suppliers fail to deliver products in a timely manner or supply products that do not meet applicable quality standards. As our business continues to expand, there can be no assurance that we will be able to further broaden our sourcing channels by establishing relationships with new suppliers on reasonable terms and at competitive prices.

We enter into purchase arrangements with certain suppliers, some of which permit pricing and other commercial terms to be adjusted in response to changes in market conditions. We cannot assure you that we will be able to maintain our existing supplier relationships or continue to source cold chain agricultural products in stable quantities and at reasonable prices, or at all. Any termination, non-renewal or adverse modification of these relationships could disrupt our product supply and have a material adverse effect on our business, financial condition and results of operations. Supply shortages or the loss of any significant supplier may also adversely affect our reputation and customer relationships.

In addition, our suppliers are subject to their own operational, financial and compliance risks, which are beyond our control. Disruptions in the supply of cold chain agricultural products may occur due to factors such as supply shortages, quality issues, production interruptions, operational failures, or the closure, restructuring or bankruptcy of suppliers. Furthermore, changes in market conditions, force majeure events, governmental actions or other unforeseen circumstances beyond

our control may impair our suppliers' ability to deliver cold chain agricultural products to us on a timely basis. Any of the foregoing could materially and adversely affect our business, financial condition and results of operations.

**We had net current liabilities, net liabilities and net operating cash outflows during the Track Record Period, and we may continue to experience such conditions in the future.**

We recorded net current liabilities and net liabilities during the Track Record Period. As of December 31, 2023 and 2024, we had net current liabilities of RMB37.5 million and RMB322.4 million, respectively, and net liabilities of RMB42.6 million and RMB274.0 million, respectively. These positions were primarily attributable to (i) financial liabilities designated at fair value through profit or loss arising from redemption obligations and other special rights attached to Shares with preferred rights, and (ii) the increase in contract liabilities associated with our demand-led sales model, which reflects customer advance payments received prior to product delivery.

A net current liabilities position may expose us to liquidity risk. If we are unable to manage our liquidity effectively, our ability to meet short-term obligations as they fall due, raise additional funds, obtain bank financing on acceptable terms, make necessary capital expenditures, pursue business opportunities or declare and pay dividends may be materially and adversely affected.

In addition, we recorded net cash used in operating activities of RMB55.6 million, RMB343.4 million, RMB93.3 million, RMB67.7 million and RMB314.7 million in 2023, 2024 and 2025 and for the four months ended April 30, 2025 and 2026, respectively. These operating cash outflows were primarily attributable to increased inventory levels, higher prepayments to suppliers and operating expenses incurred in connection with business expansion and scale-up. There can be no assurance that our operating cash flows will improve as expected or that such cash outflows will not continue in the future.

We cannot assure you that we will not continue to record net current liabilities, net liabilities or net operating cash outflows in future periods. If we fail to generate sufficient cash flows from operations, secure additional financing when needed, or effectively manage working capital as our business grows, our liquidity position could deteriorate. Any such deterioration could materially and adversely affect our business, financial condition, results of operations and prospects.

**Any perceived or actual food safety or quality issues relating to cold chain agricultural products or the digital and intelligent cold chain agricultural products sales market may reduce market demand and materially and adversely affect our business, financial condition and results of operations.**

Demand for cold chain agricultural products is sensitive to perceived or actual food safety and quality issues relating to cold chain agricultural products or the digital and intelligent cold chain agricultural products sales market as a whole, regardless of whether such issues are directly attributable to us. Reports or incidents, whether accurate or not, involving food contamination, pollution, spoilage, tampering or other quality-related concerns at any stage of the agricultural supply chain, including production, processing, storage, transportation or distribution, may attract adverse publicity and undermine market confidence.

Such negative publicity may lead to reduced consumer confidence and lower procurement activity by downstream agricultural product customers, including wholesalers and other agricultural operators. Even where we are not directly involved in, or responsible for, any such incidents, adverse perceptions regarding food safety or quality may affect market participants generally and reduce demand for cold chain agricultural products. Any sustained decline in market demand could materially and adversely affect our business scale, revenue growth and operating results.

The quality and safety of the agricultural products we sell are critical to our operations. Food safety or quality issues may arise due to factors such as contamination, improper handling, inadequate storage conditions, temperature deviations during transportation or other defects, some

of which may be beyond our direct control. There can be no assurance that any of our quality control procedures, supplier selection standards or inspection measures will be effective in identifying or preventing all potential food safety or quality issues in every circumstance.

If any products we sell are found to be unsafe, defective or non-compliant with applicable quality or regulatory standards, we may be required to take remedial actions, including suspending sales, disposing of affected products, conducting recalls or implementing corrective measures. We may also be exposed to customer complaints, contractual disputes, product liability claims, regulatory investigations, administrative penalties or other enforcement actions, as well as adverse media coverage. Any such events could result in additional costs, reputational damage, loss of customer trust and a material adverse impact on our business, financial condition and results of operations.

In addition, we rely on a broad network of third-party suppliers to source cold chain agricultural products. If any supplier fails to maintain adequate food safety or quality controls, delivers substandard or contaminated products, or fails to comply with agreed specifications or delivery requirements, our operations and reputation may be adversely affected. Quality failures or misconduct by suppliers may expose us to regulatory scrutiny, customer claims or reputational harm, even where we are not directly responsible. Replacing non-compliant or unreliable suppliers may also result in supply disruptions, increased procurement costs or operational inefficiencies, which could materially and adversely affect our business, financial condition, results of operations and prospects.

**Changes in end consumer tastes, perceptions and preferences may have a material and adverse effect on our business, results of operations and financial conditions.**

Demand for cold chain agricultural products and related cold chain agricultural product circulation services is influenced by changes in end consumer tastes, perceptions and preferences, which in turn affect procurement behavior and transaction activity across the cold chain agricultural product circulation chain. End consumer purchasing patterns may evolve due to factors beyond our control, including changes in income levels, consumption habits, lifestyle trends, health awareness and perceptions regarding product quality, safety and value. Such changes may indirectly affect demand for cold chain agricultural products and related services provided through our platform.

Although we primarily serve small and medium-sized agricultural product wholesalers and other business customers, our business performance is ultimately linked to end consumer demand for agricultural products circulated through cold chain channels. If end consumer preferences shift away from certain product categories, or if end consumer confidence in the quality, safety or nutritional attributes of agricultural products declines, end customers may adjust procurement volumes, product mix or purchasing frequency. This could lead to reduced transaction volumes, pricing pressure or slower turnover across the supply chain, which may adversely affect our revenue growth and operating results.

The digital and intelligent cold chain agricultural products sales market is characterized by evolving consumption trends and increasing sensitivity to quality, safety and health-related considerations. While we seek to monitor market developments and adjust our product portfolio, sourcing strategies and operational focus accordingly, we may not be able to accurately anticipate or respond to changes in consumer preferences in a timely or cost-effective manner. Efforts to adapt to such changes may require additional investments, adjustments in procurement planning, or modifications to our operational arrangements, and there can be no assurance that such measures will be effective.

If we fail to respond effectively to changes in consumer tastes, perceptions and preferences, or if shifts in consumption patterns result in sustained reductions in demand for cold chain agricultural products, our business, results of operations and financial condition may be materially and adversely affected.

**Failure to maintain appropriate and competitive pricing strategies may materially and adversely affect our business, financial condition and results of operations.**

Our business performance depends, in part, on our ability to adopt and maintain pricing strategies that are competitive, commercially sustainable and aligned with prevailing market conditions. Pricing for cold chain agricultural products and related services is influenced by multiple factors, including supply and demand dynamics, product category characteristics, procurement and logistics costs, competitive intensity, customer expectations and market price volatility. While we determine pricing based on market analysis and commercial considerations, there can be no assurance that our pricing strategies will consistently remain competitive or accurately reflect changes in market conditions.

The digital and intelligent cold chain agricultural products sales market is characterized by relatively thin margins, price sensitivity among customers and frequent fluctuations in upstream supply costs. If our pricing fails to align with market expectations or competitive offerings, we may experience reduced transaction volumes, lower customer participation or loss of customers to competitors. In addition, intensified competition may require us to offer price adjustments, discounts or other commercial concessions to attract or retain customers, which could exert downward pressure on our gross margins and overall profitability.

At the same time, our ability to pass through increases in procurement costs, logistics expenses, storage fees or other operating costs to customers may be constrained by competitive pressure and customer acceptance. If input costs increase and we are unable to adjust pricing in a timely or effective manner, our margins may be adversely affected. Conversely, if we increase prices to protect margins but fail to maintain pricing competitiveness, customer demand and transaction activity may decline, adversely affecting revenue scale and operating leverage.

Given the demand-led nature of a substantial portion of our sales, pricing decisions are also subject to execution risk arising from changes in market prices, supply conditions or customer demand between order placement and fulfilment. Any failure to manage such pricing risks effectively could result in margin volatility or reduced profitability.

Accordingly, any inability to maintain appropriate and competitive pricing strategies in response to market dynamics, cost fluctuations or competitive actions could materially and adversely affect our business, financial condition, results of operations and prospects.

**The sale of cold chain agricultural products is subject to stringent regulatory oversight and scrutiny, which may expose us to risks and challenges.**

The sale and circulation of cold chain agricultural products are subject to stringent regulatory oversight and supervision in the PRC. In the PRC, the sale of cold chain agricultural products is governed by a comprehensive regulatory framework centered on the *Food Safety Law of the People's Republic of China* and the *Agricultural Product Quality and Safety Law of the People's Republic of China*, supplemented by departmental regulations and mandatory standards, including the *Measures for the Supervision and Administration of Quality and Safety of Edible Agricultural Products in Market Sales* and the *National Food Safety Standard for Hygienic Specifications of Cold Chain Logistics for Food (GB 31605–2021)*.

These laws and regulations impose a range of compliance requirements across the cold chain circulation process, including, among others: (i) obtaining the relevant food business licenses or filing; (ii) establishing inbound inspection, documentation and traceability mechanisms; and (iii) for imported cold chain agricultural products, providing and verifying inspection and quarantine certificates and traceability records in accordance with applicable regulations.

Cold chain agricultural products may be exposed to quality or compliance risks at various stages of procurement, storage, transportation or distribution, some of which may be beyond our direct control or attributable to third-party suppliers or service providers. We cannot assure you that

our relevant internal control measures and compliance procedures will be sufficient in all circumstances. If we or our relevant counterparties are found to be in non-compliance with applicable laws, regulations or standards, or if any perceived or actual food safety or quality issues arise, we may be subject to regulatory actions, including warnings, fines, confiscation of illegal gains, suspension of operations or revocation of licenses, and may also suffer reputational damage.

In addition, applicable regulatory requirements may continue to evolve and become more stringent. Enhanced regulatory scrutiny, changes in inspection standards or enforcement practices, or the introduction of new compliance obligations may increase our compliance costs and administrative burdens, or restrict certain business activities.

Any failure to comply with applicable regulatory requirements, or any material adverse developments arising from regulatory scrutiny relating to the sale of cold chain agricultural products, could materially and adversely affect our business operations, financial condition, results of operations and reputation.

**We face intense competition in the market in which we operate, and failure to compete effectively could materially and adversely affect our business, financial condition and results of operations.**

The digital and intelligent cold chain agricultural products sales market in China is highly competitive and evolving. We compete with a wide range of market participants, including traditional agricultural product traders, agricultural products distributors, digital and intelligent information service providers and other enterprises operating across different segments of the digital and intelligent cold chain agricultural products sales value chain. Certain competitors focus on specific regions, customer segments or service offerings, or provide integrated or alternative solutions that compete directly or indirectly with our products and services.

Some competitors may have longer operating histories, stronger brand recognition, more established customer relationships, broader geographic coverage, or greater financial, technological or operational resources than we do. As a result, they may be better positioned to respond to market changes, adopt more aggressive pricing strategies, or invest more heavily in infrastructure or capabilities, and may offer products and services on more favorable commercial terms.

Competition in our industry is also characterized by regionalization and fragmentation, with intensified pressure in certain regions or segments due to the presence of numerous local operators or new entrants. Relatively low barriers to entry in certain segments may further intensify competition. Increased competition may result in pricing pressure, higher customer acquisition and retention costs, reduced margins or loss of market share.

Our ability to compete effectively depends on multiple factors, including our ability to diversify our product and service offerings, maintain reliable supply and fulfilment, manage costs, improve operational efficiency, and adapt to evolving customer needs and market dynamics. If we fail to differentiate our offerings, respond to competitive actions in a timely manner, or adjust our business strategies accordingly, demand for our products and services may decline, our growth may slow, and our financial performance may be adversely affected.

We cannot assure you that we will be able to maintain or strengthen our competitive position amid existing or future competition. Any failure to compete effectively could have a material adverse effect on our business, financial condition, results of operations and prospects.

**The PRC digital and intelligent cold chain agricultural products sales market is evolving and volatile, and if it develops more slowly than we expect or does not develop as anticipated, the growth of our business may be materially and adversely affected.**

The PRC digital and intelligent cold chain agricultural products sales market is at a stage of ongoing development and transformation, and is characterized by structural fragmentation, uneven circulation efficiency, and varying levels of standardization across regions, product categories and

circulation nodes. Its development depends on multiple factors, including the overall demand, infrastructure improvement, circulation efficiency, industry practices, and macroeconomic and regulatory conditions, many of which are beyond our control.

The adoption of digital tools, standardized operating processes and intelligent coordination mechanisms is progressing but remains uneven across regions and market participants. There is no assurance that the market will continue to evolve toward greater efficiency, transparency or scale at the pace we expect, or at all.

Our business growth is closely linked to the development, efficiency improvement and structural upgrading of this market. If such development is slower than expected or affected by factors such as insufficient infrastructure, persistent inefficiencies, intensified competition, regulatory changes or adverse macroeconomic conditions, transaction volumes may decline and demand for our products and services may weaken.

In addition, our customers, primarily small and medium-sized agricultural product wholesalers, may be more sensitive to market fluctuations, cost pressures or changes in operating conditions. Any sustained decline in their trading activity, procurement demand or circulation capacity could adversely affect overall market activity and, in turn, our business performance.

If the PRC digital and intelligent cold chain agricultural products sales market develops more slowly than we expect, fails to achieve anticipated improvements in circulation efficiency, or does not continue to expand in scale, our business, results of operations, financial condition and future prospects may be materially and adversely affected.

**We incurred net losses during the Track Record Period, and may not be able to achieve or sustain profitability in the future.**

We recorded losses and total comprehensive expenses of RMB28.3 million, RMB219.0 million, RMB1,764.2 million and RMB317.4 million in 2023, 2024 and 2025 and for the four months ended April 30, 2025, respectively. A substantial portion of these losses were attributable to changes in the fair value of financial liabilities designated at fair value through profit or loss, arising from the remeasurement of Shares with preferred rights issued by our Company, which were non-cash in nature and not related to our core operations.

Notwithstanding the above, we also incurred losses attributable to our operating activities as we continued to invest in the development and expansion. We have financed our operations primarily through capital contributions from Shareholders, cash flows generated from operating activities, and debt financing. There can be no assurance that such funding sources will continue to be available on terms acceptable to us, or at all.

In addition, we recorded accumulated losses as of the beginning and end of the Track Record Period. Such accumulated losses represent the cumulative effect of historical operating results, have reduced our Shareholders' equity and may limit our financial flexibility, including our ability to fund operations, pursue business expansion, or withstand adverse market conditions. There can be no assurance that our accumulated losses will be offset by future profits within a reasonable period, or at all.

Looking forward, our costs and expenses are expected to increase as we continue to execute our growth strategy, including expanding our customer base, broadening our cold chain agricultural product offerings, enhancing and maintaining our digital and intelligent cold chain integrated solutions, strengthening our supply chain capabilities, increasing sales and marketing activities, and hiring additional personnel. Following the [REDACTED], we also expect to incur higher compliance, regulatory and corporate governance expenses.

Our ability to achieve profitability depends on a number of factors, including our ability to scale our business, improve product mix and gross margin quality, enhance operational efficiency, manage working capital effectively and control operating costs. If we fail to realize the anticipated benefits from our investments, or if our revenue growth does not keep pace with increases in our costs and expenses, we may continue to incur losses. Accordingly, our business, financial condition, results of operations and prospects may be materially and adversely affected, and we may not be able to achieve or sustain profitability in the future.

**Our results of operations, financial condition and prospects have been adversely affected by changes in fair value of financial liabilities designated at fair value through profit or loss.**

We issued a series of Shares with preferred rights prior to and during the Track Record Period. These instruments were accounted for as financial liabilities designated at fair value through profit or loss ("**FVTPL**"), for which quoted prices in an active market are not available. As a result, changes in their fair value have been recognized in profit or loss and have had a material impact on our results of operations.

As of December 31, 2023 and 2024, the carrying amounts of our financial liabilities designated at FVTPL were RMB104.9 million and RMB582.1 million, respectively. We did not recognize any financial liabilities designated at FVTPL as of December 31, 2025 and April 30, 2026, following the termination of redemption obligations and other special rights. Losses arising from changes in the fair value of financial liabilities at FVTPL amounted to RMB22.2 million, RMB248.7 million, RMB1,832.9 million and RMB339.5 million in 2023, 2024 and 2025 and for the four months ended April 30, 2025, respectively. We did not recognize any losses arising from changes in the fair value of financial liabilities at FVTPL for the four months ended April 30, 2026. For further details, see Note 28 to the Accountants' Report set out in Appendix I to this document.

The fair value of the Shares with preferred rights were determined with reference to valuations performed by an independent qualified professional valuer, who applied the option pricing model to determine the fair value of the Shares with preferred rights at the end of each reporting period. Given that the valuation is subject to assumptions and market conditions, the fair value of our Shares with preferred rights may continue to fluctuate prior to their automatic conversion into ordinary shares. Such fluctuations may continue to result in significant non-cash fair value losses, which could materially and adversely affect our results of operations, financial condition and prospects.

**Any disruption to the operation of cold chain storage facilities may materially and adversely affect our business, financial condition and results of operations.**

Our business relies on the stable operation of cold chain storage facilities operated by third-party service providers, which are integral to the cold chain agricultural product circulation process. We do not own or operate these facilities and have limited ability to control or influence their operations, maintenance or contingency arrangements. Their proper functioning is essential to maintaining product quality, ensuring timely fulfilment and supporting our operations.

Disruptions to cold chain storage operations may arise from factors beyond our control, including equipment malfunctions, failures of temperature or humidity control systems, insufficient capacity during peak periods, power outages, fires, natural disasters, extreme weather, force majeure events, labor issues, third-party interference, or regulatory actions. Any material or prolonged disruption may result in product deterioration, spoilage or loss, leading to financial losses, customer complaints, or contractual disputes.

Cold chain storage facilities require stringent environmental controls and continuous maintenance. Any failure by third-party operators to maintain appropriate storage conditions or promptly address operational issues may compromise product quality and food safety exposing us to reputational damage, customer claims, contractual liabilities and regulatory actions. Even temporary disruptions may undermine customer confidence in our fulfilment reliability and execution capabilities.

Given the role of cold chain storage facilities in our sales process, any material disruption, operational failure or extended downtime may impair our ability to conduct business in the ordinary course, reduce transaction volumes, increase operating costs and materially and adversely affect our business, financial condition, results of operations and prospects.

**Due to our limited operating history in an emerging and rapidly evolving market, our historical results may not be indicative of our future performance.**

The digital and intelligent cold chain agricultural products sales market in China is emerging and evolves rapidly. We launched our cold chain agricultural product sales business in 2023 and have since experienced rapid business expansion. Revenue generated from the sale of cold chain agricultural products increased from RMB1,231.2 million in 2023 to RMB2,949.0 million in 2024, and further to RMB5,898.0 million in 2025. It further increased from RMB1,472.1 million for the four months ended April 30, 2025 to RMB2,789.4 million for the same period in 2026. However, our historical performance may not be indicative of our prospects and operating results, and there is no assurance that we will be able to sustain our historical growth rates going forward.

As we have a relatively limited operating history in this business line, our experience in managing rapid business expansion, optimizing product mix, maintaining operational efficiency and responding to changing market conditions remains limited. In addition, our internal systems, operational processes and risk management measures may require further enhancement as our business continues to expand. If we fail to effectively address these challenges, our business prospects, financial condition and results of operations could be materially and adversely affected.

There are a series of factors that could potentially lead to a slowdown or decline in our revenue growth, some of which are beyond our control. These factors include more intense competition, slower growth in China's digital and intelligent cold chain agricultural products sales market, and adverse changes in the government policies. As a result, we cannot guarantee that our revenue growth under the current business model will persist. We may need to adjust our business model as the industry and our business operating environment continue to evolve, and there is no guarantee that these adjustments will achieve the desired performance results.

**Our continuing success depends in significant part on our ability to meet evolving customer demands and expectations, and to attract and retain customers.**

Our continuing success depends in significant part on our ability to understand, anticipate and respond effectively to evolving customer demands and expectations in a competitive and dynamic market environment. Customer preferences, procurement patterns and service expectations in the digital and intelligent cold chain agricultural sales market may change over time due to factors such as competitive dynamics, cost considerations, operational requirements and end-market demand. There can be no assurance that we will be able to identify or respond to such changes in a timely or effective manner.

If our products fail to adapt to evolving customer needs, or are perceived as less competitive in terms of quality, reliability, efficiency or overall value, customers may reduce their level of engagement with us, reallocate procurement activities to competitors, or discontinue their business relationships with us. In addition, efforts to enhance or adjust our offerings to address changing customer expectations may involve operational complexity, additional costs and execution risks, and there can be no assurance that such initiatives will be successfully implemented or achieve their intended objectives.

Our growth prospects also depend on our ability to attract new customers and retain existing customers on a sustainable basis. Competition for customers in the digital and intelligent cold chain agricultural sales market is intense, and customers may have access to alternative suppliers, service providers or procurement channels. If we are unable to effectively differentiate our offerings,

consistently maintain service quality, or provide products that customers perceive to be reliable and cost-effective, we may not be able to attract new customers or sustain long-term relationships with existing customers.

Any failure to effectively respond to evolving customer demands, attract new customers or retain existing customers could result in reduced transaction volumes, slower business growth and higher customer acquisition or retention costs, and could materially and adversely affect our business, financial condition, results of operations and prospects.

**Our businesses are susceptible to changes in international trade policies, tariff measures or geopolitical developments.**

We import a substantial portion of the cold chain agricultural products from overseas suppliers. Purchases from overseas suppliers amounted to RMB741.2 million, RMB2,688.2 million, RMB5,397.7 million and RMB2,601.7 million in 2023, 2024 and 2025 and for the four months ended April 30, 2026, respectively, accounting for approximately 57.1%, 77.3%, 83.7% and 90.6% of our total purchases during the corresponding periods. Our business operations may be affected by changes in international trade policies, tariff measures and geopolitical developments that influence cross-border trade flows, market demand and supply chain stability. Governmental actions or policy changes in jurisdictions in which our customers, suppliers or trading partners operate, including the introduction of tariffs, trade restrictions, embargoes, export controls or other regulatory measures, may adversely affect international trade activities and related demand.

In recent years, geopolitical tensions and trade protection measures, including those involving major economies such as China and the United States, have contributed to increased uncertainty in the global trade environment. Changes in the scope, application or enforcement of tariff measures or other trade policies, as well as retaliatory actions by affected jurisdictions, may reduce international trade volumes, increase procurement or logistics costs, disrupt supply chains or adversely affect the operating conditions of our customers and business partners.

For example, on December 31, 2025, the MOFCOM announced the implementation of safeguard measures on imported beef, pursuant to which, with effect from January 1, 2026, a "country-specific quota plus additional tariff on out-of-quota imports" mechanism will apply. Under these measures, imported beef exceeding the applicable quota will be subject to an additional tariff of 55% on top of the prevailing applicable tariff rates for a period of three years. Such safeguard measures may increase the cost of importing beef products, affect procurement economics, alter supply availability or require adjustments to our procurement strategies, pricing arrangements or product mix. If similar or additional tariff measures, safeguard actions or other trade restrictions are imposed in the future on beef or other agricultural products that we import, our business operations, cost structure, margins and results of operations could be materially and adversely affected.

Geopolitical tensions, political instability, military conflicts or changes in international relations may also give rise to uncertainty, disruptions or delays in cross border trade, logistics arrangements or settlement processes. In addition, such developments may result in heightened compliance requirements, increased operational complexity, insurance limitations or constraints on the ability of market participants to engage in cross-border transactions on commercially acceptable terms.

We may not be able to anticipate, mitigate or respond effectively to changes in international trade policies, tariff measures or geopolitical developments, particularly where such changes occur rapidly or are beyond our control. Any prolonged escalation of trade tensions, implementation of restrictive trade measures or deterioration in geopolitical conditions could materially and adversely affect our business, financial condition, results of operations and prospects.

**Our business is subject to regulatory requirements and restrictions relating to the import of cold chain agricultural products, including import licensing and quota controls, and any changes or non-compliance could adversely affect our operations.**

A portion of the cold chain agricultural products that we sell are sourced from overseas suppliers and imported into the PRC. The importation of cold chain agricultural products is subject to a range of regulatory requirements, including import licensing, inspection and quarantine procedures, customs clearance requirements and, for certain products, import quota management or other volume-based restrictions imposed by relevant governmental authorities.

Import licenses, quotas and related regulatory approvals are typically subject to eligibility criteria, application procedures, administrative discretion and periodic renewal, and their availability may be influenced by policy adjustments, trade conditions or macroeconomic considerations. There can be no assurance that we will be able to obtain, maintain or renew all required import licenses or secure sufficient import quotas on a timely basis or on commercially acceptable terms. In addition, changes in quota allocation mechanisms, tightening of import controls or adjustments to permitted import volumes could limit the quantity or types of cold chain agricultural products that we are able to import.

Failure to comply with applicable import regulations, inspection requirements or licensing conditions, whether due to regulatory changes, administrative delays or interpretation differences, may result in penalties, shipment delays, confiscation of goods, suspension of import privileges or other enforcement actions. Any disruption to our ability to import cold chain agricultural products, including due to insufficient import quotas or delays in obtaining required approvals, could adversely affect our supply stability, increase procurement costs or limit our ability to meet customer demand.

Any of the foregoing could materially and adversely affect our business operations, financial condition, results of operations and prospects.

**Our business and growth are significantly affected by macroeconomic conditions and other external factors in China and globally.**

Our business performance and growth prospects are subject to macroeconomic conditions and other external factors, many of which are beyond our control. Demand for cold chain agricultural products and related logistics activities is closely linked to overall economic conditions, consumer demand and market confidence.

A substantial portion of our customers are small and medium-sized agricultural product wholesalers, which are generally more sensitive to adverse macroeconomic conditions, such as economic slowdown, tightening liquidity, rising costs or weakened consumption. During periods of economic uncertainty, such customers may scale back operations, delay procurement or suspend business activities, which could reduce demand for our products and services, and adversely affect our revenue growth and operating results.

Our business may also be affected by macroeconomic, policy and external factors, including changes in economic growth rates, inflation or deflation, interest rate levels, exchange rate fluctuations, fiscal and monetary policies, international trade frictions, tariffs or other trade restrictions, as well as geopolitical tensions and regional instability. Such factors may influence agricultural production, import and export activities, supply chain efficiency, logistics costs, and consumer purchasing power, thereby affecting our customers' operating conditions and, in turn, our business.

In addition, unforeseen events such as natural disasters, extreme weather, public health emergencies, epidemics or pandemics, acts of war, terrorism or other force majeure events may disrupt agricultural production, cold chain infrastructure, transportation networks or market

operations. These disruptions could lead to supply interruptions, increased operating costs or reduced market activity, which may have a material adverse effect on our business operations, results of operations and financial condition.

If macroeconomic conditions deteriorate, external uncertainties intensify beyond our expectations, or if we are unable to respond effectively and in a timely manner to such changes, our business, results of operations, financial condition and growth prospects could be materially and adversely affected.

**Our delivery, return and exchange policies may affect our results of operations.**

We generally do not allow refunds, return or exchange for our products or solutions, unless required by laws and regulations. During the Track Record Period and up to the Latest Practicable Date, we had not experienced any material refund, product return or exchange. For details, see "Business — Our Customers — Product Return Policy." However, we may be obliged by law to introduce new return and exchange policies or modify existing ones in order to protect consumer rights. These changes could lead to additional costs and expenses that may not be offset by increased revenue. On the other hand, if we make policy revisions that make it more difficult for customers to return products, our customers may be dissatisfied, which may cause us to lose existing customers and materially and adversely affect our results of operations.

If our product return rates unexpectedly increase or exceed our projections, it can have adverse effects on both our revenue and costs. Additionally, certain agreements with our suppliers may prevent us from returning certain products to them. Consequently, we may encounter challenges such as increased inventory levels, impairment of inventory value, and higher fulfillment costs. These factors have the potential to significantly impact our working capital, and as a result, our business, financial condition and results of operations may be materially and adversely affected.

**We may be exposed to risks of inventory obsolescence.**

Our business requires us to maintain a certain level of inventory to support our sales of cold chain agricultural products. During the Track Record Period, our inventories primarily consisted of finished goods and goods in transit. As of December 31, 2023, 2024 and 2025 and April 30, 2026, the carrying amount of inventories was RMB257.5 million, RMB1,038.1 million, RMB2,158.5 million and RMB2,476.9 million, respectively. Our inventory turnover days were 58 days, 82 days, 101 days and 102 days in 2023, 2024, 2025 and for the four months ended April 30, 2026, respectively. Maintaining appropriate inventory levels is therefore critical to our operations.

If we fail to accurately forecast customer demand or effectively manage our procurement and inventory levels, we may experience excess or slow-moving inventory. Our inventory levels may also be affected by factors beyond our control, including changes in market demand and consumer preferences, fluctuations in commodity prices, changes in import and export policies, and supply chain disruptions.

In such circumstances, we may be required to sell products at reduced prices or make provisions for inventory write-downs to net realizable value, which would adversely affect our profitability. We cannot assure you that we will not incur material write-downs or losses in the future. Any failure to manage our inventory efficiently may also increase our working capital requirements and adversely affect our liquidity and cash flows.

**Failure to fulfil our obligations in respect of contract liabilities could materially and adversely affect our results of operations, liquidity and financial position.**

Our contract liabilities represent advances received from customers in connection with the cold chain agricultural product sales. Our contract liabilities mainly arise from the consideration paid by our customers for goods not yet delivered. As of December 31, 2023, 2024 and 2025 and April 30, 2026, we had contract liabilities of approximately RMB77.9 million, RMB340.4 million, RMB1,728.5 million and RMB1,679.6 million, respectively.

If we fail to fulfill our performance obligations as stipulated in our contracts with customers, it may prevent us from recognizing the associated contract liabilities as revenue. Furthermore, our customers may request refunds for the payments they have made, which could have an adverse impact on our cash flow, liquidity position, and ability to meet our working capital requirements. Consequently, our business, financial condition and results of operations may be negatively affected. In addition, any failure to meet our performance obligations could harm our relationships with customers, leading to potential repercussions on our reputation and overall business performance.

**We are exposed to credit risk on our trade receivables, and any failure to collect payments from our customers in a timely manner could materially and adversely affect our business operations and financial condition.**

We are exposed to credit risk arising from our trade receivables, as a portion of our revenue is generated from sales to customers on credit terms. As of December 31, 2023, 2024 and 2025 and April 30, 2026, our trade receivables amounted to RMB32.0 million, RMB3.3 million, RMB71.1 million and RMB58.5 million, respectively, and we recorded loss allowances for trade receivables of RMB2.2 million, RMB2.2 million, RMB3.2 million and RMB4.9 million, respectively. Our trade receivables turnover days were six days, two days, two days and two days in 2023, 2024 and 2025 and for the four months ended April 30, 2026, respectively.

Our liquidity and operating cash flows depend on the ability and willingness of our customers to settle their outstanding balances in a timely manner. We may not be able to accurately assess or continuously monitor the creditworthiness of all customers, and delays in payment or customer defaults may result in increased bad debts or additional impairment losses. Such developments could adversely affect our operating cash flows and financial position.

In addition, our credit management policies and internal control measures may not be effective in all circumstances, particularly during periods of adverse market or economic conditions. Any material deterioration in the collectability of our trade receivables could materially and adversely affect our business operations, financial condition, results of operations and prospects.

**Our restricted bank deposits may not be fully recoverable in a timely manner, which could adversely affect our liquidity and financial condition.**

We maintain restricted bank deposits with certain banks in connection with our framework cooperation arrangements, under which we introduce eligible downstream customers to such banks for potential financing. These deposits are subject to restrictions during their terms and are generally refundable upon maturity together with interest. See "Financial Information — Discussion of Certain Key Consolidated Statements of Financial Position — Restricted Bank Deposits."

Although the relevant loan arrangements are entered into directly between the banks and our downstream customers, and we do not provide guarantees for such loans, there can be no assurance that our restricted bank deposits will not be subject to claims, deductions or set-off by the banks under certain circumstances, including defaults by the relevant customers. In such cases, we may not be able to recover part or all of such deposits in a timely manner, or at all.

**Fluctuations in exchange rates could adversely affect our financial condition, results of operations and cash flows.**

Our revenue is primarily denominated in Renminbi. However, as part of our business operations involves transactions denominated in foreign currencies, we are exposed to risks associated with fluctuations in foreign exchange rates.

During the Track Record Period, our procurement of imported cold chain agricultural products was primarily denominated in U.S. dollars. We recorded net foreign exchange losses of RMB1.0 million, RMB18.6 million, RMB20.5 million and RMB11.6 million in 2023, 2024 and 2025 and for the four months ended April 30, 2025, respectively, and net foreign exchange gains of RMB13.0 million for the four months ended April 30, 2026.

Fluctuations in exchange rates may adversely affect our results of operations, financial condition and cash flows through, among other things, the translation of foreign currency-denominated transactions, the settlement of foreign currency payables, and the conversion of Renminbi into foreign currencies for business or other purposes, including the payment of dividends in respect of our H Shares. Exchange rate movements are inherently volatile and difficult to predict, and adverse fluctuations could negatively affect our financial performance.

As the final settlement price is determined after we have settled the relevant procurement costs with our suppliers, foreign exchange fluctuations may occur between the time we settle with suppliers and the time we complete sales transactions or receive payments from customers. This timing difference exposes us to exchange rate movements during the relevant settlement period. In addition, our ability to adjust pricing or other commercial terms to reflect exchange rate movements may be constrained by market conditions, customer acceptance and competitive dynamics. As a result, fluctuations in exchange rates may continue to adversely affect our results of operations, financial condition and profitability.

**We collect, store and process business and transaction data and any failure to protect such data could damage our reputation and brand and materially and adversely affect our business and results of operations.**

In the course of our operations, we collect, store and process business and transaction data. The protection of such data is critical to maintaining customer trust, safeguarding our brand reputation and ensuring full compliance with applicable data protection and privacy laws and regulations.

There can be no assurance that our information systems, technologies or those of our third-party service providers will not be subject to security breaches, cyberattacks, unauthorized access, data leakage or other security incidents, whether as a result of external attacks, system vulnerabilities, employee error or misconduct. The methods used to obtain unauthorized access or compromise data systems continue to evolve, and we may not be able to anticipate, detect or prevent all such incidents in a timely manner.

Any actual or perceived failure to protect personal information or other data could result in regulatory investigations or enforcement actions, litigation, fines or penalties, remediation costs, reputational harm and loss of customer confidence. In addition, adverse publicity relating to data security incidents involving us or industry peers may negatively affect customer perceptions of our data protection capabilities. Any of the foregoing could materially and adversely affect our business, financial condition and results of operations.

**Complying with evolving laws and regulations regarding cybersecurity, information security, privacy and data protection and other related laws and requirements may be expensive and may force us to make adverse changes to our business.**

Laws and regulations governing cybersecurity, information security, privacy and data protection, are rapidly evolving, extensive and complex. When providing application tool of digital and intelligent cold chain integrated solutions, we have access to various operational and other data of merchants and operators. If we are deemed to be a critical information infrastructure operator, we would be required to follow applicable cybersecurity review and/or extra mandatory protective procedures. During such procedures, we may be required to suspend providing any existing or new services to customers and/or experience other disruptions of our operations, and such review could also result in negative publicity with respect to us and diversion of our managerial and financial resources.

On June 10, 2021, the Standing Committee of the National People's Congress of China promulgated the PRC Data Security Law (《數據安全法》), which became effective in September 2021. The PRC Data Security Law provides for data security and data protection obligations on entities and individuals carrying out data processing activities, introduces a data classification and

hierarchical protection system based on the importance of data in economic and social development, as well as the degree of harm it will cause to national security, public interests, or legitimate rights and interests of individuals or organizations when such data is tampered with, destroyed, leaked, or illegally acquired or used, provides for a national security review procedure for those data activities which may affect national security and imposes specific regulatory requirements on the cross-border transfer of certain data and information.

On September 24, 2024, the State Council promulgated the Regulations on Network Data Security Management (《網絡數據安全管理條例》) (the "Data Security Management"), which came into force on January 1, 2025. This regulation clarifies the general provisions on network data security management, and also further supplements and refines the specific requirements on personal information protection, and obligations of network platform service providers.

On December 28, 2021, the CAC, the NDRC, the MIIT, and several other administrations jointly promulgated the Cybersecurity Review Measures (《網絡安全審查辦法》) (the "**Review Measures**"), which became effective on February 15, 2022. According to the Review Measures, (i) if a critical information infrastructure operator purchases network products and services or an online platform operator conducts data processing, either of which affects or may affect national security, a cybersecurity review shall be carried out according to the Review Measures; (ii) an issuer who is an Internet platform operator holding personal information of more than one million shall file for a cybersecurity review with respect to its proposed listing on a foreign stock exchange; and (iii) the relevant PRC governmental authorities may initiate cybersecurity review if such governmental authorities determine that the issuer's network products or services, or data processing activities affect or may affect national security. These and other similar legal and regulatory developments could reshape how we design our IT systems, how we operate our business, how our business partners and shippers process and share data, how we process and use data, and how we transfer personal data from one jurisdiction to another, which could impact demand for our services. We may incur relative costs to comply with such laws and regulations, to meet the demands of our customers relating to their own compliance with applicable laws and regulations, and to establish and maintain internal compliance policies.

On July 7, 2022, the CAC promulgated the Data Outbound Transfer Security Assessment Measures (《數據出境安全評估辦法》) (the "**Security Assessment Measures**"), which took effect on September 1, 2022. The Security Assessment Measures require that any data processor that processes or exports personal information exceeding certain volume threshold under such measures shall apply for security assessment by the CAC before transferring any personal information outbound. The security assessment requirement also applies to any transfer of important data outside of China. As of the Latest Practicable Date, we have not received any official notification from relevant authorities that any of our PRC entities are considered as a critical information infrastructure operator. Data we collected in the course of our operations and management within the PRC is stored within the PRC. As of the Latest Practicable Date, we had not received any notification from competent authorities that the data we process constitutes important data, nor had we conducted any cross-border transfer of data recognized or publicly designated as important data by the PRC's competent national or local regulatory authorities.

**Our business depends on brand recognition. Any failure to maintain or effectively promote our brands could materially and adversely impact our business, financial condition and results of operations.**

Our business and future growth depend in significant part on our ability to maintain and enhance brand recognition and reputation, which influences customer trust and their willingness to transact with us and establish long-term relationships. Maintaining and strengthening our brands requires the consistent service quality, effective customer communication and ongoing brand promotion and reputation management.

There can be no assurance that we will be able to successfully maintain or enhance our brand recognition or reputation. Our brands may be adversely affected by factors beyond our control, including negative publicity, customer complaints, disputes with customers, suppliers or other business partners, allegations relating to product quality, service reliability or business practices, or actual or perceived misconduct by our Directors, management or employees. Any adverse publicity or negative perception, whether justified or not, could undermine customer confidence and materially and adversely affect our business.

In addition, brand promotion and reputation management may require substantial time, effort and financial resources, and there can be no assurance that our marketing initiatives will be effective. With the increasing use of social media and online platforms, adverse information may spread rapidly, limiting our ability to respond or mitigate reputational damage. Negative publicity may also arise from malicious acts, unfair competition or unfounded claims by third parties.

If we fail to maintain or effectively promote our brands, or if our brand reputation is impaired by negative publicity or other factors, our ability to attract and retain customers, sustain transaction volumes and compete effectively in the market may be materially and adversely affected, which could in turn have a material adverse effect on our business, financial condition, results of operations and prospects.

**Our operating performance may be adversely affected by delays, inefficiencies or disruptions in logistics and delivery processes beyond our control.**

Our business depends in part on the timely delivery of cold chain agricultural products, which are typically procured from overseas suppliers and subject to cross-border transportation and customs clearance processes. Uncertainties in cross-border transportation and international trade may limit our ability to accurately estimate delivery schedules, and any material delays may lead to customer complaints, order deferrals, cancellations, disputes or claims, and adversely affect customer confidence in our execution reliability. Although we do not arrange or directly manage logistics or transportation services, delays, inefficiencies or disruptions in logistics and delivery may nonetheless adversely affect our ability to meet customer expectations, maintain service quality and fulfil contractual or commercial commitments.

Delivery timelines may be affected by various factors beyond our control, including cross-border transportation constraints, port congestion, customs clearance delays, capacity limitations, labor shortages, traffic conditions, extreme weather events, geopolitical developments, force majeure events, or operational issues involving third-party logistics service providers engaged by suppliers or customers. Given the involvement of multiple third parties across jurisdictions, delays or disruptions at any stage of the logistics process may result in extended delivery lead times or delivery failures.

If delivery delays, inefficiencies or disruptions occur on a recurring or prolonged basis, our operating performance may be adversely affected, including through reduced transaction volumes, increased coordination costs, reputational harm and weakened customer relationships, which could materially and adversely affect our business operations, results of operations and prospects.

**Our results of operations are subject to seasonality.**

Our business is subject to seasonal fluctuations, primarily reflecting consumption patterns for cold chain agricultural products and the timing of major holidays and festive periods. In general, demand for cold chain agricultural products tends to be higher in the third and fourth quarters of each year, which coincide with major holiday seasons and periods of increased dining and consumption activity. During these periods, downstream agricultural operators, wholesalers and catering customers typically increase procurement volumes to meet higher end-consumer demand, resulting in higher sales volumes for our cold chain agricultural product sales business.

Seasonal weather conditions also influence product mix and consumption behavior. Demand for protein-based products, particularly beef, chicken, pork and other meat products, generally increases during the winter months due to changes in dining preferences and consumption habits. As meat products constitute our principal product categories, this seasonal demand pattern may contribute to higher transaction volumes during colder periods. Seasonal variations may further affect capacity utilization, working capital requirements and cost efficiency.

As a result of these seasonal factors, our interim or quarterly operating results may fluctuate from period to period and may not be indicative of our full-year performance. We expect seasonality to continue to affect our business and operating results in the future, and such fluctuations could materially affect our results of operations, financial condition and cash flows from period to period.

**Our business may be adversely affected if we fail to keep pace with technological developments or to continuously upgrade our systems and platforms.**

Information technology and digital systems are integral to the efficiency, coordination and scalability of our operations. Our ability to conduct business in an orderly manner, maintain service quality and respond to evolving market demands depends, in part, on the stability, reliability and ongoing enhancement of our systems and technological infrastructure.

The digital and intelligent cold chain agricultural products sales market is characterized by continuous technological evolution, with increasing emphasis on digitalization, automation, data integration and intelligent decision-making. To remain competitive and support our long-term development, we must continue to upgrade and enhance our systems, platforms and related technological capabilities to address changing operational requirements, customer expectations and industry standards. Such upgrades may require significant time, financial investment and management resources, and there can be no assurance that they will be implemented in a timely or cost-effective manner, or that they will achieve the intended outcomes.

If we fail to keep pace with technological developments, effectively integrate new technologies, or continuously enhance the performance, security and functionality of our systems, our operational efficiency, service reliability and competitive positioning may be adversely affected. In addition, technologies developed or adopted by competitors or other market participants may be more advanced or better aligned with industry needs, which could place us at a competitive disadvantage.

**We continuously invest in research and development, which may adversely affect our profitability in the short term and may not generate the results we expect.**

We have made, and expect to continue to make, investments in research and development to support the ongoing enhancement of our technological capabilities and solutions. We incurred research and development expenses of RMB14.6 million, RMB16.4 million, RMB16.7 million, RMB5.4 million and RMB6.4 million in 2023, 2024 and 2025 and for the four months ended April 30, 2025 and 2026, respectively.

Research and development activities typically require substantial upfront expenditures and sustained commitments of financial and management resources, while the commercial benefits, if any, may only be realized over an extended period or may not be realized at all. As a result, our research and development expenditures have had, and may continue to have, a negative impact on our profitability in the short term. In particular, costs associated with research personnel, system development, platform enhancement and related infrastructure may be incurred in advance of any corresponding revenue generation.

The research and development process is inherently uncertain and subject to various risks, including changes in market demand, rapid technological evolution, implementation and integration challenges, and evolving regulatory or industry requirements. We may invest significant resources in research and development projects that are delayed, require additional investment, fail to achieve

their intended technical or commercial objectives, or are ultimately abandoned. In such circumstances, we may not be able to recover the associated costs, which could adversely affect our financial performance.

If we are unable to effectively manage our research and development investments, achieve sufficient returns from such investments, or appropriately balance ongoing innovation with cost discipline, our profitability, financial condition, results of operations and future growth prospects may be materially and adversely affected.

**Any significant interruptions or delays in services on our platform, as well as the presence of undetected errors or design faults, could adversely affect our business, financial condition, and results of operations.**

Our business relies on the stable, continuous and reliable operation of our platform and related systems, such as the *Yueshi Intelligent Cold Chain Cloud Platform*. Our platform may experience interruptions, delays, performance degradation or failures from time to time due to various factors, including system capacity constraints, software defects, design faults, system upgrades, maintenance activities, or reliance on third-party technologies or service providers.

In addition, our platform and systems may contain undetected errors, bugs or design flaws, particularly when new features, modules or versions are introduced. Certain errors or defects may only be identified after deployment or during actual operation. If we are unable to timely identify, isolate and remedy such issues, we may be required to incur additional development, remediation or support costs, and our service performance and reliability may be adversely affected.

Any material service interruption, delay or system failure, or any undetected error or design fault, could result in customer dissatisfaction, loss of customers, reputational damage, contractual disputes or claims, and may require us to provide remedies or compensation to affected customers. As our customers may rely on our platform and systems for business-critical operations, such incidents could materially and adversely affect our business, financial condition and results of operations.

**Failure to comply with relevant regulatory requirements relating to the social insurance and housing provident fund contributions for and on behalf of our employees may subject us to penalties and have an adverse impact on our financial conditions and results of operations.**

Companies operating in the PRC are required to participate in various employee benefit plans, including social insurance fund and housing provident fund and contribute to the amounts equal to certain percentage of salaries, including bonuses and allowances, of their employees up to a maximum amount specified by the local government from time to time at locations where they operate their business. In addition, pursuant to the Interpretation of the Supreme People's Court on Issues Concerning the Application of Law in the Trial of Labor Dispute Cases (II) (《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)》), any agreement between an employer and an employee to waive social insurance contributions, or any such undertaking by an employee, shall be null and void. See "Regulatory Overview — Regulations on Employment and Social Welfare" for details.

During the Track Record Period, we did not make sufficient contributions to the social insurance and housing provident fund with respect to certain of our employees, as required by the relevant PRC laws and regulations. The total shortfall during the Track Record Period was approximately RMB11.5 million. As a result, we may be required to make additional contributions of social insurance fund and/or housing provident fund and late payments and fines under PRC laws and regulations.

As advised by our PRC Legal Advisors, if the competent PRC government authority determines that the social insurance contributions we made for our employees violate the requirements under the relevant PRC laws and regulations, we may be required to pay all

outstanding social insurance contributions within a stipulated period, with late fees at a daily rate of 0.05% of the outstanding amount, accruing from the date when the social insurance contributions were due. With respect to housing provident funds, the relevant government authorities may order us to pay the outstanding amounts within the prescribed time period, and they may apply to a competent court for enforcement of the outstanding amounts if we fail to do so. As of the Latest Practicable Date, no inspections or investigations had been imposed by the relevant regulatory authorities with respect to our social insurance and housing provident fund contributions, nor had we received any order to settle the shortfall.

We cannot assure you that we will not be subject to any order to rectify the non-compliance in the future, nor can we assure you that there are no, or will not be any, employee complaints regarding payment of the outstanding amount of the social insurance and housing provident fund contributions against us, or that we will not receive any claims in respect of the outstanding amount of the social insurance and housing provident fund contributions under national laws and regulations. In addition, we may incur additional expenses to comply with such laws and regulations promulgated by the PRC government or relevant local authorities.

**We are subject to risks relating to our leased properties.**

We currently lease several premises in China. Under PRC laws and regulations, lease agreements are generally required to be registered with the local land and real estate administration bureau. As of the Latest Practicable Date, among the leased properties which are material to our operations, we had not registered three of them with the relevant PRC government authorities. Properties under these non-registered lease agreements are used as our offices. If we fail to complete or timely complete such lease registration upon the housing authorities' request, we may face fines on each unregistered lease agreement. For details of the legal defects of our leased properties, see "Business — Properties."

As advised by our PRC Legal Advisors, failure to register an executed lease agreement will not affect its legality, validity or enforceability. However, we may be subject to a fine of no less than RMB1,000 and not exceeding RMB10,000 for each unregistered lease agreement if the relevant PRC government authorities require us to rectify and we fail to do so within the prescribed time period. We estimate that the maximum penalty we may be subject to for these unregistered lease agreements will be approximately RMB30,000. We are not aware of any material claims or actions being contemplated or initiated by government authorities, property owners or any other third parties with respect to our leasehold interests in or use of such properties.

We cannot assure you that our use of any leased properties will not be challenged in the future. In the event that our use of properties is successfully challenged, we may be forced to relocate the affected operations. We cannot assure you that we will be able to find suitable replacement sites on terms acceptable to us on a timely basis, or at all, or that we will not be subject to material liabilities resulting from third parties' challenges on our leasehold interests. As a result, our business, financial condition and results of operations may be materially and adversely affected.

**We may be involved in claims and legal proceedings and become the subject of regulatory investigations and proceedings, and there is no guarantee that we will always be successful in defending ourselves against such claims or proceedings.**

We may be subject to claims and legal proceedings in the ordinary course of our business and inquiries, inspections, investigations and proceedings initiated by relevant regulatory and other governmental agencies. The actions taken against us could lead to settlements, injunctions, fines, penalties or other results adverse to us that could harm our business, financial condition, and results of operations. Even if we are able to successfully defend ourselves against such actions, the costs associated with such defense efforts could be substantial. In the event of a significant judgment or regulatory action against us, or if our business is disrupted due to regulatory investigations against

or adverse adjudications in proceedings involving our Directors, officers, or employees, it would have a material adverse effect on our liquidity, business, financial condition, and results of operations.

**If we are unable to manage our expansion effectively or successfully implement our future plans, our business prospects and results of operations may be materially and adversely affected.**

Our future growth depends on our ability to effectively manage expansion initiatives and successfully implement our future plans and strategies. Such plans are subject to various uncertainties and risks, some of which are beyond our control, including changes in market conditions, customer demand and the regulatory environment. There can be no assurance that our future plans will be implemented as intended or within the expected timeframe. Delays, changes or failures in the execution of our expansion plans may result in increased costs, operational inefficiencies or disruption to our existing operations.

In addition, as part of our future growth strategy, we intend to expand our cold chain agricultural products sales business to selected overseas markets and promote our "*Yueshi Selected*" branded products. As our operations have historically been principally based in the Chinese Mainland, we have limited experience in operating businesses, establishing local teams and distribution channels, developing and promoting proprietary brands, and building brand recognition in overseas markets. We may face challenges in understanding local customer preferences, responding to competition from established market participants, complying with local regulatory requirements and achieving market acceptance of our products and services. Our ability to successfully develop the "*Yueshi Selected*" brand will also depend on our ability to maintain product quality consistency, supply stability and customer recognition. There can be no assurance that we will be able to successfully capture overseas market demand, establish the "*Yueshi Selected*" brand or achieve the anticipated benefits from our overseas expansion within the expected timeframe, or at all. If we fail to effectively execute our overseas expansion strategy or develop and maintain the "*Yueshi Selected*" brand as planned, our business prospects, financial condition and results of operations may be materially and adversely affected.

As part of our expansion strategy, we may also pursue selective investments and acquisitions. Such activities involve inherent risks and uncertainties, including difficulties in identifying suitable targets, uncertainties in valuation and pricing, potential overpayment, and challenges in completing transactions on acceptable terms or within expected timelines. In addition, acquired businesses or assets may not perform as expected, and we may encounter difficulties in integration, including aligning business operations, systems and management. We may also be unable to realize the anticipated benefits, synergies, cost savings or operational efficiencies from such initiatives within the expected timeframe, or at all. Any failure to achieve these expected outcomes, or any material impairment arising from such investments or acquisitions, could adversely affect our financial condition and results of operations.

If we are unable to manage our expansion effectively or successfully implement our future plans, our business prospects, results of operations and financial condition may be materially and adversely affected.

**We face risks relating to severe weather conditions and other natural disasters, health epidemics and other outbreaks, such as the COVID-19 pandemic, which could significantly disrupt our operations.**

Our business operations may be materially and adversely affected by severe weather conditions, natural disasters, health epidemics or pandemics, including the COVID-19 pandemic, and other force majeure events beyond our control. Such events may disrupt transportation networks, damage facilities or equipment, interrupt power or communications, or otherwise adversely affect our ability to conduct normal business operations.

Health epidemics or other public health emergencies may also result in labor shortages, temporary suspension of operations, implementation of infection prevention and control measures, or disruptions to our customers, suppliers or other business partners. These measures and disruptions may increase our operating costs, reduce service efficiency or adversely affect customer demand. Any prolonged or significant disruption caused by severe weather conditions, natural disasters, health epidemics or other outbreaks could materially and adversely affect our business operations, results of operations, financial condition and prospects.

**Our business depends on maintaining efficient capital turnover, and any deterioration in working capital efficiency could adversely affect our liquidity and operating performance.**

Our business involves the procurement, circulation and sale of cold chain agricultural products, which requires significant working capital across multiple stages, including advance payments to suppliers, inventory holding and the extension of credit terms to certain customers. As a result, our operating performance and liquidity are sensitive to our ability to manage working capital effectively.

Our capital turnover efficiency may be affected by various factors, including changes in procurement cycles, inventory turnover rates, customer payment behavior, seasonal demand fluctuations, cross-border transportation lead times and market conditions. Any prolonged increase in inventory holding periods, delays in customer collections or mismatches between cash outflows and inflows could increase our working capital requirements and exert pressure on our liquidity.

As our business scale expands, we may require additional working capital to support higher transaction volumes, broader product offerings or longer operating cycles. Such capital may be obtained through equity or debt financing, credit facilities or other financing arrangements, and there is no assurance that such financing will be available in a timely manner, on favorable terms, or at all. Any debt financing may also impose restrictive covenants, limiting our operational flexibility or ability to pursue business opportunities.

There is no assurance that we will be able to continuously optimize capital allocation or maintain efficient capital turnover as our business grows. Any material deterioration in working capital efficiency may result in increased financing needs, higher funding costs or constraints on our ability to pursue growth opportunities.

If we fail to effectively manage our working capital or maintain efficient capital turnover, our liquidity, cash flows and operating flexibility may be adversely affected, which could materially and adversely affect our business, financial condition, results of operations and prospects.

**Our business depends on the continuing efforts of our management and our ability to attract, train and retain qualified personnel.**

Our success depends in significant part on the continued efforts, expertise and experience of our management team and other key personnel, as well as our ability to attract, train and retain qualified employees. We rely on our management and personnel to support our daily operations, execute our business strategies and maintain operational efficiency.

There can be no assurance that we will be able to retain our management team and key personnel, or attract and retain sufficient qualified personnel in the future, particularly in a competitive labor market. The loss of any member of our management team or other key personnel, or our inability to recruit suitable replacements in a timely manner, may disrupt our operations and result in increased recruitment and training costs. If we fail to retain our management team or attract, train and retain qualified personnel, our business operations, financial condition and results of operations may be materially and adversely affected.

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

We regard our trademarks, domain names, trade secrets, proprietary technologies and other intellectual property as important to our business. We rely on a combination of intellectual property laws and contractual arrangements to protect our proprietary rights. However, there can be no assurance that we will be able to obtain, maintain or enforce our intellectual property rights in a timely manner, or at all, in the jurisdictions in which we operate.

Confidentiality or other contractual arrangements may be breached by counterparties, and there may not be adequate remedies available to us for any such breach. Policing unauthorized use of, or other forms of infringement on, our intellectual property can be difficult, time-consuming and costly, and the measures we have taken may be insufficient to prevent misappropriation or infringement.

If we are required to enforce our intellectual property rights through litigation or other proceedings, we may incur substantial costs and experience diversion of management resources, and there can be no assurance that we will prevail. Any failure to protect or enforce our intellectual property rights could materially and adversely affect our business, financial condition, results of operations and competitive position.

**We may be accused of infringing the intellectual property rights of others.**

There can be no assurance that our business operations, services or other aspects of our business do not or will not infringe upon or otherwise violate the intellectual property rights of third parties, including patents, trademarks, copyrights or other proprietary rights. We may from time to time be subject to claims, disputes or legal proceedings alleging such infringement, whether or not such claims have merit.

The scope, validity and interpretation of intellectual property rights and related laws and regulations may be subject to uncertainty and continue to evolve. If we are found to have infringed the intellectual property rights of others, we may be required to cease using the relevant intellectual property, obtain licenses on unfavorable terms, pay damages or settlement amounts, or develop alternative solutions, which could involve substantial costs.

In addition, defending against intellectual property infringement claims may be time-consuming and expensive and may divert management's attention and resources away from our business operations. Any such claims or proceedings, regardless of their outcome, could materially and adversely affect our business, financial condition, results of operations and prospects.

**We have limited insurance coverage which could expose us to significant costs and business disruption.**

We maintain certain insurance policies in relation to our business operations to safeguard against risks and unexpected events. However, our insurance coverage may not be sufficient to cover all losses, liabilities or damages arising from our business activities. Certain types of risks may not be fully insured against, or may not be insured at all, consistent with industry practice.

There can be no assurance that our insurance coverage will be adequate to compensate for all losses we may incur, or that we will be able to successfully recover under our insurance policies in a timely manner, or at all. In the event of uninsured losses or losses exceeding our insurance coverage, we may be required to bear significant costs, which could disrupt our business operations. Any material uninsured losses or inadequate insurance coverage could materially and adversely affect our business, financial condition and results of operations.

**We are subject to anti-corruption, anti-bribery, governmental economic sanctions and other laws and regulations.**

We are subject to anti-corruption, anti-bribery, anti-money laundering, economic sanctions and other applicable laws and regulations in the jurisdictions in which we operate or conduct business. These laws and regulations are complex and continue to evolve, and compliance may require significant management attention and resources.

Any actual or alleged violation of applicable anti-corruption, anti-bribery, anti-money laundering or economic sanctions laws and regulations could result in governmental or regulatory investigations, civil or criminal penalties, fines, sanctions, adverse publicity and reputational damage. Responding to any such investigations or enforcement actions may also involve substantial costs and diversion of management resources. In addition, sanctions regimes imposed by certain governments or international organizations may restrict or prohibit dealings with designated countries, entities or individuals. There can be no assurance that we will be able to prevent or detect all potential violations involving our business partners or counterparties. Any failure to comply with applicable laws and regulations in this regard could materially and adversely affect our business, financial condition, results of operations and prospects.

**Our environmental, social and governance ("ESG") targets and plans may be subject to change and may not be achieved.**

ESG matters increasingly impact our business operations and reputation. We are subject to environmental protection laws and regulations, as well as evolving ESG-related requirements, which may require us to devote substantial time, resources and management attention to compliance and implementation efforts and could adversely affect our business and financial performance.

There is growing public, regulatory and stakeholder focus on corporate responsibility and ESG performance, and we may be required or expected to establish ESG targets, adopt policies or implement initiatives in relation to environmental protection, carbon emissions, resource efficiency, workplace practices and other sustainability-related matters. The process of developing and implementing ESG strategies, targets and initiatives may be complex, costly and subject to uncertainties, and there can be no assurance that such targets or plans will be achieved within the expected timeframe, or at all.

In addition, ESG-related strategies or investments we pursue may not deliver the anticipated operational, financial or reputational benefits. Moreover, not all of our competitors may adopt ESG targets or initiatives, or at a level comparable to ours, which could place us at a competitive disadvantage. Any failure to meet our ESG targets, changes to our ESG plans, or negative perception of our ESG performance could adversely affect our reputation, business, financial condition and results of operations.

## RISKS RELATING TO THE JURISDICTION IN WHICH WE OPERATE

**Changes in the political and economic policies, as well as the interpretation and enforcement of law, rules and regulations, may affect our business, financial condition, results of operations and prospects.**

Although we procure cold chain agricultural products from overseas suppliers, we generate all of our revenue from the PRC and substantially all of our businesses, assets and operations are located in the PRC. As a result, our business, financial condition and results of operations are subject, to a significant degree, to the economic, political, social and regulatory environment in the PRC.

The PRC government regulates the economy and the industries by imposing industrial policies and regulating the macroeconomy through fiscal and monetary policies. During the past few decades, the PRC government has implemented various initiatives to advance market-oriented economic reforms and promote robust corporate governance practices among business entities. Our performance has been and will continue to be affected by the Chinese economy, which in turn is

closely linked to the global economy. While the Chinese economy has experienced significant growth over the past decades, uncertainties stemming from global economic volatility, as well as geopolitical dynamics across various regions, will continue to exert influence on the PRC's economic growth trajectory.

We are unable to anticipate all the risks that we face as a result of current economic, political, social and regulatory developments and many of these risks are beyond our control. All such factors may materially and adversely affect our business operations and financial performance.

**You may experience difficulties in effecting service of legal process or enforcing foreign judgments against us.**

The legal systems across different jurisdictions vary significantly, which in turn leads to differences in the effecting service of legal process and the process of recognizing and enforcing any judgments. These processes are subject to treaties or arrangements providing for the recognition and enforcement of judgments made by courts of other jurisdictions.

As a result, investors may encounter challenges in effecting service of process and/or recognizing and enforcing any judgments for disputes brought in other jurisdictions. We are a company incorporated under the laws of the PRC, and substantially all of our assets are located in the PRC. Substantially all of our Directors and senior management reside within the PRC, and the assets of our Directors and senior management are likely to be located within the PRC. As a result, it may be difficult for you to effect service of process within Hong Kong, the U.S. or elsewhere outside the PRC upon us or these persons, or to bring an action in Hong Kong against us or these individuals. Moreover, the PRC has not entered into treaties with certain other jurisdictions that provide for the reciprocal recognition and enforcement of judicial rulings and awards.

An original action may only be brought in the PRC against us or our Directors and senior management if the actions are not required to be arbitrated by the PRC laws and upon satisfaction of the conditions for commencing a cause of action pursuant to the civil procedure laws in the PRC.

**We may be subject to additional regulatory requirements under new laws and regulations on overseas offerings and listings issued by PRC government authorities.**

On February 17, 2023, the CSRC promulgated the *Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies* (《境內企業境外發行證券和上市管理試行辦法》) (the "**Overseas Listing Trial Measures**") and five supporting guidelines, which took effect on March 31, 2023. According to the Overseas Listing Trial Measures, we, as a PRC domestic company seeking to [REDACTED] and [REDACTED] securities in overseas markets, are required to file with the CSRC within three working days after submitting the [REDACTED] application documents to the overseas supervisory authorities. In addition, pursuant to the Overseas Listing Trial Measures, issuers are also required to submit subsequent reports to the CSRC on relevant information or material events, such as change of control or voluntary or forced delisting of the issuers who have completed overseas offerings and listings.

On February 24, 2023, the CSRC, the MOF, the National Administration of State Secrets Protection of the PRC, and the National Archives Administration of the PRC published the *Provisions on Strengthening Confidentiality and Archives Administration of Overseas Securities Offering and Listing by Domestic Companies* (《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》) (the "**Archives Rules**"), which came into effect on March 31, 2023. The Archives Rules require that, in relation to the overseas securities offering and listing activities of domestic enterprises, either in direct or indirect form, such domestic enterprises, as well as securities companies and securities service institutions providing relevant securities services, are required to strictly comply with relevant requirements on confidentiality and archives management, establish a sound confidentiality and archives system, and take necessary measures to implement their

confidentiality and archives management responsibilities. The interpretation and implementation of the Overseas Listing Trial Measures and the Archives Rules may keep evolving, failure to comply with which may materially affect our business, results of operations or financial conditions.

**We may be subject to the approval, filing or other requirements of the CSRC or other PRC governmental authorities in connection with future capital raising activities.**

We cannot assure you that any new rules or regulations promulgated in the future will not impose additional requirements or restrictions on us or our financing activities. If it is determined in the future that approval from or filing with the CSRC or other regulatory authorities or other procedures are required, we may fail to obtain such approval, perform such filing procedures or meet such other requirements in a timely manner or at all. We may face sanctions by the CSRC or other PRC regulatory authorities for failure to seek CSRC approval or other government authorization, or perform filing procedures, for our future financing activities, and these regulatory authorities may impose fines and penalties on us, limit our operating activities in the PRC, limit our ability to pay dividends outside the PRC, delay or restrict the repatriation of the proceeds from such future financing activities into the PRC or take other actions to restrict our financing activities, which could have a material and adverse effect on our financial conditions and business prospects.

**We are subject to the currency exchange regulatory system.**

We expect that a large portion of our revenue will be denominated in Renminbi. A portion of our revenue may be converted into or from other currencies in order to meet our foreign currency obligations. For example, we need to obtain foreign currency to make payments of declared dividends, if any, on our H Shares. Under the existing PRC laws and regulations on foreign exchange, following the completion of the [REDACTED], we will be able to make dividend payments in foreign currencies by complying with certain procedural requirements and without prior approval from SAFE.

Fluctuations in the exchange rate of Renminbi against Hong Kong dollar, U.S. dollars and other foreign currencies are affected by, among other things, the changes in domestic and international political, economic conditions and monetary policies. The [REDACTED] from the [REDACTED] will be received in Hong Kong dollars. As a result, any appreciation of the Renminbi against the U.S. dollars, the Hong Kong dollar or any other foreign currencies may result in the decrease in the value of our [REDACTED] from the [REDACTED]. Conversely, any depreciation of the Renminbi may adversely affect the value of, and any dividends payable on, our H Shares in foreign currency. In addition, there are limited instruments available for us to reduce our foreign currency risk exposure at reasonable costs. There can be no assurance that our business, financial condition and results of operations would not be adversely affected by the fluctuation in exchange rates in the future.

Any of these factors could materially and adversely affect our business, financial condition, results of operations and prospects, and could reduce the value of, and dividends payable on, our H Shares in foreign currency terms.

**The preferential tax treatments granted by the PRC government may become unavailable.**

Some of our PRC subsidiaries enjoyed preferential tax treatments during the Track Record Period. We cannot assure you that we will continue to be eligible to receive such local government tax refunds or subsidies or that amount of such refunds or subsidies will not be reduced in the future. Our ability to continue enjoying local government tax refunds or subsidies is subject to changes in national or local policies that affect the validity of our agreements, and may be affected by the termination of, or amendments to, such agreements for reasons beyond our control. We cannot assure you that we will be able to enter into new agreements with local government authorities that provide local government tax refunds or subsidies to us on similar terms. Any increase in the enterprise income tax rate applicable to our PRC subsidiaries in China, or any discontinuation,

retroactive or reduction or refund of any of the preferential tax treatments, or any significant decrease in or termination of such local government tax refunds or subsidies currently enjoyed by our PRC subsidiaries in China, could adversely affect our financial condition.

**Payment of dividends is subject to conditions under the PRC laws.**

Dividends may be paid only out of distributable profits pursuant to the stipulation of the PRC laws. Distributable profits are defined as our profits after taxes as determined under the PRC GAAP or the IFRS Accounting Standards (whichever is lower) less any recovery of accumulated losses and appropriations to statutory and other reserves that we are required to make. As a result, we may not have sufficient, if any, distributable profits to enable us to make dividend distributions to our Shareholders in the future, including periods for which our financial statements indicate that our operations have been profitable. Any distributable profits not distributed in a given period are retained and available for distribution in subsequent periods.

Moreover, as the calculation of distributable profits under the PRC GAAP is different from the calculation under the IFRS Accounting Standards in multiple respects, our subsidiaries may not have distributable profits as determined under the PRC GAAP, even if they have profits for that period as determined under the IFRS Accounting Standards, or vice versa. Accordingly, we may not receive sufficient distributions from our subsidiaries.

Failure by our subsidiaries to pay dividends to us could adversely affect our cash flow and our ability to make dividend distributions to our Shareholders in the future, including those periods in which our financial statements indicate that our operations have been profitable.

**RISKS RELATING TO THE [REDACTED]**

**There has been no prior public market for our H Shares, and the liquidity and [REDACTED] price of our H Shares following the [REDACTED] may be volatile.**

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

In addition, the [REDACTED] price and [REDACTED] volume of our H Shares may be subject to significant volatility in response to various factors beyond our control, including: (i) developments in the digital and intelligent cold chain agricultural products sales market; (ii) developments in laws and regulations in regions where we operate; (iii) political, economic, financial and social developments in regions where we operate and in the global economy; (iv) variations in our operating results; (v) unexpected business interruptions resulting from natural disasters or outbreaks of contagious diseases; (vi) additions to or departures of, our executive officers and other members of our senior management; (vii) changes in financial estimates by securities analysts; (viii) announcements made by us or our competitors; (ix) investors' perception of us and of the investment environment in regions where we operate; (x) changes in pricing made by us or our competitors; (xi) acquisitions by us or our competitors; (xii) the depth and liquidity of the market for our H Shares; and (xiii) release or expiry of lock up or other transfer restrictions on our H Shares or sales or perceived sales of H Shares by us or other Shareholders.

Moreover, the capital market has ever and again experienced significant price and trading volume fluctuations that were unrelated or not directly related to the operating performance of the underlying companies in the market. It is possible that our H Shares may be subject to changes in price not directly related to our performance and as a result, investors in our H Shares may suffer substantial losses.

**The conversion of Unlisted Shares into H Shares could increase the supply of H Shares in the market, which may negatively impact the [REDACTED] price of H Shares.**

According to the stipulations by the CSRC and the Articles of Association, our Unlisted Shares may be converted into H Shares and such converted H Shares may be [REDACTED] or [REDACTED] on an overseas stock exchange, provided that prior to the conversion and [REDACTED] of such converted shares, the requisite internal approval processes have been duly completed and the filing with the CSRC has been duly completed. In addition, such conversion, [REDACTED] and [REDACTED] must comply with the regulations prescribed by the CSRC and the regulations, requirements and procedures prescribed by the relevant overseas stock exchange. We can apply for the [REDACTED] of all or any portion of our Unlisted Shares on the Hong Kong Stock Exchange as H Shares in advance of any proposed conversion to ensure that the conversion process can be completed promptly upon notice to the Hong Kong Stock Exchange and delivery of shares for entry on the [REDACTED]. This could cause an increase in the supply of H Shares in the market, and future sales, or perceived sales, of the converted H Shares may adversely affect the [REDACTED] of H Shares.

**Our Controlling Shareholders hold a relatively low percentage of our Shares, and potential changes in our Shareholder composition may affect our corporate governance and business stability.**

Immediately following completion of the [REDACTED] and assuming the [REDACTED] is not exercised and excluding Shares issuable upon the conversion of any outstanding convertible securities, our Controlling Shareholders will hold approximately [REDACTED]% of the issued share capital of our Company. As a result, our Controlling Shareholders may not have sufficient voting power to maintain stable control over the Company in all circumstances.

Potential changes in our Shareholder composition, including changes in the shareholding interests of our Controlling Shareholders, may affect the stability of our corporate governance structure and decision-making processes. The interests of our Controlling Shareholders may not always be aligned with the interests of our other Shareholders. It is possible that differences in objectives or priorities could influence strategic decisions, corporate actions or transactions in a manner that may not be consistent with the interests of all Shareholders.

In addition, changes in control or influence over the Company, whether actual or perceived, could create uncertainty among our employees, customers, suppliers and business partners, which may adversely affect our operations and business stability. Any such developments could have a material adverse effect on our business, financial condition, results of operations and prospects.

**As the [REDACTED] of our H Shares is higher than the consolidated net tangible assets per Share immediately prior to the [REDACTED], purchasers of our H Shares in the [REDACTED] may experience an immediate dilution.**

Our existing Shareholders will [receive an increase] in the [REDACTED] adjusted consolidated net tangible asset value per Share of their H Shares. In addition, purchasers of our H Shares may experience further dilution of their shareholdings if we issue additional H Shares pursuant to the exercise of the [REDACTED].

To expand our business, we may consider [REDACTED] and issuing additional H Shares in the future. Purchasers of the [REDACTED] may experience dilution in the net tangible assets value per Share of their H Shares if we issue additional H Shares in the future at a price which is lower than the net tangible assets value per Share at that time.

# RISK FACTORS

**Future sales or perceived sales of substantial amounts of our securities in the [REDACTED] market, including any future [REDACTED] in the PRC, could have a material adverse effect on the prevailing [REDACTED] price of our H Shares and our ability to raise additional capital in the future, or may result in dilution of your shareholdings.**

Future sales of substantial amounts of our H Shares or other securities relating to our H Shares in the public market, or the issuance of new H Shares or other securities relating to our H Shares, or the perception that such sales or issuances may occur could all cause a decline in the [REDACTED] price of our H Shares. Future sales, or perceived sales, of substantial amounts of our securities or other securities relating to our H Shares, including part of any future [REDACTED], could also materially and adversely affect the prevailing [REDACTED] price of our H Shares and our ability to raise capital in the future at a time and at a price which we deem appropriate.

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

Our management will have broad discretion over the use of the [REDACTED] from the [REDACTED]. Although we currently intend to apply the [REDACTED] for the purposes described in the section headed "Future Plans and Use of [REDACTED]" in this document, such plans are based on our current business strategies, market conditions and assumptions, and may be subject to change in response to evolving business needs, market conditions or other factors beyond our control.

As a result, the [REDACTED] may be used in ways that differ from investors' expectations or preferences, and such uses may not yield the anticipated benefits or returns. There can be no assurance that the application of the [REDACTED] will enhance our business performance or create shareholder value. Any failure to effectively utilize the [REDACTED] could adversely affect our business, financial condition, results of operations and prospects.

**We may not pay any dividends on our H Shares.**

We cannot guarantee when and in what form dividends will be paid on our H Shares following the [REDACTED]. The declaration of dividends is proposed by the Board and is based on, and limited by, various factors, including without limitation, our business and financial performance, capital and regulatory requirements, and general business conditions. We may not have sufficient or any profits to enable us to make dividend distributions to our Shareholders in the future, even if our financial statements indicate that our operations have been profitable. See "Financial Information — Dividends and Dividend Policy" for details.

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

We have derived certain facts and other statistics in this document, particularly the section headed "Industry Overview," from information provided by the government. The information from official government sources has not been prepared or independently verified by us or any other parties involved in the [REDACTED], or any of our or their respective directors, affiliates, senior management, representatives or advisors, and, therefore, we cannot assure you as to the accuracy and reliability of such facts and statistics from official government sources, which may not be consistent with other information compiled inside or outside the PRC. You should consider carefully how much weight or importance you should attach to or place on such information or statistics.

**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 pro forma information and other matters.

# RISK FACTORS

The words "will," "would," "estimate," "expect," "anticipate," "plan," "aim," "going forward," "believe," "may," "intend," "ought to," "continue," "project," "should," "seek," "potential" and the negative of these words 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 forecasts and 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 consequence, 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.

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

The [REDACTED] for our H Shares will be influenced by research or reports that industry or securities analysts publish about us or our business. If one or more analysts who cover us downgrade our H Shares or publish negative opinions about us, the [REDACTED] price for our H Shares would likely decline regardless of the accuracy of the information. If one or more of these analysts cease coverage of us or fail to regularly publish reports on us, we could lose visibility in the financial markets, which in turn could cause the [REDACTED] or [REDACTED] of our H Shares to decline.

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

We strongly caution you to read the entire document carefully, rather than relying on any information contained in press articles or other media regarding us or the [REDACTED]. Prior to the publication of this document, there may have been and there may also 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]. Such press and media coverage may include references to certain information that does not appear in this document, including certain operating and financial information and projections, valuations and other information. We have not authorized the disclosure of any such information in the press or media and do not accept any responsibility for any such press or media coverage or the accuracy or completeness of any such information or publication. We make no representation as to the appropriateness, accuracy, completeness or reliability of any such information or publication. To the extent that any such information is inconsistent or conflicts with the information contained in this document, we disclaim responsibility for it, and you should not rely on such information.

# WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES

In preparation for the [REDACTED], our Company has applied for the following waivers from strict compliance with the relevant provisions of the Listing Rules.

## WAIVER IN RELATION TO MANAGEMENT PRESENCE IN HONG KONG

Pursuant to Rule 8.12 of the Listing Rules, we must have a sufficient management presence in Hong Kong. This normally means that at least two of our executive Directors must be ordinarily resident in Hong Kong. Rule 19A.15 of the Listing Rules further provides that the requirement in Rule 8.12 of the Listing Rules may be waived by having regard to, among other considerations, our arrangements for maintaining regular communication with the Stock Exchange.

In addition, the Guide for New Listing Applicants provides that the listing applicant should normally have the following arrangements for maintaining regular communication with the Stock Exchange for the purpose of its granting waiver from strict compliance with the requirements under Rule 8.12 of the Listing Rules: (a) the authorized representatives of the listing applicant will act as the principal channel of communication with the Stock Exchange; (b) the authorized representatives of the listing applicant should have means for contacting all its directors promptly at all times as and when the Stock Exchange wishes to contact the directors on any matters; (c) each director of the listing applicant who is not ordinarily resident 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; (d) the compliance advisor(s) of the listing applicant will act as an additional channel of communication with the Stock Exchange; and (e) each director of the listing applicant will provide their respective mobile phone numbers, office phone numbers, email addresses and fax numbers to the Stock Exchange.

Since substantially all of our business operations are managed and conducted outside Hong Kong, and all of our executive Directors ordinarily reside in the PRC, we do not have, and for the foreseeable future will not have, sufficient management presence in Hong Kong for the purpose of satisfying the requirement under Rule 8.12 and Rule 19A.15 of the Listing Rules. The Directors consider that either by means of relocation of our existing executive Directors or appointment of additional executive Directors who will be ordinarily resident in Hong Kong would not be beneficial to, or appropriate for, our Group and therefore would not be in the best interests of our Company and the Shareholders as a whole. Accordingly, we have applied for, and the Stock Exchange [has granted], a waiver from strict compliance with the requirements under Rule 8.12 and Rule 19A.15 of the Listing Rules base on the following grounds:

(a) we have appointed Ms. Shi Haizhen (師海珍) and Ms. Ho Sze Wah Cecilia (何詩華) as our authorized representatives for the purposes of Rule 3.05 of the Listing Rules to serve as our principal channel of communication with the Stock Exchange. We have provided the Stock Exchange with their contact details, and they will be available to meet with the Stock Exchange within a reasonable period of time upon the request of the Stock Exchange and will be readily contactable by telephone, facsimile and email;

(b) as and when the Stock Exchange wishes to contact our Directors on any matters, each of our authorized representatives will have means to contact all of our Directors promptly at all times. We will implement measures such that (i) each Director must provide his or her mobile phone number, office phone number, facsimile number and email address to our authorized representatives and the Stock Exchange; and (ii) in the event that a Director expects to travel or otherwise be out of office, he or she will provide the phone number of the place of his or her accommodation to our authorized representatives. We have provided the Stock Exchange with the contact details of each Director to facilitate communication with the Stock Exchange;

(c) each Director who is not an ordinary resident 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 of time, if required;

(d) we have appointed Shenwan Hongyuan Capital (H.K.) Limited as our compliance advisor pursuant to Rule 3A.19 of the Listing Rules, which will act as our additional and alternative channel of communication with the Stock Exchange for a period commencing on the [REDACTED] and ending 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 immediately after the [REDACTED], and its representative(s) will be fully available to answer enquiries from the Stock Exchange. Our compliance advisor will advise our Company on on-going compliance requirements and other issues arising under the Listing Rules and other applicable laws and regulations in Hong Kong after the [REDACTED], and will have access at all times to our authorized representatives, our Directors and the other senior management of our Company to ensure that it is in a position to provide prompt responses to any queries or requests from the Stock Exchange in respect of our Company; and

(e) any meeting between the Stock Exchange and our Directors will be arranged through our authorized representatives or compliance advisor or directly with our Directors within a reasonable time frame. We will inform the Stock Exchange promptly in respect of any changes in our authorized representatives or compliance advisor.

**WAIVER IN RELATION TO APPOINTMENT OF JOINT COMPANY SECRETARIES**

Pursuant to Rule 8.17 of the Listing Rules, our Company must appoint a company secretary who satisfies the requirement under Rule 3.28 of the Listing Rules. Rule 3.28 of the Listing Rules provides that a company secretary must be 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. Note 1 to Rule 3.28 of the Listing Rules further provides that the Stock Exchange considers the following academic or professional qualifications to be acceptable:

(a) a member of The Hong Kong Chartered Governance Institute;

(b) a solicitor or barrister as defined in the Legal Practitioners Ordinance (Chapter 159 of the Laws of Hong Kong); or

(c) a certified public accountant as defined in the Professional Accountants Ordinance (Chapter 50 of the Laws of Hong Kong).

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 listing applicant and other issuers and the roles he/she played;

(b) familiarity with the Listing Rules and other relevant law and regulations including the SFO, the Companies Ordinance, 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.

In addition, the Guide for New Listing Applicants provides that the waiver from strict compliance with Rule 3.28 of the Listing Rules, if granted, will be for a fixed period of time and on the following conditions: (a) the proposed company secretary must be assisted by a person who possesses the qualifications or experience as required under Rule 3.28 of the Listing Rules and is appointed as a joint company secretary throughout the waiver period; and (b) the waiver will be revoked if there are material breaches of the Listing Rules by our Company.

# WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES

We have appointed Ms. Shi Haizhen ("**Ms. Shi**") as one of the joint company secretaries on December 30, 2025. Ms. Shi joined our Group as the secretary to the Board and is our executive Director, primarily responsible for our Group's information disclosure and Board affairs. Ms. Shi has accumulated abundant knowledge about the business operations and governance of corporations of our Group with a strong recognition of our corporate culture. By virtue of her position and familiarity with our Group, Ms. Shi has worked closely with our Directors and thus possessed a thorough understanding of matters concerning the Board and its operations. As such, our Directors believe that Ms. Shi is a suitable person to act as the company secretary of our Company.

However, Ms. Shi does not possess the specified qualifications strictly required by Rule 3.28 and Rule 8.17 of the Listing Rules. As a result, we have appointed Ms. Ho Sze Wah Cecilia ("**Ms. Ho**"), who meets the requirements under Rule 3.28 and Rule 8.17 of the Listing Rules, to act as the other joint company secretary and to assist Ms. Shi in the compliance matters for the [REDACTED] as well as other Hong Kong regulatory requirements for an initial period of three years from the [REDACTED]. Over such period, we will implement the following measures to assist Ms. Shi to satisfy the requisite qualifications as prescribed in Rules 3.28 and 8.17 of the Listing Rules:

(a) Ms. Ho will assist Ms. Shi to enable her to discharge her duties and responsibilities as a joint company secretary of our Company. Given Ms. Ho's relevant experiences, she will be able to advise both Ms. Shi and us on the relevant requirements of the Listing Rules as well as other applicable laws and regulations of Hong Kong;

(b) Ms. Shi will be assisted by Ms. Ho for an initial period of three years commencing from the [REDACTED], which should be sufficient for her to acquire the requisite knowledge and experience under Rule 3.28 of the Listing Rules;

(c) we will ensure that Ms. Shi has access to the relevant trainings and support to enable her to familiarize herself with the Listing Rules and the duties required of a company secretary of a Hong Kong [REDACTED] company, and Ms. Shi has undertaken to attend such trainings;

(d) Ms. Ho will communicate with Ms. Shi on a regular basis regarding matters in relation to corporate governance, the Listing Rules as well as other applicable laws and regulations of Hong Kong which are relevant to our operations and affairs. Ms. Ho will work closely with and provide assistance to Ms. Shi with a view to discharging her duties and responsibilities as a company secretary, including but not limited to organizing the Board meetings and Shareholders' meetings; and

(e) pursuant to Rule 3.29 of the Listing Rules, Ms. Shi and Ms. Ho will also attend in each financial year no less than 15 hours of relevant professional training courses to familiarize themselves with the requirements of the Listing Rules and other legal and regulatory requirements of Hong Kong. Both Ms. Shi and Ms. Ho will be advised by our legal advisors as to Hong Kong laws and our compliance advisor as and when appropriate and required.

Accordingly, we have applied for, and the Stock Exchange [has granted], a waiver from strict compliance with the requirements of Rules 3.28 and 8.17 of the Listing Rules for an initial period of three years from the [REDACTED], in accordance with the Guide for New Listing Applicants published by the Stock Exchange, on the conditions that (i) we engage Ms. Ho as our joint company secretaries, who possesses the qualifications and experience as required under Rule 3.28 of the Listing Rules and will provide assistance to Ms. Shi during this period; and (ii) the waiver can be revoked immediately if Ms. Ho ceases to provide assistance to Ms. Shi or there are material breaches of the Listing Rules by our Company. Before the end of the three-year period, our Company must demonstrate and seek the Stock Exchange's confirmation that Ms. Shi, having had the benefit of Ms. Ho'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.

# INFORMATION ABOUT THIS DOCUMENT AND THE [REDACTED]

[REDACTED]

# 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 | Address | Nationality |
|---|---|---|
| ***Executive Directors*** | | |
| Mr. Chen Binbin<br>(陳彬彬) | No. 16, Lane 57<br>Hexin East Road<br>Hongqiao Town<br>Yueqing, Zhejiang Province<br>PRC | Chinese |
| Mr. Shi Weiqi<br>(史偉琦) | Room 603, Unit 1, Tower A<br>Lv Hai Wan Garden<br>No. 1188, Shenzhen Bay Section<br>Houhai Bin Road<br>Nanshan District<br>Shenzhen, Guangdong Province<br>PRC | Chinese |
| Mr. Jiang Jundong<br>(江俊東) | Room 102<br>No. 23, Lane 789 Gaojing Road<br>Qingpu District<br>Shanghai<br>PRC | Chinese |
| Ms. Shi Haizhen<br>(師海珍) | Room 110<br>No. 2-1, Langshan Road<br>Nanshan District<br>Shenzhen, Guangdong Province<br>PRC | Chinese |
| ***Non-executive Directors*** | | |
| Mr. Dai Wei<br>(戴偉) | Room 802, Building 1<br>A2 Courtyard,<br>Maliandao East Street<br>Xicheng District<br>Beijing<br>PRC | Chinese |
| Mr. Tang Hualin<br>(唐華林) | Room 201, Building 22<br>Dongfang Meigui Garden<br>Xiangmei Road<br>Futian District<br>Shenzhen, Guangdong Province<br>PRC | Chinese |
| ***Independent non-executive Directors*** | | |
| Dr. Wang Jiwei<br>(王紀偉) | 56 Trevose Crescent<br>#02–05<br>Singapore 298088 | Singaporean |

# DIRECTORS AND PARTIES INVOLVED IN THE [REDACTED]

| Name | Address | Nationality |
|---|---|---|
| Dr. Zhou Weihua<br>(周偉華) | No. 101, Unit 1, Building 9<br>East Area of Sunshine Place Garden<br>Zijinghua Road<br>Sunshine Community<br>Wenxin Sub-district, Xihu District<br>Hangzhou, Zhejiang Province<br>PRC | Chinese |
| Mr. Chung Hung Hing<br>(鐘鴻興) | Flat B, 7/F<br>Tower 6, Palm Cove<br>168 Castle Peak Road<br>Tuen Mun, New Territories<br>Hong Kong | Chinese |

For further information regarding our Directors, see "Directors and Senior Management."

# DIRECTORS AND PARTIES INVOLVED IN THE [REDACTED]

## PARTIES INVOLVED IN THE [REDACTED]

| | |
|---|---|
| **Sole Sponsor** | **Shenwan Hongyuan Capital (H.K.) Limited**<br>Level 6, Three Pacific Place<br>1 Queen's Road East<br>Hong Kong |
| [REDACTED] | [REDACTED] |
| **Legal Advisors to our Company** | *As to Hong Kong laws*<br>**Tian Yuan Law Firm LLP**<br>Suites 3304–3309, 33/F<br>Jardine House<br>One Connaught Place<br>Central<br>Hong Kong<br><br>*As to PRC laws*<br>**Commerce & Finance Law Offices**<br>12–15th Floor<br>China World Office 2<br>No. 1 Jianguomenwai Avenue<br>Beijing, 100004<br>China |
| **Legal Advisors to the Sole Sponsor and [REDACTED]** | *As to Hong Kong laws*<br>[REDACTED]<br><br>*As to PRC laws*<br>**Han Kun Law Offices**<br>20/F, Kerry Plaza Tower 3<br>1–1 Zhongxinsi Road<br>Futian District<br>Shenzhen 518048<br>Guangdong Province<br>PRC |
| **Auditor and Reporting Accountants** | **SHINEWING (HK) CPA Limited**<br>*Certified Public Accountants*<br>17/F, Chubb Tower<br>Windsor House<br>311 Gloucester Road<br>Causeway Bay<br>Hong Kong |

# DIRECTORS AND PARTIES INVOLVED IN THE [REDACTED]

| | |
|---|---|
| **Industry Consultant** | **Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.**<br>Suite 2504<br>Wheelock Square<br>1717 Nanjing West Road<br>Jiang'an District<br>Shanghai<br>PRC |
| **Compliance Advisor** | **Shenwan Hongyuan Capital (H.K.) Limited**<br>Level 6, Three Pacific Place<br>1 Queen's Road East<br>Hong Kong |
| [REDACTED] | [REDACTED] |

# CORPORATE INFORMATION

| | |
|---|---|
| **Registered Office** | Room 1801<br>COFCO Asia Pacific Building<br>No. 5289 Menghai Avenue<br>Nanshan Street<br>Qianhai Shenzhen-Hong Kong Cooperation Zone<br>Shenzhen, Guangdong Province<br>PRC |
| **Headquarters and Principal Place of Business in the PRC** | Room 1801<br>COFCO Asia Pacific Building<br>No. 5289 Menghai Avenue<br>Nanshan Street<br>Qianhai Shenzhen-Hong Kong Cooperation Zone<br>Shenzhen, Guangdong Province<br>PRC |
| **Principal Place of Business in Hong Kong** | 46/F, Hopewell Centre<br>183 Queen's Road East<br>Wan Chai<br>Hong Kong |
| **Company's Website** | **www.yshlw.com**<br>*(the information contained on the website does not form part of this document)* |
| **Joint Company Secretaries** | **Ms. Shi Haizhen (師海珍)**<br>Room 110<br>No. 2-1, Langshan Road<br>Nanshan District<br>Shenzhen, Guangdong Province<br>PRC<br><br>**Ms. Ho Sze Wah Cecilia (何詩華)**<br>*(Associate member of The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom)*<br>46/F, Hopewell Centre<br>183 Queen's Road East<br>Wan Chai<br>Hong Kong |
| **Authorized Representatives** | **Ms. Shi Haizhen (師海珍)**<br>Room 110<br>No. 2-1, Langshan Road<br>Nanshan District<br>Shenzhen, Guangdong Province<br>PRC<br><br>**Ms. Ho Sze Wah Cecilia (何詩華)**<br>*(Associate member of The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom)*<br>46/F, Hopewell Centre<br>183 Queen's Road East<br>Wan Chai<br>Hong Kong |

# CORPORATE INFORMATION

| | |
|---|---|
| **Audit Committee** | Dr. Wang Jiwei (王紀偉) *(Chairperson)*<br>Dr. Zhou Weihua (周偉華)<br>Mr. Tang Hualin (唐華林) |
| **Remuneration and Appraisal Committee** | Dr. Zhou Weihua (周偉華) *(Chairperson)*<br>Mr. Chung Hung Hing (鐘鴻興)<br>Mr. Jiang Jundong (江俊東) |
| **Nomination Committee** | Dr. Zhou Weihua (周偉華) *(Chairperson)*<br>Dr. Wang Jiwei (王紀偉)<br>Ms. Shi Haizhen (師海珍) |
| **Strategy Committee** | Mr. Chen Binbin (陳彬彬) *(Chairperson)*<br>Mr. Dai Wei (戴偉)<br>Dr. Zhou Weihua (周偉華) |
| [REDACTED] | [REDACTED] |
| **Principal Banks** | **Bank of China Limited**<br>**Shenzhen Qianhaiwan Sub-branch**<br>1/F, Trading Center<br>Qianhai Enterprise Residence, Special Zone Pavilion<br>No. 63 Qianwan 1st Road<br>Qianhai Shenzhen-Hong Kong Cooperation Zone<br>Shenzhen, Guangdong Province<br>PRC |
| | **China Construction Bank**<br>**Corporation Shenzhen Shahe Sub-branch**<br>1/F, CCB Building<br>Baishizhou, Shahe<br>Nanshan District<br>Shenzhen, Guangdong Province<br>PRC |

# INDUSTRY OVERVIEW

*The information and statistics set out in this section and other sections of this document were extracted from the report prepared by Frost & Sullivan, which was commissioned by us, and from various official government publications and other publicly available publications. We engaged Frost & Sullivan to prepare the Frost & Sullivan Report, an independent industry report, in connection with the [REDACTED]. The information from official government sources has not been independently verified by us, the Sole Sponsor, the [REDACTED], the [REDACTED], the [REDACTED], the [REDACTED], the [REDACTED], any of their respective directors and advisors, or any other persons or parties involved in the [REDACTED], and no representation is given as to its accuracy.*

## SOURCES OF THE INDUSTRY INFORMATION

We commissioned Frost & Sullivan to analyse and prepare a report regarding digital and intelligent cold chain agricultural products sales market in China during the period of 2021 to 2030. Frost & Sullivan is an independent global consulting firm, which was founded in 1961 in New York, offering industry research and market strategies and provides growth consulting and corporate training. We agreed to pay a commission fee of RMB850,000 to Frost & Sullivan pursuant to a service agreement reached by arm's length negotiation. Except as otherwise noted, all the data and forecasts contained in this section are derived from the Frost & Sullivan Report.

In preparing for the report, Frost & Sullivan conducted both primary and secondary research and relied on various sources. The primary research was conducted via interviews with key industry experts and leading industry participants. The secondary research involved analysis of market data obtained from several publicly available data sources, such as National Bureau of Statistics, Ministry of Transport, Cold Chain Logistics Committee of China Federation of Logistics & Purchasing ("**CFLP**") and other industrial associations. The market projections in the Frost & Sullivan Report are based on the following key assumptions: (i) the overall social, economic, and political environment in China are expected to remain stable during the forecast period; (ii) China's economic and industrial development are likely to maintain a steady growth in the forecast period; (iii) related industry key drivers are likely to drive the growth of digital and intelligent cold chain agricultural products sales in China in the forecast period, such as advances in agricultural cold chain information technologies, consumption upgrading and growing demand for traceability, etc.; and (iv) there is no extreme force majeure or industry regulation in which the market may be affected dramatically or fundamentally.

Our Directors confirm that, to the best of their knowledge, after making reasonable inquiries and exercising reasonable care, there is no material adverse change in the market information since the date of the relevant data contained in the Frost & Sullivan Report which may qualify, contradict or have an impact on the information in this section.

## OVERVIEW OF CHINA'S AGRICULTURAL PRODUCTS COLD CHAIN MARKET

### Definition of Agricultural Products Cold Chain

The agricultural products cold chain refers to a temperature-controlled supply chain system designed for perishable agricultural products, including vegetables, fruits, livestock and poultry products, and aquatic products. Throughout post-harvest handling, processing, storage, transportation, distribution, and retail stages, products are kept under appropriate low-temperature conditions to maintain freshness and quality, reduce losses, and minimize risks of contamination.

### The Cold Storage Capacity in China

In recent years, the cold chain system in China has significantly improved, supported by policy incentives, expansion of cold storage and logistics capacity, and increasing consumer demand for fresh and higher-quality products. The cold storage capacity in China increased from 196.0 million cubic meters in 2021 to 267.0 million cubic meters in 2025, reflecting a CAGR of 8.0% from 2021 to

2025. Looking ahead, against the backdrop of de-stocking in cold storage, new cold storage construction is expected to become more rational, with the growth rate of cold storage capacity moderating compared with previous years. As a result, the cold storage capacity in China is projected to continue expanding from 2025 to 2030, reaching 338.6 million cubic meters in 2030, representing a CAGR of 4.9% from 2025 to 2030.

**The Market Size of Agricultural Products Cold Chain in China**

The total revenue of the agricultural products cold chain market in China increased from RMB430.8 billion in 2021 to RMB531.9 billion in 2025, with a CAGR of 5.4% from 2021 to 2025. Driven by trends such as the upgrading of service systems toward integration and collaboration and the continuous expansion of the cold chain network, the agricultural products cold chain market is expected to continue growing. In 2030, the total revenue of the agricultural products cold chain market in China is expected to reach RMB634.0 billion, with a CAGR of 3.6% from 2025 to 2030.

## THE COLD CHAIN AGRICULTURAL PRODUCTS SALES MARKET IN CHINA

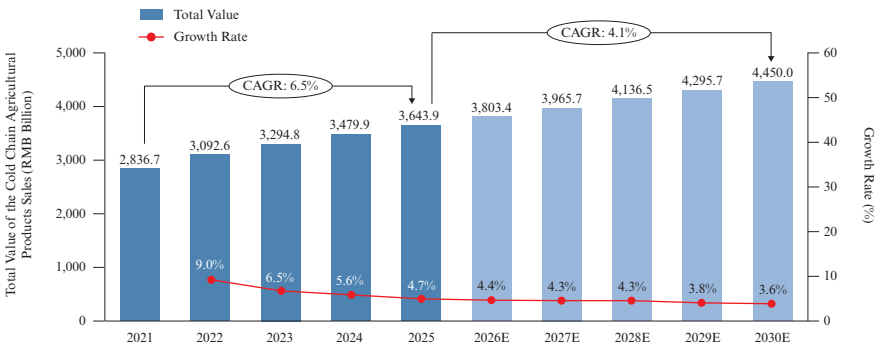
**Definition of Cold Chain Agricultural Products Sales Market**

China's cold chain agricultural products sales market refers to the market formed by the commercial circulation and sales of perishable agricultural products that require temperature-controlled environments to maintain quality and safety throughout the distribution process. This market definition excludes cold-chain logistics fulfilment services, such as warehousing, transportation and delivery.

**The Market Size of Cold Chain Agricultural Products Sales in China**

The cold chain agricultural products sales market includes trading and sales activities involving agricultural products with cold chain requirements that operate under a "procure first, sell later" model, and excludes "self-production and self-sales" model. The total value of cold chain agricultural products sales market in China increased from RMB2,836.7 billion in 2021 to RMB3,643.9 billion in 2025, with a CAGR of 6.5% from 2021 to 2025. In 2030, the total value of cold chain agricultural products sales market in China is expected to reach RMB4,450.0 billion, with a CAGR of 4.1% from 2025 to 2030.

**Total Value of the Cold Chain Agricultural Products Sales (China), 2021–2030E**




*Source: NDRC, Cold Chain Logistics Committee of CFLP, Frost & Sullivan*

As the scale and diversity of cold chain agricultural product transactions continue to expand, the role of cold chain agricultural product sales operators has become increasingly prominent. By connecting upstream producers with fragmented downstream demand, such operators facilitate cross-regional circulation, support off-season supply and preserve product quality at the transaction stage. These functions help reduce loss rates and improved distribution efficiency in the circulation of perishable agricultural products.

**Market Drivers of Cold Chain Agricultural Products Sales in China**

***Rapid Growth of Online Agricultural Products E-commerce.*** In 2021, MOFCOM and other authorities issued the *"14th Five-Year Plan for the Development of E-commerce"* (*《「十四五」電子商務發展規劃》*), which supported the digitalization of agriculture and the development of rural e-commerce. Against this backdrop, online sales of agricultural products continued to grow, while instant delivery, front-warehouse operations and community group buying became more mature. In particular, instant delivery, characterized by high order frequency, small batch sizes and rapid fulfilment, raised requirements for freshness preservation and quality stability. As a result, cold storage, warehousing and cold chain transportation became increasingly important, supporting the growth of China's cold chain agricultural products sales market.

***Diversification of Product Offerings and Rising Consumer Expectations for Agricultural Product Quality and Safety.*** In recent years, rising household income and consumption upgrading in China have driven agricultural product consumption toward more diversified and fresher categories, such as fruits and vegetables, meat and poultry, and aquatic products. These agricultural products are typically characterized by relatively high moisture content and a relatively high susceptibility to spoilage. In general, cold chain logistics, through temperature-controlled storage, transportation, and distribution, helps preserve the freshness and nutritional of agricultural products, while reducing the risk of spoilage during circulation. Therefore, these products typically rely on cold chain logistics. As the range of fresh agricultural products continues to diversify, more fresh agricultural products are expected to require cold chain circulation, which is expected to expand the sales of cold chain agricultural products. From a consumer demand perspective, expectations for the quality and safety of agricultural products are further driving demand for high-quality cold chain agricultural products. This, in turn, encourages enterprises to increase investment in cold chain infrastructure and promotes the adoption of cold chain logistics in agricultural product sales channels. Therefore, these two factors jointly support the continued development of the cold chain agricultural products sales market.

***Favorable Policies Support.*** According to the *"Implementation Opinions on Further Optimizing the Development Environment and Promoting the Circulation of Fresh Agricultural Products" (《關於進一步優化發展環境促進生鮮農產品流通的實施意見》)* jointly issued by the NDRC and other authorities in 2020, the policy explicitly states support for enterprise facility development, including the active use of central budget investment funds to support the construction of urban and rural cold chain logistics infrastructure. In addition, the policy proposes the implementation of land use policies for agricultural product circulation and supports the development of fresh agricultural product public distribution centers in areas surrounding cities to provide distribution services for sales terminals. Specifically, through central budget investment, the policy provides financial support for enterprises to build supporting facilities related to cold chain logistics. It is expected to ease capital pressure in the construction of cold chain facilities and help enterprises expand the layout of the cold chain network. In terms of land use guarantee, the policy addresses difficulties in land acquisition and high land costs for cold chain warehouses and distribution centers. It is expected to help enterprises improve the cold chain circulation network, enhance the operational efficiency, and drive the growth of cold chain agricultural products sales market. Also, according to the "*15th Five-Year Plan (2026–2030)" (《十五五規劃(2026–2030)》,* the plan proposes to promote the transformation and upgrading of the agricultural products processing industry, strengthen the development of agricultural product markets and circulation networks, improve warehousing, preservation and cold chain logistics systems, and establish stable and controllable overseas supply channels. It also aims to advance the diversification of agricultural product imports, appropriately increase imports of high-quality products in short supply, and promote coordination between trade and domestic production. Relevant government policies have continued to support the development of cold chain infrastructure, the circulation of agricultural products and the expansion of import channels, thereby creating a more favorable environment for the growth of the cold chain agricultural products sales market. For example, Shenzhen introduced the "*Three-Year Action Plan for Enhancing Foreign Trade Quality and Efficiency — "Export Shenzhen" Special Measures" (《促進*

*外貿提質增效三年行動計劃 —「出口深圳」專項措施》)*. The plan explicitly supports the import of agricultural products, aquatic products and seafood. It also promotes the establishment of an integrated network combining direct overseas sourcing, cold chain logistics, as well as the development of integrated inspection and storage service platforms. In addition, the "*Operational Guidelines for Special Funds Supporting the High Quality Development of Modern Agriculture" (《支援現代農業高品質發展專項資金操作規程》)* also provide subsidies of up to RMB10.0 million for eligible agricultural product cold storage and warehousing projects, as well as rewards of up to RMB400,000 for eligible agricultural product distribution base operators.

**Future Trends of Cold Chain Agricultural Products Sales in China**

***Upgrading toward Integrated and Collaborative Service Systems.*** According to the *"No. 1 Central Document for 2025" (《2025年中央一號文件》)* issued on February 23, 2025, China is accelerating the development of modern agricultural product circulation networks and encouraging closer collaboration among supply chain participants. Enterprises are encouraged to integrate supply chain resources and strengthen cooperation with upstream and downstream partners to improve circulation efficiency and enhance coordination.

***Scenario- and Category-Based Service Models.*** Market participants are tailoring sales and fulfillment approaches to different application scenarios, such as online fresh food platforms, community group buying, and catering supply chains, while adopting differentiated management and quality control measures for various product categories such as fruits, vegetables, meat, and seafood. These practices support more consistent product quality and higher sales efficiency throughout the transaction cycle.

***Enhanced Cross-regional and Cross-border Capabilities***. Driven by global trade and supply chain restructuring, China's cold chain agricultural products sales market is strengthening its cross regional and cross border transaction capabilities. The development of overseas warehouses, international cold chain rail services and new land sea trade corridors is supporting centralized procurement and cross border circulation of agricultural products. At the same time, policy support, infrastructure upgrades and improving standards are creating favorable conditions for market expansion and sales model innovation.

**Competitive Landscape of China's Cold Chain Agricultural Products Sales Market**

China's cold chain agricultural products sales market is highly fragmented, the Company ranked among the top 51 to 100 market participants in 2025, with a market share of approximately 0.2% in China's cold chain agricultural products sales market.

## OVERVIEW OF CHINA'S DIGITAL AND INTELLIGENT COLD CHAIN AGRICULTURAL PRODUCTS SALES MARKET

**Definition of Digital and Intelligent Cold Chain Agricultural Products Sales**

Digital and intelligent cold chain agricultural products sales market refers to a market that involves the sales of cold chain agricultural products supported by digital and intelligent technologies, including transaction facilitation, procurement, and wholesale or retail operations. The market focuses on sales-oriented activities enabled by digital systems, covering enterprises participating in the commercial circulation of cold chain agricultural products.

In general, traditional cold chain agricultural products sales still largely rely on offline matching, where information is fragmented, and procurement and inventory decisions are often based on manual experience. This may result in longer procurement cycles, higher risks of supply-demand misalignment, and increased product losses due to inconsistent temperature control during storage and transportation.

By integrating digital and intelligent technologies into cold chain agricultural product sales, product and transaction information can be shared in real time, temperature conditions can be continuously monitored, and procurement and inventory decisions can be managed in a more timely and precise manner. As a result, digital and intelligent cold chain agricultural product sales enhance responsiveness, reduce product losses and strengthen control over transaction-related processes, providing a more data-enabled and technology-supported operating model compared with traditional sales practices.

The distinction between the digital and intelligent cold chain agricultural products sales market and the traditional cold chain agricultural products sales market is primarily based on whether digital and intelligent technologies are applied throughout the process.

| Comparison Dimension | Digital and Intelligent Cold Chain Agricultural Products Sales | Traditional Cold Chain Agricultural Products Sales |
|---|---|---|
| Core Operations | Driven by digitalization and intelligent technologies, with business operations coordinated through an integrated digital platform | Relies on manual experience and offline coordination for business operations |
| Information Acquisition | Enables real-time information collection through a digital platform | Mainly relies on offline communication and manual coordination, resulting in delayed information |
| Trading and Matching Mechanism | Enables online transaction matching through a digital improving supply-demand matching efficiency | Primarily depends on multi-tier distribution via offline wholesale markets |
| Procurement Decision-making | Leverages data-driven analysis of inventory, logistics and operational data to enable more refined procurement decisions | Mainly relies on historical experience with limited real-time data support |
| Operational Management and Monitoring | Managed through digital systems, enabling real-time monitoring and management across key circulation stages | Mainly relies on manual supervision and offline coordination |
| Supply Chain Coordination | Key participants across the supply chain are connected through digital platforms, enabling integrated coordination and information sharing | Participants across the supply chain operate relatively independently, with coordination primarily conducted through offline communication |

*Source: China Federation of Logistics and Purchasing, Frost & Sullivan*

**The Value Chain of Digital and Intelligent Cold Chain Agricultural Products Sales in China**

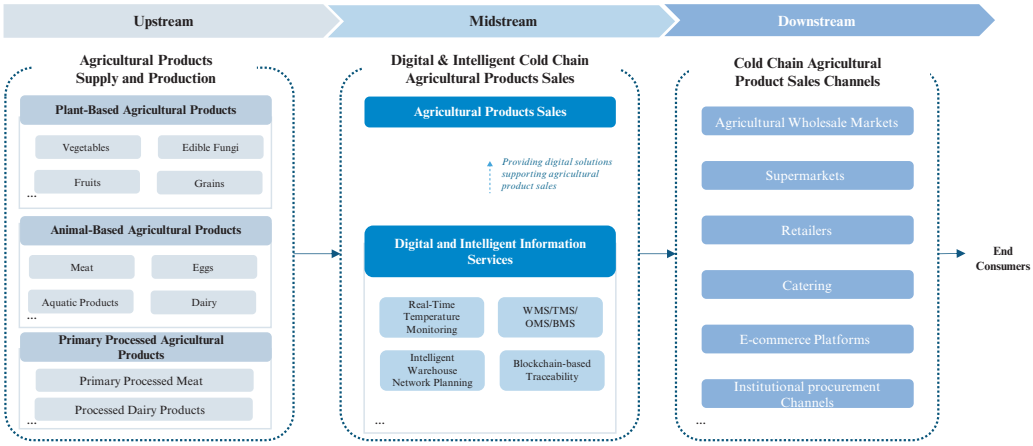
The value chain of China's digital and intelligent cold chain agricultural products sales market consists of three major segments: upstream agricultural products supply and production, midstream agricultural products sales and digital and intelligent information services, and downstream cold chain agricultural products sales channels.

The upstream segment covers the cultivation, breeding, supply and primary processing of a wide range of agricultural products, including plant- and animal-based products, as well as certain primary processed agricultural products that continue to be classified as agricultural products and are subject only to basic food safety-related preliminary treatment requirements. Following harvest or production, products are sorted, graded and handled in accordance with cold chain storage and transportation requirements, helping to preserve freshness and quality at the source. These products form the source categories traded in the digital and intelligent cold chain agricultural products sales market.

The midstream segment comprises agricultural products sales operators that facilitate supply-demand matching and the circulation of goods between production origins and downstream sales channels, as well as providers of digital and intelligent information services that support sales activities. Such services include systems such as Warehouse Management Systems ("WMS"), Transportation Management Systems ("TMS"), Order Management System ("OMS"), Billing Management System ("BMS"), which are used to support data collection, real-time monitoring, operational coordination and process optimization across sales-related activities. This segment also encompasses technologies such as real-time temperature monitoring, intelligent warehouse network planning and blockchain-based traceability, which provide data support and process optimization for agricultural sales. These digital solutions enhance data transparency and coordination efficiency across the value chain, while not directly involving warehousing, transportation or other logistics fulfilment activities.

The downstream segment consists of cold chain agricultural products sales channels, including agricultural wholesale markets, supermarkets, retailers, catering operators, e-commerce platforms and institutional buyers. Digital and intelligent systems are playing an increasingly important role in facilitating transactions, improving efficiency and enhancing visibility across these channels.

**Value Chain of Digital and Intelligent Cold Chain Agricultural Product Sales**




*Note:* The value chain is centred on cold chain agricultural products sales and includes the related digital and intelligent information services supporting sales-related activities.

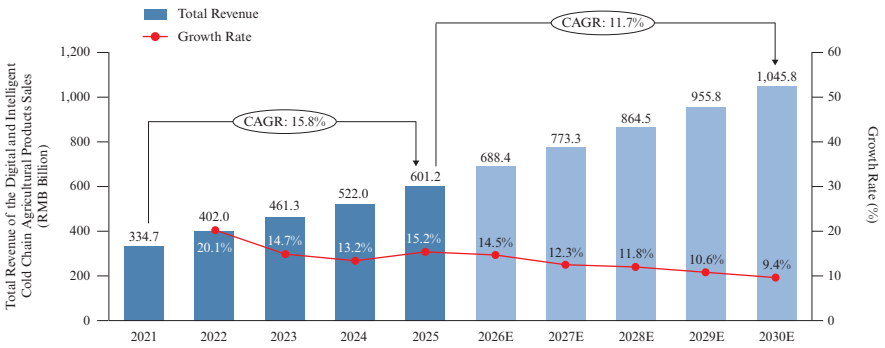
*Source: Frost & Sullivan*

**The Market Size of Digital and Intelligent Cold Chain Agricultural Products Sales in China**

Driven by rising requirements for timeliness, quality stability and fulfilment certainty in cold chain agricultural product transactions, the sales stage increasingly demands a high degree of coordination across procurement, inventory organization, logistics execution and transaction matching. As transaction volumes expand and product categories diversify, traditional sales models that rely primarily on manual operations and offline coordination have shown structural limitations in efficiency, transparency and scalability. This has accelerated the adoption of digital and intelligent technologies to support process-level management, enhance information visibility and improve overall transaction efficiency. The market size of the digital and intelligent cold chain agricultural products sales market in China expanded from RMB334.7 billion in 2021 to RMB601.2 billion in 2025, representing a CAGR of 15.8%.

Looking ahead, supported by continued digitalization of agricultural product circulation and broader adoption of data-enabled sales models, the market is expected to maintain solid growth momentum and reach approximately RMB1,045.8 billion by 2030, representing a CAGR of 11.7% from 2025 to 2030. In terms of proportion, the digital and intelligent segment accounted for an estimated 16.5% of the overall cold chain agricultural products sales market in 2025. As digital and intelligent solutions become more widely adopted across the sales-related processes, the proportion is expected to steadily increase over the forecast period, reaching approximately 23.5% by 2030.

**Total Revenue of the Digital and Intelligent Cold Chain Agricultural Products Sales (China), 2021–2030E**




*Source: Cold Chain Logistics Committee of CFLP, Frost & Sullivan*

**Market Drivers of Digital and Intelligent Cold Chain Agricultural Products Sales in China**

***Consumption Upgrading and Growing Demand for Traceability.*** Consumers are placing greater emphasis on high-quality, nutritious, and healthy agricultural products, which in turn has promoted upgrades in cold chain services, particularly in preservation and delivery capabilities. Also, the General Office of the State Council issued the "*Opinions on Accelerating the Development of Cold Chain Logistics to Ensure Food Safety and Promote Consumption Upgrading*" (*《關於加快發展冷鏈物流保障食品安全促進消費升級的意見》*), which propose the achievement of full-process visibility and traceability across cold chain services, the enhancement of cold chain logistics informatization, and the promotion of national and regional public information service and quality and safety traceability platforms.

***Continuous Improvement of Cold Chain Infrastructure.*** The continuous improvement of cold chain infrastructure for cold chain agricultural products is an important factor driving the development of the digital and intelligent cold chain agricultural products sales market. In terms of digitalization, the Ministry of Agriculture and Rural Affairs of the PRC has emphasized infrastructure connectivity and the application of digital technologies across the cold chain to strengthen agricultural product storage and preservation facilities. Meanwhile, the continued upgrading of front warehouses, cold storage, transport and sorting facilities is supporting the development of the digital and intelligent cold chain agricultural products sales market.

***Advances in Agricultural Cold Chain Information Technologies.*** The application of AI, IoT, big data and blockchain has improved the digitalization, visibility and traceability of agricultural products across cold chain operations. These technologies support smarter warehouse management, logistics scheduling and real time temperature monitoring, improving efficiency and reducing product loss.

***Policy Support Promotes the Standardized Development of the Industry.*** During the "14th Five-Year Plan" period, national policies emphasized the role of technology empowerment in modernizing cold chain logistics and agricultural product circulation, encouraging the application of digital systems to improve operational coordination, quality control and information transparency across sales processes. Government policies have continued to strengthen support for the digitalization and intelligent upgrading of agricultural product circulation infrastructure, providing a favorable policy environment for the development of China's digital and intelligent cold chain agricultural products sales market. For example, the "*Several Measures of Shenzhen Municipality to Support the High-Quality Development of Modern Agriculture*" (*《深圳市支持現代農業高品質發展的若干措施》*) includes measures supporting the development and construction of new agricultural product warehousing facilities and cold chain logistics transfer centers, with subsidies of up to RMB10.0 million, representing 50% of the approved project investment. In 2026, Shenzhen

issued the "*Administrative Measures for Special Funds for the Pilot Construction of a Modern Commercial and Trade Circulation System City*" (*《現代商貿流通體系試點城市建設專項資金管理辦法》*). The measures specify that eligible projects may receive subsidies based on their investment scale. For example, projects with an investment amount of RMB100.0 million or above may qualify for subsidies of up to RMB15.0 million.

**Future Trends of Digital and Intelligent Cold Chain Agricultural Products Sales in China**

***Deepening Digital Adoption Across Sales Activities.*** As digital technologies become more widely adopted in agricultural commerce, digital and intelligent cold chain agricultural products sales are expected to incorporate more real-time monitoring, data-driven analytics and intelligent decision-support tools across product selection, transaction management and sales operations. These developments help enhance transparency, improve decision-making accuracy and support a more standardized and traceable sales environment.

***Growing Demand for Segmented and Differentiated Services.*** Traditional cold chain agricultural product sales are often unable to meet the diverse needs of different sales scenarios. By applying digital tools such as IoT monitoring, data analytics and blockchain traceability, together with integrated cold chain service capabilities, enterprises can provide more tailored solutions and improve supply chain coordination.

***Expansion of Segmented and Differentiated Sales Solutions.*** As product categories diversify and buyer needs become more specialized, the market is expected to place greater emphasis on tailored sales solutions enabled by digital technologies. By leveraging tools such as product grading assistance, digital quality documentation and data analytics, enterprises can provide differentiated services for various agricultural product types and sales scenarios, supporting more refined commercial circulation.

***Increasing Market Concentration.*** Leading enterprises, with large-scale operations and advanced digital and intelligent capabilities, have become industry benchmarks, improving the overall efficiency and service quality in the industry. Looking ahead, market concentration is expected to rise further, with leading players maintaining a dominant role, while smaller enterprises focus on opportunities in niche segments or regional markets.

**Competitive Landscape of China's Digital and Intelligent Cold Chain Agricultural Products Sales Market**

China's digital and intelligent cold chain agricultural products sales market is highly fragmented, with the top ten companies accounting for approximately 14.1% of the total revenue from cold chain agricultural products sales in 2025. Our Company ranked 6th in this market in 2025, with revenue from cold chain agricultural products sales of RMB5.9 billion, representing a market share of 1.0%.

**Top Ten Digital and Intelligent Cold Chain Agricultural Products Sales Companies in terms of Revenue from Cold Chain Agricultural Products Sales (China), 2025**

| Ranking | Company Name | Revenue from Cold Chain Agricultural Products Sales *(RMB billion)* | Market Share *(%)* |
|---|---|---|---|
| 1 | Company A | 34.2 | 5.7% |
| 2 | Company B | 9.8 | 1.6% |
| 3 | Company C | 7.3 | 1.2% |
| 4 | Company D | 6.9 | 1.1% |
| 5 | Company E | 6.4 | 1.1% |
| **6** | **Our Company** | **5.9** | **1.0%** |
| 7 | Company F | 5.0 | 0.8% |
| 8 | Company G | 4.9 | 0.8% |
| 9 | Company H | 3.3 | 0.5% |
| 10 | Company I | 2.0 | 0.3% |
| | **Top ten** | **85.7** | **14.1%** |
| | **Total** | **601.2** | **100.0%** |

*Notes:*

1. Company A is a private company founded in 2008 and headquartered in Guangdong Province. It is principally engaged in the sales of cold chain agricultural products, providing digital and intelligent services covering procurement and sales.
2. Company B is a private company founded in 2009 and headquartered in Shandong Province. It is principally engaged in the sales of cold chain agricultural products, providing digital and intelligent services covering procurement and sales.
3. Company C is a private company founded in 1995 and headquartered in Guangdong Province. It is principally engaged in the sales of cold chain agricultural products, providing digital and intelligent services covering procurement and sales.
4. Company D is a H-share listed company founded in 2017 and headquartered in Beijing. It is principally engaged in logistics and the sales of cold chain agricultural products, supported by digital and intelligent technologies.
5. Company E is a private company founded in 2006 and headquartered in Guangdong Province. It is principally engaged in the sales of cold chain agricultural products, providing digital and intelligent services covering procurement and sales.
6. Company F is a private company, founded in 2018 and headquartered in Shandong Province. It is principally engaged in the sales of cold chain agricultural products supported by digital and intelligent services covering procurement and sales.
7. Company G is a subsidiary of a private company founded in 2019 and headquartered in Hubei Province. It is principally engaged in the sales of cold chain agricultural products supported by digital and intelligent services.
8. Company H is a private company founded in 2014 and headquartered in Beijing. It is principally engaged in the sales of cold chain agricultural products and foodservice ingredients, supported by digital and intelligent technologies.
9. Company I is a wholly-owned subsidiary of a private company founded in 2021 and headquartered in Shanghai. It is principally engaged in the sales of cold chain agricultural products, providing digital and intelligent services covering procurement and sales.

From 2024 to 2025, the Company recorded the highest growth rate in terms of revenue from cold chain agricultural product sales among the above mentioned top ten market participants in China.

**Entry Barriers of Digital and Intelligent Cold Chain Agricultural Products Sales in China**

***Technology and System Integration Requirements.*** Digital and intelligent cold chain agricultural product sales rely on the coordination of multiple information systems. However, China's cold chain digital environment remains uneven, with limited standardization and interoperability across regions and platforms. As a result, enterprises generally need advanced technology systems and strong R&D capabilities to ensure stable operations.

***Platform Scale and Network Effects.*** Digital and intelligent cold chain agricultural products sales generally rely on platforms that use digital tools to connect upstream producers, cold chain resources and downstream sales channels. Such platforms have to build up suppliers, buyers and transaction data over time to support core functions, including precise customer acquisition, transaction matching, logistics coordination, inventory visibility, pricing transparency and traceability. Achieving these capabilities requires sufficient scale and sustained user engagement.

***Data Fragmentation and Lack of Unified Standards.*** Data in China's digital and intelligent cold chain agricultural products sales market remains fragmented, with limited data standards and system interoperability. As a result, enterprises usually need to invest in data governance, system integration and cross stakeholder collaboration, and the related costs and complexity create a significant barrier.

***Supply Chain Channel Barriers.*** The digital and intelligent cold chain agricultural products sales require long-term accumulation of stable upstream sourcing networks and diversified downstream sales channels. Such supply chain relationships are built on sustained transaction volumes, fulfilment capability and service reliability, which are difficult for new entrants to replicate within a short period, thereby forming a significant supply chain channel barrier.

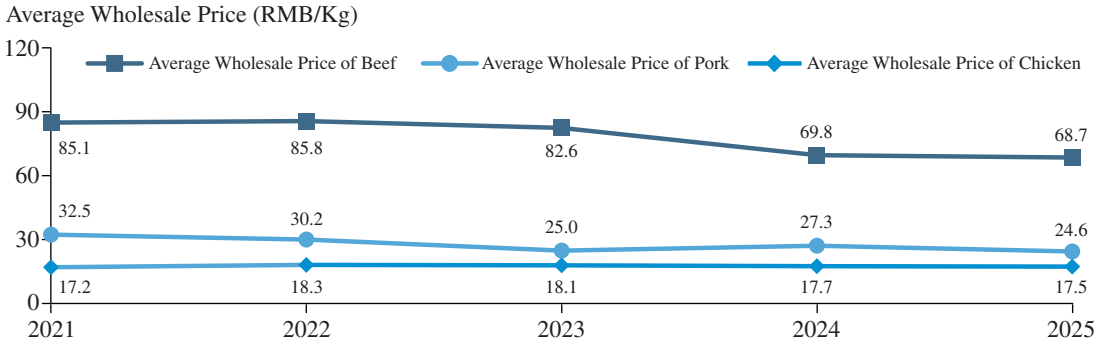
**Average Wholesale Price of Beef, Pork and Chicken**

From 2021 to 2023, the average wholesale price of beef in China remained relatively stable, ranging between RMB82.0 per kg and RMB86.0 per kg. In 2024 and 2025, driven by increased imports and ample domestic supply, the average wholesale price of beef experienced a slight decline, reaching around RMB70.0 per kg. Overall, the relative stability of prices in recent years reflects a generally balanced market, supported by consistent domestic production and growing consumer demand.

In terms of the average wholesale price of pork in China, it dropped from RMB32.5 per kg in 2021 to RMB24.6 per kg in 2025. Since 2021, pork production capacity has gradually recovered from the African swine fever epidemic in 2020, resulting in an increase in market supply and corresponding price adjustments. Between 2022 and 2025, the average wholesale price of pork in China remained generally stable with a slight decline, due to sufficient market supply. The average wholesale price of chicken in China remained relatively stable from 2021 to 2025, with prices in the range of RMB17.0 per kg to RMB18.5 per kg.

Looking ahead, the average wholesale prices of beef, pork and chicken are expected to remain broadly stable. From the supply side, as large-scale farming continues to develop, production efficiency has gradually improved, and disease prevention and control systems have become more established, the overall supply capacity of the industry has become increasingly stable. From the demand side, meat products represent staple items in daily household consumption, with demand generally exhibiting a relatively stable pattern and typically not showing significant increases or declines in response to short term price fluctuations. Although periodic fluctuations may occur due to changes in supply-demand dynamics, breeding costs and other market factors.

**Average Wholesale Price of Beef, Pork and Chicken (China), 2021–2025**




*Source: National Bureau of Statistics, Frost & Sullivan*

# REGULATORY OVERVIEW

This section summarizes the principal PRC laws, rules and regulations which relate to our operations in the PRC.

## REGULATIONS ON FOREIGN INVESTMENT

### Foreign Investment

On March 15, 2019, the Foreign Investment Law of PRC (《中華人民共和國外商投資法》) (the "**FIL**") was promulgated by National People's Congress (the "**NPC**") and came into effect on January 1, 2020. According to the FIL, foreign investment shall enjoy pre-establishment national treatment, except for those foreign invested entities that operate in industries deemed to be either "restricted" or "prohibited" in the Special Administrative Measures (Negative List) for Foreign Investment Access (2024) (《外商投資准入特別管理措施(負面清單)(2024年版)》) (the "**Negative List**"), which are promulgated and amended from time to time by the Ministry of Commerce of the PRC (the "**MOFCOM**") and the NDRC. Up to the Latest Practicable Date, none of the Company's business fell under the Negative List.

## REGULATIONS ON INTELLECTUAL PROPERTY

### Trademarks

Pursuant to the Trademark Law of the PRC (《中華人民共和國商標法》) which was promulgated by the Standing Committee of the National People's Congress (the "**SCNPC**") on August 23, 1982 and latest amended and came into effect on November 1, 2019, and the Implementation Regulations of the Trademark Law of the PRC (《中華人民共和國商標法實施條例》) which was promulgated by the State Council, later amended on April 29, 2014, and came into effect on May 1, 2014, the Trademark Office under the China National Intellectual Property Administration (the "**Trademark Office**") shall handle trademark registrations and grant a term of ten years to registered trademarks, which may be renewed for consecutive ten-year period upon request from the trademark owner. The Trademark Law of the PRC has adopted a "first-to-file" principle with respect to trademark registration. Where an application for trademark for which application for registration has been made is identical or similar to another trademark which has already been registered or is under preliminary examination and approval for use on the same kind of or similar commodities or services, the application for registration of such trademark may be rejected. Any person applying for the registration of a trademark may not prejudice the existing right of others, nor may any person register in advance a trademark that has already been used by another party and has already gained a "sufficient degree of reputation" through such party's use. A trademark registrant may, by entering into a trademark licensing contract, license another party to use its registered trademark. Where another party is licensed to use a registered trademark, the licenser shall report the license to the Trademark Office for recordation, and the Trademark Office shall publish it. An unrecorded license may not be used as a defense against a third party in good faith.

### Patents

According to the Patent Law of the PRC (《中華人民共和國專利法》), promulgated by the SCNPC on March 12, 1984 and latest amended on October 17, 2020 which became effective on June 1, 2021 and the Implementing Rules of the Patent Law of the PRC (《中華人民共和國專利法實施細則》), promulgated by the State Council and last amended on December 11, 2023 and became effective on January 20, 2024, there are three types of patents in the PRC, i.e., invention patents, utility model patents and design patents. The duration of invention patent right, design patent right and utility model patent right shall be 20 years, 15 years and 10 years, respectively, which are all calculated from the date of application. Implementation of a patent without the authorization of the patent holder shall constitute an infringement of patent rights, and shall be held liable for compensation to the patent holder and may be imposed a fine, or even subject to criminal liabilities.

**Trade Secrets**

According to the Anti-Unfair Competition Law of the PRC (《中華人民共和國反不正當競爭法》) promulgated by the SCNPC and latest amended on June 27, 2025 and became effective on October 15, 2025, the term "trade secrets" refers to technical and business information that is unknown to the public, has commercial utility, may create business interests or profits for its legal owners or holders, and is maintained as a secret by its legal owners or holders. Under the Anti-Unfair Competition Law of the PRC, business persons are prohibited from infringing others' trade secrets by: (i) obtaining the trade secrets from the legal owners or holders by any unfair methods such as theft, bribery, fraud, coercion, electronic intrusion, or any other illicit means; (ii) disclosing, using or permitting others to use the trade secrets obtained illegally under item (i) above; (iii) disclosing, using or permitting others to use the trade secrets, in violation of any contractual agreements or any requirements of the legal owners or holders to keep such trade secrets in confidence; or (iv) instigating, inducing or assisting others to violate confidentiality obligation or to violate a rights holder's requirements on keeping confidentiality of trade secrets, disclosing, using or permitting others to use the trade secrets of the rights holder. If a third party knows or should have known of the above-mentioned illegal conduct but nevertheless obtains, uses or discloses trade secrets of others, the third party may be deemed to have committed a misappropriation of the others' trade secrets. The parties whose trade secrets are being misappropriated may petition for administrative corrections, and regulatory authorities may stop any illegal activities and fine infringing parties.

**Copyrights**

According to the Copyright Law of the PRC (《中華人民共和國著作權法》), promulgated by the SCNPC on September 7, 1990 and latest amended on November 11, 2020 which became effective on June 1, 2021, and the Implementation Regulations of the Copyright Law of PRC (《中華人民共和國著作權法實施條例》) promulgated by the State Council on August 2, 2002 and latest amended on January 30, 2013, Chinese citizens, legal persons, or other organizations shall, whether published or not, own copyright in their works, which include, among others, works of literature, art, natural science, social science, engineering technology and computer software. Copyright owners of protected works enjoy personal rights and property rights with respect to publication, authorship, alteration, integrity, reproduction, distribution, lease, exhibition, performance, projection, broadcasting, dissemination via information network, production, adaptation, translation, compilation, and other rights shall be enjoyed by the copyright owners.

**Domain Names**

According to the Measures on Administration of Internet Domain Names (《互聯網域名管理辦法》), which was promulgated by the Ministry of Industry and Information Technology (the "**MIIT**") on August 24, 2017 and became effective on November 1, 2017, the MIIT is responsible for supervision and administration of domain name services in the PRC. Communication administrative bureaus at provincial levels shall conduct supervision and administration of the domain name services within their respective administrative jurisdictions. Domain name registration services shall, in principle, be subject to the principle of "first apply, first register". A domain name registrar shall, in the process of providing domain name registration services, ask the applicant for which the registration is made to provide authentic, accurate and complete identity information on the holder of the domain name and other domain name registration related information.

**REGULATIONS ON CYBERSECURITY, PRIVACY AND DATA PROTECTION**

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 was latest amended on October 28, 2025 which came into effect on January 1, 2026, requires that when constructing and operating a network, or providing services through a network, technical measures and other necessary measures shall be taken in accordance with laws, administrative regulations and the compulsory requirements set forth in national standards to ensure the secure and stable operation of the network, to effectively cope with

cybersecurity events, to prevent criminal activities committed on the network, and to protect the integrity, confidentiality and availability of network data. The Cybersecurity Law emphasizes that any individuals and organizations that use networks must not endanger network security or use networks to engage in activities endangering national security, economic order and social order or infringing the reputation, privacy, intellectual property rights and other lawful rights and interests of others.

The Data Security Law of the PRC (《中華人民共和國數據安全法》) (the "**Data Security Law**") was promulgated on June 10, 2021 and came into effect on September 1, 2021. The Data Security Law requires a data processor to establish and improve a whole-process data security management system, organize data security education and training, and take corresponding technical measures and other necessary measures to safeguard data security. In conducting data processing activities using the Internet or any other information networks, a data processor shall perform the above data security protection obligations on the basis of the hierarchical cybersecurity protection system. Any violation of the provisions and requirements under the Data Security Law may subject a data processor to rectifications, warnings, fines, suspension of the related business, revocation of business permit or even criminal liabilities.

The Personal Information Protection Law of the PRC (《中華人民共和國個人信息保護法》) (the "**Personal Information Protection Law**") was promulgated on August 20, 2021 and came into effect on November 1, 2021. Instead of relying solely on "notification and consent" as established in the Cybersecurity Law, the Personal Information Protection Law reiterates the circumstances under which a personal information processor could process personal information and the requirements for such circumstances, such as when (i) the individual's consent has been obtained; (ii) the processing is necessary for the conclusion or performance of a contract to which the individual is a party; (iii) the processing is necessary to fulfill statutory duties and statutory obligations; (iv) it is necessary for the response to a public health emergency or for the protection of the life, health and property safety of a natural person in an emergency; (v) such acts as news reporting and supervision by public opinions are carried out for the public interest, and the handling of personal information is within a reasonable scope; (vi) where it is necessary to handle the personal information disclosed by the individual concerned or other personal information that has been legally disclosed within a reasonable scope in accordance with the provisions of Personal Information Protection Law; or (vii) under any other circumstance as provided by any law or regulation. It also stipulates the obligations of a personal information processor. Any violation of the provisions and requirements under the Personal Information Protection Law may subject a personal information processor to rectifications, warnings, fines, suspension of the related business, revocation of licenses, being entered into the relevant credit record or even criminal liabilities.

The Measures for Cybersecurity Review (《網絡安全審查辦法》) (the "**Cybersecurity Review Measures**") was promulgated on December 28, 2021 and came into effect on February 15, 2022. The Cybersecurity Review Measures specifies that the procurement of network products and services by an operator of critical information infrastructure (the "**CII**"), or the CII operators, and the activities of data process carried out by online platform operators, that raise or may raise "national security" concerns are subject to strict cybersecurity review by the Cybersecurity Review Office established by the Cyberspace Administration of China (the "**CAC**"). Before the CII operator procures network products and services, it should assess the potential risk of national security that may be caused by the use of such products and services. If such use of products and services may give rise to national security concerns, it should apply for a cybersecurity review by the Cybersecurity Review Office and a report of analysis of the potential effect on national security shall be submitted when the application is made. In addition, an online platform operator that possess the personal data of over one million users must apply for cybersecurity review by the Cybersecurity Review Office, if it plans on listing companies in foreign countries. The Cybersecurity Review Office may voluntarily conduct a cybersecurity review if any network products and services, activities of data process or listing of companies overseas affects 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 provides four circumstances, under any of which data processors shall, through the local cyberspace administration at the provincial-level, apply to the national cyberspace administration for security assessment of cross-border data transfer.

On September 24, 2024, the State Council promulgated the Regulations on Network Data Security Management (《網絡數據安全管理條例》), which came into force on January 1, 2025. This regulation clarifies the general provisions on network data security management, and also further supplements and refines the specific requirements on personal information protection, important data security management, cross-border security management of network data, and obligations of network platform service providers.

**REGULATIONS ON CUSTOMS DECLARATION**

The Customs Law of the PRC (《中華人民共和國海關法》) which was last amended on April 29, 2021, stipulates that the customs of the PRC is the national supervisory and administrative authority for entry and exit at the national borders. All inward and outward means of the transports, goods and articles shall enter into or exit from the territory of the PRC at a place where a customs office is established. Unless otherwise specified, all import and export goods must be declared and duty payment formalities may be undergone by the consignees or consignors of imported and exported goods, or by the customs clearing enterprises entrusted by such consignees or consignors. The consignees or consignors of imported and exported goods and the customs clearing enterprises shall file records with the customs when undergoing customs declaration formalities. When a customs broker accepts the entrustment of a consignee or consignor of import and export goods to handle customs declaration procedures in the name of the entrustor, it shall submit to the customs a power of attorney signed by the entrustor and comply with all provisions of Customs Law of the PRC applicable to the entrustor. When a customs broker accepts the entrustment of a consignee or consignor of import and export goods to handle customs declaration procedures in its own name, it shall bear the same legal responsibilities as the consignee or consignor. When a consignor entrusts a customs broker to handle customs declaration procedures, it shall provide the customs broker with the true information regarding the entrusted customs declaration matters; when a customs broker accepts the entrustment of a consignor to handle customs declaration procedures, it shall conduct reasonable examination of the authenticity of the information provided by the entrustor.

According to the Administrative Provisions of the Customs of the PRC on Record-Filing of Customs Declaration Entities (《中華人民共和國海關報關單位備案管理規定》) issued by the General Administration of Customs of the PRC (the "**GACC**") on November 19, 2021 and effective from January 1, 2022, the consignees or consignors of imported and exported goods and the customs clearing enterprise that apply for the filing of records with the customs shall obtain the status of a market entity; where the consignees or consignors of imported and exported goods apply for the filing of records with the customs, the filing of foreign trade dealers shall also be completed. According to the Announcement on Fully Including the Filing of Customs Declaration Entities in the Reform of "Integrating Multiple Certificates into One" (《關於報關單位備案全面納入「多證合一」改革的公告》) issued by the GACC and the SAMR on December 20, 2021 and effective from January 1, 2022, where, in applying to a market regulatory authority for registration of a market participant, an applicant is required to concurrently apply for the recordation of a customs declaration entity, the applicant shall choose the option for the recordation of customs declaration entities as required, and additionally enter the relevant recordation information. The market regulatory authority shall complete the registration according to the process of "Integrating Multiple Certificates into One" and complete data sharing with the GACC at the level of the SAMR. Such enterprises are no longer required to submit applications for filing to the customs.

In addition, the Decision of the SCNPC on revising the Foreign Trade Law of the PRC (《全國人民代表大會常務委員會關於修改〈中華人民共和國對外貿易法〉的決定》) issued by the SCNPC on December 30, 2022 deleted the requirements on the foreign trade dealers engaged in the import and export of goods or technologies to be registered with the competent administrative departments of foreign trade of the State Council or any institutions authorized thereby.

**REGULATIONS ON FOREIGN EXCHANGE**

The principal regulations governing foreign currency exchange in the PRC are the Administrative Regulations for Foreign Exchange of the PRC (《中華人民共和國外匯管理條例》) (the "**Foreign Exchange Regulations**"), which was promulgated by the State Council on January 29, 1996 and last amended on August 5, 2008. Under the Foreign Exchange Regulations, the RMB is freely convertible for current account items, including the distribution of dividends, interest payments, trade, and service-related foreign exchange transactions, but not for capital account items, such as direct investments, loans, repatriation of investments and investments in securities outside of the PRC, unless the prior approval of the SAFE, is obtained and prior registration with the SAFE is made.

On May 10, 2013, the SAFE promulgated the Circular on Printing and Distributing the Provisions on Foreign Exchange Administration over Domestic Direct Investment by Foreign Investors and the Supporting Documents (《國家外匯管理局關於印發〈外國投資者境內直接投資外匯管理規定〉及配套文件的通知》), last amended on December 30, 2019, which specifies that the administration by the SAFE or its local branches over direct investment by foreign investors in the PRC shall be conducted by way of registration. Institutions and individuals shall register with the SAFE and its branches for their direct investment in the PRC. Banks shall process foreign exchange business relating to direct investment in the PRC based on the registration information provided by the SAFE and its branches.

The SAFE released the Circular of the State Administration of Foreign Exchange on Reforming the Management Approach regarding the Settlement of Foreign Exchange Capital of Foreign-invested Enterprises (《國家外匯管理局關於改革外商投資企業外匯資本金結匯管理方式的通知》) (the "**SAFE Circular 19**") last amended on March 23, 2023. In accordance with the SAFE Circular 19, the foreign exchange capital of foreign invested enterprises shall be subject to the "discretional foreign exchange settlement" approach. The proportion of discretional foreign exchange settlement of the foreign exchange capital of a foreign-invested enterprise is temporarily determined to be 100%, while SAFE can adjust the aforementioned proportion in due time based on the situation of the international balance of payments.

On June 9, 2016, the SAFE published the Circular 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》) (the "**SAFE Circular 16**"), which became effective immediately and was later amended on December 4, 2023. According to the SAFE Circular 16, enterprises that have registered in the PRC may also discretionally determine to convert their foreign debts from foreign currency to RMB. In addition, SAFE promulgated the Circular of the State Administration of Foreign Exchange Regarding Further Promotion of the Facilitation of Cross-Border Trade and Investment (《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》) (the "**SAFE Circular 28**") amended on December 4, 2023. The SAFE Circular 28 expressly allows foreign-invested enterprises that do not have equity investments in their approved business scope to use their capital obtained from foreign exchange settlement to make domestic equity investments as long as there is a truthful investment and such investment is in compliance with the foreign investment-related laws and regulations.

According to the Circular of the State Administration of Foreign Exchange on Further Deepening Reforms 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 issued and came into effect on December 4, 2023 by the SAFE, the equity transfer consideration paid in foreign currency by domestic entities

owe to domestic equity transferors (including institutions and individuals), as well as the foreign exchange funds raised by domestic enterprises listed overseas, can be remitted to the capital project settlement account directly. The funds in the capital project settlement account can be independently settled and utilized.

On April 10, 2020, the SAFE promulgated Notice of the SAFE on Optimizing Foreign Exchange Administration to Support the Development of Foreign-related Business (《國家外匯管理局關於優化外匯管理支持涉外業務發展的通知》), according to which, under the prerequisite of ensuring true and compliant use of funds and compliance with the prevailing administrative provisions on use of income under the capital account, enterprises which satisfy the criteria are allowed to use income under the capital account, such as capital funds, foreign debt and overseas listing, etc. for domestic payment, without prior provision of proof materials for veracity to the bank for each transaction.

Pursuant to the Notice of the People's Bank of China and the State Administration of Foreign Exchange on Issues Concerning the Administration of Funds Raised by Domestic Enterprises Listed Overseas (《中國人民銀行國家外匯管理局關於境內企業境外上市資金管理有關問題的通知》) issued on December 24, 2025 and to be implemented on April 1, 2026. A domestic enterprise that conducts an overseas listing shall, within 30 working days from the first trading day of the overseas listing or the completion of the over-allotment option, apply to a bank within the province or the separately-listed municipality where it is registered (the "**local bank**") for overseas listing registration by presenting the relevant materials. After any of the relevant changes occur in connection with the overseas listing of a domestic enterprise, the domestic enterprise shall apply to the local bank for change registration for the overseas listing by presenting a written application, the latest completed Overseas Listing Registration Form, supporting documents relating to the matters changed, and filing or approval documents from competent authorities concerning the change (if any). In principle, funds raised by domestic enterprises through overseas listings shall be remitted back to the territory in a timely manner. Where such funds are retained overseas for the conduct of overseas direct investment, overseas securities investment, overseas lending and other businesses, the domestic enterprise shall obtain the approval or filing documents from the business competent authorities before the date of completion of the overseas issuance or the over-allotment option, and shall comply with relevant cross-border funds administration provisions. Where a domestic enterprise participates in H-share "Full Circulation", domestic securities companies shall timely submit, on a transaction-by-transaction basis, information on cross-border receipts and payments, business numbers and other registration information to China Securities Depository and Clearing Corporation Limited (the "**CSDC**") or the account-opening bank of CSDC's dedicated foreign exchange account for H-share "Full Circulation". CSDC shall, with the assistance of the account-opening bank, complete the centralized cross-border funds receipts and payments data and reconstruction data reporting for H-share "Full Circulation".

**REGULATIONS ON COLD CHAIN**

Pursuant to the Guidelines of the General Office of the State Council on Accelerating the Development of Cold Chain Logistics to Ensure Food Safety and Promote Consumption Upgrading (《國務院辦公廳關於加快發展冷鏈物流保障食品安全促進消費升級的意見》) issued on April 13, 2017, Enterprises are encouraged to strengthen the application of advanced information technologies such as satellite positioning, the Internet of Things, and mobile internet. They should equip vehicles with positioning tracking and automatic temperature monitoring, recording, and control systems in compliance with standardization requirements, actively adopt information management systems for warehousing, transportation, and order management, and integrate various operational stages to meet the demands of temperature control and high timeliness throughout the cold chain logistics process. Relevant enterprises are encouraged to establish systems for collecting, processing, and disseminating cold chain logistics data. This will gradually achieve informatization, data-driven management, transparency, and full visibility across the entire cold chain logistics process, while enhancing the analysis and utilization of big data in the sector. Efforts will be made to vigorously develop "Internet +" cold chain logistics by integrating resources such as products, cold storage

facilities, and refrigerated transport vehicles. An information platform based on the model of "products + cold chain facilities + services" will be established to achieve efficient matching and coordination between market demand and cold chain resources, thereby improving the overall utilization rate of such resources.

In accordance with the Implementation Opinions on Accelerating the High-Quality Development of Cold Chain Logistics Transportation (《關於加快推進冷鏈物流運輸高品質發展的實施意見》) jointly issued by the Ministry of Transport, the National Railway Administration, the Civil Aviation Administration of China, the State Post Bureau, and China State Railway Group Co., Ltd. on April 7, 2022, the network of production and sales cold chain transportation facilities digital regulatory capacity shall be enhanced. With a focus on imported cold-chain food, a traceability management system for road-based cold-chain transportation will be researched and established. By leveraging existing information systems, the traceability management functions for road cold-chain transportation information will be improved, enabling the dynamic collection of data on vehicles, drivers, goods, temperature and humidity, and flow direction, thereby strengthening the tracking and monitoring of the cold-chain transportation process. Relying on the National Comprehensive Transportation Information Platform, system integration and information sharing will be achieved with the National Imported Cold-Chain Food Traceability Management Platform, promoting cross-departmental collaboration and linkage to ensure traceability from the source, controllability throughout the process, and trackability to the destination of cold-chain logistics.

The Regulations of road cold-chain transportation service (《道路冷鏈運輸服務規則》) issued by the Ministry of Transport on January 2, 2019 advise that enterprises establish or utilize a cold chain transport information management system. Such a system should track and manage information including waybills, shippers, goods, routes, vehicles, delivery status, and operating personnel; set temperature monitoring ranges; upload and monitor cargo location and temperature data in real time, including alerts for temperature anomalies; and enable online querying and retrieval of historical data for the above information.

In accordance with the Recommendations of the CPC Central Committee on Formulating the Fifteenth Five-Year Plan for National Economic and Social Development (《中共中央關於制定國民經濟和社會發展第十五個五年規劃的建議》) adopted at the Fourth Plenary Session of the 20th Central Committee of the Communist Party of China on October 23, 2025. Accelerate high-level scientific and technological self-reliance and self-strengthening and lead the development of new quality productive forces. Chinese modernization shall be supported by technological modernization. Promote high-quality and efficient development of the service industry. We shall improve the integrated development level of modern services with advanced manufacturing and modern agriculture, and advance the digital and intelligent transformation of the service industry. We shall strengthen the building of service standards and quality brands.

## REGULATIONS RELATING TO FOOD OPERATION

### Food Safety

On February 28, 2009, the SCNPC promulgated the Food Safety Law of the PRC (《中華人民共和國食品安全法》) (the "**Food Safety Law**"), which was last revised by the SCNPC on September 12, 2025. On July 20, 2009, the State Council promulgated the Implementing Regulations of the Food Safety Law of the PRC (《中華人民共和國食品安全法實施條例》) (the "**Implementing Regulations of the Food Safety Law**"), which was last revised by the State Council on October 11, 2019 and came into effect on December 1, 2019. According to the Food Safety Law and the Implementing Regulations of the Food Safety Law, food producers and operators shall engage in production and operation activities in accordance with laws, regulations and food safety standards, establish a sound food safety management system, and take effective measures to prevent and control food safety risks, so as to ensure food safety.

According to the Food Safety Law, supervision duties related to food safety shall be undertaken by the State Council and its relevant departments. The State Council shall establish a food safety committee. The food safety supervision and administration departments under the State Council shall exercise supervision and administration over food production and operation activities. The health administrative department under the State Council shall organize the implementation of risk monitoring and risk assessment of food safety and shall formulate and issue national food safety standards in concert with the food safety supervision and administration departments under the State Council.

Furthermore, the state has established a food safety traceability system. According to the relevant laws and regulations above, food producers and operators shall establish a whole process food safety traceability system, and truthfully record and keep information on procurement inspection, pre-delivery examination, and food sales, among others, in accordance with the requirements, so as to ensure the traceability of food products. The food safety supervision and administration departments under the State Council shall establish a coordination mechanism for whole-process food safety traceability in collaboration with the agriculture administrative department and other related departments under the State Council.

**Food Operation Licensing**

On June 15, 2023, the SAMR promulgated the Measures for the Administration of Food Operation Licensing and Record-filing (食品經營許可和備案管理辦法), which came into effect on December 1, 2023. According to the Measures for the Administration of Food Operation Licensing and Record-filing, the SAMR shall be responsible for guiding the national administration of food operation licensing and record-filing. In addition to certain statutory circumstances, anyone that plans to engage in food sales and provide catering services within the territory of the PRC shall obtain a food operation permit in accordance with the law. Whoever sells prepackaged food only shall be filed or record with the local market regulatory department at or above the county level. Food operators engaging in food operation activities at different operation sites shall obtain food operation licenses or make record-filing separately in accordance with the law. An application for a food operation permit shall be filed based on the main business form of the food trader and the category of the business item.

According to the Food Safety Law, the Implementing Regulations of the Food Safety Law, the Measures for the Administration of Food Operation Licensing and Record-filing, the state implements a licensing system for food operation. Enterprises engaging in food sales and catering services shall obtain a license in accordance with the law. The food operation permit is valid for five years. Where the operation conditions of a food operator change and no longer satisfy the requirements for food operation, the food operator shall immediately take corrective measures and shall re-apply for the license in accordance with the law if necessary. Food operators engaging in food operation activities without obtaining a license in accordance with the law may be subject to confiscation of illegal gains, illegally operated food and tools, and facilities and raw materials used for illegal operation. In addition, they may be subject to fines, orders of suspension of production and operation, detention and even criminal penalties.

**Food Recall System**

On March 11, 2015, the China Food and Drug Administration (currently merged into the SAMR) promulgated the Administrative Measures for Food Recall (食品召回管理辦法) (the "**Administrative Measures for Recall**") which were amended on October 23, 2020.

According to the Administrative Measures for Recall, where food operators find that the food involved thereby is unsafe, they must immediately suspend the operations, inform relevant food producers and operators to suspend production and operation, inform consumers to stop eating, and take necessary measures to prevent and control food safety risks. Food producers knowing that any food produced and traded thereby is unsafe must voluntarily recall such food. Food producers and

operators must faithfully record the name, trademark, specification, production date, batch number, quantity and other contents of unsafe food subject to the suspension of production and operation, recall and disposal. Records must be kept for at least two years.

Where food operators violate the Food Safety Law and the Administrative Measures for Food Recall and do not immediately suspend operation or voluntarily recall unsafe food, follow the prescribed time limit to activate recall procedures, recall unsafe food products in accordance with the recall plan or dispose of unsafe food products, the administration for market regulation shall issue warnings to them and impose fines between RMB10,000 and RMB30,000 on them.

## REGULATIONS ON REAL PROPERTY

### Leasing of Real Property

Pursuant to the Law on Administration of Urban Real Estate of the PRC (《中華人民共和國城市房地產管理法》) promulgated by the SCNPC on July 5, 1994, and last amended on August 26, 2019, and took effect on January 1, 2020, when leasing premises, the lessor and lessee are required to enter into a written lease contract. In addition, pursuant to the Law on Administration of Urban Real Estate of the PRC and the Administrative Measures on Leasing of Commodity Housing (《商品房屋租賃管理辦法》), promulgated by the Ministry of Housing and Urban-Rural Development on December 1, 2010, and became effective on February 1, 2011, both lessor and lessee are required to register the lease within 30 days from execution of the property lease contract with the real estate administration department. If the lessor and lessee fail to go through the registration procedures, both lessor and lessee may be subject to fines ranging from RMB1,000 to RMB10,000.

Pursuant to the Civil Code of the PRC (《中華人民共和國民法典》) (the "**PRC Civil Code**"), which was promulgated by the NPC on May 28, 2020 and became effective on January 1, 2021, the lessee may sublease the leased premises to a third party, subject to the consent of the lessor. Where the lessee subleases the premises, the lease contract between the lessee and the lessor remains valid. The lessor is entitled to terminate the lease contract if the lessee subleases the premises without the consent of the lessor. In addition, if neither the lessor nor the lessee has completed the registration and filing procedures for the lease contract in accordance with laws and administrative regulations, it shall not affect the validity of the contract.

## REGULATIONS ON EMPLOYMENT AND SOCIAL WELFARE

### Employment

The major PRC laws and regulations that govern employment relationship are the Labor Law of the PRC (《中華人民共和國勞動法》) (the "**Labor Law**"), which was promulgated by the SCNPC on July 5, 1994, last amended and came into effect on December 29, 2018, the Labor Contract Law of the PRC (《中華人民共和國勞動合同法》) (the "**Labor Contract Law**"), which was promulgated by the SCNPC and amended on December 28, 2012 and became effective on July 1, 2013, and the Implementation Rules of the Labor Contract Law of the PRC (《中華人民共和國勞動合同法實施條例》), promulgated by the State Council on September 18, 2008 and came into effect on the same day. According to the aforementioned laws and regulations, labor relationships between employers and employees must be executed in written form.

### Social Insurance

According to the Social Insurance Law of the PRC (《中華人民共和國社會保險法》), which was amended on December 29, 2018, and other relevant PRC laws and regulations, the employer shall register with the social insurance authorities and contribute to social insurance plans covering basic pensions insurance, basic medical insurance, maternity insurance, work injury insurance and unemployment insurance. Basic pension, medical and unemployment insurance contributions shall be paid by both employers and employees, while work injury insurance and maternity insurance contributions shall be paid only by employers, and employers who failed to promptly contribute social security premiums in full amount shall be ordered by the social security premium collection

agency to make or supplement contributions within a stipulated period, and shall be subject to a late payment fine computed from the due date at the rate of 0.05% per day; and where payment is not made within the stipulated period, the relevant administrative authorities shall impose a fine ranging from one to three times the amount of the amount in arrears.

Pursuant to the Interpretation II of the Supreme People's Court on Several 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)》), which was promulgated on July 31, 2025, and took effect on September 1, 2025, any agreement between an employer and an employee or any commitment made by an employee to the employer stating that social insurance premiums need not be paid shall be deemed invalid by the people's court. If an employer fails to pay social insurance premiums in accordance with the law, and the employee requests to terminate the labor contract and claims economic compensation pursuant to Article 38(3) of the Labor Contract Law, the people's court shall support such claims in accordance with the law. In the circumstances described in the preceding paragraph, if the employer subsequently pays the social insurance premiums in accordance with the law and requests the employee to return the compensation already paid for the social insurance premiums, the people's court shall support such requests in accordance with the law.

**Housing Provident Fund**

According to the Regulations on the Administration of Housing Provident Funds (《住房公積金管理條例》), which was promulgated by the State Council and latest amended on March 24, 2019, any newly established entity shall make deposit registration at the designated administrative centers and open bank accounts for depositing employees' housing provident funds. Employers and employees are also required to pay and deposit housing provident funds, with an amount no less than 5% of the monthly average salary of the employee in the preceding year in full and on time. Any entity that fails to make payment of housing provident funds within the time limit or has a shortfall in payment of housing provident funds will be ordered to make the payment or make up the shortfall within a prescribed time limit, otherwise, the housing provident management center is entitled to apply for compulsory enforcement with the People's Court.

**REGULATIONS ON TAXATION**

**Enterprise Income Tax**

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 the Implementing Rules of the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得税法實施條例》) (collectively with the EIT Law, the "**PRC EIT Laws**") which was amended on December 6, 2024, took effect on January 20, 2025, apply a uniform 25% enterprise income tax rate to both foreign-invested enterprises and domestic enterprises, except where tax incentives are granted to special industries and projects. Enterprises qualifying as "High and New Technology Enterprises" are entitled to a 15% enterprise income tax.

**Value-added Tax**

On December 25, 2024, the SCNPC issued the Value-Added Tax Law of the PRC (《中華人民共和國增值税法》) (the "**VAT Law**"), which became effective from January 1, 2026. According to the VAT Law, any entities and individuals (including individual businesses) engaged in the sale of goods, services, intangible assets and immovables and importation of goods within the territory of the PRC are VAT payers and shall pay VAT in accordance with the VAT Law. Except for taxpayers' export of goods, the sale of services or intangible assets within the scope as prescribed by the State Council by domestic entities and individuals across national borders and other circumstances specified for by the State Council, the rate of VAT for sale of goods, labor services of processing, repair or replacement, or tangible movable property leasing services or import of goods is 13% unless otherwise specified, such as the rate of VAT for sale of agricultural products is 9%, and the rate of

VAT for sale of transportation, postal, basic telecommunications, construction, or immovable leasing services, sale of immovables, or transfer of the rights to use land is 9%. In addition to the above circumstances, the rate of VAT for sale of services or intangible assets is 6%.

**Dividends Withholding Tax**

Pursuant to the PRC EIT Laws and its implementation rules, dividends generated after January 1, 2008 and payable by foreign-invested companies in China to their foreign investors that are non-resident enterprises as defined under the law are subject to withholding tax at a rate of 10%, unless any such foreign investor's jurisdiction of incorporation has a tax treaty with PRC that provides for a different withholding arrangement. Pursuant to the Arrangement Between the Chinese Mainland and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and Prevention of Fiscal Evasion with Respect to Taxes on Income (《內地和香港特別行政區關於對所得避免雙重徵税和防止偷漏税的安排》) (the "**Double Tax Avoidance Arrangement**") promulgated on August 21, 2006 and last amended on July 19, 2019 and became effective on December 6, 2019, where a Hong Kong resident enterprise that holds more than a 25% equity interest in a PRC resident enterprise at any time within 12 consecutive months before receiving the dividend, the competent PRC tax authority may determine the Hong Kong resident enterprise to have satisfied the relevant conditions and requirements under such Double Tax Avoidance Arrangement, and the withholding tax rate on the dividends the Hong Kong resident enterprise receives from a PRC resident enterprise may be reduced to 5% from 10% applicable under the PRC EIT Laws.

However, based on the Notice of the State Administration of Taxation on Certain Issues with Respect to the Enforcement of Dividend Provisions in Tax Treaties (《國家税務總局關於執行税收協定股息條款有關問題的通知》) promulgated and took effect on February 20, 2009 by the STA, where the relevant PRC tax authorities determine, in their discretion, that a company benefits from such reduced income tax rate due to a transaction or arrangement that is primarily tax-driven, such PRC tax authorities may adjust the preferential tax treatment. The Announcement of the State Administration of Taxation on Issuing the Measures for the Administration of Non-Resident Taxpayers' Enjoyment of the Treatment under Treaties (《國家税務總局關於發佈〈非居民納税人享受協定待遇管理辦法〉的公告》), which was issued on October 14, 2019 and took effect on January 1, 2020, provides that applicant who intends to prove his or her "beneficial owner" status shall gather and retain relevant documents, and shall submit the relevant documents to the competent tax bureau upon post-request by such tax bureau.

## REGULATIONS RELATING TO COMPETITION AND ANTI-MONOPOLY

The Anti-Unfair Competition Law of the PRC (《中華人民共和國反不正當競爭法》) (the "**Anti-Unfair Competition Law**"), promulgated by the SCNPC on September 2, 1993 and last amended on June 27, 2025, delineates essential measures aimed at curbing unfair competition and preserving market order. According to the Anti-unfair Competition Law, when trading on the market, operators must abide by the principles of voluntariness, equality, fairness, and honesty and observe laws and business ethics. Acts of operators constitute unfair competition where they contravene the provisions of the Anti-unfair Competition Law and disturb market competition with a result of damaging the lawful rights and interests of other operators or consumers. Where an operator commits unfair competition in contravention of the provisions of the Anti-unfair Competition Law, it shall bear corresponding civil, administrative and criminal responsibilities depending on the specific circumstances.

## REGULATIONS ON OVERSEAS SECURITIES OFFERING AND LISTING

On July 6, 2021, the General Office of the CPC Central Committee and the General Office of the State Council jointly promulgated the Opinions on Strictly Cracking Down on Illegal Securities Activities (《關於依法從嚴打擊證券違法活動的意見》), which emphasized the need to strengthen the administration over illegal securities activities and the supervision on overseas listings of China-based companies, and proposed to take effective measures, such as promoting the

construction of relevant regulatory systems to deal with the risks and incidents faced by China-based overseas-listed companies, and provided that the special provisions of the State Council on overseas offering and listing by those companies limited by shares will be revised.

On February 17, 2023, the CSRC released the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Enterprises (《境內企業境外發行證券和上市管理試行辦法》) (the "**Overseas Listing Trial Measures**") and five supporting guidelines, which came into effect on March 31, 2023. The Overseas Listing Trial Measures and Supporting Guidelines will comprehensively improve and reform the existing regulatory regime for overseas offering and listing of PRC domestic enterprises' securities and will regulate both direct and indirect overseas offering and listing of PRC domestic enterprises' securities by adopting a filing-based regulatory regime. According to the Overseas Listing Trial Measures, PRC domestic enterprises that seek to offer and list securities in overseas markets, either by direct or indirect means, are required to fulfill the filing procedure with the CSRC and report relevant information.

The Overseas Listing Trial Measures also provides that if the issuer meets both of the following criteria, the overseas securities offering and listing conducted by such issuer will be deemed as an indirect overseas offering by PRC domestic enterprise: (i) 50% or more of any of the issuer's operating revenue, total profit, total assets or net assets, as documented in its audited consolidated financial statements for the most recent fiscal year, is accounted for by domestic enterprises; and (ii) the main parts of the issuer's business activities are conducted in Chinese Mainland, or its main place(s) of business are located in Chinese Mainland, or the majority of senior management staff in charge of its business operations and management are PRC citizens or have their usual place(s) of residence located in Chinese Mainland. Where an issuer submits an application for an initial public offering to competent overseas regulators, such issuer must file with the CSRC within three business days after such application is submitted. The Overseas Listing Trial Measures also requires subsequent reports to be filed with the CSRC on material events, such as change of control or voluntary or forced delisting of the issuer(s) who have completed overseas offerings and listings.

If PRC domestic enterprises fail to fulfill the above-mentioned filing procedures, or offer and list in an overseas market against the prohibited circumstances, or contain misrepresentation, misleading statement or material omission in filing materials, the domestic enterprises would be subject to rectification, warning, fines and other administrative punishments in accordance with the Overseas Listing Trial Measures, while its controlling shareholders and actual controllers of such domestic enterprises as well as the directly liable persons-in-charge and other directly liable persons may also be subject to warning, fines and other administrative punishments. As advised by our PRC Legal Advisors, the Company's proposed Listing does not violate the substantial conditions of the Overseas Listing Trial Measures, whereas it's still subject to the filing of the CSRC.

On February 24, 2023, the CSRC, the MOF, the National Administration of State Secrets Protection and the National Archives Administration of China jointly issued the Provisions on Strengthening Confidentiality and Archives Administration in Respect of Overseas Issuance and Listing of Securities by Domestic Enterprises (《關於加強境內企業境外發行證券和上市相關保密和檔案管理工作的規定》), which took effect on March 31, 2023, according to which, domestic company, securities companies and securities service providers shall first obtain approval from the CSRC or other competent Chinese authorities before cooperating with the inspection and investigation by the overseas securities regulator or competent overseas authority, or providing documents and materials requested in such inspection and investigation. To be specific, a domestic company that plans to, either directly or through its overseas listed entity, publicly disclose or provide to relevant individuals or entities including securities companies, securities service providers and overseas regulators, (i) any documents and materials that contain state secrets or working secrets of government agencies, shall first obtain approval from competent authorities and file with competent secrecy administrative department; (ii) any other documents and materials that, if leaked, will be detrimental to national security or the public interest, shall strictly fulfill relevant procedures stipulated by applicable national regulations. A domestic company that provides documents and

materials to securities companies and securities service providers shall abide by applicable national regulations on confidentiality in handling such documents and materials, and shall provide a written statement simultaneously.

**REGULATIONS RELATED TO THE "FULL CIRCULATION" OF H SHARE**

"Full circulation" refers to the process of listing and trading on the Stock Exchange the domestically unlisted shares of an H-share listed company. This includes unlisted domestic shares owned by domestic shareholders before the overseas listing, unlisted domestic shares issued additionally after the overseas listing, as well as unlisted shares held by foreign shareholders.

On November 14, 2019, the CSRC announced the Guidelines for the "Full Circulation" Program for Domestic Unlisted Shares of H-share Listed Companies (《H股公司境內未上市股份申請「全流通」業務指引》) ("**Guidelines for the 'Full Circulation'**"), which were amended on August 10, 2023. As outlined in the Guidelines for "Full Circulation," shareholders of domestic unlisted shares have the flexibility to jointly determine the amount and proportion of shares that will be included in the circulation application. This determination should be reached through mutual consultation, ensuring compliance with relevant laws, regulations and policies governing state-owned asset administration, foreign investment and industry regulation. Subsequently, the H-share listed company corresponding to these shares may be authorized to file for "full circulation" with the CSRC. An unlisted domestic joint stock company may file with the CSRC for "full circulation" at the time of its initial public offering and listing overseas. After domestic unlisted shares are listed and circulated on the Stock Exchange, they may not be transferred back to China. Pursuant to the Overseas Listing Trial Measures, which came into effect on March 31, 2023, for a domestic company directly offering and listing overseas, shareholders of its domestic unlisted shares applying to convert such shares into shares listed and traded on an overseas trading venue shall conform to relevant regulations promulgated by the CSRC. Additionally, they are required to authorize the domestic company to submit the conversion application to the CSRC on their behalf.

On December 31, 2019, the CSDC and Shenzhen Stock Exchange (the "**SZSE**") jointly announced the Measures for Implementation of H-share "Full Circulation" Business (《H股「全流通」業務實施細則》) (the "**Measures for Implementation**"). The operations related to the "full circulation" of H-share, including cross-border conversion registration, deposit and holding details maintenance, transaction entrustment, instruction transmission, settlement, management of settlement participants and services of nominal holders, are regulated by the Measures for Implementation. In cases where the Measures for Implementation do not provide specific guidance, procedures shall be followed by referring to other business rules established by the CSDC and China Securities Depository and Clearing (Hong Kong) Company Limited, as well as the SZSE.

In order to fully promote the reform of H-share full circulation and clarify the business arrangement and procedures for the relevant shares' registration, custody, settlement and delivery, CSDC promulgated the Guide to the Program for Full Circulation of H-shares (《H股「全流通」業務指南》) and latest amended it on June 27, 2025, which specifies the business preparation, account arrangement, cross-border share transfer registration and overseas centralized custody, and other relevant matters.

# HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

## OVERVIEW

Our history can be traced back to 2017 when Yueshi Information, one of our major subsidiaries, was established in the PRC. On December 24, 2019, our Company was established as a limited liability company in the PRC. We commenced the sales of cold chain agricultural products in 2023. Over the years, under the leadership of Mr. Chen, the chairman of our Board, an executive Director and the general manager of our Group, and by leveraging our proprietary technology and extensive experience in the industry, we currently operate a data-driven business model comprising (i) the sale of cold chain agricultural products, which represents our primary growth engine, and (ii) the provision of digital and intelligent cold chain integrated solutions, which supports the digitalization of the daily operations of cold chain facility operators. For details of the biography of Mr. Chen, see "Directors and Senior Management."

Our Company was converted into a joint stock company with limited liability under the name of Shenzhen Yueshi Digital Intelligence Co., Ltd. (深圳粵十數智股份有限公司) on December 1, 2025 and changed its name into Shenzhen Yueshi Holding Co., Ltd. (深圳粵十控股股份有限公司) on May 14, 2026.

## BUSINESS MILESTONES

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

| Year | Milestone |
|---|---|
| 2017 | Yueshi Information, one of our major subsidiaries, was established in the PRC. |
| 2019 | Our Company was established as a limited liability company in the PRC. |
| | Yueshi Supply Chain, one of our major subsidiaries, was established in the PRC. |
| 2023 | We received the [REDACTED] Investment from CFH, our [REDACTED] investor controlled by COFCO Corporation (中糧集團有限公司). |
| | We commenced our sales of cold chain agricultural products. |
| | We were recognized as a Specialized, Sophisticated, Differential and Innovative Small and Medium Enterprise (專精特新中小企業) by Shenzhen Small and Medium-sized Enterprises Service Bureau (深圳市中小企業服務局). |
| | We were recognized as 2023 Deloitte Shenzhen Top 20 High-Tech High-Growth Companies (2023德勤深圳高科技高成長20強). |
| 2024 | We received the [REDACTED] Investments from Guizhou Rural Fund and Jiequan Rural Fund, our [REDACTED] investors controlled by All China Federation of Supply and Marketing Cooperatives (中華全國供銷合作總社). |
| | We were recognized as a High-tech Enterprise (高新技術企業) by Industry and Information Technology Bureau of Shenzhen Municipality (深圳市工業和信息化局), Shenzhen Finance Bureau (深圳市財政局) and Shenzhen Tax Bureau of State Administration of Taxation (國家税務總局深圳市税務局). |
| | We were recognized as 2024 China Top 500 Hidden Unicorn Enterprises (2024年中國隱形獨角獸企業500強) by the China Top 500 Hidden Unicorn Enterprises Evaluation Committee. |
| | We were recognized as a 2024 Hurun Global Cheetah Enterprise (2024年胡潤全球獵豹企業) by Hurun Report. |

| Year | Milestone |
|---|---|
| | We were recognized as an Agricultural Leading Enterprise in Shenzhen (深圳市農業龍頭企業) by Shenzhen Rural Revitalization and Cooperation Exchange Bureau (深圳市鄉村振興和協作交流局). |
| 2025 | We received the [REDACTED] Investments from Guangken Agricultural Supply Side Fund and Guangken Rongyu, our [REDACTED] investors invested by Guangdong Agribusiness Group Corporation (廣東省農墾集團公司). |
| | We were recognized as 2025 China Top 500 Hidden Unicorn Enterprises (2025年中國隱形獨角獸企業500強) by the China Top 500 Hidden Unicorn Enterprises Evaluation Committee. |
| | Yueshi Information was honored as Outstanding Practice Case of Cross-border Logistics and Supply Chain Service Innovation (跨境物流與供應鏈服務創新優秀實踐案例). |
| | Our Company was converted from a limited liability company into a joint stock limited company. |

## OUR MAJOR SUBSIDIARIES

As of the Latest Practicable Date, the following entities are our major subsidiaries which made a material contribution to our results of operation during the Track Record Period:

| Company name | Date of establishment and commencement of business | Place of establishment | Registered capital | Principal business activities |
|---|---|---|---|---|
| Yueshi Information | April 7, 2017 | PRC | RMB110,000,000 | Information technology and network technology development |
| Yueshi Supply Chain | June 11, 2019 | PRC | RMB1,000,000,000 | Supply chain management services and food trading |
| Beijing Yidun | January 22, 2024 | PRC | RMB10,000,000 | Supply chain management services |
| Jiangsu Chuangcheng | June 12, 2024 | PRC | RMB50,000,000 | Supply chain management services |

## ESTABLISHMENT AND DEVELOPMENT OF OUR GROUP

### Establishment and Early Shareholding Changes of Yueshi Information

Yueshi Information was established as a limited liability company under the laws of the PRC on April 7, 2017. Upon incorporation, Yueshi Information was held by three early founding shareholders, Wang Yige (王一鴿), Liu Xingliang (劉星亮) ("**Mr. Liu**") and Lv Nianzhen (呂年珍) as to 62.5%, 27.5% and 10.0%, respectively. Mr. Chen has worked in Yueshi Information since April 2017 and he acquired 60% equity interest in Yueshi Information and became the single largest shareholder of Yueshi Information in October 2018. After a series of early shareholding changes and on October 31, 2019, Yueshi Information was held by Shenzhen Mingkexin (a limited partnership

then controlled by Mr. Chen as the general partner), Mr. Chen, Shenzhen Mingxuan Investment Partnership (Limited Partnership) (深圳銘軒投資合夥企業(有限合夥)) ("**Shenzhen Mingxuan**") (a limited partnership then controlled by Mr. Chen as the general partner) and Shenzhen Hanwei (an Independent Third Party) as to 38%, 36%, 23% and 3%, respectively.

**Establishment of Our Company and Acquisition of Yueshi Information**

Our Company, Shenzhen Yueshi Internet Technology Co., Ltd. (深圳粵十互聯網科技有限公司), was established as a limited liability company under the laws of the PRC on December 24, 2019. Upon incorporation, our Company was held by Shenzhen Mingkexin, Mr. Chen, Shenzhen Mingxuan and Shenzhen Hanwei as to 38%, 36%, 23% and 3%, respectively.

In January 2020, the then shareholders of Yueshi Information, namely Shenzhen Mingkexin, Mr. Chen, Shenzhen Mingxuan and Shenzhen Hanwei, transferred their respective 38%, 36%, 23% and 3% equity interest in Yueshi Information to our Company at a total consideration of RMB51.5 million which was determined with reference to the net asset value and financial performance of Yueshi Information and the historical investment costs. Upon completion of such equity transfers, Yueshi Information became our wholly-owned subsidiary.

**Major Shareholding Changes of Our Company Prior to 2025**

From 2020 to 2025, we conducted a series of share transfers and capital increases, including the share transfers among Mr. Chen and his controlled entities, and the investments made by our [REDACTED] Investors.

Pursuant to a share transfer agreement between Shenzhen Mingxuan (then controlled by Mr. Chen as its general partner) and Mr. Chen dated March 17, 2021, Shenzhen Mingxuan transferred the registered capital of RMB2,300,000 to Mr. Chen at nominal consideration. Upon completion of the share transfer, Shenzhen Mingxuan ceased to be our Shareholder.

In order to streamline the decision-making process of the limited partners of Shenzhen Mingkexin, Yueshi Investment was established with Mr. Chen serving as the general partner and replaced Shenzhen Mingkexin as the direct shareholding platform in our Company. Pursuant to the share transfer agreement between Shenzhen Mingkexin and Yueshi Investment (both of which were then controlled by Mr. Chen as the general partner) dated August 22, 2025, Shenzhen Mingkexin transferred the registered capital of RMB3,800,000 to Yueshi Investment at a consideration of RMB3,800,000 which was determined with reference to the registered capital. Upon completion of the share transfer, Shenzhen Mingkexin ceased to be our Shareholder. A number of other limited partnerships were formed as the indirect shareholding platforms and act as limited partners of Yueshi Investment (the "**Yueshi Investment LPs**"). The limited partners of Shenzhen Mingkexin became limited partners of the Yueshi Investment LPs. As of the Latest Practicable Date, Yueshi Investment was held by Mr. Chen as the general partner as to 0.001% and 33 Yueshi Investment LPs as to an aggregate of 99.999%. Mr. Liu served as the general partner of each of Yueshi Investment LPs for administrative convenience. Mr. Liu currently serves as the design manager of our Company, primarily responsible for the overall planning and design of our promotional and marketing materials to align with the corporate image and business strategy. As one of the early founding shareholders, Mr. Liu was initially assisting with the overall business operations in the early stage of our establishment and he has been primarily responsible for the design development and corporate brand promotion of our Company since 2018. Given his long and stable work relationship and familiarity with our Group, the limited partners of the Yueshi Investment LPs have trust and recognition in Mr. Liu, and therefore appointed him as the general partner of Yueshi Investment LPs. In his capacity as the general partner of each of Yueshi Investment LPs, Mr. Liu is able to maintain close communication with all minority shareholders and possesses the authority to execute partnership affairs relating to Yueshi Investment LPs and represents Yueshi Investment LPs externally, thus expediting the decision-making process of Yueshi Investment LPs more efficiently.

Among the limited partners of the Yueshi Investment LPs, (i) Mr. Shi Weiqi, our executive Director, was interested in 2.6316% partnership interest in Yueshi Investment through his 99.999% partnership interest in a Yueshi Investment LP as a limited partner; (ii) Mr. Jiang Jundong, our executive Director, was interested in 0.2653% partnership interest in Yueshi Investment through his 99.999% partnership interest in a Yueshi Investment LP as a limited partner; (iii) Ms. Shi Haizhen, our executive Director, was interested in 0.2653% partnership interest in Yueshi Investment through her 99.999% partnership interest in a Yueshi Investment LP as a limited partner; (iv) Ms. Liao Yuqing (廖雨晴), a supervisor of Yueshi Supply Chain and a connected person, was interested in 26.6062% partnership interest in Yueshi Investment through her respective 0.1%, 0.1% and 0.0594% partnership interest in three Yueshi Investment LPs as a limited partner; (v) Mr. Wang Kai (王凱), a former director during previous 12 months and a connected person, was interested in 7.2734% partnership interest in Yueshi Investment through his 90.4% partnership interest in a Yueshi Investment LP as a limited partner; and (vi) Mr. Lin Liangquan (林良全), a former director during previous 12 months and a connected person, was interested in 0.8124% partnership interest in Yueshi Investment through his 99.999% partnership interest in a Yueshi Investment LP as a limited partner. Save as disclosed above, the other 31 ultimate beneficial owners of the Yueshi Investment LPs are Independent Third Parties. None of the ultimate beneficial owners of the Yueshi Investment LPs indirectly holds more than 30% of interests in our Company.

For details of the investments made by our [REDACTED] Investors, see "— [REDACTED] Investments" below.

Upon completion of the abovementioned share transfers and [REDACTED] Investments, the shareholding structure of the Company was as follows:

| Name of Shareholder | Registered capital subscribed for (in RMB) | Approximate percentage of shareholding |
|---|---|---|
| Yueshi Investment | 3,800,000 | 24.39% |
| Mr. Chen | 3,290,645 | 21.12% |
| CFH | 1,201,505 | 7.71% |
| Yueshi Entrepreneurship | 1,089,228 | 6.99% |
| Yujun Shuzhi | 1,008,837 | 6.48% |
| Guangken Agricultural Supply Side Fund | 881,103 | 5.66% |
| Guizhou Rural Fund | 591,705 | 3.80% |
| Jiequan Rural Fund | 440,552 | 2.83% |
| Shenzhen Hongqiao | 432,970 | 2.78% |
| Qifu Hulian | 417,915 | 2.68% |
| Yingrun Zhiyun | 417,915 | 2.68% |
| Shenzhen Chuangfu Workshop | 417,915 | 2.68% |
| Chuangke Xiaochen | 208,957 | 1.34% |
| Shenzhen HTI | 208,957 | 1.34% |
| Jinzheng Engine No.2 | 204,082 | 1.31% |
| Wuxi Liangxi Industrial Fund | 151,153 | 0.97% |
| Changhe No.8 | 139,305 | 0.89% |
| Shanghai Renshang | 132,166 | 0.85% |
| Shenzhen Tuohua | 104,479 | 0.67% |
| Wanxing Yaocheng | 104,478 | 0.67% |
| Guangken Rongyu | 100,769 | 0.65% |
| Wanxing Shicheng | 91,043 | 0.58% |
| Changhe No.11 | 78,320 | 0.50% |
| Guiyang Service Outsourcing Fund | 60,461 | 0.39% |
| Wan Shile (萬詩樂) | 4,406 | 0.03% |
| **Total** | **15,578,866** | **100.00%** |

**Conversion into a Joint Stock Limited Company in 2025**

On November 21, 2025, our Shareholders' resolutions approved, among others, (i) the conversion of our Company from a limited liability company into a joint stock limited company; and (ii) the conversion of the net asset value of our Company as of October 31, 2025 into 20,000,000 shares of our Company with a nominal value of RMB1 each, with the remaining net asset value recorded as capital reserves of our Company.

Following the conversion, the shareholding structure of the Company was as follows:

| Name of Shareholder | Number of Shares held | Approximate percentage of shareholding |
|---|---|---|
| Yueshi Investment | 4,878,404 | 24.39% |
| Mr. Chen | 4,224,501 | 21.12% |
| CFH | 1,542,481 | 7.71% |
| Yueshi Entrepreneurship | 1,398,341 | 6.99% |
| Yujun Shuzhi | 1,295,135 | 6.48% |
| Guangken Agricultural Supply Side Fund | 1,131,152 | 5.66% |
| Guizhou Rural Fund | 759,625 | 3.80% |
| Jiequan Rural Fund | 565,576 | 2.83% |
| Shenzhen Hongqiao | 555,843 | 2.78% |
| Qifu Hulian | 536,515 | 2.68% |
| Shenzhen Chuangfu Workshop | 536,515 | 2.68% |
| Yingrun Zhiyun | 536,515 | 2.68% |
| Chuangke Xiaochen | 268,257 | 1.34% |
| Shenzhen HTI | 268,257 | 1.34% |
| Jinzheng Engine No.2 | 261,999 | 1.31% |
| Wuxi Liangxi Industrial Fund | 194,049 | 0.97% |
| Changhe No.8 | 178,838 | 0.89% |
| Shanghai Renshang | 169,673 | 0.85% |
| Shenzhen Tuohua | 134,129 | 0.67% |
| Wanxing Yaocheng | 134,128 | 0.67% |
| Guangken Rongyu | 129,366 | 0.65% |
| Wanxing Shicheng | 116,880 | 0.58% |
| Changhe No.11 | 100,546 | 0.50% |
| Guiyang Service Outsourcing Fund | 77,619 | 0.39% |
| Wan Shile | 5,656 | 0.03% |
| **Total** | **20,000,000** | **100.00%** |

**[REDACTED] Investments after the Conversion**

Subsequent to our conversion into a joint stock limited company, we underwent one additional round of [REDACTED] Investment with the [REDACTED] Investors. See "— [REDACTED] Investments" below for details. For the shareholding of our Company following the completion of the [REDACTED] Investment, see "— Capitalization of Our Company" below.

**Share Subdivision upon the [REDACTED]**

As approved by our Shareholders' general meeting held on December 30, 2025, immediately upon the [REDACTED], the ordinary Shares of our Company will be subdivided on a one-for-ten basis, and the nominal value of the Shares will be changed from RMB1.0 each to RMB0.1 each. Immediately after such Share Subdivision, the registered share capital of our Company will be RMB[REDACTED] with [REDACTED] Shares with a nominal value of RMB0.1 each.

## MAJOR ACQUISITIONS, DISPOSALS AND MERGERS

Beijing Yueshi Robot was established as our wholly-owned subsidiary on November 22, 2022. As our then Shareholders could not agree on the intended business of Beijing Yueshi Robot, on August 10, 2023, our Company entered into an equity transfer agreement with Yueshi No. 1 Partnership and Yueshi No. 2 Partnership, respectively, pursuant to which our Company transferred its 20% and 50% equity interest in Beijing Yueshi Robot to Yueshi No. 1 Partnership and Yueshi No. 2 Partnership, respectively, at nominal consideration as Beijing Yueshi Robot was a holding company with no material operations at that time. Upon completion of such equity transfers, Beijing Yueshi Robot was held by Yueshi No. 2 Partnership, our Company and Yueshi No. 1 Partnership as to 50%, 30% and 20%, respectively. For more details about the current business of Beijing Yueshi Robot, see "Relationship with Our Controlling Shareholders — Delineation of Business."

Yueshi No. 1 Partnership was then held by Mr. Chen (99%) as the general partner and Ms. Liao Yuqing (1%) as the limited partner. Yueshi No. 2 Partnership was then held by Mr. Chen (40%) as the general partner and Yueshi Information (60%) as the limited partner and a nominee pursuant to a nominee shareholding agreement dated August 1, 2023 between Yueshi Information and Mr. Chen (the "**Nominee Shareholding Agreement**"). As advised by our PRC Legal Advisors, the Nominee Shareholding Agreement was valid and binding and Yueshi No.2 Partnership was controlled by Mr. Chen. As such, upon completion of the abovementioned equity transfers, Beijing Yueshi Robot ceased to be a subsidiary of our Company and was accounted as an associate of our Company. For the accounting treatment of Beijing Yueshi Robot, see Note 17 to the Accountants' Report. On September 22, 2025, Yueshi Information transferred its 60% partnership interest in Yueshi No. 2 Partnership to an entity controlled by Mr. Chen to reflect the actual shareholding structure of Yueshi No. 2 Partnership.

Save as disclosed above, during the Track Record Period, we disposed of several subsidiaries because they either had no actual business operation since establishment or primarily engaged in cold chain logistics business which are not our principal business.

As the financial contributions of the abovementioned entities that we disposed of during the Track Record Period are negligible to our Group, these disposals do not have any material adverse effect on our business, financial condition or results of operations. During the Track Record Period and up to the Latest Practicable Date, we had not conducted any major acquisitions, disposals or mergers that we consider to be material to us.

## [REDACTED] INVESTMENTS

### Overview

The principal terms of our [REDACTED] Investments are summarized below:

| Round | Name of [REDACTED] Investors | Subscription Method | Date of Investment | Date of Last Settlement of Consideration | Amount of Registered Capital (in RMB)/Shares Subscribed for/ Acquired[4] | Consideration (in RMB) | Cost Per H Share (in RMB)[1] | Discount to the [REDACTED][2] |
|---|---|---|---|---|---|---|---|---|
| Series Angel Investment | Jinzheng Engine No. 2 | Transferred by Hangzhou Jinzheng[3] | June 23, 2020 and September 13, 2024 | December 27, 2024 | 204,082 | 2,000,000 | 0.76 | [REDACTED]% |
| | Wanxing Shicheng | Transferred by Shenzhen Hanwei | July 6, 2022 | August 4, 2022 | 91,043 | 4,350,000 | 3.72[5] | [REDACTED]% |
| Series Pre-A Investment | Changhe No.8 | New subscription | March 11, 2021 | March 16, 2021 | 139,305 | 4,000,000 | 2.24 | [REDACTED]% |
| | Shenzhen Tuohua | New subscription | March 11, 2021 | March 17, 2021 | 104,479 | 3,000,000 | 2.24 | [REDACTED]% |
| Series A Investment | Qifu Hulian | New subscription | December 2, 2021 | February 11, 2022 | 417,915 | 20,000,000 | 3.73 | [REDACTED]% |
| | Wanxing Yaocheng | New subscription | December 2, 2021 | December 15, 2021 | 104,478 | 5,000,000 | 3.73 | [REDACTED]% |
| | Yingrun Zhiyun | New subscription | December 2, 2021 | January 20, 2022 | 417,915 | 20,000,000 | 3.73 | [REDACTED]% |
| | Chuangke Xiaochen | Transferred by Shenzhen Hanwei | May 16, 2022 | August 26, 2022 | 208,957 | 10,000,000 | 3.73 | [REDACTED]% |
| | Shenzhen HTI | New subscription | July 6, 2022 | November 22, 2022 | 208,957 | 10,000,000 | 3.73 | [REDACTED]% |
| | Shenzhen Chuangfu Workshop | Transferred by Mai Gang | August 22, 2025 | November 10, 2025 | 417,915 | 20,000,000 | 3.73 | [REDACTED]% |
| Series B Investment | CFH | New subscription | March 10, 2023 | October 10, 2024 | 1,201,505 | 100,000,000 | 6.48 | [REDACTED]% |
| | Yujun Shuzhi | Transferred by Yueshi Entrepreneurship | January 26, 2024[6] | October 27, 2025 | 1,441,807 | 64,500,000 | 4.98[7] | [REDACTED]% |
| | Shenzhen Hongqiao | Transferred by Yujun Shuzhi | April 10, 2025 | November 21, 2025 | 43,297 | 27,681,895 | 4.98[8] | [REDACTED]% |

| Round | Name of [REDACTED] Investors | Subscription Method | Date of Investment | Date of Last Settlement of Consideration | Amount of Registered Capital (in RMB)/Shares Subscribed for/ Acquired[4] | Consideration (in RMB) | Cost Per H Share (in RMB)[1] | Discount to the [REDACTED][2] |
|---|---|---|---|---|---|---|---|---|
| Series C Investment | Jiequan Rural Fund | New subscription | July 25, 2024 | September 13, 2024 | 440,552 | 50,000,000 | 8.84 | [REDACTED]% |
| | Shanghai Renshang | New subscription | September 27, 2024 | November 1, 2024 | 132,166 | 15,000,000 | 8.84 | [REDACTED]% |
| | Changhe No.11 | Transferred by Yueshi Entrepreneurship | December 3, 2024 | December 16, 2024 | 7,832 | 8,000,000 | 7.96[9] | [REDACTED]% |
| | Guizhou Rural Fund | New subscription | December 12, 2024 | December 18, 2024 | 440,552 | 50,000,000 | 8.84 | [REDACTED]% |
| | Guangken Agricultural Supply Side Fund | New subscription | March 21, 2025 | March 31, 2025 | 881,103 | 100,000,000 | 8.84 | [REDACTED]% |
| | Wan Shile | New subscription | March 21, 2025 | April 2, 2025 | 4,406 | 500,000 | 8.84 | [REDACTED]% |
| Series D Investment | Guizhou Rural Fund | New subscription | August 22, 2025 | October 24, 2025 | 151,153 | 30,000,000 | 15.46 | [REDACTED]% |
| | Wuxi Liangxi Industrial Fund | New subscription | October 20, 2025 | October 27, 2025 | 151,153 | 30,000,000 | 15.46 | [REDACTED]% |
| | Guangken Rongyu | New subscription | October 20, 2025 | October 22, 2025 | 100,769 | 20,000,000 | 15.46 | [REDACTED]% |
| | Guiyang Service Outsourcing Fund | New subscription | October 20, 2025 | October 29, 2025 | 60,461 | 12,000,000 | 15.46 | [REDACTED]% |
| Series E Investment | Suzhou Chuangze | New subscription | December 15, 2025 | December 18, 2025 | 85,714 | 30,000,000 | 35.00 | [REDACTED]% |
| | Dongfang Dikong | New subscription | December 15, 2025 | December 18, 2025 | 128,571 | 45,000,000 | 35.00 | [REDACTED]% |
| | Qidu Chuanghe | New subscription | December 15, 2025 | December 18, 2025 | 42,857 | 15,000,000 | 35.00 | [REDACTED]% |
| | Chuanghe Yunshang | New subscription | December 15, 2025 | December 18, 2025 | 28,571 | 10,000,000 | 35.00 | [REDACTED]% |
| | Dongfang Jiangcun | New subscription | December 15, 2025 | December 18, 2025 | 142,857 | 50,000,000 | 35.00 | [REDACTED]% |

*Notes:*

(1) The cost per H Share is calculated based on the corresponding number of Shares of our Company after our conversion into a joint stock limited company and upon the completion of the Share Subdivision.

(2) Assuming the [REDACTED] is fixed at HK$[REDACTED], being the mid-point of the indicative [REDACTED] range.

(3) The [REDACTED] Investment was made through share transfer, and the consideration was determined after arm's length negotiations between Jinzheng Engine No. 2 and Hangzhou Jinzheng taking into account the historical investment cost and a reasonable investment return.

(4) The amount of registered capital acquired/subscribed represents the registered capital of our Company at the time of the relevant investment, which was before our conversion into a joint stock limited company in December 2025.

(5) The [REDACTED] Investment was made through share transfer, and the consideration was determined with reference to the share price of our Series A Investment. Nevertheless, Wanxing Shicheng was classified as a series Angel investor as at that time it was a shareholder of Shenzhen Hanwei who invested in our Company during the Series Angel Investment and Wanxing Shicheng assumed the series Angel investor's rights and obligations.

(6) The date refers to the payment date for the first installment of the consideration. The share transfer agreement between Yujun Shuzhi and Yueshi Entrepreneurship was retrospectively signed on January 9, 2025.

(7) The [REDACTED] Investment was made through share transfer, and the consideration was determined after arm's length negotiations between Yujun Shuzhi and Yueshi Entrepreneurship taking into account an agreed-upon discount to the share price for the new subscription in the Series B Investment.

(8) The [REDACTED] Investment was made through share transfer, and the consideration was determined after arm's length negotiations between Shenzhen Hongqiao and Yujun Shuzhi taking into account the historical price of investment.

(9) The [REDACTED] Investment was made through share transfer, and the consideration was determined after arm's length negotiations between Changhe No. 11 and Yueshi Entrepreneurship taking into account an agreed-upon discount to the share price for the new subscription in the Series C Investment.

**Principal Terms of the [REDACTED] Investments and [REDACTED] Investors' Rights**

The table below sets forth the other principal terms of the [REDACTED] Investments:

| | |
|---|---|
| **Use of Proceeds from the [REDACTED] Investments** | We utilized the proceeds from the [REDACTED] Investments primarily for promoting the growth and expansion of our principal business and for general working capital purpose.<br><br>As of the Latest Practicable Date, approximately 76.6% of the proceeds raised from the [REDACTED] Investments have been utilized. |
| **Basis of determination of the consideration** | The considerations for the [REDACTED] Investments were determined based on arm's length negotiation amongst the respective [REDACTED] Investors and our Group or other existing Shareholders after taking into consideration of the timing of the investments, the status of our business operations and the prospects of our Company. |
| **Lock-up Period** | Pursuant to the applicable PRC law, within the 12 months following the [REDACTED], all existing Shareholders (including the [REDACTED] Investors) cannot dispose of any of the Shares held by them. |
| **Strategic Benefits from [REDACTED] Investments** | At the time of the [REDACTED] Investments, our Directors were of the view that our Company would benefit from the additional capital provided by the [REDACTED] Investors' investments in our Company, insights for industry, advice on business expansion or strategic direction that the [REDACTED] Investors may bring to our Company.<br><br>Our Directors are also of the view that the [REDACTED] Investors' investments in our Company demonstrated their confidence in our Group's operations and served as an endorsement of our performance, strengths and prospects. |

**Special Rights of the [REDACTED] Investors**

In connection with the [REDACTED] Investments, the [REDACTED] Investors had been granted certain special rights, including but not limited to, the redemption right granted by our Company to the investors of the Series A, B, C, D and E [REDACTED] Investments (the "**Company Redemption Right**"), the redemption right granted by our Controlling Shareholders to the investors of the Series Angel, Pre-A, A, B, C, D and E [REDACTED] Investments (the "**CS Redemption Right**"), the right of first refusal, the right of co-sale, anti-dilution right and liquidation right. Pursuant to the termination agreement entered into between our Company and all the Shareholders of our Company dated December 22, 2025 (the "**Termination Agreement**"), (a) the Company Redemption Right and the CS Redemption Right shall be terminated on the day immediately preceding the first submission of the [REDACTED] application to the Stock Exchange by our Company (the "**[REDACTED] Application**") and shall be void *ab initio*; and (b) all the other special rights granted to the [REDACTED] Investors shall be terminated upon the [REDACTED] and shall be void *ab initio*.

Pursuant to the Termination Agreement, the special rights (except for the Company Redemption Right) may be reinstated if (i) our Company withdraws the [REDACTED] Application; (ii) the competent regulatory authorities reject the [REDACTED] Application, refuse to approve it or terminate the review thereof; or (iii) our Company fails to complete the [REDACTED] and the [REDACTED] within 24 months from the [REDACTED] Application or any

extended period agreed by all Shareholders as specified in the Termination Agreement. Save as disclosed above, (i) there are no other side arrangements between our Company and the [REDACTED] Investors or between our Company and our Controlling Shareholders regarding the CS Redemption Right; (ii) our Company did not provide any guarantee on the CS Redemption Right. Considering that our Company is not a party to the CS Redemption Right and has no obligation to repurchase the Shares held by the [REDACTED] Investors, no financial liability was recorded regarding the CS Redemption Right. For details, please refer to Note 28 to the Accountants' Report.

**Compliance with the [REDACTED] Investment Guidance**

On the basis that (i) the considerations for the [REDACTED] Investments were irrevocably settled more than 28 clear days before the date of our first submission of the [REDACTED] application to the Stock Exchange; and (ii) all the special rights granted to the [REDACTED] Investors shall be terminated before the [REDACTED] (save for the redemption rights as described above), the Sole Sponsor confirms that the [REDACTED] Investments comply with the guidance in Chapter 4.2 ([REDACTED] Investments) of the Guide for New Listing Applicants.

**Information about the [REDACTED] Investors**

Set out below is the information about our [REDACTED] Investors.

***CFH***

CFH is a limited partnership established in the Cayman Islands on September 6, 2021. The general partner of CFH is Green Prosperity Limited, which has full discretion to exercise investment decisions in respect of assets managed by CFH and is wholly owned by COFCO Capital (Hong Kong) Co., Limited, and is in turn wholly owned by COFCO Capital Investment Co., Limited (中糧資本投資有限公司). COFCO Capital Investment Co., Limited is wholly owned by COFCO CAPITAL HOLDINGS Co., Ltd. (中糧資本控股股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002423), which is controlled by COFCO Corporation (中糧集團有限公司) and is ultimately controlled by the State Council of the PRC. CFH is a private equity fund managed by COFCO Asset Management (International) Company Limited (中糧資產管理(國際)有限公司). CFH is held by its limited partner, Lumen Data Technology Limited, as to 100%, which is wholly owned by Schiueh Hua Nancy LIN. Each of the abovementioned entities and individual is an Independent Third Party.

***Changhe capital entities (including Changhe No.8 and Changhe No.11)***

Changhe No.8 is a limited partnership established in the PRC on March 11, 2019, the general partner of which is Shenzhen Changhe Capital Management Co., Ltd. (深圳長禾資本管理有限公司) ("**Changehe Capital Management**"). None of the limited partners of Changhe No.8 holds 30% or more interest in Changhe No.8.

Changhe No.11 is a limited partnership established in the PRC on November 24, 2023, the general partner of which is Changehe Capital Management. Except for Shenzhen Shenjuyuan Credit Consulting Co., Ltd. (深圳市深巨元信用諮詢有限公司), which is controlled by Liang Shangqing (梁尚青), an Independent Third Party, holding 38.3% in Changhe No.11, none of the other limited partners holds 30% or more interest in Changhe No.11.

Changhe No.8 and Changhe No.11 are private equity funds managed by Changehe Capital Management, which has full discretion to exercise investment decisions in respect of assets managed by Changhe No.8 and Changhe No.11 and is held by Wu Qiongchen (吳瓊琛) and Huang Qingwei (黃慶偉), both of whom are Independent Third Parties, as to 51% and 49%, respectively. Changehe Capital Management primarily engages in investment in high-tech and pharmaceutical industries.

Each of the abovementioned entities is an Independent Third Party.

***China Co-op controlled entities (including Guizhou Rural Fund and Jiequan Rural Fund)***

Guizhou Rural Fund is a limited partnership established in the PRC on October 16, 2023, which is held by (i) its general partner, Jiangsu New Supply and Marketing Fund Management Co., Ltd. (江蘇新供銷基金管理有限公司) ("**Jiangsu New Supply and Marketing**"), as to 1%; (ii) a limited partner, Qingdao Lianyue Zhenxing Investment Partnership (Limited Partnership) (青島聯悅振興投資合夥企業(有限合夥)) ("**Qingdao Lianyue**"), as to 50%. The general partner of Qingdao Lianyue is Nanjing Zhonghe Information Service Co., Ltd. (南京中合信息服務有限公司), which has full discretion to exercise investment decisions of Qingdao Lianyue and is wholly owned by Zhonghelian Investment Co., Ltd. (中合聯投資有限公司) ("**Zhonghelian**"), an entity held by New Supply and Marketing Industry Development Fund Management Co., Ltd. (新供銷產業發展基金管理有限責任公司) ("**New Supply and Marketing Industry Development Fund**") as to 88%. Except for Zhonghelian, which held 35% equity interests in Qingdao Lianyue, none of the other limited partners of Qingdao Lianyue held more than 30% equity interests therein; and (iii) a limited partner, Guizhou Provincial Agricultural and Rural Modernization Development Equity Investment Fund Partnership (Limited Partnership) (貴州省農業農村現代化發展股權投資基金合夥企業(有限合夥)) ("**Guizhou Provincial Agricultural and Rural Modernization Development Equity Investment**"), as to 49%, the general partner of which is Guizhou Guixin Ruihe Entrepreneurship Investment Management Co., Ltd. (貴州省貴鑫瑞和創業投資管理有限責任公司), which has full discretion to exercise investment decisions of Guizhou Provincial Agricultural and Rural Modernization Development Equity Investment and is held as to 76% by Guizhou Financial Holding Group Co., Ltd. (Guizhou Guimin Investment Group Co., Ltd.) (貴州金融控股集團有限責任公司(貴州貴民投資集團有限責任公司)), an entity wholly owned by Guizhou Provincial Department of Finance (貴州省財政廳). The sole limited partner of Guizhou Provincial Agricultural and Rural Modernization Development Equity Investment is Guizhou Industrial Development Co., Ltd. (貴州省產業發展有限公司), which is ultimately controlled by State-owned Assets Supervision and Administration Commission of Guizhou Province (貴州省人民政府國有資產監督管理委員會).

Jiequan Rural Fund is a limited partnership established in the PRC on February 10, 2022, which is held by (i) its general partner, Jiangsu New Supply and Marketing, as to 1%; (ii) a limited partner, Qingdao Tianyue Zhenxing Phase I Investment Partnership (Limited Partnership) (青島天悅振興一期投資合夥企業(有限合夥)), as to 44%, the general partner of which holds full discretion to exercise investment decisions therein is Zhonghe Tianyue (Hefei) Information Consulting Co., Ltd. (中合天悅(合肥)信息諮詢有限公司), which is wholly owned by Zhonghelian. The sole limited partner of Qingdao Tianyue Zhenxing Phase I Investment Partnership (Limited Partnership) is Zhonghelian; (iii) a limited partner, Huaian Industrial Investment Fund (Limited Partnership) (淮安市產業投資基金(有限合夥)) ("**Huaian Industrial Investment**"), as to 30%, the general partner of which holds full discretion to exercise investment decisions therein is Jiangsu Huaijin Venture Capital Co., Ltd. (江蘇淮金創業投資有限公司), an entity wholly owned by Huai'an Financial Development Group Co., Ltd. (淮安市金融發展集團有限公司) and ultimately controlled by Huai'an Municipal People's Government (淮安市人民政府). Except for Huaian Municipal Bureau of Finance (淮安市財政局), which held 61.5% equity interests in Huaian Industrial Investment, none of the other limited partners of Huaian Industrial Investment held more than 30% equity interests therein; (iv) a limited partner, Jiangsu Government Investment Fund (Limited Partnership) (江蘇省政府投資基金(有限合夥)) (which is ultimately wholly owned by Jiangsu Provincial Department of Finance (江蘇省財政廳)), as to 24%; and (v) a limited partner, New Supply and Marketing Industry Development Fund, as to 1%.

Guizhou Rural Fund and Jiequan Rural Fund are private equity funds managed by Jiangsu New Supply and Marketing, which has full discretion to exercise investment decisions in respect of assets managed by Guizhou Rural Fund and Jiequan Rural Fund and is held as to 51.0% by New Supply and Marketing Industry Development Fund, which is in turn held as to 80.2% by China Co-op Group Co., Ltd. (中國供銷集團有限公司) and is ultimately controlled by the All China Federation of Supply and Marketing Cooperatives (中華全國供銷合作總社). Each of the abovementioned entities is an Independent Third Party.

***Chuangke Xiaochen***

Chuangke Xiaochen is a limited partnership established in the PRC on March 22, 2022, which is held by (i) its general partner, Zheng Yihui (鄭意輝), as to 25%, with full discretion to exercise investment decisions in respect of assets managed by Chuangke Xiaochen, (ii) a limited partner, Zhang Xiaolan (張曉蘭), as to 40%, and (iii) a limited partner, Guo Xiulan (郭秀蘭), as to 35%. Each of the abovementioned entities and individuals is an Independent Third Party.

***Dongfang SASAC entities (including Chuanghe Yunshang, Dongfang Dikong, Dongfang Jiangcun, Qidu Chuanghe and Suzhou Chuangze)***

Chuanghe Yunshang is a limited partnership established in the PRC on November 15, 2022, which is held by its general partner, Suzhou Dongfang Chuanghe Private Fund Management Co., Ltd. (苏州東方創禾私募基金管理有限公司) ("**Suzhou Dongfang Chuanghe**"), as to 20% and its two limited partners, Suzhou Wujiang District Finance Bureau (蘇州市吳江區財政局) and Suzhou Wujiang Suzhouwan Industrial Investment Co., Ltd. (蘇州吳江蘇州灣產業投資有限公司), as to 60% and 20%, respectively.

Dongfang Dikong is a limited partnership established in the PRC on April 17, 2024, which is held by (i) its general partner, Suzhou Dongfang Chuanghe, as to 3%, (ii) a limited partner, Suzhou Wujiang Dongfang State-Owned Capital Investment Management Co., Ltd. (蘇州市吳江東方國有資本投資經營有限公司) ("**Suzhou Wujiang Dongfang Capital**"), which is controlled by the State-owned Assets Supervision and Administration Office of Wujiang District Government of Suzhou (蘇州市吳江區人民政府國有資產監督管理辦公室) ("**Suzhou Wujiang SASAC**"), as to 56%, and (iii) other five limited partners as to an aggregate of 41% with none of them holding 30% or more.

Dongfang Jiangcun is a limited partnership established in the PRC on August 21, 2024, which is held by (i) its general partner, Suzhou Dongfang Chuanghe, as to 4%; (ii) a limited partner, Suzhou Wujiang Jiangcun Investment Development Co., Ltd. (蘇州市吳江江村投資發展有限公司) as to 75%, which is wholly owned by Suzhou Wujiang Huicun Investment and Development Co., Ltd. (蘇州市吳江惠村投資發展有限公司) and is in turn owned by several economic cooperatives (經濟合作社) of Wujiang District; and (iii) a limited partner, Suzhou Wujiang Evergreen Charity Poverty Alleviation Association (蘇州市吳江區常青愛心幫困會), as to 21%.

Qidu Chuanghe is a limited partnership established in the PRC on July 13, 2022, which is held by (i) its general partner, Suzhou Dongfang Chuanghe, as to 10%; and (ii) its limited partner, Jiangsu Nan Taihu Investment Group Co., Ltd. (江蘇南太湖投資集團有限公司), as to 90%, which is held as to 80% by Suzhou Wujiang Qidu Collective Asset Management Co., Ltd. (蘇州市吳江區七都鎮集體資產經營公司), and is in turn wholly owned by Suzhou Wujiang Qidu Comprehensive Service Center (蘇州市吳江區七都鎮綜合服務中心).

Suzhou Chuangze is a limited partnership established in the PRC on March 6, 2025, which is held by (i) its general partner, Suzhou Wujiang Venture Capital Co., Ltd. (蘇州市吳江創業投資有限公司) ("**Suzhou Wujiang Venture**"), as to 1%; (ii) a limited partner, Suzhou Dongfang Chuanglian Investment Management Co., Ltd. (蘇州東方創聯投資管理有限公司), as to 58.7%, which is wholly owned by Suzhou Wujiang Dongfang Capital; (iii) a limited partner, Jiangsu Shengze Investment Co., Ltd. (江蘇盛澤投資有限公司), as to 40.0%, which is wholly owned by Wujiang Shengze Collective Asset Management Co., Ltd. (吳江市盛澤鎮集體資產經營公司), and is in turn wholly owned by People's Government of Shengze Town, Wujiang District, Suzhou (蘇州市吳江區盛澤鎮人民政府); and (iv) a limited partner, Suzhou Chenglan Chuangyue Management Consulting Partnership (Limited Partnership) (蘇州澄瀾創躍管理諮詢合夥企業(有限合夥)), as to 0.3%.

Chuanghe Yunshang, Dongfang Dikong, Dongfang Jiangcun and Qidu Chuanghe are private equity funds managed by Suzhou Dongfang Chuanghe, which has full discretion to exercise investment decisions in respect of assets managed by Chuanghe Yunshang, Dongfang Dikong, Dongfang Jiangcun and Qidu Chuanghe. Suzhou Chuangze is a private equity fund managed by Suzhou Wujiang Venture, which has full discretion to exercise investment decisions in respect of

assets managed by Suzhou Chuangze. Both Suzhou Dongfang Chuanghe and Suzhou Wujiang Venture are wholly owned by Suzhou Wujiang Dongfang Capital, which is controlled by the Suzhou Wujiang SASAC. Each of the abovementioned entities is an Independent Third Party.

***Guangken Taizheng fund investors (including Guangken Agricultural Supply Side Fund, Guangken Rongyu and Ms. Wan Shile)***

Guangken Agricultural Supply Side Fund is a limited partnership established in the PRC on April 29, 2019, which is held by (i) its general partner, Guangdong Guangken Taizheng Private Equity Investment Fund Management Co., Ltd. (廣東廣墾太證私募股權投資基金管理有限公司) ("**Guangdong Guangken Taizheng**"), as to 0.06%; (ii) a limited partner, Guangdong Agribusiness Group Corporation (廣東省農墾集團公司), as to 50%, which is wholly owned by Ministry of Agriculture and Rural Affairs of the PRC (中華人民共和國農業農村部); (iii) a limited partner, Guangdong Provincial Agricultural Supply-side Structural Reform Fund Partnership (Limited Partnership) (廣東省農業供給側結構性改革基金合夥企業(有限合夥)), as to 33.33%, the general partner of which is Guangdong Agricultural Supply Side Structural Reform Fund Management Co., Ltd. (廣東省農業供給側結構性改革基金管理有限公司), which is held as to 70% by Guangdong Hengjian Investment Holding Co., Ltd. (廣東恒健投資控股有限公司) (which is also the sole limited partner of Guangdong Provincial Agricultural Supply-side Structural Reform Fund Partnership (Limited Partnership)), and is in turn wholly owned by Guangdong SASAC (廣東省人民政府國有資產監督管理委員會); and (iv) two other limited partners as to 16.61%.

Guangken Rongyu is a limited partnership established in the PRC on September 11, 2025, which is held by (i) its two general partners, Guangdong Guangken Taizheng as to 0.95% and Tang Wei (唐威) as to 4.76%; (ii) a limited partner, Ye Yanping (葉燕萍), as to 65.71%; and (iv) four other limited partners as to 28.57%.

Guangken Agricultural Supply Side Fund and Guangken Rongyu are private equity funds managed by Guangdong Guangken Taizheng, which has full discretion to exercise investment decisions in respect of assets managed by Guangken Agricultural Supply Side Fund and Guangken Rongyu and is held as to (i) 60% by Ganzhou Jingping Investment Management Center (Limited Partnership) (贛州京平投資管理中心(有限合夥)) ("**Ganzhou Jingping**"), the general partner of which is Zhu Rong (朱蓉), and (ii) 40% by Guangdong Yueken Investment Co., Ltd. (廣東省粵墾投資有限公司), which is wholly owned by Guangdong Agribusiness Group Corporation.

Ms. Wan Shile is the director of Guangdong Guangken Taizheng and a limited partner of Ganzhou Jingping.

Each of the abovementioned entities and individuals is an Independent Third Party.

***Guiyang Service Outsourcing Fund***

Guiyang Service Outsourcing Fund is a limited liability company established in the PRC on February 19, 2016, which is held by (i) Guiyang Industrial Development Fund Partnership (Limited Partnership) (貴陽市工業發展基金合夥企業(有限合夥)) ("**Guiyang Industrial Development Fund**") as to 99.36%, the general partner of which holds full discretion to exercise investment decisions therein is Guiyang Venture Capital Co., Ltd. (貴陽市創業投資有限公司). Except for Guiyang Industrial Development Holding Group Co., Ltd. (貴陽產業發展控股集團有限公司), which held 34.1% equity interests in Guiyang Industrial Development Fund and is controlled by Guiyang SASAC (貴陽市人民政府國有資產監督管理委員會), none of the other limited partners of Guiyang Industrial Development Fund held more than 30% equity interests therein; and (ii) Guiyang Venture Capital Co., Ltd. as to 0.64%. Guiyang Service Outsourcing Fund is a private equity fund managed by Guiyang Venture Capital Co., Ltd., which has full discretion to exercise investment decisions in respect of assets managed by Guiyang Service Outsourcing Fund and is ultimately controlled by the Guiyang SASAC as to 97.14%.

***Qifu Hulian***

Qifu Hulian is a limited company established in the PRC on February 21, 2014, and is wholly owned by Qifu Private Fund Management Co., Ltd. (啟賦私募基金管理有限公司) ("**Qifu Fund**"), which is ultimately controlled by Fu Zhekuan (傅哲寬). Fu Zhekuan is an experienced investor and the founder of Qifu Fund. He has more than 20 years of experience in private equity investment with his investment portfolio spanning across sectors including TMT, consumer retail and modern agricultural industries. Fu Zhekuan, a former Director within 12 months, and his controlled entities are our connected persons.

***Shanghai Renshang***

Shanghai Renshang is a limited company established in the PRC on March 3, 2023 and is wholly owned by Shanghai Renke Industrial Co., Ltd. (上海仁恪實業有限公司), which is in turn wholly owned by Shanghai Tingdu Industrial Co., Ltd. (上海廷督實業有限公司), and is ultimately controlled by Sun Dongying (孫冬英), an Independent Third Party.

***Shenzhen Chuangfu Workshop***

Shenzhen Chuangfu Workshop is a limited partnership established in the PRC on November 23, 2020, which is held by (i) its general partner, Vonibo Holdings Corporation, as to 1%, which has full discretion to exercise investment decisions in respect of Shenzhen Chuangfu Workshop and is owned by Mai Haoyun (麥浩云) and Mai Haoyang (麥浩洋); and (ii) a limited partner, Hong Kong VenturesLab Company Limited, as to 99%, which is controlled by VenturesLab Holdings Corporation and is in turn owned by Mai Haoyun, Mai Haoyang and Timothy Cook Draper. Shenzhen Chuangfu Workshop primarily engages in equity investment, targeting early-stage innovative and entrepreneurial enterprises. Mai Haoyun, Mai Haoyang, Vonibo Holdings Corporation, Hong Kong VenturesLab Company Limited and VenturesLab Holdings Corporation are our connected persons and Timothy Cook Draper is an Independent Third Party.

***Shenzhen Hongqiao***

Shenzhen Hongqiao is a limited partnership established in the PRC on December 30, 2024, which is held by (i) its general partner, Lu Zhengcong (盧鄭聰), as to 55.24% with full discretion to exercise investment decisions in respect of Shenzhen Hongqiao; and (ii) two limited partners, Shenzhen Chuangfu Workshop as to 38.33% and Shenzhen Yidun Sanshiwu Technology Partnership (Limited Partnership) (深圳一噸三十五科技合夥企業(有限合夥)) as to 6.43%. Shenzhen Hongqiao primarily engages in scientific research and provision of technical services. Each of the abovementioned entities and individuals is an Independent Third Party.

***Shenzhen HTI***

Shenzhen HTI is a limited company established in the PRC on June 29, 2010 and is wholly owned by Shenzhen Hi-Tech Investment Group Co., Ltd. (深圳市高新投集團有限公司), which is controlled by Shenzhen Investment Holdings Co., Ltd. (深圳市投資控股有限公司), which was in turn wholly owned by the Shenzhen SASAC (深圳市人民政府國有資產監督管理委員會).

***Shenzhen Tuohua***

Shenzhen Tuohua is a limited partnership established in the PRC on June 5, 2020, the general partner of which is Shenzhen Ruifeng Xinan Investment Management Co., Ltd. (深圳市瑞豐信安投資管理有限公司), with no limited partners holding 30% or more. Shenzhen Tuohua is a private equity fund managed by Shenzhen Ruifeng Xinan Investment Management Co., Ltd., which has full discretion to exercise investment decisions in respect of assets managed by Shenzhen Tuohua and is controlled by Jin Feiguang (金飛廣), an Independent Third Party. Shenzhen Tuohua primarily engages in the provision of financial information services.

***Wanxing venture capital entities (including Wanxing Shicheng and Wanxing Yaocheng)***

Wanxing Shicheng is a limited partnership established in the PRC on December 31, 2020, which is held by (i) its general partner, Wanxing Tiancheng (Shenzhen) Venture Capital Co., Ltd. (灣興天成(深圳)創業投資有限公司) ("**Wanxing Tiancheng**"), as to 0.0999%; (ii) a limited partner, Ms. Shi Haizhen, as to 9.99%; and (iii) eight other limited partners as to 89.91% with none of them holding 30% or more.

Wanxing Yaocheng is a limited partnership established in the PRC on May 21, 2021, which is held by (i) its general partner, Wanxing Tiancheng, as to 0.10%; and (ii) three limited partners, Li Yanqiu (李雁秋) as to 39.96%, Wen Kefa (溫可法) as to 39.96% and Zhang Yangyang (張陽陽) as to 19.98%.

Wanxing Tiancheng has full discretion to exercise investment decisions in respect of Wanxing Shicheng and Wanxing Yaocheng and is held by (i) Shenzhen Wanxing Capital Investment Co., Ltd. (深圳市灣興資本投資有限公司) as to 51%; (ii) Zhang Yangyang as to 29%; (iii) Ms. Shi Haizhen as to 5%; and (iv) three individual shareholders as to 15%. Shenzhen Wanxing Capital Investment Co., Ltd. is controlled by Zhang Yangyang, with Ms. Shi Haizhen holding 10% interest therein.

Except for Ms. Shi Haizhen who is our executive Director, each of the abovementioned entities and individuals is an Independent Third Party.

***Wuxi Liangxi Industrial Fund***

Wuxi Liangxi Industrial Fund is a limited partnership established in the PRC on September 26, 2025, which is held by (i) two general partners, Wuxi Kesheng Private Fund Co., Ltd. (無錫科晟私募基金有限公司) ("**Wuxi Kesheng**") as to 0.2% and Shenzhen Yimai Holding Co., Ltd. (深圳市億脈控股有限公司) ("**Shenzhen Yimai**") as to 0.2%; (ii) a limited partner, Wuxi Liangxi Science and Technology City Innovation Investment Co., Ltd. (無錫市梁溪科技城創新投資有限公司) as to 39.6%, which is wholly owned by Wuxi Liangxi Science and Technology City Park Development Group Co., Ltd. (無錫市梁溪科技城園區發展集團有限公司), which is in turn wholly owned by Wuxi Liangxi Technology City Development Group Co., Ltd. (無錫市梁溪科技城發展集團有限公司) and is ultimately controlled by the State-owned Assets Supervision and Administration Office of the People's Government of Liangxi District, Wuxi City (無錫市梁溪區人民政府國有資產監督管理辦公室) ("**Wuxi Liangxi SASAC**"); (iii) a limited partner, Wuxi Keyi Investment Development Group Co., Ltd. (無錫市科益投資發展集團有限公司) as to 30%, which is wholly owned by Wuxi Guangyi Jianfa Holdings Group Co., Ltd. (無錫市廣益建發控股集團有限公司) (an entity ultimately controlled by Wuxi Liangxi SASAC); and (iv) a limited partner, Wuxi Shanbei Investment Development Co., Ltd. (無錫市山北投資發展有限公司) as to 30%, which is wholly owned by Jinyu Future (Jiangsu) Innovation Investment Co., Ltd. (金譽未來(江蘇)創新投資有限公司), and is ultimately controlled by Wuxi Liangxi SASAC. Wuxi Liangxi Industrial Fund is a private equity fund managed by Wuxi Kesheng. Shenzhen Yimai is held by Shenzhen Qifu Zhongzhi Management Partnership (Limited Partnership) (深圳市啟賦眾智管理合夥企業(有限合夥)) as to 68.63% and is ultimately controlled by Fu Zhekuan. Wuxi Kesheng has full discretion to exercise investment decisions in respect of assets managed by Wuxi Liangxi Industrial Fund and is ultimately controlled by Wuxi Liangxi SASAC. Except for Fu Zhekuan who is a former Director within 12 months and his controlled entities, each of the abovementioned entities and individuals is an Independent Third Party.

***Yujun Shuzhi***

Yujun Shuzhi is a limited partnership established in the PRC on July 13, 2021, which is held by (i) its general partner, Shenzhen Yujun Venture Capital Management Co., Ltd. (深圳市與君創業投資管理有限公司) ("**Yujun Venture Capital**"), as to 0.56%; (ii) a limited partner, Shenzhen Kezhen Industrial Co., Ltd. (深圳市可貞實業有限公司), as to 52.78%, which is held as to 78.9% by Shenzhen Meilihua Technology Co., Ltd. (深圳市美麗華科技股份有限公司), and is in turn held as to 52.4% by Lu Chunfeng (魯春風); (iii) a limited partner, Shenzhen Meilihua Technology Co., Ltd., as to 27.78%; and (iv) other eight limited partners as to 18.89%. Yujun Shuzhi is a private equity fund managed by Yujun Venture Capital, which has full discretion to exercise investment decisions in respect of assets managed by Yujun Shuzhi and is held by Shenzhen Yujun Technology Co., Ltd. (深圳與君科技有限公司) as to 70%, and Shenzhen Yujun Tongxing Investment Partnership (Limited Partnership) (深圳與君同行投資合夥企業(有限合夥)) as to 30%, both of which are ultimately controlled by Zhang Qi (張琦), an Independent Third Party.

***Zijingang investment entities (including Jinzheng Engine No.2 and Yingrun Zhiyun)***

Jinzheng Engine No.2 is a limited partnership established in the PRC on December 10, 2019, which is held by (i) its general partner, Shenzhen Zijingang Health Investment Management Co., Ltd. (深圳紫金港健康投資管理有限公司) ("**Zijingang Health Investment**"), as to 0.04%; and (ii) three limited partners, Hangzhou Jinzheng Engine No. 1 Venture Service Partnership (Limited Partnership) (杭州金證引擎一號創業服務合夥企業(有限合夥)), the general partner of which holds full discretion to exercise investment decisions therein is Zijingang Health Investment, Zhu Yuelong (朱躍龍) and Zhou Xiaoqing (周曉清), as to a 71.13%, 19.22% and 9.61%, respectively. Zijingang Health Investment has full discretion to exercise investment decisions in respect of Jinzheng Engine No.2 and is controlled by Zhu Yuelong.

Yingrun Zhiyun is a limited partnership established in the PRC on October 25, 2017, which is held by (i) its general partner, Shenzhen Zijingang Investment Management Ltd. Co. (深圳市紫金港投資管理有限公司) ("**Shenzhen Zijingang Investment**"), as to 0.95%; (ii) two limited partners, Shenzhen Wanxing Hezhou Investment Partnership (Limited Partnership) (深圳市灣興合舟投資合夥企業(有限合夥)) and Shenzhen Wanxing Juzhou Investment Partnership (Limited Partnership) (深圳市灣興巨舟投資合夥企業(有限合夥)), both of which are held by Zhang Yangyang as the general partner (90.00%) and Ms. Shi Haizhen as the limited partner (10.00%), as to 23.81% and 14.29%, respectively. Zhang Yangyang has the full discretion to exercise investment decisions of Shenzhen Wanxing Hezhou Investment Partnership (Limited Partnership) and Shenzhen Wanxing Juzhou Investment Partnership (Limited Partnership); and (iii) three limited partners, Cheng Houbo (程厚博), Cai Peng (蔡鵬) and Deng Ming (鄧明) as to 26.19%, 4.76% and 4.76%, respectively. Shenzhen Zijingang Investment has full discretion to exercise investment decisions in respect of assets managed by Yingrun Zhiyun and is controlled by Zhu Yuelong as to 60.00%. Yingrun Zhiyun is a private equity fund managed by Shenzhen Zijingang Investment.

Except for Ms. Shi Haizhen who is our executive Director and Mr. Zhu Yuelong, who is our former Director within 12 months, each of the abovementioned entities and individuals is an Independent Third Party.

**PUBLIC FLOAT AND FREE FLOAT**

Immediately upon completion of the Share Subdivision, the [REDACTED] (assuming the [REDACTED] is not exercised) and the Conversion of Unlisted Shares into H Shares, our Company will have [REDACTED] H Shares, among which:

(i) [REDACTED] H Shares (representing approximately [REDACTED]% of our total issued Shares upon [REDACTED]) to be converted from the Unlisted Shares held by our Controlling Shareholders, namely, Mr. Chen, Yueshi Investment and Yueshi Entrepreneurship will not be considered as part of the public float as the aforesaid Shareholders are core connected persons of our Group;

(ii) [REDACTED] H Shares (representing approximately [REDACTED]% of our total issued Shares upon [REDACTED]) to be converted from the Unlisted Shares held by all our existing Shareholders apart from those disclosed in (i) above will be counted towards the public float as none of the aforesaid Shareholders (x) is a core connected person of our Company; (y) has been financed directly or indirectly by a core connected person of our Company for the subscription of Shares; or (z) is accustomed to take instructions from a core connected person of our Company in relation to the acquisition, disposal, voting or other disposition of the Shares registered in his/her/its name or otherwise held by him/her/it; and

(iii) [REDACTED] H Shares (representing approximately [REDACTED]% of our total issued Shares upon [REDACTED]) to be issued by our Company under the [REDACTED] to [REDACTED] Shareholders will be counted towards the public float.

Pursuant to Rule 19A.13A(1) of the Listing Rules, assuming that the [REDACTED] is not exercised, (i) based on an [REDACTED] of HK$[REDACTED] per [REDACTED] (being the low end of the indicative [REDACTED] range), our expected market capitalization upon the [REDACTED] is HK$[REDACTED], and the minimum prescribed public float percentage applicable to our Shares is [REDACTED]%; (ii) based on an [REDACTED] of HK$[REDACTED] per [REDACTED] (being the mid-point of the indicative [REDACTED] range), our expected market capitalization upon the [REDACTED] is HK$[REDACTED], and the minimum prescribed public float percentage applicable to our Shares is [REDACTED]%; and (iii) based on an [REDACTED] of HK$[REDACTED] per [REDACTED] (being the top end of the indicative [REDACTED] range), our expected market capitalization upon the [REDACTED] is HK$[REDACTED], and the minimum prescribed public float percentage applicable to our Shares is [REDACTED]%.

In light of the above, upon completion of the Share Subdivision, the [REDACTED] and the Conversion of Unlisted Shares into H Shares, an aggregate of [REDACTED] H Shares or approximately [REDACTED]% of the total issued share capital of our Company (assuming the [REDACTED] is not exercised), which is more than [REDACTED]% as required under Rule 19A.13A(1) of the Listing Rules, will be counted towards the public float upon the [REDACTED]. Therefore, our Company will be able to meet the minimum public float requirement under Rule 19A.13A of the Listing Rules.

Rule 8.08A (as amended and replaced by Rule 19A.13C) of the Listing Rules provides that, where a new applicant is a PRC issuer with no other listed shares at the time of listing, this will normally mean that the portion of H shares for which listing is sought that are held by the public and not subject to any disposal restrictions (whether under contract, the Listing Rules, applicable laws or otherwise), at the time of the listing, must: (a) represent at least 10% of the total number of issued shares in the class to which H shares belong at the time of listing (excluding treasury shares), with an expected market value at the time of listing of not less than HK$50,000,000; or (b) have an expected market value at the time of listing of not less than HK$600,000,000. At the time of [REDACTED], our Company is expected to satisfy the free float requirement under Rule 19A.13C(1) of the Listing Rules, with sufficient H Shares held by the public and available for [REDACTED].

## CAPITALIZATION OF OUR COMPANY

The following table is a summary of the capitalization of the Company as of the Latest Practicable Date and immediately upon completion of the Share Subdivision, the [REDACTED] (assuming the [REDACTED] is not exercised) and the Conversion of Unlisted Shares into H Shares:

| | As of the Latest Practicable Date | | Immediately following the completion of the Share Subdivision, the [REDACTED] (assuming the [REDACTED] is not exercised) and the Conversion of Unlisted Shares into H Shares | |
|---|---|---|---|---|
| **Name of Shareholder** | **Number of Unlisted Shares held** | **Approximate percentage of shareholding** | **Number of H Shares held** | **Approximate percentage of shareholding** |
| ***Controlling Shareholders*** | | | | |
| Yueshi Investment[(1)] | 4,878,404 | 23.88% | [REDACTED] | [REDACTED]% |
| Mr. Chen | 4,224,501 | 20.68% | [REDACTED] | [REDACTED]% |
| Yueshi Entrepreneurship[(2)] | 1,398,341 | 6.85% | [REDACTED] | [REDACTED]% |
| *Sub-total* | *10,501,246* | *51.40%* | *[REDACTED]* | *[REDACTED]%* |
| CFH[(3)] | 1,542,481 | 7.55% | [REDACTED] | [REDACTED]% |
| Yujun Shuzhi[(3)] | 1,295,135 | 6.34% | [REDACTED] | [REDACTED]% |
| Shenzhen Hongqiao[(3)] | 555,843 | 2.72% | [REDACTED] | [REDACTED]% |
| Shenzhen Chuangfu Workshop[(3)] | 536,515 | 2.63% | [REDACTED] | [REDACTED]% |
| Chuangke Xiaochen[(3)] | 268,257 | 1.31% | [REDACTED] | [REDACTED]% |
| Shenzhen HTI[(3)] | 268,257 | 1.31% | [REDACTED] | [REDACTED]% |
| Shanghai Renshang[(3)] | 169,673 | 0.83% | [REDACTED] | [REDACTED]% |
| Shenzhen Tuohua[(3)] | 134,129 | 0.66% | [REDACTED] | [REDACTED]% |
| Guiyang Service Outsourcing Fund[(3)] | 77,619 | 0.38% | [REDACTED] | [REDACTED]% |
| ***China Co-op controlled entities***[(3)] | | | | |
| Guizhou Rural Fund | 759,625 | 3.72% | [REDACTED] | [REDACTED]% |
| Jiequan Rural Fund | 565,576 | 2.77% | [REDACTED] | [REDACTED]% |
| *Sub-total* | *1,325,201* | *6.49%* | *[REDACTED]* | *[REDACTED]%* |
| ***Guangken Taizheng fund investors***[(3)] | | | | |
| Guangken Agricultural Supply Side Fund | 1,131,152 | 5.54% | [REDACTED] | [REDACTED]% |
| Guangken Rongyu | 129,366 | 0.63% | [REDACTED] | [REDACTED]% |
| Wan Shile | 5,656 | 0.03% | [REDACTED] | [REDACTED]% |
| *Sub-total* | *1,266,174* | *6.20%* | *[REDACTED]* | *[REDACTED]%* |
| ***Zijingang investment entities***[(3)] | | | | |
| Jinzheng Engine No.2 | 261,999 | 1.28% | [REDACTED] | [REDACTED]% |
| Yingrun Zhiyun | 536,515 | 2.63% | [REDACTED] | [REDACTED]% |
| *Sub-total* | *798,514* | *3.91%* | *[REDACTED]* | *[REDACTED]%* |
| ***Qifu Hulian and Wuxi Liangxi Industrial Fund***[(3)] | | | | |
| Qifu Hulian | 536,515 | 2.63% | [REDACTED] | [REDACTED]% |
| Wuxi Liangxi Industrial Fund | 194,049 | 0.95% | [REDACTED] | [REDACTED]% |
| *Sub-total* | *730,564* | *3.58%* | *[REDACTED]* | *[REDACTED]%* |

| Name of Shareholder | As of the Latest Practicable Date | | Immediately following the completion of the Share Subdivision, the [REDACTED] (assuming the [REDACTED] is not exercised) and the Conversion of Unlisted Shares into H Shares | |
|---|---|---|---|---|
| | Number of Unlisted Shares held | Approximate percentage of shareholding | Number of H Shares held | Approximate percentage of shareholding |
| ***Dongfang SASAC entities***(3) | | | | |
| Chuanghe Yunshang | 28,571 | 0.14% | [REDACTED] | [REDACTED]% |
| Dongfang Dikong | 128,571 | 0.63% | [REDACTED] | [REDACTED]% |
| Dongfang Jiangcun | 142,857 | 0.70% | [REDACTED] | [REDACTED]% |
| Qidu Chuanghe | 42,857 | 0.21% | [REDACTED] | [REDACTED]% |
| Suzhou Chuangze | 85,714 | 0.42% | [REDACTED] | [REDACTED]% |
| *Sub-total* | *428,570* | *2.10%* | *[REDACTED]* | *[REDACTED]%* |
| ***Changhe capital entities***(3) | | | | |
| Changhe No.8 | 178,838 | 0.88% | [REDACTED] | [REDACTED]% |
| Changhe No.11 | 100,546 | 0.49% | [REDACTED] | [REDACTED]% |
| *Sub-total* | *279,384* | *1.37%* | *[REDACTED]* | *[REDACTED]%* |
| ***Wanxing venture capital entities***(3) | | | | |
| Wanxing Yaocheng | 134,128 | 0.66% | [REDACTED] | [REDACTED]% |
| Wanxing Shicheng | 116,880 | 0.57% | [REDACTED] | [REDACTED]% |
| *Sub-total* | *251,008* | *1.23%* | *[REDACTED]* | *[REDACTED]%* |
| ***Sub-total*** | ***20,428,570*** | ***100.00%*** | ***[REDACTED]*** | ***[REDACTED]%*** |
| [REDACTED] taking part in the [REDACTED] | — | — | [REDACTED] | [REDACTED]% |
| **Total** | **20,428,570** | **100.00%** | **[REDACTED]** | **100.00%** |

*Notes:*

(1) Yueshi Investment is controlled by Mr. Chen, with Mr. Chen being its general partner. For the details about the limited partners of Yueshi Investment, see "— Establishment and Development of Our Group — Major Shareholding Changes of Our Company Prior to 2025" in this section.

(2) Yueshi Entrepreneurship is controlled by Mr. Chen with Mr. Chen being its general partner, which became our Shareholder through acquisitions of part of Mr. Chen's direct shareholding in our Company on October 27, 2021 and August 10, 2023. As of the Latest Practicable Date, Yueshi Entrepreneurship was held by Mr. Chen as the general partner as to 99% and Ms. Liao Yuqing, a supervisor of Yueshi Supply Chain, as the limited partner as to 1%.

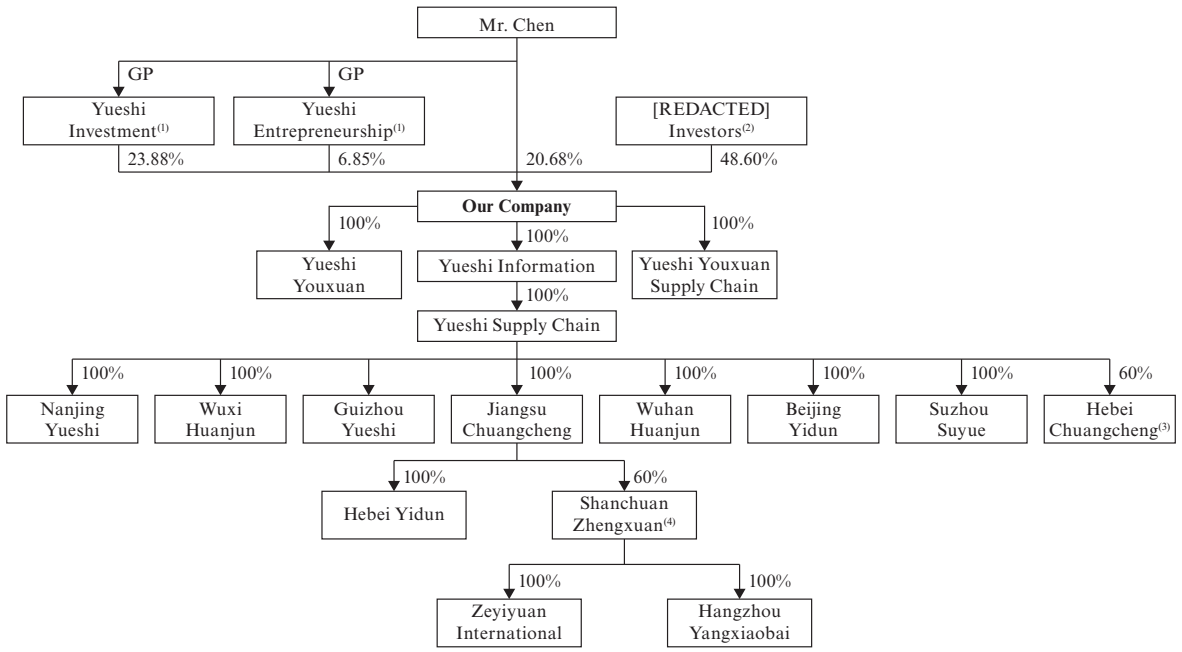
(3) These are our [REDACTED] Investors. For details, please see "— [REDACTED] Investments — Information about the [REDACTED] Investors."

# HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

## CORPORATE STRUCTURE

### Corporate Structure immediately before the [REDACTED]

The following chart sets forth the corporate structure of our Group immediately before the completion of the [REDACTED]:




*Notes:*

(1) Yueshi Investment and Yueshi Entrepreneurship are controlled by Mr. Chen with Mr. Chen being their respective general partner. For the details about the limited partners of Yueshi Investment and Yueshi Entrepreneurship, see "— Capitalization of Our Company" in this section.

(2) For details of the [REDACTED] Investors, see "— Capitalization of our Company" and "— [REDACTED] Investments" in this section.

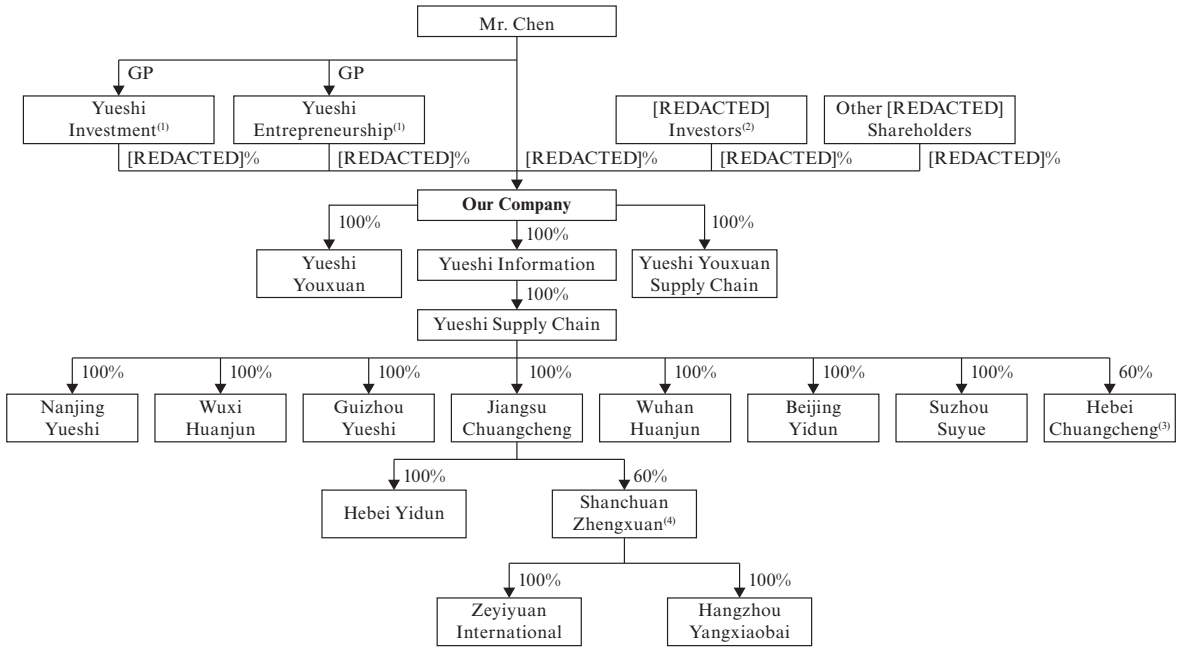
(3) As of the Latest Practicable Date, the remaining 40% equity interest in Hebei Chuangcheng was held by Langfang State Owned Assets Service Co., Ltd. (廊坊市國資資產服務有限公司), an Independent Third Party other than being a substantial shareholder of Hebei Chuangcheng.

(4) As of the Latest Practicable Date, the remaining 40% equity interest in Shanchuan Zhengxuan was held by Liu Chongqin (劉崇勤) as to 35% and Zhou Jianglin (周江林) and 5%, both of whom are Independent Third Parties other than being shareholders of Shanchuan Zhengxuan.

# HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

**Corporate Structure immediately following the [REDACTED]**

The following chart sets forth the corporate structure of our Group immediately after the completion of the Share Subdivision and the [REDACTED] (assuming the [REDACTED] is not exercised):




*Notes:*

(1) to (4): See the corresponding notes to the chart in "— Corporate Structure immediately before the [REDACTED]."

# BUSINESS

## OVERVIEW

### About Us

We are a technology-driven enterprise principally engaged in the sale of cold chain agricultural products and the provision of digital and intelligent cold chain integrated solutions. We use data analysis and operational tools to support procurement planning, inventory coordination and sales execution, with a view to improving operating efficiency and supply-demand matching throughout the cold chain circulation process.

Building on our experience in the digital transformation of agricultural product sales, we have developed a technology-enabled operating approach that supports more structured planning and execution compared with traditional cold chain trading models, which rely primarily on manual experience and offline coordination. According to Frost & Sullivan, in terms of revenue from the sale of cold chain agricultural products in 2025, we ranked sixth in China's digital and intelligent cold chain agricultural products sales market, with a market share of 1.0%, and ranked among the top 100 market participants in China's overall cold chain agricultural products sales market, with a market share of approximately 0.2%.

### Our Business

We operate a data-driven business model comprising (i) the sale of cold chain agricultural products, such as beef, chicken, pork and shrimp, which represents our primary growth engine, and (ii) the provision of digital and intelligent cold chain integrated solutions, which supports the digitalization of the daily operations of cold chain facility operators. Both business lines are complementary, supporting our customer access, operating insights, procurement planning and sales execution.

- ***Business origin and foundational capabilities***

Our business originated from our early participation in the digitalization of agricultural product circulation and cold chain operations. Since our establishment in 2019, we have independently developed and continuously upgraded the *Yueshi Intelligent Cold Chain Cloud Platform*, through which we initially provided digital information systems to cold storage facility operators.

With the growing sophistication of the system's functionality and the expansion of its applicable scenarios, these initial deployments evolved into digital and intelligent cold chain integrated solutions. Supported by our dedicated application tool, the *Yueshi Cold Chain Cloud App,* our solutions provide standardized digital management tools covering cold storage operations, circulation coordination and merchant engagement. Through these deployments, we accumulated operating experience and gained exposure to key cold chain circulation nodes, including agricultural products wholesale markets, food processing plants, agricultural products industrial parks and major agricultural product import ports.

As of the Latest Practicable Date, our digital and intelligent cold chain integrated solutions had been deployed by over 750 domestic cold chain operators across approximately 30 provinces, autonomous regions and municipalities across China.

- ***Natural expansion into the sale of cold chain agricultural products***

Through the deployment of our digital and intelligent cold chain integrated solutions and *Yueshi Cold Chain Cloud App*, we built operational touchpoints with merchants and operators across cold chain circulation scenarios and accumulated operational and transaction-related information. These experiences supported our understanding of the procurement needs, product preferences and operating patterns of agricultural product wholesalers, particularly small and medium-sized agricultural product wholesalers.

Building on these insights, we expanded into the sale of cold chain agricultural products in 2023. This expansion enabled us to address certain structural inefficiencies commonly found in traditional trading models, including fragmented information, inconsistent supply, limited product diversity and multiple intermediary layers. By connecting upstream supply, cold chain infrastructure and downstream customers, we are able to arrange procurement and sales activities with reference to market demand, product availability and customer order requirements, supporting by our data analysis capabilities. This supports more efficient circulation of cold chain agricultural products and provides downstream customers, particularly small and medium-sized agricultural product wholesalers, with more direct access to upstream supply.

- ***Core growth driver and data-enabled operations***

The sale of cold chain agricultural products represents our primary growth engine. During the Track Record Period, we sold cold chain agricultural products to more than 1,200 customers. Data accumulated during the transactions through our solutions and application tool, including merchant registration data, transaction data and demand-related data, enables more precise demand forecasting and disciplined product portfolio design, supporting optimized procurement pacing and inventory organization.

In conducting this business, we apply data analysis and operational tools to support demand assessment, product portfolio planning, procurement pacing and inventory organization. In particular, we consider historical transaction data, inventory status, customer demand signals and market conditions when arranging procurement and sales activities. These tools serve as operational support and do not replace management judgment or constitute a fully automated procurement or sales platform.

- ***Shareholder background and supply network***

Benefiting from our Shareholder background, including Shareholders with extensive experience and industry presence in the agricultural product sales sector such as COFCO Group, China Co-op Group Co., Ltd. and Guangdong Agribusiness Group Corporation, we were able to establish and expand our supplier network during the early stage of our development. Over time, we have built and now maintain relationships with a diversified base of global cold chain agricultural product suppliers, which support our cold chain agricultural product sales operations. During the Track Record Period, we cooperated with more than 1,000 suppliers across approximately 40 countries and regions, of which over 690 were overseas suppliers. Our supply network streamlines circulation layers, and improves procurement and sales efficiency, thereby directly strengthening the scalability and operational stability of our cold chain agricultural product sales business.

- ***Synergistic value of our business model***

Our sale of cold chain agricultural products and digital and intelligent cold chain integrated solutions are operationally complementary and together support the development of our business. Through the development of our digital and intelligent cold chain integrated solutions and the *Yueshi Cold Chain Cloud App*, we have established operational touchpoints with cold chain facility operators and merchants across key circulation scenarios. These touchpoints enhance our understanding of cold chain operating processes, inventory movement and customer demand patterns.

Our cold chain agricultural products sales business, in turn, provides practical commercial feedback from downstream customers, particularly small and medium-sized agricultural product wholesalers. Such feedback supports the continuous refinement of our systems and processes.

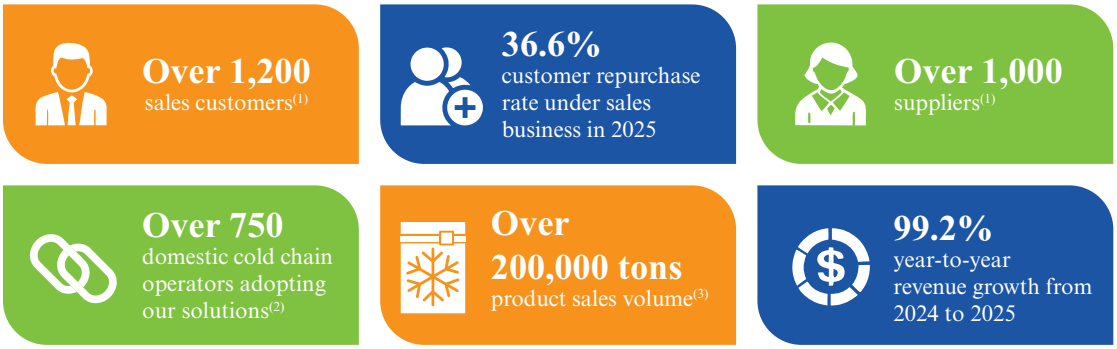
Building on this foundation, our sales model allows downstream agricultural product customers to streamline procurement by reducing reliance on multiple intermediary layers common under traditional trading models. By improving direct access to upstream supply and enhancing procurement efficiency, our model helps customers lower procurement costs and improve

operating performance, thereby strengthening customer value and encouraging repeat transactions. In 2025, the customer repurchase rate for cold chain agricultural product sales business reached 36.6%.

This complementary model supports our market positioning and provides a foundation for the scalable development of our business.

**Our Operating Performance**

The following diagram illustrates our business highlights for the period/as of the date indicated:




*Notes:*

(1) during the Track Record Period

(2) as of the Latest Practicable Date

(3) in 2025

Driven by the favorable policy support for cold chain infrastructure development and logistics digitalization, we achieved notable growth during the Track Record Period. Our revenue increased by 137.7% from RMB1,254.1 million in 2023 to RMB2,980.6 million in 2024, and further increased by 99.2% to RMB5,936.6 million in 2025. It further increased by 88.8% from RMB1,486.1 million for the four months ended April 30, 2025 to RMB2,805.3 million for the same period in 2026. Alongside revenue expansion, our profitability improved as a result of continued efforts to enhance operating efficiency and strengthen cost discipline. We recorded adjusted net loss (non-IFRS measure) of RMB6.0 million in 2023, and subsequently turned profitable, with adjusted net profit (non-IFRS measure) of RMB29.7 million, RMB68.7 million, RMB22.1 million and RMB35.9 million in 2024, 2025 and for the four months ended April 30, 2025 and 2026, respectively.

**Our Market Opportunity**

The market for cold chain agricultural product sales continues to expand alongside the advancement of cold chain logistics infrastructure and agricultural digitalization in China. National development plans, including the "14th Five Year Plan for Digital Economy Development" and the proposals for the "15th Five Year Plan," emphasize the role of data-driven and intelligent applications in promoting industrial efficiency and supply chain modernization. According to Frost & Sullivan, the market size of the digital and intelligent cold chain agricultural products sales market in China, measured by the total revenue, expanded from RMB334.7 billion in 2021 to RMB601.2 billion in 2025, representing a CAGR of 15.8% from 2021 to 2025, and is expected to continue growing to RMB1,045.8 billion by 2030, with a CAGR of 11.7% from 2025 to 2030.

Leveraging our supply network, customer base, operating experience and data analysis capabilities, we believe we are well positioned to capture industry growth opportunities and support the sustainable expansion of our business.

**Our Business Development and Evolution**

Our Group was established in 2019 and initially focused on providing digital and intelligent cold chain integrated solutions. Building on our operational experience and supply chain resources, and in response to industry developments, we commenced our cold chain agricultural products sales business in 2023 as an extension of our existing operations.

In 2023, following the introduction of strategic Shareholders, we gained access to upstream supply resources, which supported the initial execution and rapid expansion of this business line. The growth of our sales business was driven by such supply access, together with underlying market demand and our existing operational foundation. As a result, we scaled up our sales operations and gradually established our current business model, with cold chain agricultural products sales as our primary revenue driver, complemented by our solutions. In 2024 and 2025, we strengthened our independent sourcing capabilities, reduced reliance on shareholder-supported resources, and continued to expand our customer base and transaction scale.

We recorded accumulated losses at the beginning of the Track Record Period, primarily attributable to investments made during the early and growth stages of our business, including the development of the *Yueshi Cold Chain Cloud Platform*, initial business expansion and the associated operating costs prior to achieving scale. Such losses were consistent with our stage of development and were not the result of any material change in our business model.

## OUR COMPETITIVE STRENGTHS

We believe that the following competitive advantages enable us to sustain long-term growth and reinforce our competitive positioning.

**A technology-driven cold chain agricultural products sales enterprise and digital and intelligent cold chain integrated solutions provider in China**

We are a participant in China's digital and intelligent cold chain agricultural products sales market and have established our market position based on our operating experience, supply chain capabilities and customer relationships in cold chain agricultural products circulation. According to Frost & Sullivan, in terms of revenue from the sale of cold chain agricultural products in 2025, we ranked sixth in China's digital and intelligent cold chain agricultural products sales market, with a market share of 1.0%, and ranked among the top 100 market participants in China's overall cold chain agricultural products sales market, with a market share of approximately 0.2%. Benefiting from our early involvement in the digitalization of cold chain infrastructure and cold chain agricultural products circulation, we have secured a foothold across relevant market segments.

Our market position is supported by our understanding of cold chain circulation models and our ability to coordinate procurement, storage, logistics and sales execution. Our business originated from the provision of digital information systems to cold chain facilities. Through the deployment of the *Yueshi Intelligent Cold Chain Cloud Platform*, the *Yueshi Cold Chain Cloud App* and related operational tools, we have accumulated practical operating experience across key circulation nodes, including agricultural products wholesale markets, food processing plants, agricultural products industrial parks and major agricultural products import ports. They provide digital support across warehouse management, process coordination, information tracking and operational analytics, covering core operating scenarios such as cold storage operations, cargo flows and multi-party collaboration. Through integration into customers' daily operations, our solutions become embedded in their operational workflows and support the digital management of cold chain facilities.

As our solutions continued to be deployed and operated at scale, we are able, on a compliant basis, to accumulate industry-level data assets relating to inventory structure, turnover efficiency and transaction dynamics. Through ongoing data accumulation and analytical application, we enhance our understanding of downstream demand patterns, particularly the procurement requirements and operating rhythms of small and medium-sized agricultural product wholesalers. Such understanding assists us in product portfolio planning, procurement pacing and sales arrangements, thereby supporting the execution of our cold chain agricultural product sales business.

By embedding system-based tools and data analysis across key stages of procurement, storage, logistics and trading, we are able to conduct procurement and sales arrangements in a more structured manner. This helps us improve inventory management, working capital discipline and service capability, and supports our ability to respond to changing market conditions. These capabilities contribute to stronger customer stickiness and more resilient execution across different market environments.

We have established an operating model in which digital and intelligent cold chain integrated solutions and the sale of cold chain agricultural products are complementary. Our solutions provide operational touchpoints and process visibility across cold chain circulation scenarios, while our sales activities provide practical commercial feedback that supports the refinement of our operating processes and solution functionality.

Benefitting from this complementary model, we have continued to expand our business footprint and market presence. As of the Latest Practicable Date, our digital and intelligent cold chain integrated solutions had been deployed by over 750 cold chain operators, covering approximately 30 provinces, autonomous regions and municipalities across China. In parallel, we sold cold chain agricultural products to more than 1,200 customers. Through sustained participation at both the cold chain infrastructure level and the sales level, we have established an operating cycle in which system-based processes and our customer base support ongoing operational feedback and coordination.

Building on this foundation, our business scale and operational efficiency continued to improve throughout the Track Record Period. We achieved revenue of RMB1,254.1 million, RMB2,980.6 million, RMB5,936.6 million, RMB1,486.1 million and RMB2,805.3 million in 2023, 2024 and 2025 and for the four months ended April 30, 2025 and 2026, respectively. As our operations expanded, our profitability also improved. We recorded an adjusted net loss (non-IFRS measure) of RMB6.0 million in 2023, and subsequently turned profitable, with adjusted net profit (non-IFRS measure) of RMB29.7 million, RMB68.7 million, RMB22.1 million and RMB35.9 million in 2024, 2025 and for the four months ended April 30, 2025 and 2026, respectively. This financial performance reflects the operational characteristics of our business model and supports the continued development of our business in the digital and intelligent cold chain agricultural products sales market.

**Ecosystem collaboration driving resilient and scalable growth**

We have progressively built an ecosystem spanning upstream supply, cold chain infrastructure and downstream sales for cold chain agricultural products. This ecosystem supports our procurement arrangements, fulfilment execution and customer service, and provides a foundation for the continued expansion of our cold chain agricultural products sales business.

On the upstream supply side, leveraging our Shareholder background, such as COFCO Group, China Co-op Group Co., Ltd. and Guangdong Agribusiness Group Corporation, we have established cooperation with cold chain agricultural product suppliers across approximately 40 countries and regions. During the Track Record Period, we worked with more than 1,000 suppliers, of which over 690 were overseas suppliers. In periods of tight import supply and heightened price

volatility, these advantages enable us to maintain relatively stable procurement channels and supply rhythms, strengthen continuity of supply for key categories, and enhance the stability and predictability of our sales operations.

On the downstream customer side, we strategically focus on serving numerous small and medium-sized agricultural product wholesalers. These customers are numerous and typically engage directly with end-consumer scenarios. Under traditional trading models, however, their procurement often involves multiple intermediary layers, resulting in higher procurement costs, lower price transparency and limited access to stable primary supply. By leveraging our stable upstream supply network and platform-based operating capabilities, we are able to offer these customers more direct procurement channels and more competitive pricing. Small and medium-sized agricultural product wholesalers accounted for approximately 98.5%, 98.6%, 96.9% and 96.5% of our total customer base in 2023, 2024, 2025 and for the four months ended April 30, 2026, respectively. Compared with their prior procurement models, these customers may achieve more efficient procurement and inventory management through transacting with us, which may in turn contribute to more competitive procurement costs and improved inventory turnover efficiency. As a result, the customer repurchase rate for cold chain agricultural product sales business reached 36.6% in 2025.

Beyond upstream supply and downstream customers, we also incorporate domestic cold chain facilities across key circulation nodes into our collaborative ecosystem through the provision of digital and intelligent cold chain integrated solutions. As part of these solutions, functional modules such as intelligent warehouse network planning and real-time temperature monitoring are deployed as part of these solutions within customers' operating environments. As of the Latest Practicable Date, our digital and intelligent cold chain integrated solutions had been deployed by over 750 cold chain operators across major logistics nodes nationwide. Our cooperation with cold chain infrastructure operators is not based on one-off project delivery, but on ongoing system operation, process coordination and the accumulation of operational data, through which we receive continuous feedback that enables us to refine our solutions and improve system functionality and processes.

Within this ecosystem, upstream supply resources, cold chain infrastructure and downstream sales networks are connected through a unified data foundation and collaborative mechanisms. By integrating upstream supply resources with our systems and tools through the deployment of digital and intelligent cold chain integrated solutions, we enable full-process visualization of cold chain agricultural products from origin to end consumption. These applications enhance transparency and execution quality in cold chain operations and reduce uncertainty in fulfilment.

As operations continue, participating parties typically maintain ongoing use of our solutions following deployment. Such continued usage, together with process coordination and data integration, creates operational reliance, making these relationships less readily replaceable in the short term. This multi-layered and long-term ecosystem collaboration enables us to build an operating network characterized by scale effects, network effects and business stickiness in the cold chain agricultural products sector. Such a network is difficult for a single enterprise to replicate and provides a foundation for our sales resilience, fulfilment capability and long-term sustainable growth.

**R&D capabilities supporting continuous technological advancement**

We consistently regard R&D and technological advancement as core drivers of our long-term growth. We have continuously invested in R&D by incurring research and development expenses of RMB14.6 million, RMB16.4 million, RMB16.7 million, RMB5.4 million and RMB6.4 million in 2023, 2024, 2025 and for the four months ended April 30, 2025 and 2026, respectively. Through sustained investment and structured development mechanisms, we have progressively built a proprietary technology system tailored to cold chain agricultural product application scenarios, providing strong support for the continued enhancement of the *Yueshi Intelligent Cold Chain Cloud Platform*.

Our R&D efforts focus on addressing inherent challenges in cold chain operations, including low-temperature and high-humidity environments, multi-node coordination and complex circulation management. Based on industry practice and operating experience, we have developed software modules and standardized interfaces to support cold storage operations, process coordination and data management.

We have established a dedicated R&D team and built our core R&D center in Shenzhen. As of April 30, 2026, our R&D team comprised of 38 R&D professionals, accounting for approximately 30.6% of our total workforce as of the same date. Many of our R&D staff have years of experience in research and development from renowned enterprises.

Our R&D capabilities have been well recognized. We have been recognized as a National High-Tech Enterprise. As of the Latest Practicable Date, we had seven invention patents, one design patent and seven copyrights, which were material to our business, and we have participated in the formulation of multiple national and industry standards related to cold chain logistics and digital supply chain operations.

In addition, our core technological capabilities demonstrate horizontal scalability. Algorithm models, environmental adaptability technologies and collaborative control logic developed under low-temperature and complex operating environments can be extended, while maintaining technological consistency, to intelligent equipment and automation scenarios such as specialized cold storage robots. This scalability enables us to explore new application scenarios and ecosystem collaboration models on the basis of our existing technology system, further enhancing the long-term value of our R&D investment.

**Policy-aligned value proposition supporting livelihood supply and long-term growth**

Our business model is inherently aligned with the objective of enhancing the stability, efficiency and accessibility of agricultural product supply, thereby delivering tangible benefits to people's livelihoods. Through our sale of cold chain agricultural products, supply coordination and operating management, we seek to facilitate more balanced distribution of cold chain agricultural products across regions, reduce circulation inefficiencies and improve supply reliability in both production and consumption markets.

In the sale of cold chain agricultural products, we emphasize coordinated supply planning and cross-regional allocation, supported by real-time data on inventory records, demand patterns and circulation conditions. This enables us to respond to regional supply-demand imbalances, seasonal fluctuations and logistics constraints, contributing to more stable market supply and improved availability of essential cold chain agricultural products.

This value proposition is consistent with the policy direction of the PRC government, which has continued to prioritize the development of cold chain infrastructure, the digitalization of agricultural circulation and the role of agricultural supply systems in supporting people's livelihoods. Benefiting from a supportive policy environment and sustained public investment in cold chain logistics and digital infrastructure, our business operates within a favorable regulatory and market framework.

Against this backdrop, our standardized operating model, execution capability and supply coordination experience enable us to respond to policy tailwinds and market demand. With sustained demand for more efficient and resilient agricultural supply network, and an operating environment underpinned by long-term policy priorities, we believe our business allows us to capture substantial growth opportunities while maintaining operational stability and delivering long-term social value.

**Management team with relevant industry experience driving effective execution and sustainable growth**

We are led by a management team with deep industry expertise and strong execution capabilities, which underpins the effective implementation of our strategies and supports the sustainable growth of our business. Our Chairman of the Board, Mr. Chen, has played a pivotal role in guiding our Group through multiple rounds of [REDACTED] investments and in setting the strategic direction of our Group, including the establishment of our business model that integrates the sale of cold chain agricultural products with digital and intelligent cold chain integrated solutions. This strategic positioning forms the foundation of our integrated operating model and long-term development path.

Our senior management team possesses extensive professional knowledge and cross-disciplinary experience spanning cold chain operations, agricultural product circulation, digital systems and corporate management. The strengths of our management team not only enhance internal governance and operational discipline, but also provide strategic foresight and a solid talent foundation to support our Group's long-term and sustainable development.

## OUR BUSINESS STRATEGIES

Building on our existing business foundation, and anchored in the coordinated development of our digital and intelligent cold chain integrated solutions and the sale of cold chain agricultural products, we intend to implement the following business strategies. These strategies are designed to capture opportunities arising from industry-wide digitalization and improvements in cold chain circulation efficiency, while further consolidating and enhancing our competitive position.

**Strengthening R&D to enhance data analysis capabilities**

We regard sustained research and development as a core driver of our long-term competitiveness and operational scalability. As the digital and intelligent cold chain agricultural products sales market continues to evolve from an infrastructure-led model toward one driven by data governance and operational efficiency, market demand has increasingly shifted toward refined management, intelligent analytics, cross-node coordination and traceable operations.

In response to these structural changes, we plan to continue enhancing our R&D, internal systems and data analysis capabilities to support procurement planning, inventory coordination and sales execution. Our R&D efforts will continue to focus on addressing fundamental pain points across agricultural cold chain scenarios, including fragmented operations, limited operational visibility and inefficient multi-node coordination.

We plan to refine key functional modules of the *Yueshi Intelligent Cold Chain Cloud Platform* based on operating feedback from our digital and intelligent cold chain integrated solutions and sales operations. This approach is intended to enhance system adaptability, operational stability and practical effectiveness, while ensuring that product enhancements are closely informed by customers' day-to-day operational requirements.

We also plan to further enhance data integration, analysis and application in compliance with applicable laws and regulations. By analyzing operating data such as inventory structure, turnover efficiency and transaction rhythms, we aim to improve procurement pacing, inventory organization and product portfolio planning. These initiatives are expected to improve operational responsiveness and execution stability, particularly during periods of heightened market volatility.

In addition, as we expand the geographical coverage of our business, we will continue to enhance the international adaptability of our solutions, including system stability, modular deployment capability and compliance readiness, so as to support future cross-regional and overseas application of our solutions.

**Deepening global supply networks to enhance supply stability and fulfilment assurance**

We plan to further deepen cooperation with overseas suppliers to enhance supply stability and fulfilment assurance for the sale of cold chain agricultural products under complex and evolving market conditions.

Leveraging our Shareholder background and an established market position, we have established relationships with a number of cold chain agricultural product suppliers. Going forward, we will continue to focus on core product categories and key sourcing regions, including Southeast Asia, the Middle East, North America and South America. Our emphasis will be on deepening collaboration with existing suppliers and selectively expanding access to additional high-quality supply resources.

Rather than pursuing scale in supplier count, we seek to enhance supply certainty for key product categories at critical time points. This approach is intended to support our demand-led sales model, strengthen delivery predictability and reduce execution risk during periods of supply tightness or price volatility.

Building on this foundation, we will continue to strengthen coordination across import procurement, storage handover, logistics organization and fulfilment execution. Through more refined planning and centralized coordination of procurement schedules, inventory allocation and delivery pacing, we aim to enhance execution stability and predictability across varying market environments.

We will also continue to enhance risk identification and response mechanisms by accounting for differences among sourcing markets in supply cycles, logistics conditions and regulatory requirements. These measures are intended to strengthen the resilience of our sales system in the face of supply fluctuations and provide a stable foundation for sustained growth in the sale of cold chain agricultural products.

We intend to progressively enhance cross-regional supply coordination and inventory allocation capabilities, enabling closer linkage between overseas sourcing, storage nodes and domestic and overseas sales demand, and supporting more efficient global supply network over the medium to long term.

**Enhancing domestic market penetration through sales and fulfilment optimization**

We plan to further expand our presence in the domestic market for the sale of cold chain agricultural products by systematically broadening our customer base and deepening penetration among existing customer segments through sales and fulfilment capabilities. This strategy is primarily focused on serving the large and fragmented base of small and medium-sized agricultural product wholesalers, while strengthening our connectivity with cold chain infrastructure operators that serve as key circulation nodes.

On the customer expansion front, we aim to increase market coverage by leveraging our existing footprint at cold chain facilities where our digital and intelligent cold chain integrated solutions are deployed. Through application tool provided to cold chain infrastructure operators and merchants operating within such infrastructure at these nodes, we are able to access a concentrated pool of potential customers and progressively convert them into trading customers by offering standardized onboarding processes, transparent pricing mechanisms and reliable fulfilment arrangements. This approach allows us to expand customer reach with relatively lower incremental customer acquisition costs compared with traditional offline expansion models.

To deepen penetration among existing customers, we focus on increasing transaction frequency and share of wallet by aligning product offerings more closely with customers' actual operating needs. By analyzing historical transaction data, inventory turnover patterns and regional demand characteristics, we refine product selection and procurement pacing, enabling us to offer a broader yet more targeted range of cold chain agricultural products.

At the same time, we continue to strengthen fulfilment reliability and execution efficiency, which are critical to customer retention in the digital and intelligent cold chain agricultural products sales market. Through closer coordination across procurement, inventory allocation, warehousing handover and logistics scheduling, supported by our digital systems, we aim to improve delivery predictability and reduce execution friction, particularly during peak demand periods. This enhances customers' confidence in our ability to serve as a stable supply partner rather than a purely transactional trader.

In parallel, we advance standardization across products and sales processes to support scalable expansion. Through collaboration with major domestic production regions and partners, we seek to enhance product grading standards, quality control consistency and traceability. This enables us to provide clearer product specifications and more consistent service experiences as our customer base expands across regions.

Building on our participation at the cold chain facility level, we will continue to enhance internal data analytics and coordination capabilities to support demand assessment and sales planning. By aligning procurement arrangements, inventory organization and sales pacing more closely with market conditions, we aim to reduce reliance on multi-layered intermediaries, improve matching precision between supply and demand, and support business scale-up while maintaining fulfilment stability.

Through these coordinated initiatives, we seek to progressively expand our domestic customer base, deepen engagement with existing customers and strengthen execution discipline, thereby supporting sustained growth in the sale of cold chain agricultural products and reinforcing a scalable operating model.

**Building an overseas footprint through coordinated sales and platform deployment**

In parallel with strengthening our domestic operations, we intend to gradually expand our presence in selected overseas markets by leveraging the coordinated development of our cold chain agricultural product sales business and digital and intelligent cold chain integrated solutions.

Our overseas strategy emphasizes a prudent and phased approach, focusing initially on regions with established demand for imported cold chain agricultural products and relatively mature cold chain infrastructure, including Southeast Asia and the Middle East, while selectively exploring opportunities in North America and Europe. We intend to prioritize application scenarios where our supply network integration capabilities and digital operating model can be effectively replicated and localized.

Through the combination of localized sales capabilities, overseas supply coordination and platform deployment, we aim to enhance cross-regional inventory visibility, improve fulfilment coordination and support the gradual development of overseas sales and service networks. Over time, this approach is expected to strengthen our global supply network resilience and provide additional growth potential for both our sales and solutions businesses.

**Pursuing strategic partnerships and pursuing selective investments and acquisitions**

While continuing to develop our existing operations, we plan to further expand strategic cooperation and, where appropriate, pursue selective investments and acquisitions to improve our industrial footprint both domestically and in key overseas markets.

Against the backdrop of ongoing adjustments in the global agricultural supply chain landscape, cooperation with partners possessing complementary resources and capabilities can enhance overall coordination efficiency and supply network resilience. We intend to focus on opportunities that align with our long-term development strategy, particularly in areas such as cold chain warehousing, logistics hubs, agricultural product trading, and related supporting services.

Moreover, we will closely monitor market trends and consider suitable acquisition targets that may provide strategic benefits or synergies with our existing platform, supply network and operating capabilities. Our preferred targets include businesses with established operations and market presence that complement our core activities. See "Future Plans and Use of [REDACTED]."

Selective investments and acquisitions are expected to enhance our supply chain integration and operational efficiency, for example through upstream expansion or strengthening regional distribution networks, thereby improving supply stability. We also expect to benefit from more efficient procurement and logistics arrangements, which may support margin improvement. Such investments may result in short-term cash outflows; however, over time, the cash-generating capabilities of the acquired or invested businesses and related operational synergies are expected to support improvements in our operating cash flow. We will prioritize targets with stable cash flow profiles.

We will manage potential risks, including integration, market and regulatory risks, through comprehensive due diligence and disciplined investment and integration approaches, including, where appropriate, phased investment structures.

While as of the Latest Practicable Date, we had not engaged in any negotiations, entered into any letters of intent or agreements for potential acquisitions, or identified any definite acquisition targets, we believe that our industry experience and insights will enable us to identify suitable targets and effectively evaluate and execute potential opportunities in the future.

## OUR BUSINESS MODEL

We operate a business model comprising (i) the sale of cold chain agricultural products and (ii) the provision of digital and intelligent cold chain integrated solutions. The two business lines are connected through our customer resources, operating experience, data analysis and coordination capabilities, supporting procurement planning, inventory coordination and sales execution. The principal components of our business model include:

- ***Sale of cold chain agricultural products***: This business line is our primary growth engine. We organize the procurement and sale of cold chain agricultural products based on customers' order requirements, historical transaction data, inventory status, market conditions and regional demand patterns. Our customers primarily include small and medium-sized agricultural product wholesalers active across agricultural wholesale markets, cold chain parks and other cold chain circulation scenarios. Revenue from this business line is derived from product sales; and

- ***Digital and intelligent cold chain integrated solutions***: This business line mainly comprises software systems and related services provided to cold chain facility operators. Built on the *Yueshi Intelligent Cold Chain Cloud Platform* and supported by the *Yueshi Cold Chain Cloud App*, these solutions support the standardized management of cold chain circulation processes, including storage operations, process coordination and operational data management. Our customers primarily include operators of cold chain facilities across key circulation nodes, such as agricultural products wholesale markets, food processing plants, agricultural products industrial parks, and major agricultural product import ports. Revenue from this business line is primarily generated from the provision of software systems and related services, including system deployment, configuration and ongoing operation and maintenance support.

The table below sets forth our revenue by business line for the periods indicated.

| | Year ended December 31, | | | | | | Four months ended April 30, | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | 2023 | | 2024 | | 2025 | | 2025 | | 2026 | |
| | *RMB'000* | *% of revenue* | *RMB'000* | *% of revenue* | *RMB'000* | *% of revenue* | *RMB'000* | *% of revenue* | *RMB'000* | *% of revenue* |
| | | | | | | | *(Unaudited)* | | | |
| Sale of cold chain agricultural products | 1,231,210 | 98.2 | 2,948,968 | 98.9 | 5,898,023 | 99.3 | 1,472,056 | 99.1 | 2,789,439 | 99.4 |
| Digital and intelligent cold chain integrated solutions | 22,327 | 1.8 | 30,654 | 1.0 | 37,496 | 0.7 | 14,046 | 0.9 | 15,591 | 0.6 |
| Others[(1)] | 605 | 0.0 | 952 | 0.1 | 1,095 | 0.0 | 23 | 0.0 | 311 | 0.0 |
| **Total** | **1,254,142** | **100.0** | **2,980,574** | **100.0** | **5,936,614** | **100.0** | **1,486,125** | **100.0** | **2,805,341** | **100.0** |

*Note:*

(1) Others mainly comprise ancillary services, primarily including transportation coordination and other supporting services provided by Independent Third Party service providers engaged by us at the request of our customers.

## SALE OF COLD CHAIN AGRICULTURAL PRODUCTS

### Overview

We conduct this business through a technology-driven operating model, under which we procure cold chain agricultural products on our own account with reference to market demand, customer order requirements, historical transaction data, inventory status and supplier availability. Through data analysis, supplier coordination and standardized operating procedures, together with the *Yueshi Intelligent Cold Chain Cloud Platform*, we support procurement planning, inventory coordination and sales execution. Compared with traditional agricultural product traders that rely heavily on manual experience and fragmented offline coordination, we emphasize structured planning, disciplined execution and risk controlled fulfillment, with a view to improving supply reliability, circulation transparency and sales efficiency.

During the Track Record Period, we sold cold chain agricultural products to more than 1,200 customers and connected with over 1,000 suppliers across approximately 40 countries and regions. We primarily and strategically serve small and medium-sized agricultural product wholesalers active across agricultural wholesale markets, cold chain parks and related circulation scenarios. In 2023, 2024, 2025 and for the four months ended April 30, 2025 and 2026, the sales volume of our cold chain agricultural products, excluding dairy products, reached approximately 40,000 tons, 100,000 tons, 200,000 tons, 46,960 tons and 87,605 tons. Revenue generated from this business line accounted substantially all of our total revenue, amounting to RMB1,231.2 million, RMB2,949.0 million, RMB5,898.0 million, RMB1,472.1 million and RMB2,789.4 million in 2023, 2024, 2025 and for the four months ended April 30, 2025 and 2026, respectively, representing 98.2%, 98.9%, 99.3%, 99.1% and 99.4% of our total revenue for the respective periods.

### Our Role and Value Proposition in Cold Chain Agricultural Products Sales

We operate as a principal in our cold chain agricultural product sales business. We procure cold chain agricultural products from upstream suppliers and sell these products to downstream customers on our own account.

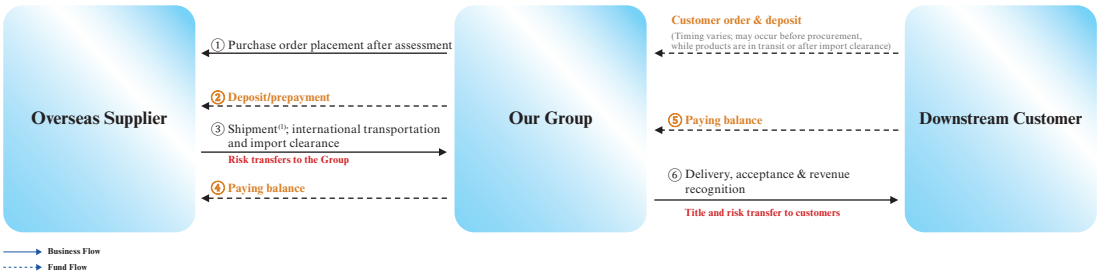
In executing these transactions, we perform an integrated role across procurement, transaction structuring and execution. On the procurement side, we source cold chain agricultural products based on our assessment of market demand, supported by our historical transaction data, market information, inventory status and aggregated customer demand signals. We leverage our supplier network across multiple sourcing regions, and negotiate procurement terms with suppliers. On the sales side, we determine the commercial terms with customers, including pricing and settlement arrangements, with reference to procurement costs, import-related expenses and prevailing market conditions.

In addition, we coordinate key operational steps across the transaction process, including customs clearance, documentation and delivery arrangements, to facilitate the completion of transactions. Through our involvement in procurement planning, pricing determination and coordination of cross-border processes, we enable efficient matching of supply and demand and reduce operational complexity for downstream customers.

***Transaction Process, Control Transfer and Risk Allocation***

The following diagrams illustrate the typical business and fund flows of our cold chain agricultural product sales business:

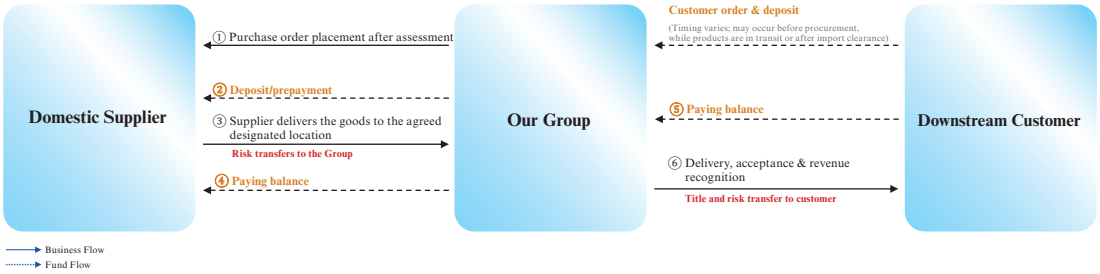
Overseas Procurement




*Note:*

(1) Based on our commercial negotiations with overseas suppliers, we generally adopt CIF, CFR or FOB terms for cross-border transportation.

Domestic Procurement




We consider ourselves to be acting as a principal in these transactions as we have primary responsibility for fulfilling sales contracts with customers, control the goods prior to transfer, exercise discretion over pricing and other key commercial terms, and bear the associated risks, including inventory risk, price fluctuation risk and customer credit risk.

Control over the cold chain agricultural products is generally transferred from suppliers to us upon shipment in accordance with the relevant contractual terms. Control is subsequently transferred from us to customers upon delivery and acceptance of the cold chain agricultural products at the agreed handover points, typically at designated ports or cold storage facilities.

The time period between these two points of control transfer varies depending on sourcing origin and logistics arrangements. Based on our operational experience, following completion of customs clearance, the period from supplier delivery to us to onward delivery to customers averages approximately 45 days, with final delivery to customers typically completed within approximately one to two months. During this period, we retain control over the goods and bear the associated risks. In particular, after accepting the cold chain agricultural products from suppliers and prior to customers' inspection and acceptance, we bear inventory risks, including risks of loss, damage, deterioration, price fluctuations and delays in sale or delivery.

***Our Value Added to the Supply Chain***

We play an integral role in integrating upstream and downstream participants within the cold chain agricultural products supply chain. According to Frost & Sullivan, in the cold chain agricultural products sales market in China, overseas primary supply sources are typically subject to certain access thresholds, including minimum procurement volumes, supplier qualification requirements and credit conditions. As a result, small and medium-sized wholesalers generally do not procure directly from overseas suppliers, but instead rely on intermediaries with established sourcing capabilities.

Against this backdrop, we leverage our supplier network across multiple sourcing regions to provide customers with access to diversified supply sources. By aggregating demand across multiple customers, we are able to arrange procurement more efficiently and optimize product allocation. We also leverage our understanding of market conditions and customer demand to structure transactions and determine pricing.

In addition, cross-border procurement of cold chain agricultural products involves multiple stages, including international transportation, customs clearance and domestic distribution, which require operational experience and coordination. By coordinating these processes, we facilitate transaction execution and reduce operational complexity for customers.

***Rational for Customers Engaging with Us***

Downstream customers typically transact with us rather than directly with upstream suppliers due to a combination of operational, commercial and structural considerations. While overseas primary suppliers generally impose requirements such as minimum order quantities, qualification standards and credit terms according to Frost & Sullivan, many small and medium-sized wholesalers may not be able to meet such requirements or establish direct procurement relationships. As a result, their procurement through traditional channels may involve multiple intermediaries, increasing transaction complexity and procurement costs.

By engaging with us, customers are able to access overseas and domestic supply sources through a more streamlined procurement process. As we source directly from overseas primary suppliers and aggregate demand across customers, we reduce intermediary layers and provide more cost-efficient procurement arrangements. Customers also benefit from greater flexibility in order size and product mix, as well as reduced operational burden in managing cross-border procurement processes. Through our coordination of procurement and transaction execution, we enable customers to focus on their core distribution activities.

**Product Categories and Product Selection Strategy**

We offer a diversified portfolio of cold chain agricultural products, primarily encompassing meat, seafood, fruits and other selected agricultural products which we source from domestic and overseas third-party suppliers. Within the meat category, our core offerings include beef, chicken and pork, which have consistently represented our principal product categories. In the seafood segment, shrimp and selected fish products are among our key offerings. We have also progressively expanded into selected fruit categories, such as cherries, blueberries and durians, to address evolving customer demand and broaden the product mix.

During the Track Record Period, revenue from the sale of cold chain agricultural products was derived primarily from meat and seafood products, with beef, chicken, pork and shrimp constituting the largest revenue contributors. These products benefited from stable market demand and our ability to secure reliable upstream supply and carry out procurement and sales planning based on market information and historical transaction data. The following table sets forth a breakdown of our revenue from the sale of cold chain agricultural products by product type for the periods indicated.

| | Year ended December 31, | | | | | | Four months ended April 30, | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | 2023 | | 2024 | | 2025 | | 2025 | | 2026 | |
| | *RMB'000* | *% of revenue* | *RMB'000* | *% of revenue* | *RMB'000* | *% of revenue* | *RMB'000 (Unaudited)* | *% of revenue* | *RMB'000* | *% of revenue* |
| **Meat** | | | | | | | | | | |
| — Beef | 92,975 | 7.6 | 1,012,716 | 34.3 | 3,280,921 | 55.6 | 735,997 | 50.0 | 1,655,789 | 59.4 |
| — Chicken | 653,946 | 53.1 | 970,391 | 32.9 | 774,042 | 13.1 | 247,785 | 16.8 | 360,601 | 12.9 |
| — Pork | 372,261 | 30.2 | 392,359 | 13.3 | 703,648 | 11.9 | 177,544 | 12.1 | 203,766 | 7.3 |
| — Other meat products[1] | 4,332 | 0.4 | 37,468 | 1.3 | 324,449 | 5.5 | 46,429 | 3.2 | 79,613 | 2.9 |
| | **1,123,514** | **91.3** | **2,412,934** | **81.8** | **5,083,060** | **86.1** | **1,207,755** | **82.1** | **2,299,769** | **82.4** |
| **Seafood** | | | | | | | | | | |
| — Shrimp | 97,398 | 7.9 | 438,353 | 14.9 | 296,466 | 5.0 | 116,303 | 7.9 | 85,374 | 3.1 |
| — Fish | — | — | 12,492 | 0.4 | 57,288 | 1.0 | 11,899 | 0.8 | 70,691 | 2.5 |
| | **97,398** | **7.9** | **450,845** | **15.3** | **353,754** | **6.0** | **128,202** | **8.7** | **156,065** | **5.6** |
| **Fruits[2]** | — | — | 79,672 | 2.7 | 342,597 | 5.8 | 112,390 | 7.6 | 308,074 | 11.0 |
| **Other products[3]** | 10,298 | 0.8 | 5,517 | 0.2 | 118,612 | 2.1 | 23,709 | 1.6 | 25,531 | 1.0 |
| **Total** | **1,231,210** | **100.0** | **2,948,968** | **100.0** | **5,898,023** | **100.0** | **1,472,056** | **100.0** | **2,789,439** | **100.0** |

*Notes:*

(1) Other meat products mainly comprise lamb and duck.

(2) Fruits mainly comprise cherries, blueberries and durians.

(3) Other products mainly comprise dairy products, hamburgers and other agricultural products.

The following table sets forth a breakdown of our gross profit margin of the sale of cold chain agricultural products by product type for periods indicated:

| | Year ended December 31, | | | Four months ended April 30, | |
|---|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2025 | 2026 |
| | | | *(%)* | | |
| **Meat** | | | | | |
| — Beef | 1.1 | 2.0 | 2.0 | 2.3 | 2.6 |
| — Chicken | 0.3 | 1.7 | 2.9 | 2.9 | 2.0 |
| — Pork | 0.3 | 2.5 | 3.0 | 2.8 | 2.2 |
| — Other meat products[1] | 1.5 | 3.9 | 2.9 | 3.9 | 2.2 |
| Sub-total | 0.4 | 2.0 | 2.3 | 2.6 | 2.4 |
| **Seafood** | | | | | |
| — Shrimp | (0.3) | 0.4 | 1.6 | 2.0 | 0.2 |
| — Fish | N/A | 0.6 | 1.8 | 1.3 | 0.2 |
| **Fruits[2]** | N/A | 3.9 | 2.6 | 6.4 | 0.3 |
| **Other products[3]** | 0.5 | 0.8 | 0.7 | 2.0 | 0.4 |
| **Total** | **0.3** | **1.8** | **2.2** | **2.8** | **2.1** |

*Notes:*

(1) Other meat products mainly comprise lamb and duck.

(2) Fruits mainly comprise cherries, blueberries and durian.

(3) Other products mainly comprise dairy products, hamburgers and other agricultural products.

The gross profit margins of certain products, including chicken, pork, other meat products, seafood, fruits and other products, decreased for the four months ended April 30, 2026. Such decreases were primarily attributable to lower average selling prices of the relevant products amid consumer market softness and pricing pressure during the period, which outpaced any corresponding decrease in procurement and logistics costs.

Our product selection process is supported by data analysis and commercial assessment. In determining product categories and sales focus, we consider various factors, including inventory levels and circulation speed across relevant cold chain nodes, regional demand patterns and seasonality, prevailing market price indices and expected price volatility, supplier capacity and delivery reliability, and logistics feasibility and cold chain handling requirements. Product selection does not necessarily entail advance inventory holding. Rather, it reflects our evaluation of which product categories are commercially suitable for trading under our sales model and can be procured and fulfilled with a high degree of reliability. On this basis, we curate a portfolio of selectable product categories offered to customers under both demand-led and spot sales arrangements, enabling disciplined execution while maintaining an appropriate balance between demand responsiveness and supply certainty.

The following tables set forth details of our major product categories and their respective revenue contributions during the Track Record Period:

***For the Four Months ended April 30, 2026***

| **Product type** | **Sales volume** | **Sales unit** | **Average selling price per unit** | **Revenue (net of tax)** |
|---|---|---|---|---|
| | | | *RMB* | *RMB'000* |
| Beef | 38,030.8 | ton | 43,538.1 | 1,655,789 |
| Chicken | 14,793.8 | ton | 24,375.1 | 360,601 |
| Pork | 9,434.7 | ton | 21,597.5 | 203,766 |
| Shrimp | 2,356.7 | ton | 36,226.2 | 85,374 |
| Fish | 4,163.9 | ton | 16,977.2 | 70,691 |
| | | | **Total** | **2,376,221** |

***For the Year ended December 31, 2025***

| **Product type** | **Sales volume** | **Sales unit** | **Average selling price per unit** | **Revenue (net of tax)** |
|---|---|---|---|---|
| | | | *RMB* | *RMB'000* |
| Beef | 82,632.3 | ton | 39,705.1 | 3,280,921 |
| Chicken | 31,708.0 | ton | 24,411.6 | 774,042 |
| Pork | 33,138.5 | ton | 21,233.6 | 703,648 |
| Shrimp | 7,257.9 | ton | 40,847.3 | 296,466 |
| Fish | 3,529.8 | ton | 16,229.9 | 57,288 |
| | | | **Total** | **5,112,365** |

*For the Year ended December 31, 2024*

| Product type | Sales volume | Sales unit | Average selling price per unit | Revenue (net of tax) |
|---|---|---|---|---|
| | | | *RMB* | *RMB'000* |
| Beef | 28,187.4 | ton | 35,928.0 | 1,012,716 |
| Chicken | 39,599.2 | ton | 24,505.3 | 970,391 |
| Pork | 16,845.0 | ton | 23,292.3 | 392,359 |
| Shrimp | 11,553.8 | ton | 37,940.1 | 438,353 |
| Fish | 473.8 | ton | 26,366.2 | 12,492 |
| | | | **Total** | **2,826,311** |

*For the Year ended December 31, 2023*

| Product type | Sales volume | Sales unit | Average selling price per unit | Revenue (net of tax) |
|---|---|---|---|---|
| | | | *RMB* | *RMB'000* |
| Beef | 2,112.3 | ton | 44,016.4 | 92,975 |
| Chicken | 19,955.0 | ton | 32,771.1 | 653,946 |
| Pork | 14,969.6 | ton | 24,867.8 | 372,261 |
| Shrimp | 2,330.6 | ton | 41,790.8 | 97,398 |
| Fish | — | ton | — | — |
| | | | **Total** | **1,216,580** |

Average selling price per unit of each product category fluctuated throughout the Track Record Period, primarily reflecting changes in underlying procurement costs, which were influenced by global supply and demand dynamics, seasonality and sourcing conditions. Pricing was also adjusted in response to product mix optimization, shifting customer demand and broader market conditions, under both our demand-led and spot sales arrangements.

**Strategic Customer Focus and Management**

We strategically focus on serving small and medium-sized agricultural products wholesalers active across agricultural products wholesale markets, cold chain parks and related circulation scenarios. This customer segment is both sizable and highly fragmented, with close links to downstream consumption markets. As a result, it represents a critical driver of demand in the digital and intelligent cold chain agricultural products sales market.

Under traditional trading models, such wholesalers often procure cold chain agricultural products through multiple layers of intermediaries, which typically results in higher procurement costs, limited price transparency and constrained access to stable, firsthand supply. Fragmented market information and reliance on offline coordination further limit their operating efficiency. Leveraging our supply network and relationships with global cold chain agricultural product suppliers, we are able to source products more directly and at scale. Trading with us enables these wholesalers to streamline procurement, reduce intermediaries and improve cost efficiency, while gaining access to a broader and more stable range of product categories.

To address these structural pain points, we provide those customers segment with more reliable supply, diversified product offerings, transparent pricing and greater fulfillment predictability. Our strategic focus on small and medium-sized agricultural product wholesalers allows us to capture scalable and recurring demands, increase transaction frequency and deepen market penetration, while maintaining flexibility to adjust product mix and regional strategy in response to evolving market. While individual order may be moderate, the breadth of the customer base and their recurring procurement needs support stable transaction volumes and mitigate customer concentration risk.

To mitigate credit risk and uphold transaction quality, we adhere to a disciplined framework for customer selection and management. Prospective customers undergo a qualification review, which includes verification of business credentials and the collection of relevant customer information to establish an internal customer profile. We generally transact with customers that satisfy our internal risk management and compliance assessment criteria, which allows us to pursue business expansion while maintaining prudent risk control.

Attributable to our increasingly diversified product portfolio and consistently stable product quality, our customer base expanded significantly during the Track Record Period. The number of customers under our cold chain agricultural product sales business increased from 204 in 2023 to 587 in 2024, and further to 641 in 2025. Such customer base further increased from 329 for the four months ended April 30, 2025 to 368 for the corresponding period of 2026. In 2025, the customer repurchase rate for our cold chain agricultural product sales business reached 36.6%.

**Supply Network and Sourcing Capabilities**

Supply stability is critical for ensuring both the scalability and resilience of our cold chain agricultural product sales. Leveraging our Shareholder background, such as COFCO Group, China Co-op Group Co., Ltd. and Guangdong Agribusiness Group Corporation, we have developed a network of cold chain agricultural product suppliers spanning approximately 40 countries and regions.

According to Frost & Sullivan, the supply of certain imported cold chain agricultural products in China is constrained by quota policies, scarce origin resources and stringent logistics requirements. For instance, beef imports are subject to quota control, where in-quota supply is relatively limited and out-of-quota imports face prohibitively higher tariffs, thereby restricting market availability. Further scarcity arises in certain product varieties due to inherent factors such as limited production capacity, long breeding cycles and stringent origin requirements. Similar dynamics apply to selected fruit categories, including cherries, durians and blueberries, where supply is limited by origin concentration, seasonal production and demanding freshness and cold chain handling standards. Consequently, securing a stable and reliable supply of these products depends on three key advantages: access to quota resources, direct sourcing relationships with origin suppliers and robust cold chain execution capabilities.

In light of these industry dynamics, our sourcing capabilities enable us to access supply channels through more direct procurement arrangements, which may reduce reliance on intermediaries compared to traditional procurement models. During the Track Record Period, we collaborated with more than 1,000 suppliers, over 690 of which were overseas suppliers. These long-term supplier relationships support more predictable procurement rhythms and greater supply certainty, especially during periods of tight supply and heightened price volatility. They also reduce reliance on multi-layer intermediaries, streamline procurement and enhance our ability to offer customers more reliable access to products under suitable market conditions.

Stable upstream sourcing is also a prerequisite for the effective operation of our demand-led sales model. Our ability to secure supply in advance underpins delivery certainty, pricing discipline and customer confidence, while mitigating execution risk during periods of market volatility. In the

context of structurally constrained supply for certain imported cold chain agricultural products, these sourcing capabilities provide an important foundation for the disciplined expansion and sustainable development of our sales operations.

**System and Data Support Embedded in Sales Operations**

Our sales operations are supported and enhanced by system-based tools and data analysis that assist in procurement planning, inventory organization, regional allocation and execution coordination. These tools are used as operational support and decision-support tools, and do not replace management judgment or constitute a fully automated procurement or sales platform.

The data and information used to support our sales operations are derived from multiple sources, including historical transaction records, customer enquiries and indicative orders, inventory movement, product category characteristics, market prices, sourcing conditions, regional demand patterns and logistics lead time. Through the deployment of our digital and intelligent cold chain integrated solutions at cold chain facilities, we provide a dedicated application tool, the *Yueshi Cold Chain Cloud App,* for operators and merchants to support their day-to-day operations, including inventory inquiry, order management, pickup coordination and basic analytics.

We do not directly collect, access or extract customers' operational data from their internal systems. Instead, data is generated through merchants' interactions with our application tool. Within authorized access and in full compliance with applicable laws and regulations, data generated through such application usage may be transmitted to our unified data foundation, the *Yueshi Cold Chain Cloud Intelligent Computing System*. Building on these authorized data sources, we use our systems and data analysis processes to support the following key decision processes.

- *Demand sensing and forecasting*. We assess customer demand by analyzing historical purchasing behavior, seasonality, product category trends, regional demand variations and transaction rhythms, supplemented by operating indicators generated through authorized use of the *Yueshi Cold Chain Cloud App*, such as inventory status, inbound and outbound movements, turnover velocity and observed transaction prices. These inputs help us better understand customers' inventory status, consumption pace and product preferences, and support sales planning at the product category and regional levels.

- *Procurement pacing and product portfolio planning*. Based on demand forecasts and prevailing supply-side conditions, we determine product mix, procurement timing and targeted sales regions. We generally prioritize categories where demand signals are clearer and supply availability is more predictable, and adjust procurement pacing in response to changes in circulation conditions, inventory levels and market prices. This approach supports disciplined product portfolio planning and reduces reliance on ad hoc or opportunistic procurement decisions.

- *Regional allocation and supply balancing*. By reviewing inventory distribution, inventory movement and regional demand patterns, we seek to identify relative supply-demand conditions across different regions. Where commercially feasible and subject to contractual arrangements, we allocate available sales volumes to regions with stronger demand or tighter supply. This supports inventory organization, supply coordination and delivery planning.

- *Execution coordination and visibility across circulation links*. Within cold chain facilities and circulation nodes where our digital and intelligent cold chain integrated solutions are deployed, we provide standardized system interfaces that support the visibility and coordination of key execution milestones. Subject to applicable authorization, these milestones include shipment arrival, customs clearance completion, pickup readiness and inventory status within the relevant operating environments.

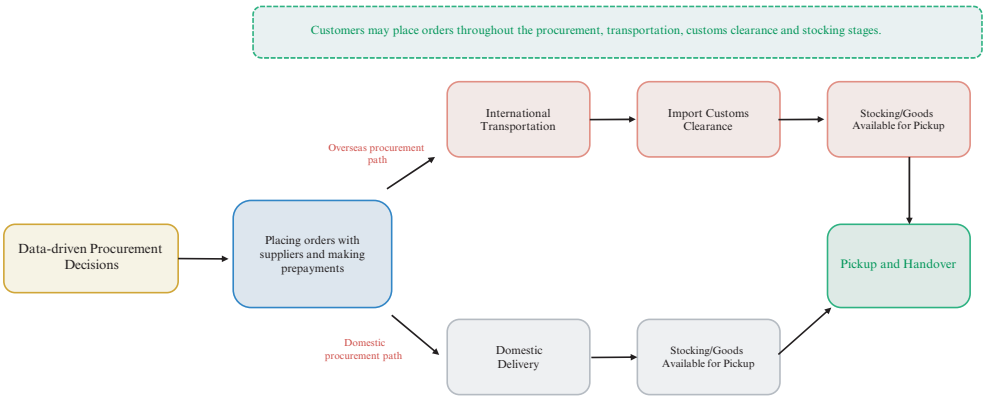
- *Inventory discipline and turnover management*. Our sales model is primarily demand-led, which inherently limits speculative inventory exposure. For limited spot inventory, we set strategic inventory levels based on forecasted demand and prevailing circulation conditions, and apply inventory aging monitoring and turnover targets.

**Sales Model and Sales Process**

We primarily adopt a demand-led sales model, with spot sales as a supplement. Under this model, we, acting as principal, procure cold chain agricultural products from suppliers on our own account based primarily on our assessment of market demand and aggregated customer demand signals, hold such products in inventory and bear the associated inventory and price risks before selling them to customers. Accordingly, our procurement is not conducted strictly on a back-to-back basis against confirmed customer orders. Customers may place orders and pay deposits at different stages of the procurement and fulfilment cycle, including before procurement, during transportation or customs clearance, or after the relevant products become ready for delivery.

Spot sales mainly consist of limited strategic inventory prepared based on category level demand forecasts and currently account for a minimal proportion of our overall sales volume.

Consistent with this sales model, our procurement, delivery and handover arrangements are structured to support advance order fulfillment and disciplined inventory management. The following diagram illustrates our typical sales process:




- *Procurement decision*. Our procurement decisions are supported by the *Yueshi Cold Chain Cloud Intelligent Computing System*, which serves as a decision-support tool rather than an automated forecasting system. In assessing customer demand, we consider factors such as historical transaction data, customer demand signals, inventory movement, product category characteristics, market prices, sourcing conditions, regional demand patterns, seasonality and logistics lead time. These factors assist us in determining whether a product category is suitable for procurement, the appropriate procurement volume and the timing of procurement. Such assessment does not guarantee that all future sales can be precisely forecast, and procurement decisions remain subject to management judgment, commercial feasibility and prevailing supply conditions.

- *Procurement and shipment*. We procure products from suppliers primarily based on our assessment of market demand and aggregated customer demand signals, supplemented by confirmed or indicative customer orders where available. For overseas procurement, suppliers are generally responsible for export customs clearance and international transportation to designated ports in the PRC. For domestic procurement, products are sourced from domestic suppliers and delivered to agreed domestic locations or designated cold chain facilities.

- *Order placement*. Customers enter into framework agreements with us setting out key terms such as product categories, quality specifications, pricing mechanism, settlement terms and delivery arrangements. For details of the salient terms of framework agreement, see "— Our Customers — Key Terms of Agreements with Our Customers." During the validity period of such agreements, customers place specific purchase orders in accordance with the agreed terms. In certain cases, customers may place purchase orders directly with us without entering into a separate framework agreement. Customer orders may be placed at different stages of the procurement and fulfilment cycle, and the key commercial terms are agreed and confirmed through the relevant purchase orders or related transaction documents.

- *Import customs clearance for imported products*. For imported products, the relevant products are subject to import customs clearance, inspection and quarantine procedures upon arrival in the Chinese Mainland. We typically engage third-party customs brokerage companies to handle import customs clearance. Where appropriate, we coordinate with customers and relevant service providers to facilitate the clearance process.

- *Pickup and handover*. Following completion of customs clearance for imported products, or upon readiness for delivery for domestically sourced products, we coordinate the goods pickup and handover process with customers. As a general practice, we do not undertake transportation to customers' designated downstream locations. Customers generally settle the remaining balance before pickup or delivery handover. Control over the goods and the associated risks are generally transferred to customers upon delivery handover and customer inspection and acceptance at the agreed handover point, unless otherwise agreed under the relevant contract and applicable trade terms. Where customers make payments before delivery handover or acceptance, such amounts are recorded as contract liabilities before revenue recognition.

The following table sets forth the typical time lag across key stages of our sales and procurement cycle. As customer orders may be placed at different stages, the timing of customer order placement is not strictly sequential with our procurement from suppliers.

| Key stage | Typical time lag |
|---|---|
| From demand assessment to placing orders with suppliers and paying deposits | After completing demand assessment, internal approval and commercial negotiation with suppliers, we generally place procurement orders with suppliers and pay deposits or advance payments within approximately 30 days. |
| From placing orders with suppliers to settling the remaining balance with suppliers | For imported products, we generally settle the remaining balance within approximately 60–90 days after placing procurement orders, typically before shipment, against shipping documents or before customs clearance, depending on supplier requirements and agreed terms. For domestically sourced products, we generally settle the remaining balance within approximately 30 days after placing procurement orders, typically before or upon delivery to the agreed domestic handover point or designated cold chain facility. |
| From placing orders with suppliers to securing customer orders | Customer orders may be secured before procurement, during transportation or customs clearance, or after the products become ready for delivery. For procurement not supported by confirmed customer orders at the time of supplier order placement, customer orders are typically secured within approximately 60 days after supplier order placement and before pickup or delivery handover, depending on product category, market demand, inventory availability and delivery schedule. |

| Key stage | Typical time lag |
|---|---|
| From securing customer orders to receiving the remaining payment from customers | Customers generally pay deposits upon order confirmation and settle the remaining balance before pickup or delivery handover. The time lag from customer order confirmation to receipt of the remaining payment is typically approximately 90 days, depending on the stage at which the customer order is placed. |
| From settling the remaining balance with suppliers to receiving the remaining payment from customers | As we generally pay deposits or advance payments, and in some cases the remaining balance, to suppliers before receiving the remaining payment from customers, there is typically a cash flow timing mismatch of approximately 60 days. The actual time lag varies depending on product category, whether the products are imported or domestically sourced, logistics and customs clearance progress, inventory holding period and customer delivery arrangements. |

Our sales of cold chain agricultural products are not conducted through a fully automated online transaction platform. Customer orders are typically received and confirmed through direct business communications, framework agreements, purchase orders and other transaction documents. Our digital tools are primarily used to support internal operational functions, including demand analysis, inventory status tracking, order coordination and workflow management, rather than to replace the customer-facing order receipt and confirmation process.

According to Frost & Sullivan, it is common for participants in the cold chain agricultural products sales market, particularly for imported products and product categories with longer procurement, transportation and customs clearance cycles, to make procurement decisions based on historical transactions, market conditions, inventory status and customer demand signals, rather than solely on confirmed back-to-back customer orders. Frost & Sullivan also confirms that the use of digital tools as decision-support systems for demand assessment, inventory visibility and fulfilment coordination is consistent with industry practice, while customer negotiation and order confirmation commonly continue to involve direct business communications and transaction documents.

**Pricing Strategy**

Our pricing is generally determined with reference to the prevailing market prices for relevant product categories, taking into account supply and demand dynamics, sourcing costs, anticipated price volatility and specific customer order requirements. We typically adopt a cost-plus model with a reasonable profit margin. For details, see "— Pricing."

## DIGITAL AND INTELLIGENT COLD CHAIN INTEGRATED SOLUTIONS

**Overview**

We provide digital and intelligent cold chain integrated solutions that facilitate standardized management and digitalization throughout cold chain facilities and the broader circulation network. By replacing traditional manual and paper-based operations with end-to-end electronic and online management, our solutions enable full-process visibility, standardized execution and data-enabled decision-making across core cold chain operating scenarios.

As of the Latest Practicable Date, our digital and intelligent cold chain integrated solutions had been deployed by over 750 operators of cold chain infrastructure across key circulation nodes, such as agricultural products wholesale markets, food processing plants, agricultural products industrial parks, and major agricultural product import ports, covering approximately 30 provinces, autonomous regions and municipalities across China. These solutions are deployed within customers' day-to-day operating environments and serve as critical digital infrastructure

supporting the modernization and efficiency enhancement of cold chain operations. However, our solutions do not involve the collection or disbursement of funds in connection with the settlement process between cold chain infrastructure operators and merchants operating within such infrastructure.

Our digital and intelligent cold chain integrated solutions comprise a suite of system products forming the business layer of the *Yueshi Intelligent Cold Chain Cloud Platform*. They are delivered as integrated software systems comprising multiple functional modules tailored to specific operating scenarios. Revenue from this business line is primarily generated from the provision of software systems and related services, including system deployment, configuration and ongoing operation and maintenance support. Contract scope, pricing and delivery timelines vary depending on customers' operational requirements, system configuration complexity and implementation scale. We charge customers under a transaction-based model, pursuant to which customers are generally required to pay a one-time procurement fee, collected in accordance with project progress and agreed milestones. The solutions do not have a fixed term of use, and customers may continue to use them without additional charges. See Note 3 of the Accountants' Report included in Appendix I to this document. While this business line does not inherently generate recurring subscription revenue, deployed systems often involve continued operation and maintenance services and long-term utilization, which foster sustained customer engagement and operational integration over time.

Although revenue from digital and intelligent cold chain integrated solutions accounted for an insignificant proportion of our total revenue during the Track Record Period, representing 1.8%, 1.0%, 0.7%, 0.9% and 0.6% of our total revenue in 2023, 2024, 2025 and for the four months ended April 30, 2025 and 2026, respectively, these solutions constitute the foundational infrastructure of our business model and underpin the operation, execution efficiency and scalability of our sale of cold chain agricultural products.

**Core Application Scenarios and Functional Scope**

Our solutions are designed to address key structural challenges commonly encountered in the cold chain agricultural products industry, including low operating efficiency, fragmented information flow, limited traceability and high energy consumption. Core application scenarios include temperature-controlled warehousing management, inventory optimization, traceability tracking, transportation coordination and energy consumption management.

Through integrated system deployment, our solutions support standardized execution across warehousing, transportation and order processing activities, while enhancing operational transparency, coordination and control across the cold chain circulation process.

We offer both standardized and customized solution products. Standardized solutions are primarily designed for small and medium-sized cold chain infrastructure operators, as well as merchants operating within such infrastructure, which mainly comprise small and medium-sized agricultural product wholesalers. These solutions enable low-cost adoption and rapid deployment. Customized solutions are targeted at large-scale cold chain parks, major logistics hubs and central or local state-owned enterprises, and are tailored to integrate deeply with customers' existing enterprise resource planning systems, property management systems and operational workflows.

**Core Modules**

Our digital and intelligent cold chain integrated solutions are built around a set of core general modules, primarily including the *Warehouse Management System*, *Transportation Management System*, *Order Management System*, and *Billing Management System*, which can be flexibly configured and combined based on customer needs and operating scenarios.

***Warehouse Management System ("WMS")***

The WMS supports the digital management of cold storage operations through the following key functions:

- *Intelligent warehousing management*. The system supports the use of low-temperature-resistant scanning devices to identify and verify cargo information through barcode recognition. Cargo data is automatically cross-checked against purchase orders and synchronized with cold storage environment monitoring data to ensure compliance with storage requirements. Integration with quality inspection modules enables the recording of batch numbers, shelf life and other critical attributes.

- *Dynamic inventory management*. The system supports periodic inventory checks by temperature zone and enables real-time reconciliation between system records and physical inventory. Inventory early-warning rules, including shelf-life alerts, can be configured, and inventory transfers across facilities and temperature zones can be centrally managed.

- *Efficient outbound management*. Based on order information and operational priorities, the system automatically generates and allocates picking tasks, optimizes picking routes across temperature zones and conducts real-time verification of cargo information to ensure dispatch accuracy.

- *Storage location management*. Using three-dimensional modeling of cold storage facilities, the system establishes an electronic storage location map that records the attributes and status of each location, enabling rapid cargo positioning, traceability and analysis of storage utilization to support layout optimization.

***Transportation Management System ("TMS")***

The TMS supports transportation coordination and monitoring through the following functions:

- *Vehicle monitoring and scheduling*. By leveraging positioning and communication technologies, the system enables real-time vehicle monitoring, route optimization and timely response to abnormal transport conditions.

- *Transport capacity management*. The system integrates self-owned and third-party transportation resources to support centralized allocation and utilization of transport capacity.

- *Transport order management*. The system manages the full lifecycle of transport orders, from creation and allocation to tracking and settlement, enabling end-to-end visibility from dispatch to delivery.

- *Temperature control management*. Environmental parameters such as temperature and humidity are monitored throughout transportation to support quality and safety assurance for goods in transit.

***Order Management System ("OMS")***

The OMS supports unified order processing and coordination through the following functions:

- *Order acceptance and processing*. The system supports multi-channel order intake, including online and offline sources, enabling centralized order acceptance, processing and distribution.

- *Order matching and scheduling*. Intelligent algorithms are used to match orders with appropriate warehousing and transportation resources based on cargo characteristics, destination and temperature requirements, optimizing order execution efficiency.
- *Inventory linkage*. Real-time integration with the WMS enables inventory status queries and allocation, supporting timely fulfillment and preventing overselling.

***Billing Management System ("BMS")***

The BMS supports flexible pricing arrangements and automated settlement processes through an integrated set of billing and financial management functions, enabling standardized yet highly configurable commercial execution:

- *Customizable billing configuration*. The system allows complex billing arrangements to be configured through a visual engine, supporting flexible definition of contracts, pricing templates and billing formulas to accommodate different customer profiles and transaction scenarios.
- *Automatic billing calculation*. The system supports mainstream billing methods, including by weight, volume, pallet and unit count, with step-based, tiered and discount rules. Fee calculations are automatically triggered in real time based on the status of underlying business records, reducing manual intervention and billing errors.
- *Flexible settlement and reconciliation*. The system supports multiple settlement cycles, such as monthly or semi-monthly billing, and automatically generates reconciliation statements. Integration with accounts receivable and payable management, online payment and intelligent write-off functions enables end-to-end automation of settlement and reconciliation processes.

***Integrated System Architecture***

The WMS, TMS, OMS and BMS are designed to operate as an integrated system, enabling coordinated execution across warehousing, transportation, order fulfillment and settlement:

- *Order initiation and inventory coordination*: Upon order receipt, the OMS transmits order details to the WMS for inventory verification and allocation. Where inventory is sufficient, the WMS generates picking and dispatch tasks; where inventory is insufficient, replenishment processes may be triggered. Execution status is fed back to the OMS on a real-time basis.
- *Outbound execution and transportation coordination*: Following completion of outbound operations, the WMS transmits transport task information to the TMS, which arranges vehicle allocation and route planning. Transportation status updates are fed back to the WMS to enable in-transit tracking and visibility.
- *Delivery tracking and customer notification*: Based on delivery requirements, the OMS issues transport tasks to the TMS and then, TMS selects appropriate transportation methods. Transport progress and estimated arrival times are fed back to the OMS, supporting timely customer updates and order status management.
- *Automated billing and settlement*. Throughout the operating process, the BMS captures relevant operational data from the OMS, WMS and TMS. Based on predefined billing rules, the system automatically calculates fees and, upon reaching the applicable settlement period, generates invoices and reconciliation statements. The BMS further synchronizes with accounts receivable and payable records and supports online payment and reconciliation, completing the end-to-end flow from operational execution to financial settlement.

## OTHER BUSINESS

In addition to our principal business lines, we also provide certain ancillary services that contribute a minimal portion of our total revenue. These services primarily include transportation coordination and other supporting services, whereby, at the request of our customers, we facilitate the engagement and coordination of independent third-party service providers to perform these services. These ancillary services are intended to support transaction execution and customer convenience and do not constitute a core focus of our business operations.

## SYNERGIES BETWEEN OUR CORE BUSINESS LINES

Our core business lines, the sale of cold chain agricultural products and digital and intelligent cold chain integrated solutions, are operationally complementary. While each business line serves distinct customer needs and follows its own commercial logic, their interaction supports our customer access, operating insights, procurement planning and sales execution.

Through the deployment of our digital and intelligent cold chain integrated solutions and related application tool at cold chain facilities across key circulation nodes, we establish operational touchpoints with cold chain facility operators and merchants operating within such facilities. Our solutions support their daily operations, including storage management, order coordination, pickup arrangement and basic operational records. Although we do not directly access customers' internal operating data, the use of our application tool allows authorized users to generate structured data in a standardized manner.

Within authorized access and in full compliance with applicable laws and regulations, data generated through the use of these applications is aggregated into our unified data foundation. Together with our own transaction records, customer enquiries, inventory movement and market information, such data supports our understanding of customer demand patterns, inventory status and regional circulation conditions. These inputs assist us in procurement planning, product selection, inventory coordination and sales pacing under our cold chain agricultural product sales business. As a result, our sales operations are guided by data derived from actual circulation activities, rather than relying primarily on manual experience or fragmented offline information.

At the same time, the growth of our cold chain agricultural product sales business further reinforces the practical commercial feedback that supports the ongoing refinement of our digital and intelligent cold chain integrated solutions. As sales volumes rise and transaction scenarios diversify, feedback from customers, merchants and cold chain facility operators helps us better understand practical operating needs and improve relevant system functions and service processes.

The two business lines also reinforce each other through shared customer and scenario coverage. Many of the cold chain facility operators using our digital and intelligent cold chain integrated solutions and merchants operating within such facilities are active participants in cold chain circulation networks that intersect with our cold chain agricultural product sales activities. This scenario-level overlap facilitates closer coordination across warehousing, logistics and fulfillment processes, improving execution visibility and reducing coordination frictions.

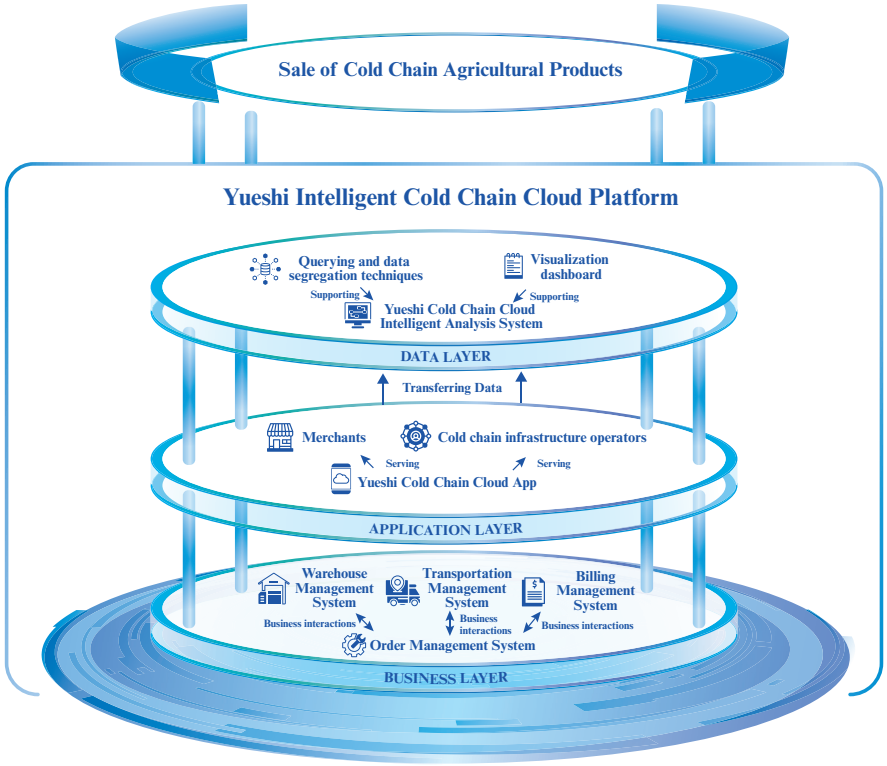
At the same time, the provision of solutions strengthens customer engagement and ecosystem stickiness, while the availability of cold chain agricultural product sales enhances the commercial relevance of our solutions by embedding them into customers' revenue-generating activities. Together, they support longer customer lifecycles and more stable operating relationships.

## THE YUESHI INTELLIGENT COLD CHAIN CLOUD PLATFORM

The *Yueshi Intelligent Cold Chain Cloud Platform* is used to support both (i) the delivery of our digital and intelligent cold chain integrated solutions and (ii) the execution of our cold chain agricultural product sales business.

The platform is designed with a layered architecture comprising a business layer, an application layer, and a data layer, enabling standardized data integration, modular system deployment and compliant data utilization across multiple cold chain circulation scenarios.

The following diagram illustrates the architecture of our *Yueshi Intelligent Cold Chain Cloud Platform*:




**Business Layer**

The business layer constitutes the core system layer of our platform and forms the technical backbone of our digital and intelligent cold chain integrated solutions.

This layer comprises modular software systems that support standardized management and coordination across key cold chain operating scenarios, including warehousing, transportation and order processing. Core systems within the business layer primarily include the *Warehouse Management System*, *Transportation Management System*, *Order Management System and Billing Management System*, which can be flexibly configured and integrated based on customer requirements.

Through the business layer, we deliver system products to customers in the form of digital and intelligent cold chain integrated solutions. Revenue from this layer is generated through software system delivery, implementation and configuration services, and ongoing operation and maintenance support.

### Application Layer

The application layer provides user-facing tool, the *Yueshi Cold Chain Cloud App*, which supports day-to-day operations of cold chain infrastructure operators and merchants operating within such infrastructure, primarily the small and medium-sized agricultural product wholesalers. Such app is developed to serve users that have adopted our solutions. These operators and merchants can download the *Yueshi Cold Chain Cloud App* and access its functions free of charge. As of April 30, 2026, our app boasted an aggregate of over 7,600 registered merchants. The screenshot below illustrates the interface of our *Yueshi Cold Chain Cloud App*:

This application provides a comprehensive set of practical operating functions embedded into users' daily workflows. It supports real-time inventory inquiry and visualization, inbound and outbound order management, reservation-based pickup and delivery coordination, contract and account management, basic operational analytics and reporting, as well as auxiliary functions such as equipment monitoring and asset management. Through these integrated features, the application enables users to conduct routine cold chain operations in a more standardized, efficient and data-supported manner. Data generated through users' interactions with this application, subject to explicit authorization, is transmitted to the data layer for aggregation and analysis.

The application layer plays a critical role in bridging system deployment and practical usage, facilitating standardized data generation at the operating level and enabling the continuous accumulation of high-quality, scenario-based data that supports both solution optimization and sales operations.

### Data Layer

The data layer serves as the foundational layer of our platform and supports centralized data integration, governance and analysis.

Data accessible to us is generated through authorized use of application tool by operators and merchants that have adopted our digital and intelligent cold chain integrated solutions. Subject to users' explicit authorization and in full compliance with applicable laws and regulations, the data layer aggregates structured data generated through daily operating activities, including, among others, inventory status, inbound and outbound movements, turnover indicators, transaction prices and basic order information.

Building on accumulated historical and real-time data, we have developed the *Yueshi Cold Chain Cloud Intelligent Computing System*, an in-house analytics system designed to manage and analyze structured data through optimized querying and data segregation techniques. The system serves as an important analytical support tool for our cold chain agricultural products sales by providing insights that assist sales teams in identifying market opportunities, selecting products for procurement and sale, prioritizing customer engagement and supporting revenue growth.

The visualization dashboard within the *Yueshi Cold Chain Cloud Intelligent Computing System* functions as a practical decision-support interface, offering multi-dimensional filtering capabilities and presenting trade-related insights through various visual formats, including aggregated metrics, charts, listings, plots, maps and trend analyses with comparative indicators. Designed with a focus on practicality and extensibility, the system supports our cold chain agricultural products sales operations in tracking market trends, enhancing demand assessment and refining inventory planning.

## OUR OPERATIONAL ACHIEVEMENTS

The following table sets forth selected business performance metrics:

| | Year ended/As of December 31, | | | Four months ended/ As of April 30, | |
|---|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2025 | 2026 |
| **Sale of cold chain agricultural products** | | | | | |
| — Number of customers | 204 | 587 | 641 | 329 | 368 |
| — Sales volume[(1)] (tons) | 40,217 | 99,888 | 203,039 | 46,960 | 87,605 |
| — Customer repurchase rate[(2)] (%) | N/A[(2)] | 51.0 | 36.6 | 28.6 | 34.0 |
| — Average revenue per customer[(3)] (RMB'000) | 6,035 | 5,023 | 9,162 | 4,474 | 7,577 |
| — Net dollar retention rate[(4)] (%) | N/A | 43.5 | 65.1 | 81.6 | 79.0 |
| **Digital and intelligent cold chain integrated solutions** | | | | | |
| — Number of customers | 44 | 43 | 67 | 26 | 18 |
| — Number of sales contracts | 46 | 61 | 93 | 41 | 26 |

*Notes:*

(1) Sales volume refers the quantity of our products sold, measured in tons, excluding dairy products, which are generally not measured using tonnage due to differences in specifications.

(2) Customer repurchase rate refers to the proportion of customers who had a purchasing history in the preceding period and made purchases again during the given period, calculated as the number of such returning customers divided by the total number of customers who placed orders in the given period. The customer repurchase rate for 2023 is not applicable, as we commenced generating revenue from the sale of cold chain agricultural products in 2023.

(3) Average revenue per customer refers to the average revenue generated from each customer in a given period, calculated by dividing total revenue from cold chain agricultural product sales, excluding dairy products, by the total number of customers in the same business line, also excluding dairy products, for the same period.

(4) Net dollar retention rate refers to the revenue contributed in the current period, excluding dairy products, by customers who generated revenue in the prior period, divided by the total revenue, excluding dairy products, in the current period.

Our customer repurchase rate decreased from 51.0% in 2024 to 36.6% in 2025, primarily as a result of our deliberate optimization of customer mix, rather than a deterioration in customer demand or service quality. In 2025, we strategically prioritized customers with more consistent procurement patterns, stronger execution discipline and more robust credit profiles, and selectively reduced transactions with customers that no longer met our enhanced credit, risk management or commercial standards. As a result, although the repurchase rate declined, the overall quality, stability and risk profile of our active customer base improved, supporting more disciplined and sustainable business development.

Our average revenue per customer increased by 82.4% from RMB5.0 million in 2024 to RMB9.2 million in 2025, and further increased by 68.8% from RMB4.5 million for the six months ended June 30, 2025 to RMB7.6 million for the corresponding period in 2026, primarily due to the increase in sales volume to existing customers as we established more stable procurement relationships and deepened cooperation, while the expansion of our customer base also contributed to overall revenue growth. Customers typically commenced with trial or relatively small-volume orders and increased their procurement volume and transaction frequency as our relationships matured and our product quality, pricing and delivery reliability were validated. In addition, our enhanced sourcing capabilities and broader product offerings enabled us to support larger and more frequent orders.

The number of customers and sales contracts for our digital and intelligent cold chain integrated solutions decreased for the four months ended April 30, 2026 compared to the same period in 2025, primarily due to a change in project mix. We undertook fewer but larger-scale projects with higher contract values during the period, as compared to a larger number of smaller projects in the same period in 2025.

## PRICING

### Sale of Cold Chain Agricultural Products

Pricing for the sale of cold chain agricultural products is primarily determined with reference to the prevailing market prices for the relevant product categories, taking into account supply and demand dynamics, sourcing costs, anticipated price volatility and specific customer order requirements. Given the commodity-like nature of many agricultural products, market prices are subject to fluctuations driven by seasonality, origin supply conditions, import policies and logistics factors.

Under our demand-led sales model, we may provide customers with an indicative or provisional price estimate upon order confirmation. The final settlement price is generally determined after the relevant procurement costs and import-related expenses have been confirmed. This pricing arrangement enables the final transaction price to accurately reflect actual costs incurred during execution, including procurement, logistics, warehousing and tax, while offering customers a transparent and commercially reasonable pricing mechanism.

Under such arrangements, in accordance with the agreed commercial terms with customers, the final settlement price is generally adjusted to reflect actual procurement costs, such that customers typically bear any increase in procurement costs compared to the provisional price estimate. As a result, we are not generally exposed to material cost overruns arising from procurement price fluctuations.

We generally adopt a cost-plus model with a tiered mark-up mechanism based on procurement costs. The applicable mark-up is not fixed and may vary depending on factors such as product category, sourcing region, order volume, customer relationship and overall transaction risk. In general, different mark-up levels may apply to different cost ranges or transaction profiles, allowing us to balance commercial competitiveness with risk management.

As a result, the final pricing reflects both the underlying procurement costs and a variable margin that is determined with reference to the specific characteristics of each transaction.

### Digital and Intelligent Cold Chain Integrated Solutions

Pricing for our digital and intelligent cold chain integrated solutions is primarily determined on a case-by-case basis, reflecting the customized nature of our solution offerings. For each customer, pricing is determined with reference to the overall scope of customization, including the specific operating scenarios to be covered, system configuration requirements, depth of functional integration, implementation complexity and the level of ongoing operation and maintenance services required.

We do not generally price individual functional modules on a standalone basis. Instead, we typically provide customers with an integrated and bundled pricing proposal that corresponds to the customized solution package delivered under the relevant contract. As a result, contract values may vary significantly among customers depending on their scale of operations, functional requirements and implementation scope.

## INVENTORY MANAGEMENT

Our inventory management framework is designed to support disciplined execution of our demand-led sales model, minimize inventory exposure and ensure reliable fulfillment under varying market conditions.

As we procure products based primarily on market demand assessment and customer demand signals, rather than strictly on confirmed customer orders, our inventories may include products procured before all corresponding customer orders have been secured. We bear the associated inventory and price risks before control is transferred to customers upon delivery and acceptance.

Our inventories consist of goods in transit and finished goods as strategic spot stockpiles. The amount of goods in transit was significant during the Track Record Period, primarily attributable to the expansion of our procurement scale, in particular the increased procurement of imported cold chain agricultural products.

The relatively longer in-transit period, generally ranging from one to two months, reflects the nature of cross-border logistics for imported cold chain agricultural products. In particular, a substantial portion of our imported products is sourced from regions such as South America, including Chile and Argentina, where maritime transportation to China involves relatively long shipping distances and vessel transit times. In addition, customs clearance, inspection and quarantine procedures for imported products typically require an additional two to three weeks, further extending the overall transit period.

We maintain cold chain integrity and product quality throughout the logistics process. For international transportation, we engage established shipping companies and ensure that appropriate refrigerated conditions are maintained throughout the voyage. Upon arrival in the PRC, the cold chain agricultural products are stored in temperature-controlled cold storage facilities prior to onward delivery. The period from arrival at domestic cold storage facilities to final delivery to customers generally ranges from one to two months. Through these arrangements, we are able to preserve product quality and ensure compliance with applicable cold chain requirements during transit and storage.

Our inventory management focuses on maintaining appropriate inventory levels to support delivery certainty while avoiding excessive inventory build-up. Inventory planning takes into account factors such as product category characteristics, sourcing regions, delivery cycles, seasonal demand patterns and logistics arrangements. We do not engage in speculative inventory stocking and seek to align inventory exposure closely with actual sales demand.

During the Track Record Period, our inventory turnover reflected the disciplined nature of our sales model and procurement planning. Our inventory turnover days were 58 days, 82 days, 101 days and 102 days in 2023, 2024, 2025 and for the four months ended April 30, 2026, respectively. For limited spot inventory, we apply inventory aging monitoring and turnover targets, supported by digital tools that track inventory status across temperature zones and storage locations.

## QUALITY CONTROL

Quality control is a critical component of our cold chain agricultural products sale business and is embedded across key stages of procurement, storage coordination and delivery handover. Quality control responsibilities are primarily coordinated by our quality control team, which had nine members as of April 30, 2026.

Given the perishable nature of cold chain agricultural products and the importance of food safety, we have established a quality control framework designed to support product compliance, reduce handling risks and enhance traceability. Our quality control framework primarily covers supplier selection and inbound inspection. We focus on establishing standardized operating procedures and digital records to support execution discipline and traceability, rather than relying solely on manual inspection or ex post controls.

**Supplier-Level Quality Management**

We procure cold chain agricultural products from a network of domestic and overseas suppliers. Prior to engaging suppliers, we conduct qualification reviews that typically include assessments of production capabilities, compliance records, delivery reliability and product quality history.

For imported cold chain agricultural products, suppliers are generally required to comply with applicable export standards of their origin countries and relevant import requirements of the PRC. We coordinate with suppliers to obtain necessary product documentation, including certificates of origin, inspection certificates and other regulatory documents as required under applicable laws and contractual arrangements.

While we do not control upstream production processes, we seek to enhance quality consistency by prioritizing suppliers with established compliance records and stable supply capabilities, particularly for core product categories.

**Import and Customs Clearance Coordination**

For imported cold chain agricultural products, the relevant products are subject to customs clearance, inspection and quarantine procedures upon import into the Chinese Mainland. We coordinate with suppliers, logistics service providers and customs declaration service providers to ensure that the required documents are prepared and submitted in accordance with applicable PRC laws and regulations. Products that fail to pass the required inspection and quarantine procedures or otherwise fail to meet applicable quality standards will not be accepted for onward sale.

**Inbound Inspection and Verification**

Upon inbound handling at designated warehouses or storage facilities, products are subject to verification procedures in accordance with transaction arrangements and operational requirements. These procedures may include: (i) verification of product identity, quantity and batch information against purchase orders; (ii) review of shelf-life information and key quality attributes; and (iii) confirmation of temperature conditions at the point of receipt, where applicable.

**Cold Chain Storage, Logistics and Delivery Handover**

During transportation and storage within the Chinese Mainland, we engage qualified cold chain logistics and warehousing service providers to maintain the required temperature-controlled environment, and require them to implement appropriate temperature control, storage and handling measures based on the nature of the relevant products.

As of the Latest Practicable Date, we occupied over 120 third-party cold storage facilities primarily located in major import ports and sales regions, including Shenzhen, Shanghai, Tianjin and Qingdao, with an aggregate storage capacity of over 5.0 million tons. We do not own any cold storage facilities. The use of third-party facilities allows us to arrange storage capacity flexibly based on product category, procurement volume, customer demand and delivery schedules.

The typical storage period varies depending on the product category, source of procurement, import clearance progress, customer delivery arrangements and market demand. For products procured from domestic suppliers, the period from commencement of storage to sale to downstream customers is generally within three months. For imported products, such period is generally one to two months after the products arrive at designated cold storage facilities in the Chinese Mainland. We monitor inventory movement and storage duration through our internal systems and operational records, and coordinate with customers, warehouses and logistics service providers to arrange delivery based on order requirements.

At the delivery handover stage, we conduct document checks and, where appropriate, visual inspection of product packaging, labeling, quantity and general product condition before delivery or customer acceptance. Relevant transaction and logistics records are maintained to support traceability and follow-up actions where necessary.

**Product Recalls and Liability Allocation**

During the Track Record Period and up to the Latest Practicable Date, we had not experienced any material product recalls, nor had we been subject to any material claims, penalties or disputes arising from product quality or food safety issues.

If any product quality or food safety issue is identified, we will review the relevant procurement, import, logistics, storage and delivery records, communicate with the relevant supplier, logistics or warehousing service provider and customer, and take appropriate remedial measures, including suspension of sale, return, replacement, disposal, recall or claims against the responsible party, where applicable. Products identified as defective or unsuitable for sale will not be sold to customers.

The allocation of liabilities generally depends on the cause of the relevant quality or food safety issue and the contractual arrangements among the parties. Suppliers are generally responsible for quality issues attributable to upstream production, product origin, packaging, labeling, documentation or failure to comply with applicable export or import requirements. Logistics and warehousing service providers are generally responsible for quality issues attributable to improper transportation, storage, temperature control or handling within the scope of their services. We are generally responsible to customers for product quality issues arising before delivery and acceptance by customers, subject to our right to seek recourse from the responsible supplier or service provider. After customers have completed inspection and acceptance, customers generally bear the risks relating to subsequent storage, handling and resale, except for quality issues attributable to us or our suppliers under applicable laws or contractual arrangements.

## OUR CUSTOMERS

For the sale of cold chain agricultural products, our customers primarily consist of small and medium-sized agricultural product wholesalers. For our digital and intelligent cold chain integrated solutions, our customers mainly include operators of cold chain facilities across key circulation nodes, such as agricultural products wholesale markets, food processing plants, agricultural products industrial parks, and major agricultural product import ports.

Our major customers are primarily engaged in the wholesale, import and export, processing or distribution of agricultural and food products, and typically operate as regional or cross-regional distributors with established downstream sales channels.

We generally become acquainted with our customers through industry networks, referrals from existing customers or business partners, and our prior engagement with merchants through our digital and intelligent cold chain integrated solutions business. Leveraging our presence in the cold chain infrastructure ecosystem, we are able to access a broad base of agricultural product wholesalers and identify customers with demand for stable supply.

For customers with relatively short business relationships but significant transaction amounts, it is common for them to commence with trial orders and subsequently scale up procurement upon satisfaction with our product quality, pricing and delivery reliability. In addition, certain customers may have substantial procurement needs due to their existing distribution networks or project-based demand, which may result in relatively high transaction volumes shortly after the commencement of the business relationship.

We believe the transaction amounts with our major customers during the Track Record Period were commercially reasonable and aligned with their respective business scale and procurement needs. This assessment is based on our understanding of their business operations and distribution capabilities through customer on-boarding and ongoing interactions, our review of publicly available information, and the nature and frequency of transactions, which were consistent with their procurement needs for resale or distribution. Our major customers typically source from multiple suppliers and adjust procurement based on pricing, product availability and supply stability. Accordingly, transaction volumes with us reflect their demand for specific products during a given period rather than long-term exclusive arrangements.

In 2023, 2024, 2025 and for the four months ended April 30, 2026, our revenue contributed by our five largest customers in each year/period during the Track Record Period amounted to RMB493.9 million, RMB654.8 million, RMB1,307.3 million and RMB831.3 million, respectively, accounting for 39.4%, 21.9%, 22.0% and 29.7% of our total revenue in the same periods, respectively. In 2023, 2024, 2025 and for the four months ended April 30, 2026, revenue contributed by our largest customer in each year/period during the Track Record Period amounted to RMB315.0 million, RMB353.0 million, RMB382.1 million and RMB344.8 million, respectively, accounted for 25.1%, 11.8%, 6.4% and 12.3% of our total revenue in the same periods, respectively.

To the best of our knowledge, during the Track Record Period and up to the Latest Practicable Date, all of our five largest customers in each year/period during the Track Record Period were Independent Third Parties, and there are no past or present relationships, including without limitation, family, employment, business, financing, trust, shareholding or otherwise between our Company and the said customers, their respective shareholders, directors or senior management, or any of their respective associates. To the best of our Directors' knowledge, as of the Latest Practicable Date, none of our Directors or their respective close associates or any person who, to the knowledge of our Directors, owned more than 5% of our issued share capital, had any interest in any of our five largest customers in each year/period during the Track Record Period.

During the Track Record Period, we did not have any material disputes with, nor did we receive any material complaints from, our customers.

Our five largest customers varied from period to period during the Track Record Period. Notwithstanding fluctuations in transaction volumes, the majority of our five largest customers in each year/period of the Track Record Period continued to transact with us during the Track Record Period, although they may not have remained among our five largest customers in subsequent periods. The following table sets forth the details of our five largest customers in each year/period during the Track Record Period.

***Four Months ended April 30, 2026***

| Customer | Type of product sold | Payment method | Credit terms | Revenue *(RMB'000)* | Percentage of total revenue *(%)* | Year of commencement of business relationship |
|---|---|---|---|---|---|---|
| Customer N[14] | Beef, chicken, durian and pork | Bank transfer | N/A | 344,794 | 12.3 | 2024 |
| Customer A[1] | Beef | Bank transfer | N/A | 162,630 | 5.8 | 2024 |
| Customer O[15] | Cherries | Bank transfer | N/A | 138,498 | 4.9 | 2024 |
| Customer B[2] | Fruit (blueberries and cherries) and fish | Bank transfer | N/A | 105,392 | 3.8 | 2025 |
| Customer D[4] | Chicken, pork and beef | Bank transfer | N/A | 79,959 | 2.9 | 2024 |
| **Total** | | | | **831,274** | **29.7** | |

***Year ended December 31, 2025***

| Customer | Type of product sold | Payment method | Credit terms | Revenue *(RMB'000)* | Percentage of total revenue *(%)* | Year of commencement of business relationship |
|---|---|---|---|---|---|---|
| Customer A[1] | Beef | Bank transfer | N/A | 382,127 | 6.4 | 2024 |
| Customer B[2] | Fruit (blueberries and cherries) | Bank transfer | N/A | 315,597 | 5.3 | 2024 |
| Customer C[3] | Beef and lamb | Bank transfer | N/A | 227,268 | 3.8 | 2024 |
| Customer D[4] | Chicken, pork and beef | Bank transfer | N/A | 193,783 | 3.3 | 2025 |
| Customer E[5] | Beef | Bank transfer | N/A | 188,526 | 3.2 | 2024 |
| **Total** | | | | **1,307,301** | **22.0** | |

***Year ended December 31, 2024***

| Customer | Type of product sold | Payment method | Credit terms | Revenue *(RMB'000)* | Percentage of total revenue *(%)* | Year of commencement of business relationship |
|---|---|---|---|---|---|---|
| Customer F[6] | Chicken | Bank transfer | N/A | 353,040 | 11.8 | 2023 |
| Customer G[7] | Shrimp | Bank transfer | N/A | 83,621 | 2.8 | 2024 |
| Customer B[2] | Fruit (blueberries and cherries) | Bank transfer | N/A | 79,672 | 2.7 | 2024 |
| Customer H[8] | Beef | Bank transfer | N/A | 72,905 | 2.4 | 2023 |
| Customer I[9] | Shrimp | Bank transfer | N/A | 65,519 | 2.2 | 2024 |
| **Total** | | | | **654,757** | **21.9** | |

***Year ended December 31, 2023***

| Customer | Type of product sold | Payment method | Credit terms | Revenue *(RMB'000)* | Percentage of total revenue *(%)* | Year of commencement of business relationship |
|---|---|---|---|---|---|---|
| Customer F[6] | Chicken, pork | Bank transfer | N/A | 315,010 | 25.1 | 2023 |
| Customer J[10] | Shrimp | Bank transfer | N/A | 63,563 | 5.1 | 2022 |
| Customer K[11] | Beef | Bank transfer | N/A | 55,054 | 4.4 | 2023 |
| Customer L[12] | Chicken | Bank transfer | N/A | 31,860 | 2.5 | 2023 |
| Customer M[13] | Chicken | Bank transfer | N/A | 28,445 | 2.3 | 2023 |
| **Total** | | | | **493,932** | **39.4** | |

*Notes:*

(1) Customer A is a company incorporated in 2021 in Shanghai, primarily engaged in food operation, wholesale and retail of edible agricultural products, and supply chain management services, with a registered capital of RMB10.0 million.

(2) Customer B is a company incorporated in 2022 in Ningbo, Zhejiang province, primarily engaged in cargo import and export, international freight agency, supply chain management, and commodity wholesale, with a registered capital of RMB100.0 million

(3) Customer C is a company incorporated in 2012 in Cangzhou, Hebei province, primarily engaged in processing and sales of meat products, quick-frozen food, wholesale and retail of beef and mutton, low-temperature storage, and cargo import and export, with a registered capital of RMB21.2 million

(4) Customer D is a company incorporated in 2006 in Shanghai, primarily engaged in environmental industry supporting services, including material procurement, fly ash treatment, comprehensive utilization of furnace slag, leachate treatment, and maintenance services, with a registered capital of RMB50 million.

(5) Customer E is a company incorporated in 2021 in Tianjin, primarily engaged in technology services and development, food sales, food import and export, cargo import and export, and supply chain management services, with a registered capital of RMB90.0 million.

(6) Customer F is a company incorporated in 1996 in Shenzhen, Guangdong province, primarily engaged in international trade, bonded warehousing and freight services, international transportation agency, food sales, and cargo import and export, with a registered capital of RMB395.8 million.

(7) Customer G is a company incorporated in 2020 in Taizhou, Zhejiang province, primarily engaged in purchase, wholesale and retail of aquatic products, edible agricultural product processing, and cargo import and export, with a registered capital of RMB1.0 million

(8) Customer H is a company incorporated in 2021 in Tianjin, primarily engaged in cargo import and export, food import and export, wholesale of edible agricultural products, and cargo storage services, with a registered capital of RMB2.9 million.

(9) Customer I is a company incorporated in 2018 in Beijing, primarily engaged in cargo import and export, wholesale and retail of edible agricultural products, and warehousing services, with a registered capital of RMB50.0 million.

(10) Customer J is a company incorporated in 2021 in Shenzhen, Guangdong province, primarily engaged in primary procurement of agricultural products, wholesale and retail of fresh meat, and aquatic products wholesale and retail, with a registered capital of RMB20.0 million.

(11) Customer K is a company incorporated in 2023 in Wuhan, Hubei province, primarily engaged in production, sales, processing of agricultural products, food import and export, and supply chain management services, with a registered capital of RMB20.0 million.

(12) Customer L is a company incorporated in 2019 in Nanjing, Jiangsu province, primarily engaged in the sale of agricultural products, fresh edible agricultural products and daily necessities, as well as self-operated and agency business of import and export of various commodities and technologies, with a registered capital of RMB5.0 million.

(13) Customer M is a company incorporated in 2020 in Guangzhou, Guangdong province, primarily engaged in technology import and export, trade agency, internet commodity sales, commodity wholesale and retail, cargo import and export, frozen meat retail, trade consulting services, and pre-packaged food wholesale and retail, with a registered capital of RMB5.0 million.

(14) Customer N comprises three companies, with its parent company established in Suzhou, Jiangsu Province, in 2022. The parent company has a registered capital of RMB4.0 million and focuses primarily on supply chain management services, domestic cargo transportation agency services, and food sales. Customer N, which was one of our five largest suppliers in 2024 under the name Supplier G, became one of our five largest customers for the four months ended April 30, 2026 and did not continue to supply products to us after such transition. Such transition was primarily because quota allocation restrictions on imported meat products limited its access to overseas supply and led it to procure relevant products from us.

(15) Customer O is a company incorporated in 2015 in Shanghai, primarily engaged in the import and export of goods and technologies, the wholesale and retail of edible agricultural products, fresh fruits and vegetables, supply chain management, domestic freight forwarding, packaging services, and trading agency services, with a registered capital of RMB10.0 million.

**Key Terms of Agreements with Our Customers**

We typically enter into framework agreements with our customers which cover various terms, including, among other things, terms, scope of services, pricing, payment terms and termination. The salient terms of a typical framework agreement with our customers of cold chain agricultural product sales business are set out below:

| | |
|---|---|
| **Duration** | The agreement generally has a term of one year. |
| **Deposit** | Customers are typically required to pay a deposit ranging from 20% to 30% of the estimated transaction price agreed at the time the order is placed. |
| **Minimum Purchase Commitment** | We generally do not impose any minimum purchase volume or value commitments on our customers. |
| **Transfer of Title and Risk** | Title to, and risk of loss of, the goods are generally transferred to customers upon delivery and acceptance. |
| **Pricing** | The final settlement price is generally determined after we have settled the relevant procurement costs with our suppliers. It is calculated by reference to a range of factors, including the import price of the goods, applicable tariffs and value-added tax, prevailing market prices, and customary costs incurred during the import process, such as warehousing, customs clearance and related fees. The final pricing reflects the allocation of risks and costs borne by the parties during the performance of the transaction. |
| **Product Delivery** | For domestically sourced products, customers are generally responsible for arranging onward transportation to their designated domestic cold storage facilities. |
| **Settlement Arrangement** | Settlement is generally conducted on a monthly basis. |
| **Payment Term** | Customers are generally required to settle the full purchase price within 180 days after completion of the relevant inbound records. |
| **Termination** | Save for circumstances expressly provided for in the agreement, neither party may unilaterally modify or terminate the agreement without cause. |

The salient terms of our typical agreement with customers for digital and intelligent cold chain integrated solutions are set out below:

| | |
|---|---|
| **Duration** | The contract term typically ranges from 150 days to one year, commencing from the date of contract execution to final acceptance of the deliverables. |
| **Delivery** | We are typically required to complete solution delivery within 90 days from contract execution. |
| **Payment Terms** | Our contracts typically provide for staged payments, comprising a deposit of generally 30% upon contract execution, a progress payment of generally 40% upon completion of acceptance and system go-live testing, an acceptance payment of generally 25% upon completion of trial operation and final acceptance, and a retention amount of generally 5% payable upon expiration of the warranty period. |

| | |
|---|---|
| **Transfer of Title and Risk** | Title to, and risk of loss of, the solution are generally transferred to customers upon delivery, being when the system is officially launched. |
| **Warranty** | Our contracts typically provide for a warranty period of 365 days from the date of final acceptance. |
| **Termination** | Save for circumstances expressly provided for in the agreement, neither party may unilaterally modify or terminate the agreement without cause. Early termination by either party without cause may result in liquidated damages equivalent to 3% of the total contract value. |

**Customer Support**

We provide customer support services designed to facilitate the effective operation of our business lines and to maintain stable, long-term customer relationships.

For the sale of cold chain agricultural products, customer support focuses on order coordination, delivery scheduling, information communication and issue resolution throughout the transaction lifecycle. Our sales and operations teams maintain regular communication with customers regarding order status, expected delivery timelines, product specifications and handover arrangements. Where issues arise in connection with product availability, delivery coordination or documentation, we work with customers and relevant counterparties to facilitate timely resolution, with a view to supporting transaction continuity and fulfilment reliability.

For our digital and intelligent cold chain integrated solutions, customer support primarily covers system deployment assistance, user onboarding, technical support and ongoing operation and maintenance services. We provide customers with implementation guidance, system configuration support and user training during the deployment phase, and offer ongoing technical support to address system usage issues, functional inquiries and operational feedback. Support services are delivered through a combination of dedicated support personnel, online communication tools and system-based service interfaces, depending on customer needs and project scale.

**Customer Services**

We have established internal procedures to receive, record and handle customer feedback and complaints in a structured and timely manner. Customer feedback and complaints may be submitted through multiple channels, including direct communication with our sales team and designated customer support contacts.

Upon receipt, customer feedback or complaints are logged and categorized based on their nature, urgency and potential operational impact. Matters relating to order execution, product quality, delivery coordination or system functionality are typically referred to the relevant operational, technical or management teams for review and follow-up. Where necessary, we coordinate internally and, where applicable, with suppliers, logistics service providers or other counterparties to facilitate resolution.

We monitor the handling status and resolution progress of material complaints to ensure appropriate follow-up and closure. Feedback received from customers is also periodically reviewed and, where relevant, incorporated into internal process optimization, system iteration and service improvement initiatives. During the Track Record Period and up to the Latest Practicable Date, we did not experience any material customer disputes or complaints that had a significant adverse impact on our business operations or financial performance.

**Product Return Policy**

We generally do not offer a product return policy for customers. After delivery and acceptance, customers are not entitled to return the products, and we do not provide after-sale return or exchange arrangements, except as otherwise required by applicable laws or agreed under specific contractual terms.

With respect to upstream suppliers, if products are found to have quality issues or do not meet agreed specifications, we may request the relevant suppliers to provide replacement products or otherwise rectify such issues in accordance with the contractual arrangements with the suppliers.

During the Track Record Period and up to the Latest Practicable Date, we had not experienced any material product refund, return or exchange from customers, nor any material return or replacement of products with suppliers.

## OUR SUPPLY NETWORK MANAGEMENT

**Procurement Process**

We procure cold chain agricultural products primarily based on our assessment of market demand and aggregated customer demand signals under our demand-led sales model, with strategic spot procurement conducted on a selective and supplemental basis. Procurement planning is informed by demand forecasts, product category strategies and regional allocation considerations generated through our digital and intelligent operating capabilities, subject to commercial feasibility and supply conditions. Confirmed or indicative customer orders are also considered where available, but our procurement is not conducted strictly on a back-to-back basis against customer orders.

For imported cold chain agricultural products, procurement typically involves coordination with overseas suppliers for production scheduling, export customs clearance and international transportation to designated ports in the PRC. For domestically sourced products, procurement is conducted through domestic suppliers in accordance with agreed delivery arrangements to designated cold chain facilities or handover points. Our procurement process is structured to align procurement timing and quantities with anticipated sales fulfillment, thereby reducing unnecessary inventory exposure and execution risk.

From a process management perspective, we maintain a rigorous approval and execution protocol. All procurement requests must undergo a structured internal approval workflow. Upon approval, the procurement department conducts supplier sourcing and price negotiations through a variety of competitive approaches, including request for quotation, price comparison, open tendering or competitive negotiations, depending on the category, value and nature of the procurement. After confirming the supplier and commercial terms, we proceed with contract execution followed by the issuance of formal purchase orders, leading into fulfillment, acceptance and subsequent supplier management stages.

**Supplier Selection and Management**

We adopt a structured approach to supplier selection and ongoing management. In selecting suppliers, we typically assess factors including product quality and safety standards, production and delivery capacity, regulatory compliance, pricing mechanisms, historical performance and reliability, as well as the supplier's ability to meet cold chain handling and traceability requirements.

Once on boarded, suppliers are subject to ongoing performance monitoring, which may include reviews of delivery timeliness, product quality consistency, responsiveness to operational coordination and compliance with agreed specifications. We maintain communication with key suppliers to coordinate procurement schedules, manage supply fluctuations and address execution issues where necessary. For critical product categories, we seek to maintain multiple sourcing options or contingency arrangements to mitigate supply concentration risk.

**Our Major Suppliers**

During the Track Record Period, our suppliers mainly comprised (i) overseas agricultural product providers and trading companies with valid export qualifications, including origin-integrated processors with established international sourcing and distribution capabilities, (ii) domestic supply chain management companies and food-related enterprises that support procurement, processing or circulation activities, and (iii) direct suppliers located in major domestic and overseas agricultural production regions.

Leveraging our Shareholder background and an established market position, we are able to access a broad range of upstream supply resources, including suppliers of core meat and seafood products and selected high-value cold chain agricultural product categories. These supplier relationships contribute to supply stability, particularly for products subject to import quotas, production cycles or origin constraints, and support our ability to maintain consistent supply under varying market conditions. During the Track Record Period, we collaborated with more than 1,000 suppliers, among which over 690 were overseas suppliers, covering approximately 40 countries and regions. The following table sets forth a breakdown of procurement by key countries or regions for the periods indicated:

| | Year ended December 31, | | | Four months ended April 30, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 |
| | *(RMB'000)* | | | |
| **South American** | | | | |
| — Brazil | 181,540 | 910,393 | 1,524,343 | 1,108,582 |
| — Argentina | 15,062 | 446,144 | 1,259,121 | 535,817 |
| — Other South American countries[(1)] | 13,267 | 446,512 | 889,051 | 319,923 |
| Sub-total | 209,869 | 1,803,049 | 3,672,515 | 1,964,322 |
| **North American** | | | | |
| — United States | 352,769 | 235,532 | 92,942 | 78,646 |
| **Southeast Asia[(2)]** | 6,715 | 166,832 | 449,251 | 142,944 |
| **Oceania[(3)]** | 3,817 | 152,515 | 472,725 | 226,902 |
| **Chinese Mainland** | 566,993 | 794,883 | 1,223,857 | 275,461 |
| **Others[(4)]** | 159,047 | 325,898 | 504,713 | 182,736 |
| **Total** | **1,299,210** | **3,478,709** | **6,416,003** | **2,871,011** |

*Notes:*

(1) Other South American countries include Chile, Ecuador, Peru and Uruguay.

(2) Southeast Asia countries include India and Thailand.

(3) Oceania countries include New Zealand and Australia.

(4) Others include European countries, such as Spain.

During the Track Record Period, we procured cold chain agricultural products principally on our own account and adopted a dynamic sourcing strategy. Our sourcing decisions were made based on a combination of commercial factors, including landed costs, supply scale and stability, product quality and market demand, rather than being tied to any fixed geographical allocation.

The changes in our sourcing countries and regions during the Track Record Period primarily reflected adjustments in our procurement mix for meat products, particularly beef and other meat products. In particular, procurement from South America increased significantly, while procurement from North America decreased, mainly because suppliers in South America offered more competitive landed costs, larger supply capacity and more stable supply, which better matched our sales growth and evolving product mix. As a result, we progressively increased our procurement from South America during the Track Record Period.

Our sourcing arrangements remain dynamic and product-specific. Subject to commercial considerations, including pricing, supply stability and customer demand, we will continue to procure products from multiple sourcing regions, including North America, South America and other regions, as appropriate.

In 2023, 2024 and 2025 and for the four months ended April 30, 2026, purchases from our five largest suppliers in each year/period during the Track Record Period amounted to RMB652.4 million, RMB779.6 million, RMB1,046.7 million and RMB608.0 million, respectively, accounted for 53.0%, 26.8%, 18.1% and 22.3% of our total purchases in the same periods, respectively. In 2023, 2024 and 2025 and for the four months ended April 30, 2026, purchases from our largest supplier in each year/period during the Track Record Period amounted to RMB217.2 million, RMB232.5 million and RMB308.5 million and RMB258.5 million, respectively, accounted for 17.6%, 8.0%, 5.3% and 9.5% of our total purchases in the same periods, respectively.

To the best of our knowledge, during the Track Record Period and up to the Latest Practicable Date, all of our five largest suppliers in each year/period during the Track Record Period were Independent Third Parties. To the best of our Directors' knowledge, as of the Latest Practicable Date, none of our Directors or their respective close associates or any person who, to the knowledge of our Directors, owned more than 5% of our issued share capital, had any interest in any of our five largest suppliers in each year/period during the Track Record Period.

The following table sets forth the details of our five largest suppliers in each year/period during the Track Record Period:

***Four Months ended April 30, 2026***

| Supplier | Type of product/ services procured | Payment method | Credit term | Purchase amount | Percentage of total purchase | Year of commencement of business relationship |
|---|---|---|---|---|---|---|
| | | | | *(RMB'000)* | *(%)* | |
| Supplier B[(2)] | Beef | Bank transfer | N/A | 258,521 | 9.5 | 2023 |
| Supplier N[(14)] | Chicken | Bank transfer | N/A | 107,302 | 3.9 | 2025 |
| Supplier O[(15)] | Beef and chicken | Bank transfer | N/A | 101,928 | 3.7 | 2023 |
| Supplier P[(16)] | Beef | Bank transfer | N/A | 73,536 | 2.7 | 2026 |
| Supplier Q[(17)] | Beef | Bank transfer | N/A | 66,674 | 2.4 | 2023 |
| **Total** | | | | **607,961** | **22.3** | |

***Year ended December 31, 2025***

| Supplier | Type of product/ services procured | Payment method | Credit term | Purchase amount | Percentage of total purchase | Year of commencement of business relationship |
|---|---|---|---|---|---|---|
| | | | | *(RMB'000)* | *(%)* | |
| Supplier A[(1)] | Beef | Bank transfer | N/A | 308,529 | 5.3 | 2023 |
| Supplier B[(2)] | Beef | Bank transfer | N/A | 203,265 | 3.5 | 2023 |
| Supplier C[(3)] | Chicken | Bank transfer | N/A | 190,749 | 3.3 | 2023 |
| Supplier D[(4)] | Blueberries | Bank transfer | N/A | 177,864 | 3.1 | 2024 |
| Supplier E[(5)] | Beef | Bank transfer | N/A | 166,295 | 2.9 | 2024 |
| **Total** | | | | **1,046,702** | **18.1** | |

***Year ended December 31, 2024***

| Supplier | Type of product/ services procured | Payment method | Credit term | Purchase amount | Percentage of total purchase | Year of commencement of business relationship |
|---|---|---|---|---|---|---|
| | | | | *(RMB'000)* | *(%)* | |
| Supplier F[(6)] | Chicken | Bank transfer | N/A | 232,493 | 8.0 | 2024 |
| Supplier G[(7)] | Beef, chicken and shrimp | Bank transfer | N/A | 195,369 | 6.7 | 2022 |
| Supplier H[(8)] | Chicken | Bank transfer | N/A | 136,956 | 4.7 | 2023 |
| Supplier I[(9)] | Chicken | Bank transfer | N/A | 115,831 | 4.0 | 2022 |
| Supplier J[(10)] | Chicken | Bank transfer | N/A | 98,916 | 3.4 | 2024 |
| **Total** | | | | **779,565** | **26.8** | |

***Year ended December 31, 2023***

| Supplier | Type of product/ services procured | Payment method | Credit term | Purchase amount | Percentage of total purchase | Year of commencement of business relationship |
|---|---|---|---|---|---|---|
| | | | | *(RMB'000)* | *(%)* | |
| Supplier K[(11)] | Chicken | Bank transfer | N/A | 217,161 | 17.6 | 2023 |
| Supplier I[(9)] | Chicken | Bank transfer | N/A | 141,673 | 11.5 | 2022 |
| Supplier L[(12)] | Pork and chicken | Bank transfer | N/A | 106,610 | 8.7 | 2023 |
| Supplier B[(2)] | Chicken | Bank transfer | N/A | 99,682 | 8.1 | 2023 |
| Supplier M[(13)] | Chicken | Bank transfer | N/A | 87,317 | 7.1 | 2022 |
| **Total** | | | | **652,443** | **53.0** | |

*Notes:*

(1) Supplier A is a company headquartered in Mississauga, Ontario, Canada, primarily engaged in international trading, importing and exporting of pork, beef, poultry, lamb, goat, seafood, fruits, vegetables and related food products, serving customers in more than 50–70 countries worldwide.

(2) Supplier B is a company listed in the New York Stock Exchange incorporated in 1953, with its headquarter located in Brazil, primarily engaged in the processing and international trade of beef, pork, poultry and other value-added meat products across more than 20 countries.

(3) Supplier C is a company established in 2001 in Thailand, primarily engaged in fully integrated poultry processing and global trade of chicken and chicken products, exporting chilled and frozen chicken meat.

(4) Supplier D is a private limited company registered in Hong Kong in 2023, primarily engaged in the import of fruits.

(5) Supplier E is a company based in Argentina, primarily engaged in the processing and global trade of beef and beef by-products, exporting chilled and frozen bovine meat and offal to markets including China, Chile and other countries.

(6) Supplier F is a company incorporated in 2022 in Shanghai, primarily engaged in supply chain management services, import and export agency, cargo import and export, general cargo warehousing services, pre-packaged food sales, and domestic and international freight agency, with a registered capital of RMB10.0 million.

(7) Supplier G comprises three companies whose parent company was incorporated in 2022 in Suzhou, Jiangsu province and is primarily engaged in supply chain management services, domestic cargo transportation agency, and sales of food, with a registered capital of RMB4.0 million.

(8) Supplier H is a company incorporated in 2005 in Gaomi, Shandong province, primarily engaged in breeder chicken breeding, hatching, broiler breeding, slaughter processing, conditioning processing, and wholesale of edible agricultural products, with a registered capital of RMB30.0 million.

(9) Supplier I is a company headquartered in Atlanta, Georgia, United States, primarily engaged in the international trading, importing and exporting of poultry, pork, beef, seafood and other frozen food products, supplying customers in numerous countries worldwide.

(10) Supplier J is a company incorporated in 2022 and headquartered in Australia, primarily engaged in the export of frozen meat products.

(11) Supplier K is a company incorporated in 2014 in Xiamen, Fujian province, primarily engaged in import and export agency, cargo import and export, fresh vegetable wholesale and retail, edible agricultural product wholesale and retail, and food operation, with a registered capital of RMB100.0 million.

(12) Supplier L is a company incorporated in 2020 in Shenzhen, Guangdong province, primarily engaged in supply chain management services, domestic trade agency, production, sales, and processing of agricultural products, cargo import and export, and pre-packaged food sales, with a registered capital of RMB1.0 million.

(13) Supplier M is a company established in 2002 with its headquarter located in the United States, primarily engaged in the international trading, importing and exporting of frozen meat, poultry and seafood products, as well as other food commodities, serving wholesalers and food-service customers in various overseas markets.

(14) Supplier N is a company incorporated in 2016 in Australia, primarily engaged in the import and export trading of frozen meat and other products.

(15) Supplier O is a company incorporated in 2022 in Australia, primarily engaged in the trading and export of frozen meat products.

(16) Supplier P is an Argentine slaughterhouse with nearly 30 years of operational history, specializing in beef products.

(17) Supplier Q is a company incorporated in 1989, with its headquarters located in Contagem, Minas Gerais, Brazil, primarily engaged in the production, processing, sale and export of beef and other meat products.

**Salient Terms of Agreements with Our Suppliers**

We typically enter into purchase agreements with our suppliers that set out the principal commercial and operational terms governing the procurement of cold chain agricultural products, including product specifications, pricing arrangements, payment terms and the service period. The key terms of our typical supplier agreements are summarized below:

| | |
|---|---|
| **Products type** | The agreements specify the product type, quantity, unit price and relevant specifications of the goods to be procured from the suppliers. |
| **Pricing terms** | Pricing is generally agreed on commercial terms such as CFR, CIF or FOB, depending on the sourcing arrangement and transaction structure. |
| **Shipping arrangements** | Suppliers are generally responsible for shipment arrangements and are required to notify us of loading completion and shipment details by fax or email. During the shipment process, suppliers bear the risk of loss, damage or contamination of the goods. |
| **Payment terms** | Payments are typically made by telegraphic transfer, with generally 20% to 40% payable upon contract confirmation and the balance payable against the bill of lading and draft invoice. |
| **Insurance** | Insurance coverage for shipment is generally arranged and borne by the supplier. |
| **Quality and quantity assurance** | Suppliers are required to take back any non-conforming or defective goods and compensate us for the value of such goods, together with any losses and expenses incurred as a result of the return. |

**Impact of Recent International Trade Policies**

Recent developments in international trade policies, including import safeguard measures, tariff adjustments and customs requirements, may affect our procurement costs and sourcing arrangements for certain imported cold chain agricultural products.

In particular, on December 31, 2025, MOFCOM announced safeguard measures on imported beef, effective from January 1, 2026 for a period of three years. Under these measures, beef imports from Brazil, Argentina, Uruguay, New Zealand, Australia, the United States and certain other countries and regions are subject to prescribed quotas, and imports exceeding the applicable quotas are subject to an additional tariff of 55%. Such tariffs are payable by import operators in the first instance and may affect our procurement costs where we directly import products or where suppliers factor such tariffs into their selling prices. In addition, during 2025, the PRC authorities announced additional tariffs ranging from 10% to 15% on certain U.S.-origin agricultural products, including chicken, pork, beef, aquatic products, fruits, vegetables and dairy products, although such measures were subsequently stopped from November 10, 2025. We will continue to monitor changes in import and export regulations, customs clearance requirements, tariff regimes and other trade policies that may affect our sourcing and cost structure.

The beef safeguard measures may have a relatively greater impact on our beef procurement, as beef accounted for a significant portion of our revenue from the sale of cold chain agricultural products in 2025. To mitigate the potential cost impact, we have adjusted and will continue to adjust our sourcing plan by reducing procurement from regions subject to higher tariff exposure where commercially appropriate, and increasing procurement from alternative sourcing regions. As of the Latest Practicable Date, we had established relationships with over 1,000 suppliers across approximately 40 countries and regions, including over 690 overseas suppliers, and had identified

over 600 suppliers in regions with lower tariff exposure that are able to provide our desired products at comparable price and quality. We have also continued to diversify our product mix by expanding categories such as chicken, pork, seafood, fruits, dairy products and other meat products, and by using our data analysis capabilities to support procurement analysis and product mix adjustment.

We generally adopt a cost-plus pricing approach and determine our final settlement prices by reference to procurement costs, import-related expenses and prevailing market conditions after the relevant procurement costs are confirmed. This pricing mechanism enables us to reflect, to a certain extent, increases in procurement costs resulting from additional tariffs or other import-related costs in our selling prices. However, due to market competition and customer price sensitivity, significant tariff increases may not be immediately or fully passed on to customers, and there may be a time lag before such cost increases are reflected in our selling prices. During such period, our gross profit margin may be under pressure.

Based on the above mitigation measures, including sourcing diversification, product mix adjustment, pricing management and the planned use of [REDACTED] to support overseas market expansion, product category diversification and enhancement of procurement analysis capabilities, our Directors are of the view, and the Sole Sponsor concurs, that the relevant international trade policies, including the beef safeguard measures, are not expected to have a material adverse effect on our overall business operations.

## OVERLAPPING CUSTOMERS AND SUPPLIERS

Due to the nature of cold chain agricultural product sales business, certain counterparties may act as both our customers and our suppliers from time to time. During the Track Record Period, we sold cold chain agricultural products to certain customers who also acted as our suppliers. This arrangement arises primarily from the batch-based and circulation-driven nature of the digital and intelligent cold chain agricultural products sales market.

According to Frost & Sullivan, cold chain agricultural products are typically traded in discrete batches, with differences in origin, specification, timing, quality grade and delivery conditions. As a result, market participants may have surplus supply in respect of certain product batches while simultaneously facing procurement needs for other batches that do not align with their own inventory structure or sales commitments. In such circumstances, it is not uncommon for industry participants to engage in both purchase and sale transactions with the same counterparties, depending on the specific products, batches and timing involved.

The following table sets forth the breakdown of our revenue generated from and purchase amount paid to our overlapping customers and suppliers, which were among either our five largest customers or suppliers in each year/period during the Track Record Period.

| | Year ended December 31, | | | | | | | | | Four months ended April 30, | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | 2023 | | | 2024 | | | 2025 | | | 2026 | | |
| Entity | Revenue | Gross Profit Margin | Purchase | Revenue | Gross Profit Margin | Purchase | Revenue | Gross Profit Margin | Purchase | Revenue | Gross Profit Margin | Purchase |
| | *RMB'000* | *%* | *RMB'000* | *RMB'000* | *%* | *RMB'000* | *RMB'000* | *%* | *RMB'000* | *RMB'000* | *%* | *RMB'000* |
| Customer A | — | — | — | 65,617 | 1.3 | — | 382,127 | 1.4 | — | 162,630 | 1.6 | 750 |
| Customer F | 315,010 | (0.5) | 1,894 | 353,040 | (0.5) | 5,312 | — | — | — | — | — | — |
| Customer J | 63,563 | (0.1) | 23,219 | — | — | — | — | — | — | — | — | — |
| Customer K | 55,054 | 0.4 | 1,189 | 41,263 | 1.5 | 10,230 | 84,006 | 0.8 | 33,513 | 2,451 | 0.2 | — |

In 2023, 2024 and 2025 and for the four months ended April 30, 2026, our revenue from such overlapping customers and suppliers, which were among our five largest customers during each year/period of the Track Record Period, was RMB433.6 million, RMB459.9 million, RMB466.1 million and RMB165.1 million, respectively, accounting for 34.6%, 15.4%, 7.9% and 5.9% of our total revenue for the corresponding periods. Our payment to such overlapping customers and

suppliers was RMB26.3 million, RMB15.5 million, RMB33.5 million and RMB0.8 million, respectively, accounting for 2.1%, 0.5%, 0.6% and 0.03% of our total purchase amount for the corresponding periods.

The gross profit margins of our transactions with overlapping customers and suppliers during the Track Record Period were lower than, and in certain cases negative compared to, our overall gross profit margin, and varied among individual counterparties. This was primarily due to customer-specific pricing strategies and product mix. In particular, for certain strategic customers, we adopted more competitive pricing, including in limited cases pricing below cost on specific transactions, to support long-term cooperation and business development, resulting in negative or lower margins in the relevant periods. In addition, certain transactions involved product categories with relatively lower margins or were affected by short-term price fluctuations, which further contributed to margin compression. Such instances were transaction-specific and do not represent the overall margin profile of our cold chain agricultural products sales business.

Negotiations of the terms of our sales to and purchases from these overlapping customers and suppliers were conducted on an individual basis and the sales and purchases were neither inter-connected nor inter-conditional with each other. Our Directors confirm that all of our sales to and purchases from these overlapping customers and suppliers were conducted in the ordinary course of business under normal commercial terms and on arm's length basis.

## SALES AND MARKETING

We place strong emphasis on strengthening customer acquisition, enhancing customer satisfaction and deepening long-term customer relationships, as we believe these efforts are essential to sustaining business expansion and improving service stickiness. As of April 30, 2026, we employed 11 sales and marketing professionals responsible for customer acquisition, account management, branding and market outreach.

### Brand Positioning and Strategy

We position our brand as a technology-supported cold chain agricultural products sales enterprise that delivers reliable supply, transparent pricing and disciplined fulfillment for cold chain agricultural products. Our brand strategy focuses on reinforcing trust and long-term cooperation rather than short-term transactional promotion. Brand recognition is gradually strengthened through consistent execution, repeat transactions and integration into customers' day-to-day operating workflows.

### Customer Acquisition and Retention

Beyond traditional ground promotion, our customer acquisition is primarily driven by our deployment of digital and intelligent cold chain integrated solutions at cold chain facilities across key circulation nodes, including agricultural products wholesale markets, food processing plants, agricultural products industrial parks, and major agricultural product import ports. Through these solutions, we provide operators and merchants with an application tool, the *Yueshi Cold Chain Cloud App*, which supports daily operating activities including inventory inquiry, order management and pickup coordination.

By embedding our systems and applications into customers' operating environments, and subject to users' authorization and compliance with applicable laws and regulations, we are able to establish direct and ongoing interaction with merchants and operators that form our target customer base for the sale of cold chain agricultural products. This infrastructure-level approach enables us to access a broad and recurring pool of potential customers in a scalable manner, without reliance on extensive offline sales networks.

Customer retention is supported by our ability to provide stable supply, diversified product categories, transparent pricing mechanisms and predictable fulfillment. As customers' transaction frequency increases and cooperation deepens, we are able to further tailor product offerings, procurement pacing and service coordination to better align with their operating needs. This reinforces customer stickiness and supports recurring procurement behavior over time.

## RESEARCH AND DEVELOPMENT

R&D are fundamental to sustaining our market position and driving long-term growth, enabling us to respond swiftly to the evolving requirements of our services. We focus on in-house R&D of core technologies, complemented by the selective introduction of mature licensed IPs to enhance our technical capabilities.

As of April 30, 2026, we had a R&D team of 38 experienced technical professionals, representing 30.6% of our total headcount. Many of our R&D personnel are seasoned IT engineers with deep expertise in technology development. In 2023, 2024 and 2025 and for the four months ended April 30, 2025 and 2026, our R&D expenses amounted to RMB14.6 million, RMB16.4 million, RMB16.7 million, RMB5.4 million and RMB6.4 million, respectively, representing 1.2%, 0.6%, 0.3%, 0.4% and 0.2% of our total revenue in the respective periods.

Our sustained investments in research and development have resulted in substantial technological achievements. As of April 30, 2026, we had developed 33 proprietary systems covering the core operational processes of our business.

## INTELLECTUAL PROPERTY

As of the Latest Practicable Date, we had (i) eight patents, including seven invention patents and one design patent, (ii) seven copyrights, (iii) two domain names and (iv) three registered trademarks, which were material to our business. See "Appendix VI — Statutory and General Information — B. Further Information about Our Business — 2. Intellectual Property Rights of Our Group."

We rely primarily on a combination of patents, trademarks, trade secrets, and unfair competition laws and contractual rights, such as confidentiality agreement, to protect our intellectual properties. We have implemented measures to protect our intellectual property. Our dedicated staff diligently oversees our intellectual properties to ensure timely applications, renewals, and filings, as well as to navigate any relevant third-party intellectual properties.

During the Track Record Period and up to the Latest Practicable Date, we were not involved in any lawsuits or arbitrations, or received any notifications from third parties alleging infringement of their intellectual property or the sale of counterfeit products that could have a significant negative impact on our business. Furthermore, we had not encountered any adverse findings from government authorities regarding investigations or audits concerning infringement of third-party intellectual property or the sale of counterfeit products that could have a substantial adverse effect on our business.

Even though we have paid attention to protecting our intellectual property, we may still face certain risks relating to our intellectual property. See "Risk Factors — Risks Relating to Our Business and Industry — We may not be able to prevent others from unauthorized use of our intellectual property, which could harm our business and competitive position."

## DATA PRIVACY AND PROTECTION

In the course of our operations, we collect, store and process business and transaction data. To mitigate security risks, we adopt stringent transmission controls to safeguard sensitive information.

We have formulated a privacy policy for the *Yueshi Cold Chain Cloud App* and obtain user authorization based on voluntary consent. User data is stored and processed within the PRC, and no cross-border data transmission is involved.

We have implemented appropriate administrative and technical measures to safeguard data security. From an administrative perspective, we have established policies for the protection of customers' personal information, supported by a comprehensive framework of internal systems, procedures and guidelines governing cybersecurity and data security management. From a technical perspective, we deploy safeguards such as firewalls and encryption of sensitive data, including personal identifiers such as mobile phone numbers.

During the Track Record Period and up to the Latest Practicable Date, we did not experience any material data breach or loss, nor were we subject to any material fines or administrative penalties imposed by PRC regulatory authorities for violations of data protection laws.

Based on the foregoing, the legal counsel we engaged in relation to the data compliance matters is of the view that, during the Track Record Period and up to the Latest Practicable Date, (i) we had complied, in all material respects, with the relevant laws and regulations in the PRC relating to cybersecurity, data security and personal information protection, and (ii) pursuant to Article 7 of the Cybersecurity Review Measures, operators of online platforms that process personal information of more than one million users are required to apply for a cybersecurity review if they intend to list in a foreign country. As our proposed [REDACTED] does not constitute a listing in a foreign country, we are not required to undergo a cybersecurity review in connection with the proposed [REDACTED] under the Cybersecurity Review Measures.

## COMPETITION

The PRC digital and intelligent cold chain agricultural products sales market is highly fragmented. In 2025, the top ten market participants achieved combined revenue of approximately RMB85.7 billion, representing approximately 14.1% of total market revenue. No single participant holds a dominant position, and competition is shaped by diverse operating models, regional focuses and resource endowments.

We face competition from traditional agricultural product traders, cold chain logistics and service providers that have expanded into trading activities, and other market participants seeking to integrate trading with digital tools or supply chain services. Competition in the market generally centers on supply access, pricing competitiveness, fulfillment reliability, circulation efficiency and customer coverage.

We compete through an operating model that integrates the sale of cold chain agricultural products with digital and intelligent cold chain integrated solutions. Rather than relying solely on scale expansion or price competition, we emphasize data-supported sales planning, disciplined execution and supply chain coordination. By embedding our systems at key circulation nodes, we enhance visibility over inventory conditions and demand dynamics on a compliant basis, enabling more precise product matching and faster decision-making.

In addition, our stable supplier relationships support reliable access to core product categories, while our focus on small and medium-sized agricultural products wholesalers allows us to capture recurring demand by reducing intermediary layers and improving procurement efficiency for customers. We believe these capabilities enable us to compete effectively in a fragmented market environment, although we cannot assure you that competitive pressures will not intensify in the future.

## SEASONALITY

Our business is subject to certain seasonal fluctuations, primarily reflecting consumption patterns for cold chain agricultural products and the timing of major holidays and festive periods.

In general, demand for cold chain agricultural products tends to be higher in the third and fourth quarters of each year, which coincide with major holiday seasons and periods of increased dining and consumption activities. During these periods, downstream agricultural operators, wholesalers and catering customers typically increase procurement volumes to meet higher end-consumer demand, resulting in higher sales volumes for our cold chain agricultural product sales business.

In addition, seasonal weather conditions influence product mix and consumption behavior. During the winter months, demand for protein-based products, particularly beef, chicken, pork and other meat products, generally increases due to changes in dining preferences and consumption habits. As meat products constitute our principal product categories, this seasonal demand pattern may contribute to higher sales volume and transaction activity during colder periods. See "Risk Factors — Risks Relating to Our Business and Industry — Our results of operations are subject to seasonality."

## EMPLOYEES

As of April 30, 2026, we had a total of 124 full-time employees in the PRC. The table sets forth a breakdown of our employees by function as of April 30, 2026.

| Function | Number of employees | Percentage of total number |
|---|---|---|
| | | *(%)* |
| R&D | 38 | 30.6 |
| Administration | 41 | 33.1 |
| Supply chain | 14 | 11.3 |
| Business operation | 11 | 8.9 |
| Sales and marketing | 11 | 8.9 |
| Quality control | 9 | 7.3 |
| **Total** | **124** | **100.0** |

We employ various methods, such as online recruitment and internal referrals to meet our diverse talent requirements. Our employees typically sign standard labor contracts with us. All key employees have also signed confidentiality agreements and are bound by non-compete agreements during their employment and for a period of up to two years afterward.

To maintain and enhance the knowledge and skill levels of our workforce, we provide our employees with internal trainings, including orientation programs for new employees and on-the-job training. We determine employee compensation by taking into account factors such as workload and the complexity of the work involved.

We are obligated to contribute to social security schemes based on specified percentages of salaries, bonuses, and certain allowances, up to the maximum amounts set by local government authorities. During the Track Record Period, we failed to make full social insurance and housing provident fund contributions for certain of our employees, which was primarily due to (i) the relevant personnel's failure to fully understand the relevant requirements under the PRC laws and regulations; and (ii) inconsistent implementation of the PRC laws and regulations by local authorities. We estimate that the accumulated shortfall of social insurance and housing provident fund contributions during the Track Record Period was approximately RMB11.5 million, which we believe would not have a material adverse effect on our business and financial performance.

According to the relevant PRC laws and regulations: (i) with respect to social insurance, the relevant authorities may order us to pay the outstanding amounts within the prescribed time period with a late charge at the daily rate of 0.05% on the outstanding amounts, and if and only if we fail to

do so, they may impose a maximum fine or penalty equivalent to three times the outstanding amounts, which could amount to up to RMB27.4 million based on the shortfall during the Track Record Period; and (ii) with respect to housing provident funds, the relevant authorities may order us to pay the outstanding amounts within the prescribed time period, and they may apply to a competent court for enforcement of the outstanding amounts if we fail to do so.

During the Track Record Period and up to the Latest Practicable Date, we had not been imposed any material administrative penalties or compulsory enforcement by the court for our failure to make full social insurance and housing provident fund contributions in accordance with the relevant PRC laws and regulations. Our PRC Legal Advisors have advised us that, (i) based on the current PRC regulatory policies and the facts described above, (ii) assuming there are no material changes to the prevailing PRC laws and regulations or their interpretation, enforcement practices or implementation requirements by the relevant local government authorities, and (iii) in the absence of complaints from our employees or third parties or any regulatory notices or enforcement actions issued by the relevant authorities, and taking into account the Interpretation of the Supreme People's Court on Issues Concerning the Application of Law in the Trial of Labor Dispute Cases (II) (《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 risk of our Group being subject to any material administrative penalties or being required to make supplementary contributions in respect of social insurance or housing provident fund payments for the relevant employees in full amount during the Track Record Period is remote.

We have reviewed our internal control policy and designated our human resources department to closely monitor our on-going compliance with the social insurance and housing provident fund contribution requirements and oversee the implementation of any necessary measures. We are taking steps to rectify such non-compliance and will review and adjust the contribution base for employees' social insurance and housing provident fund during the annual adjustment period. We will complete the rectification of such non-compliance in accordance with the requirements of the relevant regulatory authorities prior to the [REDACTED].

We believe we have maintained good relationships with our employees. During the Track Record Period and up to the Latest Practicable Date, we had not experienced any strikes or labor disputes with our employees which have had or are likely to have a material effect on our business. None of our employees are currently represented by any labor union.

**Operational Scalability and Staffing Efficiency**

Despite the relatively small size of our sales and marketing, supply chain and quality control teams, we were able to support the significant growth in transaction volume of our cold chain agricultural products sales business during the Track Record Period due to a combination of operational and structural factors.

Our customer acquisition process is supported by our existing business network. Leveraging relationships developed through our digital and intelligent cold chain integrated solutions business, we are able to identify and onboard trading customers efficiently without the need for extensive sales and marketing resources. In addition, our sales growth is partly driven by increased procurement from repeat customers, which reduces reliance on continuous new customer acquisition and supports scalable growth.

In addition, our focus on standardized product categories, such as meat products, contributes to operational scalability. These products are typically characterized by high transaction volumes and relatively stable pricing, which allows for more streamlined procurement, inventory management and sales execution.

Furthermore, our operations are supported by standardized workflows and internal systems. We have established structured operating procedures to enhance execution efficiency and accuracy, while our internal system supports product selection and operational coordination. Our business operation staff are also responsible for administrative tasks across the sales and procurement

processes, which streamlines execution and reduces the need for dedicated support functions. Together, these factors enable us to handle increased transaction volumes without a commensurate increase in staffing levels.

## LICENSES, PERMITS AND APPROVALS

We are required to maintain various licenses, approvals and permits in order to operate our business. During the Track Record Period and up to the Latest Practicable Date, we had obtained required licenses, approvals, permits and certificates that are material and necessary for our business operations in jurisdictions where we operate. As advised by our PRC Legal Advisors, all material requisite licenses, permits, approvals and certificates obtained by us had remained in full effect during the Track Record Period and up to the Latest Practicable Date. The table below sets forth a summary of the material license, permits and approvals that we have obtained for our business operations as of the Latest Practicable Date:

| Licenses/Permits/Approvals/ Filings | Holding Entity | Issuing Authority | Issue Date | Expiration Date[(1)] |
|---|---|---|---|---|
| High-tech Enterprise Certificate (高新技術企業證書) | Yueshi Information | Shenzhen Municipal Bureau of Industry and Information Technology, Shenzhen Municipal Finance Bureau, Shenzhen Taxation Bureau of the State Taxation Administration | December 26, 2024 | December 25, 2027 |
| Authentication Certificate of Information Security Management Systems (信息安全管理體系認證證書) | Yueshi Information | Zhongbiao Huaxin (Beijing) Certification Center Co., LTD | December 20, 2024 | December 12, 2027 |
| Authentication Certificate of Quality Management Systems (質量管理認證證書) | Yueshi Information | Zhongbiao Huaxin (Beijing) Certification Center Co., LTD | December 17, 2024 | December 16, 2027 |
| Food Business Filing (食品經營備案) | Various Chinese subsidiaries of our Company | Local Market Supervision and Administration Bureaus of Shenzhen, Huai'an, and Beijing Municipal Market Supervision and Administration Bureau | Various dates between November 21, 2023 and November 15, 2024 | N/A |
| Consignors and Consignees of Import and Export Goods (進出口貨物收發貨人) | Various Chinese subsidiaries of our Company | The local PRC customs | N/A | Long-term valid |
| Food Importer (食品進口商) | Various Chinese subsidiaries of our Company | The local PRC customs | Various dates between August 23, 2022 and June 20, 2025 | Long-term valid |

*Note:*

(1) "N/A" represents licenses that do not have an expiration date and will remain valid unless revoked.

## INSURANCE

We maintain insurance policies that we consider to be in line with market practice and adequate for our business. We currently do not maintain additional insurance policies such as business interruption insurance, product liability insurance, key man life insurance, or insurance coverage for damages to our platform, information technology systems, or properties. During the Track Record Period, we did not submit any material insurance claims, nor did we experience any material difficulties in renewing our insurance policies.

Our Directors consider that our existing insurance coverage is in line with industry norm and is sufficient for our present operations. However, the risks relating to our business and operations may not be fully covered by insurance. See "Risk Factors — Risks Relating to Our Business and Industry — We have limited insurance coverage which could expose us to significant costs and business disruption."

## PROPERTIES

### Leased Properties

As of the Latest Practicable Date, we had three leased properties with an aggregate GFA of approximately 3,134 sq.m., which are material to our operations. Such leased properties are primarily used as our offices and warehousing facilities. Our lease agreements in respect of the abovementioned leased properties generally have lease terms ranging from one to five years.

As of the Latest Practicable Date, among the leased properties which are material to our operations, we had not registered three of them with the relevant PRC government authorities. We have taken proactive steps to register these lease agreements. The authorities may order us to rectify such non-compliance within a prescribed period after receiving notice, and may impose a fine ranging from RMB1,000 to RMB10,000 for each unregistered lease. Based on our current situation, the maximum aggregate penalty for the three unregistered lease agreements would be RMB30,000. If any fine is imposed, we may not be able to recover such losses from the lessors. Our PRC Legal Advisors have advised us that the lack of registration of the lease contracts will not affect the validity of the lease agreements under PRC laws. See "Risk Factors — Risks Relating to Our Business and Industry — We are subject to risks relating to our leased properties."

The leased properties subject to the above non-compliance are primarily used as our registered address and do not constitute core operational facilities for our business operations. During the Track Record Period and up to the Latest Practicable Date, we did not encounter any material difficulties in renewing lease agreements or locating new premises for our facilities. We do not foresee any major challenges or impediments in renewing the relevant leases upon their expiration. In the event that we are required to relocate or that the relevant leases are terminated prematurely, we would be able to identify alternative premises within a reasonable timeframe. Given the nature of the use of such premises, any relocation is not expected to involve significant costs or cause material disruption to our business operations or the delivery of our products. As such, we do not expect the above non-compliance to have a material adverse impact on our operations.

To prevent recurrence of similar non-compliance, we have enhanced our internal control measures over lease management. In particular, we require verification of title documents of leased properties prior to entering into lease agreements, include contractual provisions requiring lessors to cooperate with lease registration procedures, and closely monitor the progress of registration following lease execution to ensure timely compliance with applicable laws and regulations.

## AWARDS AND RECOGNITION

Our market position and brand recognition are reflected in the numerous awards we have received. The following table sets forth a selection of the notable awards and recognition we received in the recent years:

| Year of Award | Awards and Recognition | Issuing Authority/Institution |
|---|---|---|
| 2026 | Unicorn Enterprise (獨角獸企業) | The Shenzhen Gazelle & Unicorn Enterprise Evaluation Committee |
| 2025 | 2025 China Industrial Internet Leading Enterprise (2025年中國產業互聯網領軍企業) | B2B Insider, Industrial A1 Society, and the Organizing Committee of the 2025 China Industrial Internet Leading Enterprises Summit and Industrial A1 Leading Enterprises Conference |

| Year of Award | Awards and Recognition | Issuing Authority/Institution |
|---|---|---|
| 2025 | 2025 China Industrial Internet Unicorn Enterprise (2025年中國產業互聯網獨角獸企業) | B2B Insider, Industrial A1 Society, and Industrial Internet Panorama |
| 2025 | 2025 China Industrial Internet Top 100 Enterprises (2025年中國產業互聯網百強企業) | B2B Insider, Industrial A1 Society, and Industrial Internet Panorama |
| 2025 | 2025 China Hidden Unicorn Top 500 Enterprises (2025年中國隱形獨角獸企業500強) | China Hidden Unicorn 500 Evaluation Committee |
| 2024 | 2024 Guangdong-Hong Kong-Macao Greater Bay Area New Quality Productivity Value and Innovation Enterprise List (2024粵港澳大灣區新質生產力價值與創新企業榜) | Investorscn |
| 2024 | 2024 China Hidden Unicorn Top 500 Enterprises (2024年中國隱形獨角獸企業 500強) | China Hidden Unicorn 500 Evaluation Committee |
| 2024 | 2024 Hurun Global Cheetah Company (胡潤全球獵豹企業) | Hurun Research Institute |
| 2023 | TOP 100 Most Investment-Worthy Enterprises of the Year on the 2023 China Value Enterprise List (2023中國價值企業榜-2023年度最具投資價值企業TOP 100) | Investorscn |

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE ("ESG")

### ESG Governance

We are committed to conducting our business in a responsible and sustainable manner. During the Track Record Period and up to the Latest Practicable Date, we were not subject to any material non-compliance incidents relating to environmental protection, food safety, labor and employment, occupational health and safety, data security, information technology management and business ethics.

Our ESG approach is closely aligned with our business model. We aim to enhance operational efficiency, improve resource utilization, reduce unnecessary losses in storage and transportation, and support the long-term sustainable development of the cold chain agricultural products sales market.

Our Board of Directors bears ultimate responsibility for ESG governance. The Board oversees the formulation, implementation and review of ESG strategies, policies and performance, including climate-related considerations where relevant. The Board's key responsibilities include:

(i) identifying and approving material ESG issues, objectives and strategic priorities;

(ii) overseeing the implementation of ESG-related policies, internal controls and management systems;

(iii) reviewing and approving ESG-related disclosures and reports; and

(iv) ensuring that ESG-related risks and opportunities are appropriately considered within our overall business strategy and risk management framework.

We have established an ESG Working Group, comprising representatives from management and relevant functional departments, including operations, technology, human resources and compliance. The ESG Working Group is responsible for coordinating ESG initiatives, collecting and verifying ESG-related data, monitoring regulatory and industry developments, and reporting material ESG and climate-related matters to senior management and the Board on a regular basis.

During the Track Record Period, we did not receive any material complaints from customers, business partners or regulators in respect of ESG-related matters, and we were not subject to any material non-compliance incidents relating to environmental protection, food safety, workplace safety, labor practices or business ethics.

**ESG Materiality Assessment**

We conduct periodic ESG materiality assessments to identify and prioritize ESG issues that are most relevant to our operations and stakeholders. In determining material ESG topics, we consider factors including our business characteristics as a cold chain agricultural products sales operator and digital and intelligent solution provider, applicable regulatory requirements, industry development trends, peer practices and stakeholder expectations.

The outcomes of our materiality assessments inform the formulation of ESG strategies, the development of internal policies and management measures, and the determination of disclosure priorities, ensuring that our ESG efforts remain aligned with our business development stage and operating realities.

**ESG Focus Areas and Objectives**

Based on our materiality assessment and having regard to our business characteristics, we have identified the following key ESG focus areas: (i) *environmental responsibility*: supporting energy-efficient and low-carbon cold chain agricultural product circulation through data-enabled sales practices and digital and intelligent cold chain integrated solutions; (ii) *employee responsibility*: safeguarding employee health, workplace safety and professional development; (iii) *product and service responsibility*: ensuring agricultural product safety, system stability, data security and service quality; (iv) *sustainable supply chain*: encouraging responsible sourcing practices and ESG awareness among suppliers and business partners; (v) *business ethics and compliance*: upholding integrity, transparency and anti-corruption principles across our operations; (vi) *information security and intellectual property*: protecting data security, system reliability and proprietary technologies; and (vii) *Industry and community engagement*: supporting the modernization and digital transformation of the cold chain agricultural products sales market.

**Environmental Responsibility**

Although our operations are primarily technology- and service-oriented, we operate within the cold chain agricultural products sales market, which is inherently energy-intensive and resource-sensitive. We indirectly contribute to environmental sustainability by supporting more efficient circulation, reducing unnecessary losses and improving resource utilization across cold chain operations.

In particular, our sales model and system-enabled coordination support customers in optimizing inventory turnover, warehouse utilization and transportation planning. These improvements help reduce redundant storage, avoid excessive handling and mitigate spoilage risks, thereby contributing to energy conservation, emissions reduction and food loss prevention across the cold chain circulation process.

To minimize the environmental impact of our business operation, we have established the following objectives:

| Aspect | Target |
|---|---|
| GHG Emission | Reduce the total greenhouse gas emission intensity by 5% by 2030, using 2025 as the base year |
| Electricity Consumption | Reduce the electricity consumption intensity by 5% by 2030, using 2025 as the base year |
| Waste Generation | Strictly implement an office supplies registration and control system to promote responsible use of office materials and reduce the generation of office waste |

**Environmental Management Standards and Policies**

Our digital and intelligent cold chain integrated solutions are designed to support the daily operations of both cold chain facility operators and merchants operating within such facilities. As substantially all of our revenue is derived from the sale of cold chain agricultural products, we place particular emphasis on aligning our systems and operational support are aligned with practical requirements in cold chain agricultural product sales, storage, and distribution.

In the design, delivery, and support of our solutions, we reference relevant industry standards and technical guidelines covering cold chain logistics, food safety, warehouse operations, and digital system management. These standards support standardized sales practices, product quality preservation, and food safety throughout the cold chain agricultural product sales process, including (i) *E-commerce Cold Chain Logistics Distribution Service Management Standard (GB/T 39664–2020)(《電子商務冷鏈物流配送服務管理規範》); (ii) Agricultural Product Origin Cold Chain Logistics Service Standard (GB/T 42503–2023)(《農產品產地冷鏈物流服務規範》); (iii) Smart Low-Carbon Warehouse Evaluation Standard (《智慧低碳倉庫評價規範》) (DB4403/T 484–2024); and (iv) Digital Public Cloud Warehouse Technical Requirements and Operation Management Standard (《數字化公有雲倉技術要求與運營管理規範》) (T/WD 112–2021).*

By aligning our systems and operational support with such standards, we assist cold chain facilities in improving temperature control accuracy, enhancing equipment utilization efficiency and promoting more standardized and energy-efficient warehouse management practices.

**Air Pollutant Management**

Our direct air pollutant emissions primarily arise from the operation of company-owned or company-used vehicles for business purposes. These vehicles may emit nitrogen oxides ($NO_x$), sulfur oxides ($SO_x$), and particulate matter (PM) during fuel combustion.

To mitigate such emissions, we implement basic vehicle management and maintenance measures, including regular inspections and servicing to ensure efficient fuel use and reduce emissions. Where practicable, we also seek to optimize travel planning and vehicle utilization. Subject to operational needs and cost considerations, we will continue to assess opportunities to gradually increase the use of lower-emission vehicles, such as electric or hybrid models, as part of our ongoing efforts to reduce our environmental footprint.

The table below summarizes air pollutant emission data from our operational activities.

| | Year ended December 31, | | | Four months ended April 30, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 |
| **$NO_x$ (kg)** | 1.38 | 2.85 | 2.87 | 0.88 |
| **PM (kg)** | 0.10 | 0.21 | 0.21 | 0.06 |
| **$SO_x$ (kg)** | 0.02 | 0.05 | 0.05 | 0.02 |

**Greenhouse Gas Emission**

Our greenhouse gas ("**GHG**") inventory is prepared with reference to the Greenhouse Gas Protocol. The following table provides a breakdown of our GHG emissions during the Track Record Period:

| | Year ended December 31, | | | Four months ended April 30, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 |
| Direct emission (Scope 1)[(1)] ($tCO_2e$) | 3.93 | 8.14 | 8.17 | 2.50 |
| Energy indirect emission (Scope 2)[(2)] ($tCO_2e$) | 41.76 | 64.32 | 84.10 | 25.2 |
| Other indirect emissions (Scope 3)[(3)] ($tCO_2e$) | 50.23 | 51.42 | 87.33 | 34.12 |
| Intensity — Total GHG Emissions ($tCO_2e$/million RMB of revenue) | 0.08 | 0.04 | 0.03 | 0.02 |
| **Total GHG Emissions (Scope 1, Scope 2 and Scope 3) ($tCO_2e$)** | **95.92** | **123.87** | **179.58** | **61.82** |

*Notes:*

(1) Scope 1 emissions primarily arise from fuel combustion associated with the operation of company vehicles.

(2) Scope 2 emissions mainly relate to indirect emissions from purchased electricity consumed in our operations. The fluctuations in Scope 2 emissions during the Track Record Period were primarily attributable to changes in electricity consumption in our operations. The increase in Scope 2 emissions in 2024 was mainly due to the relocation of our office to larger premises, which resulted in higher electricity consumption.

(3) Scope 3 emissions include other indirect emissions, primarily electricity consumption related to water treatment and emissions arising from employee business travel. The fluctuations in Scope 3 emissions during the Track Record Period were primarily attributable to changes in emissions arising from employee business travel. The increase in Scope 3 emissions in 2024 was mainly due to increased employee business travel as our business expanded.

**Energy and Resource Use**

Our direct environmental footprint primarily arises from electricity consumption at our office premises and data processing activities. We promote energy-efficient operating practices, including optimized server utilization, prudent management of cloud computing resources, deployment of energy-efficient office equipment and ongoing employee awareness initiatives aimed at reducing unnecessary energy consumption.

***Energy and Water Consumption***

| | Year ended December 31, | | | Four months ended April 30, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 |
| Total energy consumption[(1)] (MWh) | 94.56 | 154.01 | 191.43 | 35.27 |
| Intensity of energy consumption (MWh/million RMB revenue) | 0.075 | 0.052 | 0.032 | 0.013 |
| Total water consumption[(2)] ($m^3$) | 567 | 314 | N/A | N/A |
| Intensity of water consumption ($m^3$/million RMB Revenue) | 0.45 | 0.11 | N/A | N/A |

*Notes:*

(1) Due to the relocation of our office in 2024, the office area approximately doubled, which resulted in an increase in electricity consumption during the year.

(2) Following the office relocation in July 2024, water charges at the new premises are included in the property management fees and are not separately itemized. As a result, water consumption data for 2024 and 2025 is not separately available.

**Waste Management**

As our core business primarily involves the sale of cold chain agricultural products and the provision of digital systems and technology solutions, our operations do not generate hazardous waste. The non-hazardous waste generated by our operations mainly consists of general office waste. We promote waste reduction and resource reuse through internal practices such as reusing envelopes, file folders and other stationery items, and minimizing the use of disposable and non-recyclable materials, with a view to supporting circular economy principles. The table below sets forth a breakdown of the waste generated during the Track Record Period.

| | Year ended December 31, | | | Four months ended April 30, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 |
| Non-hazardous Waste (ton) | 1.62 | 1.78 | 2.11 | 0.73 |
| Intensity — Non-Hazardous Waste Generated (ton/ million RMB of revenue) | $1.29 \times 10^{-3}$ | $5.97 \times 10^{-4}$ | $3.55 \times 10^{-4}$ | $2.60 \times 10^{-4}$ |

**Climate Change**

We recognize that climate change presents both risks and opportunities for the PRC cold chain agricultural products sales market. Physical risks, such as extreme weather events, may disrupt logistics networks, cold chain facilities and transportation routes, while transition risks may arise from the implementation of increasingly stringent carbon reduction policies, energy efficiency requirements and environmental regulations.

With respect to physical risks, climate change may result in increased volatility in weather patterns, including changes in precipitation and a higher frequency or severity of extreme weather events such as typhoons, heavy rainfall and flooding. As certain of our office locations are situated

in regions prone to typhoons and seasonal heavy rains, extreme weather events may disrupt normal business operations, affect office facilities, increase maintenance and operating costs, and pose potential risks to employee safety and business continuity.

We have implemented contingency measures and special work arrangements during severe weather conditions, including flexible working arrangements and disaster preparedness procedures, to safeguard employee safety and minimize operational disruption. We will continue to monitor climate-related risks and enhance our resilience planning as part of our broader ESG and risk management framework.

**Employee Responsibility**

Employees are fundamental to our technological development, operational execution and service quality. We are committed to fostering a fair, inclusive and safe working environment that supports employee well-being, professional development and long-term engagement.

***Employment Practices***

We strictly comply with applicable labor and employment laws and regulations in the jurisdictions in which we operate. All employees are engaged under formal employment contracts, and we provide competitive remuneration packages, statutory social insurance and other employee benefits in accordance with legal requirements. We uphold principles of equal opportunity and non-discrimination in recruitment, promotion, training and remuneration, and we do not tolerate discrimination or unfair treatment on the basis of gender, age, ethnicity, religion or other protected characteristics.

The following table sets out the total workforce by gender of our Group as of the dates indicated:

| | Year ended December 31, | | | Four months ended April 30, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 |
| Male | 78 | 76 | 63 | 60 |
| Female | 35 | 49 | 50 | 64 |
| **Total** | **113** | **125** | **113** | **124** |

***Occupational Health and Safety***

Our operations are primarily office based. We are committed to providing a safe and healthy working environment for our employees through appropriate occupational health and safety management practices. We provide employees with safety training, emergency response guidance and periodic health-related support, and maintain internal policies and procedures designed to mitigate workplace risks. During the Track Record Period, we did not record any work-related fatalities, occupational injuries or lost working days due to work-related injuries.

***Training and Development***

Our training programs focus on areas relevant to our business, including system architecture, data security, agricultural product circulation, cold chain operations and regulatory compliance.

All employees are required to undergo comprehensive job skills training and assessment at least once a year. In addition, we provide position-specific internal training, covering areas such as operating procedures, work instructions, safety awareness and emergency response. For technical

personnel, we also support continuing education and skill enhancement, including training in professional knowledge and applicable laws and regulations. Relevant training programs are organized and overseen by department heads to ensure relevance and effectiveness.

**Product and Service Responsibility**

The cold chain agricultural products we sell to customers and the digital and intelligent cold chain integrated solutions we provide to cold chain facility operators are critical to their daily operations.

We have implemented quality management procedures in accordance with our ISO 9001 Management Handbook, which aligns with the ISO 9001:2015 standard. Our management is responsible for identifying and assessing both internal and external factors that may affect our quality objectives and strategic direction, including economic, regulatory, technological and resource-related factors. These factors are reviewed on an annual basis through management review processes.

The general manager is responsible for ensuring that our quality policy remains aligned with our strategic objectives and is effectively implemented across the organization. A designated management representative reports on the performance of the quality management system and identifies areas for improvement. Under the quality management framework, management has the authority to coordinate and resolve issues across our management system, promote a customer-focused approach and maintain the integrity of the quality management system during periods of change.

In addition, we have established system testing protocols and data protection measures to safeguard system reliability and the security of customer information, supporting stable and compliant service delivery.

**Supply Chain Management**

We conduct appropriate due diligence on suppliers' qualifications, compliance records and service capabilities prior to engagement and on an ongoing basis. In managing our supply chain, we have established the procurement control procedure and the supplier management procedure, which set out requirements for supplier selection, assessment, approval, performance review and ongoing management. We assess suppliers based on factors such as qualifications, product or service quality, delivery capability, service performance, compliance records and, where applicable, information security requirements.

As part of our supplier management process, we seek to identify and manage environmental and social risks along the supply chain by considering, where relevant, suppliers' compliance with applicable laws and regulations relating to product quality, food safety, environmental protection, work safety, labor practices and business ethics. We maintain an approved supplier management mechanism and monitor supplier performance on an ongoing basis. If material non-compliance or performance issues are identified, we may require rectification, reduce procurement volume, suspend cooperation or terminate the relevant supplier relationship.

We also intend to progressively incorporate environmental considerations into our procurement decisions where practicable. In particular, we may give preference to suppliers that demonstrate stable quality control, traceable sourcing, compliant cold chain storage and transportation practices, reduced excessive packaging or other environmentally responsible practices, subject to commercial considerations such as product quality, supply stability, pricing and customer demand.

The table below summarizes the geographical location of our suppliers during the Track Record Period.

| | Year ended December 31, | | | Four months ended April 30, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 |
| China[(1)] | 65 | 27 | 199 | 364 |
| Overseas[(2)] | 103 | 365 | 486 | 697 |
| **Total** | **168** | **392** | **685** | **1,061** |

*Notes:*

(1) The Chinese suppliers include suppliers from Chinese Mainland and Hong Kong.

(2) Overseas suppliers are mainly from countries such as India, the United States, and Brazil.

**Business Ethics and Anti-corruption**

We uphold high standards of integrity, transparency and ethical conduct across our operations. We have established internal control systems, codes of conduct and anti-corruption policies that strictly prohibit bribery, fraud, conflicts of interest and other unethical practices. All employees are required to comply with these policies, and any violations are subject to disciplinary action in accordance with our internal procedures. During the Track Record Period, we did not record any material breaches of our business ethics or anti-corruption policies.

We are also committed to protecting information security and intellectual property. We maintain internal policies and procedures to safeguard proprietary technologies, data and intellectual property rights, and have established and maintained a comprehensive register of intellectual property certificates in connection with our business operations.

**Community Engagement**

We are committed to supporting the digital transformation and modernization of the digital and intelligent cold chain agricultural products sales market through technology application, industry collaboration and knowledge sharing. In May 2026, representatives of the Brazilian Trade and Investment Promotion Agency and nine Brazilian agricultural and food enterprises visited our Group to discuss agricultural product trade, cold chain digitalization and potential supply chain cooperation. In the same month, our vice president attended the Sixth China-Brazil Dialogue on Green Finance and Sustainable Agriculture and shared our experience in applying data-driven solutions to cold chain agricultural product circulation.

In addition, we actively participate in community and philanthropic initiatives. In 2025, we invested approximately RMB5.0 million in charitable and community programs, including a donation to support relief and recovery efforts following the fire incident at Wang Fuk Court in Tai Po, reflecting our commitment to social responsibility and community support.

## LEGAL PROCEEDINGS AND COMPLIANCE

**Compliance**

During the Track Record Period and up to the Latest Practicable Date, we were not imposed any material administrative penalties by PRC government authorities, nor were we involved in any non-compliance incidents that are systemic or have a material adverse effect on our business, financial condition or results of operations.

### Legal Proceedings

We may, from time to time, be subject to legal proceedings, disputes and claims that arise in the ordinary course of business. During the Track Record Period and up to the Latest Practicable Date, we were not a party to any ongoing material litigation, arbitration or administrative proceedings, and we were not aware of any claims or proceedings contemplated by government authorities or third parties which would materially and adversely affect our business. Our Directors are not involved in any actual or threatened material claims or litigation.

## INTERNAL CONTROL AND RISK MANAGEMENT

### Overview

We are exposed to various risks in our operations, including those related to our business, industry, and market. For detailed information, see "Risk Factors." We have implemented internal guidelines, policies, and procedures to monitor and mitigate the impact of risks that are relevant to our business.

Our Board and senior management are responsible for identifying and analyzing risks associated with our operations. They develop measures to mitigate these risks and assess and report on their effectiveness. To assist the Board in providing an independent assessment of our financial reporting process, internal control, and risk management system, we have established an audit committee. The primary responsibilities of the audit committee include overseeing the audit process, evaluating the effectiveness of our financial reporting, internal controls, and risk management systems, and fulfilling other duties and responsibilities assigned by the Board. For the professional qualifications and experiences of the members of our audit committee, see "Directors and Senior Management — Board of Directors."

During the Track Record Period and up to the Latest Practicable Date, we did not engage in any significant hedging activity.

### Financial Reporting Risk Management

We have in place a set of accounting policies in connection with our financial reporting risk management, such as financial reporting management policies, budget management policies, treasury management policies, and financial statements preparation policies. We have various procedures and IT systems in place to implement our accounting policies, and our finance department reviews our management accounts based on such procedures. We also provide regular training to our finance department employees to ensure that they understand our financial management and accounting policies and implement them in our daily operations.

### Information System Risk Management

The maintenance, storage, and protection of our data and related information are crucial to our success. To ensure the security and integrity of our data, we have implemented internal procedures designed to prevent any unauthorized access, leakage, or loss. During the Track Record Period and up to the Latest Practicable Date, we did not experience any material information leakage or loss of our data. See "— Data Privacy and Protection" in this section for more information about our information security procedures and policies.

### Internal Control Risk Management

We have designed and adopted strict internal procedures to ensure the compliance of our business operations with the relevant rules and regulations. Our finance and other departments work closely together to: (i) perform risk assessments and give advice on risk management strategies, (ii) improve business process efficiency and monitor internal control effectiveness; and (iii) promote risk awareness throughout our Group.

**Corporate Governance Measures**

Our Board has established our internal control and risk management department to from time to time review the implementation of our internal control and risk management measures. We [have established] an audit committee with written terms of reference in compliance with the requirements under the Listing Rules. The audit committee consists of three members, being Dr. Wang Jiwei, Dr. Zhou Weihua, and Mr. Tang Hualin, and is chaired by Dr. Wang Jiwei, who is the independent non-executive Director of our Company. The audit committee [has also adopted] its terms of reference to set forth its duties and obligations including, among others, (i) making recommendations to our Board on the appointment, reappointment and removal of external auditor; (ii) reviewing and monitoring the external auditor's independence and objectivity and the effectiveness of the audit process; (iii) developing and implementing policy on engaging an external auditor to supply non-audit services; and (iv) monitoring the financial statements of our Company. Please see "Directors and Senior Management — Board Committees — Audit Committee" for details.

**Ongoing Measures to Monitor the Implementation of Risk Management Policies**

Our audit committee, internal control and risk management department and senior management together monitor the implementation of our risk management policies on an ongoing basis to ensure our policies and implementation are effective and sufficient.

**BUSINESS SUSTAINABILITY**

We are a technology-driven enterprise principally engaged in the sale of cold chain agricultural products and the provision of digital and intelligent cold chain integrated solutions. Our business model prioritizes long-term system development, supply network coordination and data-enabled operational efficiency, rather than short-term profit maximization. We recorded accumulated losses at the beginning of the Track Record Period, and such accumulated losses remained as of the end of the Track Record Period. This was primarily attributable to continued investments in scaling our operations and developing the *Yueshi Intelligent Cold Chain Cloud Platform* during the early and growth stages of our business. During the Track Record Period, we recorded net losses, net liabilities and net operating cash outflows. These financial results reflect the development stage of our business and the deliberate investments we have made in supply network capacity, digital infrastructure and market expansion to establish a scalable and resilient operating foundation.

We believe that the sustainability of our business should be assessed in light of the structural demand for cold chain circulation efficiency, the scalability of our data-driven operating model, and our ability to progressively improve margin quality, execution efficiency and working capital management as transaction scale expands. Our Directors are of the view that our business model is commercially viable and capable of achieving sustainable development over the medium to long term.

**Industry Characteristics and Implications for Profitability**

The digital and intelligent cold chain agricultural products sales market is characterized by high operational complexity, significant capital requirements and a highly fragmented downstream customer base. Market participants seeking to establish scalable and reliable operations are typically required to incur substantial upfront investments in supply network organization, inventory coordination, digital systems and customer acquisition before achieving stable profitability.

In particular, operators adopting data-driven or system-enabled models generally incur higher initial costs associated with digital infrastructure deployment, operational standardization and cross-node coordination. These investments are essential to improving execution reliability, reducing systemic inefficiencies and enabling future scale expansion, but may constrain short-term profitability during the build-up phase. As a result, loss-making performance and operating cash

outflows are not uncommon among companies at a similar stage of development that are transitioning from traditional trading models to more integrated and data-driven operating frameworks.

**Historical Financial Performance and Position**

We recorded net losses of RMB28.3 million, RMB219.0 million, RMB1,764.2 million and RMB317.4 million in 2023, 2024 and 2025 and for the four months ended April 30, 2025, respectively. A substantial portion of these losses was attributable to changes in the fair value of financial liabilities designated at fair value through profit or loss, arising from the remeasurement of Shares with preferred rights issued by our Company. These losses were non-cash in nature and did not arise from our core operating activities. After excluding the impact of such non-cash and non-operating items, we recorded an adjusted net loss (non-IFRS measure) of RMB6.0 million in 2023, and subsequently turned profitable, with adjusted net profit (non-IFRS measure) of RMB29.7 million, RMB68.7 million and RMB22.1 million in 2024, 2025 and for the four months ended April 30, 2025, respectively. The improvement primarily reflected the strengthening of our underlying operating performance. In particular, the continued growth of our cold chain agricultural products sales business drove higher revenue and gross profit contribution, while increasing transaction volume improved operating leverage and enhanced the absorption of fixed operating costs. In addition, our ongoing efforts to optimize product mix, procurement arrangements and operational efficiency further supported profitability. As a result, our adjusted net (loss)/profit (non-IFRS measure) improved significantly throughout the Track Record Period. Following the termination of the redemption obligations and other special rights on December 22, 2025, we no longer recognized changes in the fair value of financial liabilities designated at fair value through profit or loss for the four months ended April 30, 2026, which contributed to our net profit of RMB35.9 million for the same period.

We also recorded net current liabilities of RMB37.5 million and RMB322.4 million as of December 31, 2023 and 2024, respectively, and net liabilities of RMB42.6 million and RMB274.0 million as of the same dates. These positions were primarily attributable to (i) financial liabilities designated at FVTPL arising from redemption obligations and other special rights attached to Shares with preferred rights, and (ii) the growth of contract liabilities associated with our demand-led sales model, which reflects customer advance payments rather than operating stress. We turned to net current asset and net asset positions as of December 31, 2025, with net current assets of RMB616.3 million and net assets of RMB739.3 million, primarily attributable to the derecognition of financial liabilities designated at FVTPL following the termination of redemption obligations and other special rights on December 22, 2025. We maintained net current asset and net asset positions as of April 30, 2026, with net current assets of RMB752.6 million and net assets of RMB775.2 million.

In addition, we recorded net cash used in operating activities of RMB55.6 million, RMB343.4 million, RMB93.3 million, RMB67.7 million and RMB314.7 million in 2023, 2024 and 2025 and for the four months ended April 30, 2025 and 2026, respectively. These operating cash outflows were primarily driven by increases in inventory levels, prepayments and operating expenses incurred to support business expansion. They were also attributable to the working capital requirements of our business model, under which we generally settle payments with suppliers prior to receiving payments from customers, resulting in a timing mismatch between cash outflows and inflows. Accordingly, the net operating cash outflows primarily reflected the expansion of our business and related working capital needs, rather than structural cash losses from unsustainable operations.

**Sustainability of the Business Model**

Notwithstanding the foregoing, our Directors believe that our business model is sustainable based on the following considerations.

First, our operating model, comprising the sale of cold chain agricultural products and digital and intelligent cold chain integrated solutions, is operationally complementary. While revenue from digital and intelligent cold chain integrated solutions accounted for a relatively small proportion of our total revenue during the Track Record Period, these solutions support the standardization of daily operations at cold chain circulation nodes and provide us with practical exposure to relevant operating scenarios. Such experience, together with data analysis and operational tools, supports more disciplined procurement planning, inventory organization and sales execution for our cold chain agricultural product sales business.

Second, the sale of cold chain agricultural products generates transaction volume and operating cash inflows that enable us to continuously validate, refine and scale our operating systems under real market conditions. As transaction scale increases and product mix optimization improves, we expect gross profit contribution to increase through improved inventory turnover, reduced execution inefficiencies and more selective category expansion.

Third, our demand-led sales model inherently limits speculative inventory exposure and supports more predictable execution and delivery planning. When combined with demand forecasting and regional allocation mechanisms based on historical transaction data and market conditions, this model provides a structural basis for improving working capital efficiency and reducing volatility over time.

Fourth, our strategic focus on small and medium-sized agricultural product wholesalers provides access to a large, fragmented and recurring demand base. As customer penetration deepens and transaction frequency increases, we expect to benefit from scale effects without a commensurate increase in fixed operating costs.

**Path to Profitability and Sustainable Growth**

Looking forward, we plan to enhance financial sustainability through a coordinated approach that focuses on improving revenue quality, strengthening operating efficiency and progressively optimizing working capital management, while maintaining disciplined control over cash outflows and execution risks as our business scales.

***Revenue Quality Enhancement***

On the revenue side, we expect continued growth in the scale of our cold chain agricultural product sales, supported by a broader and more diversified product portfolio, deeper cooperation with upstream suppliers and expanded regional coverage. As our transaction volume increases, we intend to place greater emphasis on product mix optimization, prioritizing categories with clearer demand signals, higher turnover efficiency and more stable supply conditions. This approach is expected to support more consistent gross profit contribution and reduce reliance on opportunistic or low-margin transactions.

In parallel, as customer relationships deepen and transaction frequency increases, we expect to benefit from higher customer lifetime value and improved revenue visibility under our demand-led sales model, which allows for more predictable planning of procurement, inventory organization and delivery schedules.

At the same time, we aim to gradually increase the contribution from digital and intelligent cold chain integrated solutions through software system delivery, implementation and ongoing operation and maintenance services. Although this business line currently represents a relatively small proportion of our total revenue, it exhibits structurally higher margin characteristics and lower working capital intensity compared with trading activities. As deployment scale expands and standardized modules are increasingly reused across projects, we expect delivery efficiency to improve and marginal costs to decline, thereby enhancing overall margin quality over time.

***Cost Control and Operating Efficiency***

On the cost and efficiency side, we plan to further strengthen procurement discipline, inventory turnover management and logistics coordination. Through closer collaboration with key suppliers, more refined procurement pacing and enhanced visibility across inventory and circulation nodes, we aim to reduce execution inefficiencies, mitigate losses arising from mismatched supply and demand, and improve gross margin stability.

Ongoing enhancements to the *Yueshi Intelligent Cold Chain Cloud Platform* are expected to support more effective coordination across warehousing, transportation and order fulfillment, enabling us to scale transaction volume without a proportional increase in administrative or operational overhead, thereby improving overall operating efficiency.

***Operating Leverage and Expense Discipline***

With respect to operating expenses, we expect improved operating leverage as business scale expands. While we will continue to invest in research and development to enhance data analysis and system capabilities, we anticipate that such investments will increasingly be absorbed by a larger revenue base. Administrative and selling and marketing expenses are also expected to benefit from process standardization, system automation and centralized management, supporting a more favorable cost structure over time.

***Working Capital and Cash Flow Management***

Our business requires significant working capital, as we generally settle payments with suppliers prior to receiving payments from customers, resulting in a timing mismatch between cash outflows and inflows. This effect was more pronounced during the Track Record Period as our business scale expanded, contributing to net operating cash outflows. According to Frost & Sullivan, the timing mismatch between our cash outflows and inflows is generally consistent with industry practice. To address this and improve our operating cash flow position, we have implemented and will continue to implement the following targeted measures:

(i) We aim to enhance revenue quality and cash generation from our existing customer base. We have established a broad and stable customer base, and our revenue growth was primarily driven by increasing transaction volume with existing customers. Going forward, we intend to further deepen customer relationships and increase procurement volume and transaction frequency per customer, while selectively optimizing our product mix to improve gross profit margins. We optimize our product mix based on customer demand, market conditions, product profitability and inventory turnover characteristics across different product categories. Leveraging our data analysis capabilities, including demand forecasting and market trend analysis, together with our diversified product portfolio and supplier network, we are able to continuously evaluate the profitability and turnover characteristics of different product categories and adjust our procurement and sales strategies accordingly. This enables us to allocate more resources to products with relatively higher gross profit potential and more favorable turnover characteristics, while managing the scale of lower-margin product categories where commercially appropriate. These measures are expected to enhance operating cash inflows and improve cash conversion. We consider these initiatives achievable as they build on our established customer relationships, existing demand base and ongoing product portfolio optimization;

(ii) We will continue to strengthen our financing capacity to support working capital needs. During the Track Record Period, all of our bank borrowings were guaranteed by Mr. Chen. Such guarantees are expected to be released upon [REDACTED]. We have been actively engaging with financial institutions to secure financing on an independent basis.

Our Directors are of the view that, taking into account our expanding business scale, improving operating performance and established relationships with banks, we will be able to obtain external financing independently following the [REDACTED];

(iii) We plan to further optimize our procurement and payment arrangements by gradually enhancing our positioning within the supply chain. In particular, we intend to expand our upstream supplier network and strengthen cooperation with key suppliers, with a view to obtaining more favorable payment terms over time, such as longer payment periods, staged payment arrangements and reduced upfront payment requirements, where commercially feasible. These measures are expected to reduce the timing mismatch between payments to suppliers and receipts from customers, thereby improving our operating cash flow dynamics. We consider this approach achievable as our procurement scale increases and our bargaining position with suppliers strengthens;

(iv) We will continue to enhance our overall working capital management through measures including optimizing inventory planning based on demand forecasting, strengthening receivables management, and maintaining disciplined cash flow control through centralized treasury management, rolling cash flow forecasts and prioritization of capital allocation toward projects with shorter cash conversion cycles; and

(v) We intend to align procurement more closely with confirmed customer demand and order visibility. Where commercially appropriate, we may require deposits, advance payments or shorter settlement cycles for larger, seasonal or customized orders, so as to reduce upfront cash outlays and improve the alignment between procurement payments and customer collections.

We believe the above measures are achievable as they are supported by our existing customer relationships, supplier network, procurement scale, data analysis capabilities and established financing channels. These measures are expected to improve our cash flow position by increasing cash inflows, reducing cash tied up in inventory and receivables, and narrowing the timing mismatch between supplier payments and customer receipts. However, their effectiveness may be affected by market conditions, customer demand, supplier negotiations and other factors beyond our control.

In assessing the sustainability of our business model, our Directors and the Sole Sponsor have also taken into account the following factors observed during the Track Record Period and up to the Latest Practicable Date: (i) our continued revenue growth and improvement in gross profit margin during the Track Record Period, demonstrating the scalability and improving quality of our business; (ii) the implementation of targeted measures to improve working capital efficiency, particularly addressing the timing mismatch between payments to suppliers and receipts from customers inherent in our business model; and (iii) our continued access to bank financing, including unutilized and committed credit facilities of RMB554.5 million available as of the Latest Practicable Date, and our cash and cash equivalents of RMB305.5 million as of April 30, 2026, demonstrating our ability to obtain funding to support our operations.

Taking the above into consideration, our Directors believe that, notwithstanding the net losses, net liabilities and net operating cash outflows recorded during the Track Record Period, our business model is sustainable and capable of supporting long-term development.

Following due and careful inquiry with our Company, review of the Accountant's Report, and due diligence on our Group's business operations and historical financial performance during the Track Record Period, the Sole Sponsor is of the view that our Group's business is sustainable and that our Company is suitable for [REDACTED] under Rule 8.04 of the Listing Rules.

**Working Capital Sufficiency**

Taking into account (i) the absence of any material changes in our management, organizational structure or core business; (ii) our relationships with customers and suppliers; (iii) our continued access to bank financing at levels consistent with the Track Record Period, including unutilized and committed credit facilities of RMB554.5 million as of the Latest Practicable Date; (iv) our working capital profile, including estimated average turnover days for trade receivables and trade payables of three days and 28 days, respectively; and (v) our cash and cash equivalents of RMB305.5 million as of April 30, 2026, together with expected cash inflows from our operations and the [REDACTED] from the [REDACTED], and based on our projected cash flow requirements and working capital needs, our Directors are of the view, and the Sole Sponsor concurs, that our Group has sufficient working capital for our present requirements and for the next 12 months from the date of this document. See "Financial Information — Working Capital Sufficiency."

# RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

## OUR CONTROLLING SHAREHOLDERS

As of the Latest Practicable Date, Mr. Chen was entitled to control the exercise of the voting rights attaching to an aggregate of 51.40% of the total issued share capital of our Company, including (i) approximately 20.68% of the total issued share capital of our Company held by himself and (ii) approximately 23.88% and 6.85% of the total issued share capital of our Company held by Yueshi Investment and Yueshi Entrepreneurship, respectively. Mr. Chen is the general partner of each of Yueshi Investment and Yueshi Entrepreneurship.

Immediately upon completion of the Share Subdivision and the [REDACTED] (assuming the [REDACTED] is not exercised), Mr. Chen and his controlled entities, namely Yueshi Investment and Yueshi Entrepreneurship, will together be entitled to control the exercise of the voting rights attaching to approximately [REDACTED]% of our total issued share capital. Therefore, Mr. Chen, Yueshi Investment and Yueshi Entrepreneurship will be considered as a group of Controlling Shareholders after the [REDACTED] for the purpose of the Listing Rules.

## DELINEATION OF BUSINESS

Beijing Yueshi Robot is a close associate of Mr. Chen, primarily engaging in the offering of special robots for cold chain storage. In addition, as of the Latest Practicable Date, our Company held 17.97% equity interest in Beijing Yueshi Robot.

During the Track Record Period, we primarily engage in (i) the sale of cold chain agricultural products targeting small and medium-sized agricultural product wholesalers in the PRC; and (ii) the provision of digital and intelligent cold chain integrated solutions, targeting operators of cold chain facilities across key circulation nodes, such as agricultural products wholesale markets, food processing plants, agricultural products industrial parks, and major agricultural product import ports in the PRC. In contrast, Beijing Yueshi Robot primarily focuses on the R&D and sales of intelligent hardware and robotics, with special robots for cold chain storage and robotic systems as its core products, targeting cold chain facility operators in the PRC.

To the best knowledge of our Directors, except that one of our customers in 2023 and 2024 subsequently procured robot products from Beijing Yueshi Robot in 2025 to replace the manual labor in its warehouse, we did not have overlapping customers with Beijing Yueshi Robot during the Track Record Period.

To the extent that our Group (in respect of the provision of digital and intelligent cold chain integrated solutions) and Beijing Yueshi Robot may have similar customer groups in the PRC, we differ in business nature and target distinct customer needs. Our digital and intelligent cold chain integrated solutions are service offerings that facilitate standardized management and digitalization throughout cold chain facilities and the broader circulation network, while the special robots for cold chain storage and robotic systems provided by Beijing Yueshi Robot are robot products that replace manual labor in cold chain warehouses and minimize risks of work-related injuries and accidents, thereby ensuring safer and more stable cold chain operations. As such, our provision of digital and intelligent cold chain integrated solutions and the robot products sold by Beijing Yueshi Robot serve for different demands from customers, and are not substitutable or replaceable, which will not cause any direct or indirect competition between our Group and Beijing Yueshi Robot.

Considering the difference in terms of business nature between our Group and Beijing Yueshi Robot, our Directors are of the view that there is a clear delineation between the respective businesses of our Group and Beijing Yueshi Robot, and do not expect there to be any direct or indirect competition between our Group's existing business or business expansion plans and the operations of Beijing Yueshi Robot.

# RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

Our Controlling Shareholders confirm that as of the Latest Practicable Date, neither of them or their respective close associates were interested in any business, other than our Group, which competes or is likely to compete, either directly or indirectly, with our Group's business and which requires disclosure pursuant to Rule 8.10 of the Listing Rules.

## INDEPENDENCE FROM OUR CONTROLLING SHAREHOLDERS

Having considered the following factors, our Directors are satisfied that we are capable of carrying out our business independently of our Controlling Shareholders and their respective close associates after the [REDACTED].

### Operational Independence

We engage in our operations and make and implement our operational decisions independently. We do not share operation team, facilities and equipment with our Controlling Shareholders or their respective close associates. We are in possession of all relevant licenses, approvals and permits from the relevant regulatory authorities that are necessary to carry out and operate our business and we have sufficient operational capacity in terms of capital and employees to operate independently. We have established our own organizational structure with independent departments, and each department is assigned to specific areas of responsibilities. Our operating functions, such as cash and accounting management, invoices and bills, operate independently of our Controlling Shareholders and their respective close associates. We have independent access to a large and diversified base of suppliers and customers and are not dependent on our Controlling Shareholders or their respective close associates with respect to supplies for our business operations. We also maintain a set of comprehensive internal control procedures to facilitate the effective operation of our business.

Although during the Track Record Period, there had been transactions between us and our related parties, details of which are set out in Note 34 in the Accountants' Report, our Directors have confirmed that these related party transactions, if trade related, were conducted on normal commercial terms and in the ordinary course of our business.

Yueshi Information entered into a lease agreement with Shenzhen Yueshi Cold Chain Robot Co., Ltd. (深圳粤十冷鏈機器人有限公司) ("**Shenzhen Yueshi Robot**"), a wholly-owned subsidiary of Beijing Yueshi Robot, pursuant to which Yueshi Information leases the premises situated at Room 1801, COFCO Asia Pacific Building, No. 5289 Menghai Avenue, Nanshan Street, Qianhai Shenzhen-Hong Kong Cooperation Zone, Shenzhen, Guangdong Province (廣東省深圳市前海深港合作區南山街道夢海大道5289號中糧亞太大廈1801) with a gross floor area of 1,817 sq.m. (the "**Office Premises**") from Shenzhen Yueshi Robot for office use for a period from May 1, 2024 to May 31, 2029. The amount of the rental in relation to the Office Premises is RMB194,419 per month. In accordance with IFRS 16 "Leases," we recognized right-of-use assets in our balance sheet in relation to the leasing of the Office Premises. As of April 30, 2026, our right-of-use assets in relation to the Office Premises was RMB6.1 million. Therefore, the transaction was recorded as an acquisition of capital assets and one-off connected transaction of our Company for the purpose of the Listing Rules. As the lease agreement was entered into prior to the [REDACTED] and the transaction thereunder is one-off in nature, the payment of the rental contemplated thereunder will not be classified as a continuing connected transaction under Chapter 14A of the Listing Rules.

Although the lease agreement will continue after [REDACTED], our Directors are of the view that we can still operate independently from our Controlling Shareholders on the grounds that (i) such transaction has been entered into and will continue to be on normal commercial terms and in the ordinary course of business of our Company; and (ii) even if our Group ceases to lease the Office Premises from Shenzhen Yueshi Robot, our Group would still be able to find suitable premises from Independent Third Parties in the same region as our office.

# RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

Save as disclosed above, none of the historical related party transactions with the connected persons as defined in the Listing Rules are expected to continue after the [REDACTED]. Given that the lease agreement as disclosed above is conducted on normal commercial terms and in the ordinary course of our business with insignificant amount, our Directors believe that this transaction will not give rise to any business dependence or reliance issue between our Company and the Controlling Shareholders and is in the interest of our Company and the Shareholders as a whole.

Based on the above, our Directors are of the view that we are able to operate independently from our Controlling Shareholders and their respective close associates.

**Management Independence**

Our business is managed and conducted by our Board and senior management. Our Board comprises four executive Directors, two non-executive Directors and three independent non-executive Directors. For further details, see "Directors and Senior Management." Of our Directors, Mr. Chen, Mr. Shi Weiqi and Mr. Jiang Jundong are also directors of Beijing Yueshi Robot, but their roles at Beijing Yueshi Robot are non-executive in nature and they are not involved in its day-to-day management and operations.

Despite the aforesaid overlapping directors, our Directors are of the view that our Board and senior management team are able to manage our business independently from our Controlling Shareholders and their close associates for the following reasons:

(i) pursuant to the Articles of Association of our Company, in the event that any Shareholder or Director or his/her close associates has the material interest in a contract or arrangement to be entered into with our Group, the interested Shareholder(s) or Director(s) shall abstain from voting on any Shareholder or Board resolutions approving any contract, arrangement or any other proposal and shall not be counted in the quorum present at the relevant meeting;

(ii) we have appointed three independent non-executive Directors (accounting one-third of our Board) to balance the number of potentially interested Directors with a view to promote the interests of our Company and the Shareholders as a whole. The independent non-executive Directors will be entitled to engage professional advisors at our cost for advice on matters relating to any potential conflict of interest arising out of any transaction to be entered into between our Company and another company or entity to which a Director or senior management member holds position. We believe our independent non-executive Directors have the depth and breadth of experience which will enable them to bring sound, independent and impartial judgment to the decision-making process of our Board;

(iii) each of our Directors is aware of his/her fiduciary duties as a Director, which require him/her to act for the benefit and in the interests of our Company and the Shareholders as a whole and do not allow any conflict between his/her duties as a Director and his/her personal interests; and

(iv) we have adopted corporate governance measures to manage conflicts of interest, if any, between our Group and our Controlling Shareholders and their close associates which would support our independent management. See "— Corporate Governance Measures" below for further information.

Based on the above, our Directors are satisfied that our Board as a whole, together with our senior management team, is able to perform the managerial role in our Group independently.

# RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

**Financial Independence**

We have established a finance department with a team of independent financial staff, which operates entirely independently of the Controlling Shareholders and their close associates. In addition, our Company has established a sound and independent financial system and makes financial decisions according to our Company's business needs, which are independent of our Controlling Shareholders and their close associates.

During the Track Record Period, our Group had certain non-trade related amounts due to/from our Controlling Shareholder(s) and certain bank borrowings were guaranteed by our Controlling Shareholder. Please see Notes 25 and 34 to the Accountants' Report, the text of which is set out in Appendix I to this document. As of the Latest Practicable Date, we had settled the non-trade related amounts due to/from our Controlling Shareholders, and the guarantees provided by our Controlling Shareholder to our Group for bank borrowings will be released prior to or upon the [REDACTED]. As of the Latest Practicable Date, except as disclosed above, there were no other outstanding loans, advances or non-trade balances due to or from our Controlling Shareholders or their close associates, nor were there any other outstanding pledges or guarantees provided for our benefit by our Controlling Shareholders or their close associates.

Based on the above, our Directors are satisfied that we are able to maintain financial independence from our Controlling Shareholders and their close associates.

## CORPORATE GOVERNANCE MEASURES

We recognize the importance of good corporate governance to protect the interest of our Shareholders. We will adopt the following corporate governance measures to manage potential conflict of interests between our Group and the Controlling Shareholders:

(i) where a Shareholders' meeting is held for considering proposed transaction in which any of the Controlling Shareholder has a material interest, the Controlling Shareholder(s) shall abstain from voting on the resolutions and shall not be counted in the quorum for the voting;

(ii) where a Board meeting is held for the matters in which a Director has a material interest, such Director shall abstain from voting on the resolutions and shall not be counted in the quorum for the voting;

(iii) any transaction between (or proposed to be made between) our Group and the connected persons will be subject to the requirements under Chapter 14A of the Listing Rules, including, where applicable, the announcement, reporting, annual review, circular (including independent financial advice) and independent Shareholders' approval requirements and with those conditions imposed by the Stock Exchange for the granting of waiver from strict compliance with relevant requirements under the Listing Rules;

(iv) in the event that our independent non-executive Directors are requested to review any conflict of interests between our Group and the Controlling Shareholders, the Controlling Shareholders shall provide 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 to the public; and

(v) our Company has appointed Shenwan Hongyuan Capital (H.K.) Limited as our compliance advisor, which will provide advice and guidance to our Group in respect of compliance with the applicable laws and Listing Rules including various requirements relating to Directors' duties and corporate governance.

Based on the above, our Directors are satisfied that sufficient corporate governance measures have been put in place to manage conflicts of interest that may arise between our Group and our Controlling Shareholders, and to protect our minority Shareholders' interests after [REDACTED].

# DIRECTORS AND SENIOR MANAGEMENT

## BOARD OF DIRECTORS

Our Board is responsible for, and has general powers over, the management and operation of our business. Our Board consists of nine Directors, comprising four executive Directors, two non-executive Directors and three independent non-executive Directors. Our Directors serve a term of three years and may be re-elected for successive reappointments.

The following table sets forth certain information regarding our Directors:

| Name | Age | Position(s) | Time of joining our Group | Date of appointment as a Director | Roles and responsibilities |
|---|---|---|---|---|---|
| Mr. Chen Binbin (陳彬彬) | [39] | Chairman of the Board, executive Director and general manager | April 2017 | December 2019 | Responsible for overall development strategies, business plans, major operational decisions and overall management of our Group |
| Mr. Shi Weiqi (史偉琦) | [54] | Executive Director and director of risk control | December 2019 | November 2025 | Responsible for risk control affairs of our Group |
| Mr. Jiang Jundong (江俊東) | [41] | Executive Director and chief financial officer | October 2023 | August 2024 | Responsible for our Group's financial management, equity financing and investor relations |
| Ms. Shi Haizhen (師海珍) | [38] | Executive Director and secretary to the Board | March 2025 | August 2025 | Responsible for our Group's information disclosure and Board affairs |
| Mr. Dai Wei (戴偉) | [53] | Non-executive Director | August 2025 | August 2025 | Providing professional opinion and judgment to our Board |
| Mr. Tang Hualin (唐華林) | [37] | Non-executive Director | December 2025 | December 2025 | Providing professional opinion and judgment to our Board |
| Dr. Wang Jiwei (王紀偉) | [50] | Independent non-executive Director | [REDACTED] | December 2025* | Providing independent opinion and judgment to our Board |
| Dr. Zhou Weihua (周偉華) | [49] | Independent non-executive Director | [REDACTED] | December 2025* | Providing independent opinion and judgment to our Board |
| Mr. Chung Hung Hing (鐘鴻興) | [59] | Independent non-executive Director | [REDACTED] | December 2025* | Providing independent opinion and judgment to our Board |

* The three Independent non-executive Directors were appointed on December 30, 2025 with effect from the [REDACTED].

### Executive Directors

**Mr. Chen Binbin (陳彬彬)**, aged [39], is the chairman of our Board, an executive Director and the general manager of our Group. Mr. Chen has been our general manager and Director since December 2019, principally responsible for overall development strategies, business plans, major operational decisions and overall management of our Group. Mr. Chen currently serves as the general manager of Yueshi Information.

Before founding our Group, Mr. Chen worked at a company primarily engaged in agricultural products related business. Mr. Chen is a sophisticated and resourceful veteran in China's digital and intelligent cold chain agricultural products sales industry, as demonstrated by numerous awards and recognition in the industry, including (i) the "2023 Leading Figure in China Digital Logistics" ("2023中國數字物流領軍人物") granted by People's Traffic Magazine (人民交通雜誌社) in November 2023, (ii) the "2023 Advanced Individual in the Construction of China's Digital Warehouse Standard System" ("2023年度中國數字化倉儲標準體系建設先進個人") granted by the Digital Warehousing Branch of the China Federation of Logistics & Purchasing (中國物流與採購聯合會數字化倉儲分會) and IoT Technology and Application Professional Committee of China Federation of Logistics & Purchasing (中國物流與採購聯合會物聯網技術與應用專業委員會) in December 2023, (iii) the "Outstanding Young Entrepreneur in the Guangdong-Hong Kong-Macao Bay Area — Best Technology Innovation Award" ("粵港澳大灣區傑出青年企業家 — 最佳科技創新獎") granted by Guangdong-Hong Kong-Macao Bay Area Entrepreneurs Alliance (粵港澳大灣區企業家聯盟) in August 2024, (iv) the "2024 Hurun U40 China Entrepreneurship Pioneer" ("2024胡潤U40中國創業先鋒") granted by Hurun Report in December 2024, (v) the "2024 Forbes China Leaders in Technology and Innovation Selection — Innovation Leader" ("2024福布斯中國科創人物評選 — 革新力人物") granted by Forbes in April 2025, (vi) Fortune China's 40 Under 40 list (《財富》中國40位40歲以下的商界精英) in 2025 and (vii) Outstanding Contribution Award of the Alliance of Distinguished Entrepreneurs in the Guangdong-Hong Kong-Macao Bay Area (粵港澳大灣區傑出企業家聯盟傑出貢獻獎) in March 2026. In addition, Mr. Chen was appointed as the inaugural vice president of the Zhejiang University EMBA Greater Bay Area Club (浙大EMBA大灣區俱樂部) by the EMBA Education Center of Zhejiang University in December 2025 and an industry professor of Guangdong-Hong Kong-Macao Greater Bay Area College of Intelligent Cold-chain Industries (粵港澳大灣區智慧冷鏈產業學院與管理學院) of Guangzhou College of Technology and Business (廣州工商學院) in September 2022.

Mr. Chen obtained his doctoral degree in business administration (accounting and finance) from Singapore Management University through part-time studies in January 2026 and is currently pursuing the Zhejiang University Entrepreneur Scholar training certificate (「浙江大學企業家學者」研修證書).

Mr. Chen is a supervisor and holds 20% equity interest of Shenzhen Qianhai Haichuan Internet Financial Services Co., Ltd. (深圳前海海川互聯網金融服務有限公司) ("**Haichuan Internet**") whose business license was revoked on May 26, 2023 due to its cessation of operations for more than six months. Based on the current effective PRC laws, practices and regulatory policies, and advised by our PRC Legal Advisors, having served as a supervisor of a company in the PRC whose business license was revoked would not disqualify him from holding a position as a director, supervisor, or senior manager in another PRC company. Mr. Chen confirmed that Haichuan Internet was solvent at the time of the revocation, no claims had been made against him and he was not aware of any threatened and/or potential claims made against him as a result of the revocation of Haichuan Internet as of the Latest Practicable Date.

**Mr. Shi Weiqi (史偉琦)**, aged [54], is our executive Director and director of risk control.

Mr. Shi joined our Group as the director of risk control of our Company in December 2019 and has been our Director since November 2025, primarily responsible for our Group's risk control affairs. Mr. Shi currently serves as a supervisor of Hebei Chuangcheng.

Mr. Shi has extensive experience in the finance and risk control, with a proven track record of working at Shenzhen Branch of China Minsheng Banking Corp., Ltd. (中國民生銀行股份有限公司深圳分行), Shenzhen Oupuxun Electronic Technology Co., Ltd. (深圳市歐普訊電子科技有限公司), Shenzhen Trade-link Factoring Ltd. (深圳市商貿通商業保理有限公司) and Shenzhen Yiqian Loan E-commerce Co., Ltd. (深圳市億錢貸電子商務有限公司).

Mr. Shi obtained his master's degree in business administration from University of Northern Virginia in the United States in June 2007.

**Mr. Jiang Jundong (江俊東)**, aged [41], is our executive Director and chief financial officer.

Mr. Jiang joined our Group as the chief financial officer in October 2023 and has been serving as a Director since August 2024, primarily responsible for our Group's financial management, equity financing and investor relations. Mr. Jiang currently serves as a director of Hebei Chuangcheng.

Mr. Jiang's extensive financial management related experience spans over 10 years. From June 2012 to March 2018, he successively worked at Standard Chartered Bank (China) Limited (渣打銀行(中國)有限公司), Shanghai Changfeng (Group) Co., Ltd. (上海長峰(集團)有限公司) and China Minsheng Jiaye Investment Co., Ltd. (中民嘉業投資有限公司). In April 2018, he joined Beijing Yuanjie Investment Consultant Co., Ltd. (北京遠捷投資顧問有限公司), a company controlled by Sino-Ocean Capital Investment Co., Ltd. (遠洋資本有限公司), as the financing director. From April 2018 to August 2021, Mr. Jiang worked at various companies, including (i) the vice general manager and chief financial officer in Shanghai Jiuye Supply Chain Management Co., Ltd. (上海久耶供應鏈管理有限公司) and (ii) senior vice president in Shanghai Yupei Investment Holdings Co., Ltd. (上海宇培投資控股有限公司). From September 2021 to September 2023, Mr. Jiang worked at various companies, including Sichuang Wefresh Supply Chain Management Co., Ltd. (四川唯鮮生活宅配供應鏈管理有限公司).

Mr. Jiang obtained a bachelor's degree in economics majoring in business English and finance from Shanghai University of Finance and Economics (上海財經大學) in China in July 2007 and a master's degree in business administration from The Hong Kong University of Science and Technology (香港科技大學) in Hong Kong in June 2012. He was accredited as a Financial Risk Manager by Global Association of Risk Professionals in September 2010.

**Ms. Shi Haizhen (師海珍)**, aged [38], is our executive Director and secretary to the Board.

Ms. Shi joined our Group as the secretary to the Board in March 2025 and has been serving as our Director since August 2025, primarily responsible for our Group's information disclosure and Board affairs. She has also been a vice president in Yueshi Information since March 2025.

With extensive industry experience spanning diverse sectors, including finance, internet and electronic products, Ms. Shi has established herself as a business management veteran. Before 2018, she worked at Leshi Information Technology (Beijing) Co., Ltd. (樂視網信息技術(北京)股份有限公司). From May 2018 to August 2019, she worked at Beijing Jingdong Shangke Information Technology Co., Ltd. (北京京東尚科信息技術有限公司). She had been a partner of Shenzhen Wanxing Capital Investment Co., Ltd. (深圳市灣興資本投資有限公司) from September 2019 to February 2025.

Ms. Shi graduated from East China University of Political Science and Law (華東政法大學) majoring in financial management through self-taught higher education examinations in June 2016.

**Non-executive Directors**

**Mr. Dai Wei (戴偉)**, aged [53], is our non-executive Director.

Mr. Dai joined our Group as a Director in August 2025, primarily responsible for providing professional opinion and judgment to our Board.

Mr. Dai has extensive experience in finance. Mr. Dai serves as a vice general manager at Shenzhen Mingcheng Financial Services Co., Ltd. (深圳市明誠金融服務有限公司), which is wholly-owned by COFCO Corporation (中糧集團有限公司) and a member of the Management Committee of the Greater Bay Area and Fund Business Platform (大灣區和基金業務平台管理委員會) of COFCO Capital Holdings Co., Ltd. (中糧資本控股股份有限公司). Before joining COFCO Corporation, he successively served in various positions at multiple companies, including (i) a vice director of investment and wealth management center at Hwabao Trust Co., Ltd. (華寶信託有限責任公司); (ii) a vice general manager of investment and financial management center at Hopson Development Holdings Limited (合生創展集團有限公司); (iii) a president assistant of Yuzhou Group

Financial Holding Company Limited (禹洲集團金融控股有限公司, currently known as Hong Kong Li Da Hong Xin Trading Company Limited (香港利達宏信貿易有限公司)) and (iv) a president assistant of investment and financing department at Kaisa Group Holdings Ltd. (佳兆業集團控股有限公司).

Mr. Dai obtained his master's degree in business administration from Lingnan University (香港嶺南大學) in Hong Kong in October 2007.

**Mr. Tang Hualin (唐華林)**, aged [37], is our non-executive Director.

Mr. Tang joined our Group as a Director in December 2025, primarily responsible for providing professional opinion and judgment to our Board.

Mr. Tang's career demonstrates a consistent dedication to risk control and legal affairs. From January 2015 to June 2017, he successively served as an attorney of Guangdong Haihan Law Firm (廣東海涵律師事務所) and Guangdong Zhuojian Law Firm (廣東卓建律師事務所). In June 2017, Mr. Tang joined Qi Fu Private Equity Fund Management Co., Ltd. (啓賦私募基金管理有限公司) and successively served as assistant to the chairman and the head of the post-investment management department, and currently holds the position of partner, mainly responsible for risk control, legal affairs, and post-investment management.

Mr. Tang obtained a legal professional qualification certificate issued by the Ministry of Justice of the PRC in August 2011. Mr. Tang also serves as the vice president of the Shenzhen Alumni Association of Southwest University of Political Science and Law (深圳市西南政法大學校友會) since November 2025.

Mr. Tang obtained his bachelor's degree and master's degree in investigation science from Southwest University of Political Science and Law (西南政法大學) in July 2011 and July 2014, respectively.

**Independent Non-executive Directors**

**Dr. Wang Jiwei (王紀偉)**, aged [50], is our independent non-executive Director, primarily responsible for providing independent opinion and judgment to our Board.

Dr. Wang joined Singapore Management University in July 2003 as an assistant professor of accounting and currently serves as a professor of accounting at Singapore Management University. He has been (i) an independent director of Farasis Energy (Gan Zhou) Co., Ltd. (孚能科技(贛州)股份有限公司), a company listed on the Shanghai Stock Exchange STAR Market (stock code: 688567.SS), since June 2022, (ii) an independent director of Zhejiang Qianjiang Motorcycle Co., Ltd (浙江錢江摩托股份有限公司), a company which is listed on the Shenzhen Stock Exchange (stock code: 000913.SZ), since May 2024 and (iii) an independent non-executive director of Honbridge Holdings Ltd. (洪橋集團有限公司), a company listed on the Hong Kong Stock Exchange (stock code: 8137.HK), since June 2025.

Dr. Wang was awarded The Public Administration Medal (Bronze) by the President of the Republic of Singapore in 2022. Dr. Wang qualified as a fellow member of CPA Australia in January 2014.

Dr. Wang obtained his bachelor's degree in economics majoring in accounting from Xi'an Jiaotong University (西安交通大學) in July 1998 and his doctoral degree of philosophy in accounting from Hong Kong University of Science and Technology in November 2003.

**Dr. Zhou Weihua (周偉華)**, aged [49], is our independent non-executive Director, primarily responsible for providing independent opinion and judgment to our Board.

Dr. Zhou joined Zhejiang University as an assistant professor in 2007 and has continued his tenure therein. He is the Qiushi Distinguished Professor (求是特聘教授) of Zhejiang University and a doctoral supervisor and currently serves as (i) the director of the International Research Center for Data Analytics and Management at Zhejiang University (浙江大學數據分析和管理國際研究中心); (ii) the director of the Zhejiang Provincial Key Laboratory of Digital Intelligence Management and Decision Technology (浙江省數智管理與決策技術重點實驗室); (iii) the chief expert of the "Big Data + Analytics and Management (大數據+分析與管理)" Innovation Team of Zhejiang University; (iv) the leader of the "Data Analytics and Management (數據分析與管理)" High-Level Innovation Team of Zhejiang Province; and (v) the Chinese representative of the Zhejiang University-Massachusetts Institute of Technology (MIT) Joint Project on "Systematic Risk Management in Food Supply Chains" (浙江大學 — 麻省理工學院「食品供應鏈系統化風險管理」聯合項目).

Dr. Zhou has received numerous awards and recognitions, including (i) the title of "New Century Excellent Talent" ("新世紀優秀人才") granted by the Ministry of Education in October 2013; (ii) the recognition as a "Distinguished Young Scholar under the Chang Jiang Scholars Program" ("長江學者獎勵計劃青年學者") in April 2020; (iii) the Level 1 of the "151 Talent Project" of Zhejiang Province (浙江省"151人才工程"第一層次); (iv) the Zhijiang Young Scholar of Zhejiang Province (浙江省之江青年學者); (v) the first batch of Qiushi Young Scholars of Zhejiang University (浙江大學求是青年學者(首批)); and (vi) the Zhongying Young Scholar ("仲英"青年學者).

Dr. Zhou obtained his bachelor's degree of engineering majoring in information and electronic engineering and master's degree of science majoring in mathematics from Zhejiang University in June 1999 and July 2002, respectively. He further obtained his doctoral degree in industrial engineering and engineering management from Hong Kong University of Science and Technology in November 2007.

**Mr. Chung Hung Hing (鐘鴻興)**, aged [59], is our independent non-executive Director, primarily responsible for providing independent opinion and judgment to our Board.

Mr. Chung has accumulated extensive professional experience in logistics industry, including (i) a general manager of business development of DCH Logistics Co., Ltd. (大昌行物流有限公司) from October 2004 to September 2015; (ii) a director (logistics) at Henderson (China) Investment Co., Ltd. (恒基(中國)投資有限公司); and (iii) the logistics director for the Greater Bay Area at COSCO Shipping Logistics (HK) Co., Ltd. (中遠海運物流(香港)有限公司).

Mr. Chung has garnered extensive recognition within the industry and held numerous industry-related positions, including (i) the chairman of The Chamber of Hong Kong Logistics Industry (香港物流商會); (ii) a Fellow and Certified Sustainable Development Planner of World Institute of Sustainable Development Planners; (iii) a professor of practice of Hong Kong Institute of Education for Sustainable Development (香港可持續發展教育學院); and (iv) an advisor of the International Organization for Standardization Technical Committee of Cold Chain Logistics (ISO/TC315) (國際標準化組織冷鏈物流技術委員會(ISO/TC315)) of China Federation of Logistics & Purchasing since July 2025.

Mr. Chung obtained his master's degree in business (logistics management) from the Royal Melbourne Institute of Technology University in Australia in December 2004.

## SENIOR MANAGEMENT

Our senior management is responsible for the day-to-day management and operation of our business.

The following table sets forth certain information regarding our senior management:

| Name | Age | Position(s) | Time of joining our Group | Date of appointment as senior management | Roles and responsibilities |
|---|---|---|---|---|---|
| Mr. Chen Binbin (陳彬彬) | [39] | Chairman of the Board, executive Director and general manager | April 2017 | April 2017 | Responsible for overall development strategies, business plans, major operational decisions and overall management of our Group |
| Mr. Shi Weiqi (史偉琦) | [54] | Executive Director and director of risk control | December 2019 | December 2019 | Responsible for risk control affairs of our Group |
| Mr. Jiang Jundong (江俊東) | [41] | Executive Director and chief financial officer | October 2023 | October 2023 | Responsible for our Group's financial management, equity financing and investor relations |
| Ms. Shi Haizhen (師海珍) | [38] | Executive Director and secretary to the Board | March 2025 | March 2025 | Responsible for our Group's information disclosure and Board affairs |
| Mr. Guo Yuliang (郭宇亮) | [45] | Chief technology officer | May 2019 | May 2019 | Responsible for overall technology strategies, technology system development, as well as technology R&D and innovation of our Group |

For biographical details of **Mr. Chen Binbin (陳彬彬), Mr. Shi Weiqi (史偉琦), Mr. Jiang Jundong (江俊東) and Ms. Shi Haizhen (師海珍)**, see "— Board of Directors — Executive Directors."

**Mr. Guo Yuliang (郭宇亮)**, aged [45], joined our Group as the chief technology officer in May 2019, primarily responsible for overall technology strategies, technology system development, as well as technology R&D and innovation.

Mr. Guo has extensive experience in computer science and technology. Before joining our Group, he worked at Dongguan Tuoli Network Technology Co., Ltd. (東莞市拓力網絡科技有限公司), a company specializing in internet information technology related business, and Shenzhen Zhixun Technology Co., Ltd. (深圳市志訊科技有限公司), a company primarily engaged in information technology related business.

Mr. Guo graduated from Sun Yat-sen University (中山大學) majoring in computer science and technology through self-taught higher education examinations in December 2021.

Save as disclosed above, each of our Directors and members of the senior management of our Company (i) had no other relationship with any of the other Directors and members of our senior management as of the Latest Practicable Date; and (ii) did not hold any other directorship in listed companies in the three years prior to the Latest Practicable Date. For the Directors' interests in the Shares within the meaning of Part XV of the SFO, see "Appendix VI — Statutory and General Information — C. Further Information about Our Directors and Substantial Shareholders."

Save as disclosed herein, to the best knowledge, information and belief of our Directors having made all reasonable enquiries, as of the Latest Practicable Date, 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) of the Listing Rules as of the Latest Practicable Date.

## JOINT COMPANY SECRETARIES

**Ms. Shi Haizhen (師海珍)** was appointed as a joint company secretary of our Company on December 30, 2025. For details of her biography, see "— Executive Directors."

**Ms. Ho Sze Wah Cecilia (何詩華)** was appointed as a joint company secretary on December 30, 2025.

Ms. Ho has over 14 years of experience in company secretarial services and corporate governance for both Hong Kong and multinational corporations. She is currently an assistant manager of Global Entity Compliance at Computershare Hong Kong Investor Services Limited. She also has been admitted as an associate member of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom.

Ms. Ho obtained her bachelor's degree of business administration and management from De Montfort University in June 2008 and her master's degree in professional accounting and corporate governance from City University of Hong Kong (香港城市大學) in July 2014.

## BOARD COMMITTEES

Our Board delegates certain responsibilities to various committees. In accordance with the relevant PRC laws and regulations and the Corporate Governance Code, Appendix C1 to the Listing Rules, our Company has established four Board committees, namely the Audit Committee, the Remuneration and Appraisal Committee, the Nomination Committee and the Strategy Committee.

### Audit Committee

We have established an Audit Committee (effective from the [REDACTED]) with written terms of reference in compliance with Rule 3.21 of the Listing Rules and the Corporate Governance Code set out in Appendix C1 to the Listing Rules. The Audit Committee consists of three Directors, namely Dr. Wang Jiwei, Dr. Zhou Weihua, and Mr. Tang Hualin. The chairperson of the Audit Committee is Dr. Wang Jiwei, who is the independent non-executive Director with the appropriate accounting and related financial management expertise. The primary duties of the Audit Committee include, among others:

- making recommendations to our Board on the appointment, reappointment and removal of external auditor, and monitoring the external auditor's independence and evaluating the effectiveness of the audit process and their performance;
- monitoring integrity of our financial statements and annual report and accounts, half-year report and, if prepared for publication, quarterly reports, and reviewing significant financial reporting judgements contained therein;
- assessing the effectiveness of internal control;
- guiding internal audit work;
- coordinating the communication among management, internal audit department, related departments and external audit agency; and
- other responsibilities as authorized by our Board or required by the relevant laws and regulations.

**Remuneration and Appraisal Committee**

We have established a Remuneration and Appraisal Committee (effective from the [REDACTED]) with written terms of reference in compliance with the Corporate Governance Code set out in Appendix C1 to the Listing Rules. The Remuneration and Appraisal Committee consists of three Directors, namely Dr. Zhou Weihua, Mr. Chung Hung Hing and Mr. Jiang Jundong. The chairperson of the Remuneration and Appraisal Committee is Dr. Zhou Weihua. The primary duties of the Remuneration and Appraisal Committee include, among others:

- making recommendations to our Board on the policy and structure of the remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policy;
- making recommendations to our Board on the remuneration packages of individual executive Directors and senior management and the remuneration of non-executive Directors;
- reviewing and approving compensation payable to executive Directors and senior management of our Company for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;
- reviewing and approving compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate; and
- other responsibilities as authorized by our Board or required by the relevant laws and regulations.

**Nomination Committee**

We have established a Nomination Committee (effective from the [REDACTED]) with written terms of reference in compliance with the Corporate Governance Code set out in Appendix C1 to the Listing Rules. The Nomination Committee consists of three members, namely Dr. Zhou Weihua, Dr. Wang Jiwei and Ms. Shi Haizhen. The chairperson of the Nomination Committee is Dr. Zhou Weihua. The primary duties of the Nomination Committee include, among others:

- reviewing the structure, size and composition (including the skills, knowledge and experience) of our Board at least annually, and making recommendations on any proposed changes to our Board to complement our Company's corporate strategy;
- identifying individuals who are suitably qualified to become Board members and selecting or making recommendations to our Board on the selection of individuals nominated for directorships;
- assessing the independence of independent non-executive Directors;
- researching and developing standards and procedures for the election of our Board members, general managers and members of the senior management, and making recommendations to our Board; and
- other responsibilities as authorized by our Board or required by the relevant laws and regulations.

**Strategy Committee**

We have established a Strategy Committee (effective from the [REDACTED]) consisting of three Directors, namely Mr. Chen Binbin, Mr. Dai Wei and Dr. Zhou Weihua. The chairperson of the Strategy Committee is Mr. Chen Binbin. The primary duties of the Strategy Committee include, among others:

- researching and providing suggestions on our Company's long-term development strategy planning;
- researching and providing suggestions on major investment and financing plans that require approval by the Board as stipulated in the Articles of Association;
- researching and providing suggestions on major capital operations and asset management projects that require approval by the Board as stipulated in the Articles of Association;
- researching and providing suggestions on other major matters affecting the development of our Company;
- inspecting the implementation of the above matters; and
- other responsibilities as authorized by our Board or required by the relevant laws and regulations.

## CORPORATE GOVERNANCE

Our Company is committed to achieving high standards of corporate governance which are crucial to our development and safeguard the interests of our Shareholders. To accomplish this, we expect to comply with the corporate governance requirements under the Corporate Governance Code set out in Appendix C1 to the Listing Rules after the [REDACTED].

Pursuant to code provision C.2.1 in the Corporate Governance Code as set out in Appendix C1 to the Listing Rules, the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Chen is currently serving as the chairman of the Board and the general manager of our Company. As Mr. Chen has been managing our business and overall strategic planning since its establishment, our Directors believe that vesting the roles of chairman and general manager in Mr. Chen is beneficial to the business prospects and management of our Group by ensuring consistent leadership within our Group. Taking into account all the corporate governance measures that we are going to implement upon [REDACTED], our Board considers that the balance of power and authority for the present arrangement will not be impaired and this structure will enable our Company to make and implement decisions promptly and effectively. Accordingly, our Company had not segregated the roles of its chairman and general manager. Our Board will continue to review and consider splitting the roles of chairman of the Board and the general manager of our Company at an appropriate time if necessary, taking into account the circumstances of our Group as a whole.

Saved as disclosed above, as of the Latest Practicable Date and to the best of the knowledge, information and belief of our Directors, having made all reasonable enquiries, our Directors were not aware of any deviation from provisions in the Corporate Governance Code as set out in Appendix C1 to the Listing Rules.

## BOARD DIVERSITY

We are committed to promoting the culture of diversity in the Company. We have strived to promote diversity to the extent practicable by taking into consideration a number of factors in our corporate governance structure.

We have adopted a board diversity policy which sets out the approach to achieve and maintain an appropriate balance of diversity perspectives of our Board that are relevant to our business growth. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merits and contribution that the selected candidates will bring to the Board.

Our Directors have a balanced mix of knowledge and skills, including business administration, investment, risk control and financial management. They obtained degrees in various majors, including in business administration, financial management, economics and engineering management. Our three independent non-executive Directors with different industry backgrounds, represent more than one-third of the Board. Furthermore, our Board has a diverse age and gender representation, ranging from [37] years old to [59] years old and comprising one female Director. Taking into account our existing business mode and specific needs as well as the different background of our Directors, the composition of our Board satisfies our board diversity policy. We will continue to apply the principles of appointments based on merits with reference to our board diversity policy as a whole.

Our Nomination Committee is responsible for reviewing the structure and ensuring the diversity of our Board. After the [REDACTED], our Nomination Committee will monitor and evaluate the implementation of the board diversity policy from time to time to ensure its continued effectiveness and we will disclose in our corporate governance report about the implementation of the board diversity policy on annual basis.

## 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 31, 2025, and (ii) understands his or her obligations as a director of a listed issuer under the Listing Rules.

### Rule 3.13 of the Listing Rules

Each of the independent non-executive Directors has confirmed (i) his or her independence as regards each of the factors referred to in Rules 3.13(1) to (8) of the Listing Rules, (ii) he or 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 or her appointments.

## COMPENSATION OF DIRECTORS AND SENIOR MANAGEMENT

Our Directors and senior management members receive compensation from our Company in the form of salaries, allowances and benefits in kind and performance-related bonuses.

The aggregate amounts of remuneration (including salaries, allowances and benefits in kind and performance related bonuses) paid to our Directors for the years ended December 31, 2023, 2024 and 2025 and the four months ended April 30, 2026 were approximately RMB0.2 million, RMB0.5 million, RMB0.3 million and RMB0.3 million, respectively.

The five highest paid individuals for the years ended December 31, 2023, 2024 and 2025 and the four months ended April 30, 2026 included nil Director. For the years ended December 31, 2023, 2024 and 2025 and the four months ended April 30, 2026, the aggregate amount of remuneration (including salaries, allowances and benefits in kind and performance related bonuses) for the remaining five, five, five and five highest paid individuals who are not Directors of our Group were approximately RMB2.8 million, RMB2.6 million, RMB2.3 million and RMB0.9 million, respectively.

It is estimated that remuneration equivalent to approximately RMB1.3 million in aggregate will be paid to the Directors (inclusive of benefits in kind but exclusive of any discretionary bonuses) by our Company for the year ending December 31, 2026 based on the arrangements currently in force.

No remuneration was paid by our Company to the Directors or the five highest paid individuals as inducement to join or upon joining our Company or as a compensation for loss of office during the Track Record Period. Furthermore, none of the Directors had waived or agreed to waive any remuneration during the Track Record Period.

## COMPLIANCE ADVISOR

We have appointed Shenwan Hongyuan Capital (H.K.) Limited as the compliance advisor pursuant to Rule 3A.19 of the Listing Rules, and the compliance advisor will advise our Company in the following circumstances.

- before the publication of any regulatory announcement, circular or financial report;
- where a transaction, which might be a notifiable or connected transaction under the Listing Rules, is contemplated, including share issues and share repurchases;
- where our Company proposes to use the [REDACTED] of the [REDACTED] in a manner that is different from that detailed in this document or where our business activities, developments or results deviate from any forecasts, estimates or other information in this document; and
- where the Stock Exchange makes an inquiry of our Company regarding unusual movements in the price or [REDACTED] of the Shares, the possible development of a false market in the Shares or any other matters under Rule 13.10 of the Listing Rules.

The terms of the appointment of the compliance advisor will commence on the [REDACTED] and is expected to end on the date when 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, immediately following the completion of the Share Subdivision, the [REDACTED] (assuming the [REDACTED] is not exercised) and the Conversion of Unlisted Shares into H Shares, the following persons will have or be deemed or taken to have an interest and/or short positions in the Shares or the underlying Shares of our Company which would fall to be disclosed to our Company 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 share capital carrying rights to vote in all circumstances at the general meetings our Company:

| | | Shares held as of the Latest Practicable Date | | | Shares held immediately following the completion of the Share Subdivision and the [REDACTED] (assuming the [REDACTED] is not exercised)[1] | | |
|---|---|---|---|---|---|---|---|
| Name of Shareholder | Nature of interest | Number | Description of Shares | Approximate percentage of shareholding in our total issued share capital | Number | Description of Shares | Approximate percentage of shareholding in our total issued share capital |
| Mr. Chen | Beneficial interest | 4,224,501 | Unlisted Shares | 20.68% | [REDACTED] | [REDACTED] | [REDACTED]% |
| | Interest in controlled entities[2] | 6,276,745 | Unlisted Shares | 30.73% | [REDACTED] | [REDACTED] | [REDACTED]% |
| Yueshi Investment[2][3] | Beneficial interest | 4,878,404 | Unlisted Shares | 23.88% | [REDACTED] | [REDACTED] | [REDACTED]% |
| Yueshi Entrepreneurship[2] | Beneficial interest | 1,398,341 | Unlisted Shares | 6.85% | [REDACTED] | [REDACTED] | [REDACTED]% |
| Mr. Liu Xingliang[3] | Interest in a controlled entity | 4,878,404 | Unlisted Shares | 23.88% | [REDACTED] | [REDACTED] | [REDACTED]% |
| CFH[4] | Beneficial interest | 1,542,481 | Unlisted Shares | 7.55% | [REDACTED] | [REDACTED] | [REDACTED]% |

*Notes:*

(1) The calculation is based on the total number of [REDACTED] H Shares in issue immediately after completion of the Share Subdivision, the [REDACTED] (assuming the [REDACTED] is not exercised) and the Conversion of Unlisted Shares into H Shares. H Shares are ordinary Shares in the share capital of our Company.

(2) Mr. Chen is the general partner of each of Yueshi Investment and Yueshi Entrepreneurship. Therefore, Mr. Chen is deemed to be interested in the Shares held by Yueshi Investment and Yueshi Entrepreneurship under the SFO.

(3) Mr. Liu Xingliang is the general partner of each of the limited partnerships of Yueshi Investment, which in the aggregate hold 99.999% interest therein. Therefore, Mr. Liu Xingliang is deemed to be interested in the Shares held by Yueshi Investment under the SFO.

(4) The general partner of CFH is Green Prosperity Limited, which is wholly owned by COFCO Capital (Hong Kong) Co., Limited, and is in turn wholly owned by COFCO Capital Investment Co., Limited (中糧資本投資有限公司). COFCO Capital Investment Co., Limited is wholly owned by COFCO Capital Holdings Co., Ltd. (中糧資本控股股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002423), which is controlled by COFCO Corporation (中糧集團有限公司) and is ultimately controlled by the State Council of the PRC. CFH is a private equity fund managed by COFCO Asset Management (International) Company Limited (中糧資產管理(國際)有限公司). Therefore, Green Prosperity Limited, COFCO Capital (Hong Kong) Co., Limited, COFCO Capital Investment Co., Limited, COFCO Capital Holdings Co., Ltd., COFCO Corporation and COFCO Asset Management (International) Company Limited are deemed to be interested in the Shares held by CFH under the SFO.

Save as disclosed above and in "Appendix VI — Statutory and General Information — C. Further Information about Our Directors and Substantial Shareholders," our Directors are not aware of any person who will, immediately following the completion of the Share Subdivision and the [REDACTED] (assuming the [REDACTED] is not exercised), have an interest or short position in the Shares or underlying Shares which will be required to be disclosed to our Company and the Stock Exchange under the provisions of Division 2 and 3 of Part XV of the SFO or will be, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at the general meetings of our Company.

# SHARE CAPITAL

## OUR SHARE CAPITAL

### Immediately before the [REDACTED]

As of the Latest Practicable Date, the registered capital of our Company was RMB20,428,570, comprising 20,428,570 Unlisted Shares with a nominal value of RMB1 each.

### Upon Completion of the Share Subdivision and the [REDACTED]

Immediately following completion of the Share Subdivision, the [REDACTED] and the Conversion of Unlisted Shares into H Shares, assuming the [REDACTED] is not exercised, the share capital of our Company will be as follows:

| Description of Shares | Number of Shares | Approximate % of the total issued share capital after the [REDACTED] |
|---|---|---|
| H Shares to be converted from Unlisted Shares[(1)] | [REDACTED] | [REDACTED]% |
| H Shares to be issued pursuant to the [REDACTED] | [REDACTED] | [REDACTED]% |
| **Total** | **[REDACTED]** | **100%** |

*Note:*

(1) See "History, Development and Corporate Structure — Public Float and Free Float" for details of the identities of the Shareholders whose Shares will be converted into H Shares upon [REDACTED].

Immediately following completion of the Share Subdivision, the [REDACTED] and the Conversion of Unlisted Shares into H Shares, assuming the [REDACTED] is fully exercised, the share capital of our Company will be as follows:

| Description of Shares | Number of Shares | Approximate % of the enlarged issued share capital after the [REDACTED] |
|---|---|---|
| H Shares to be converted from Unlisted Shares[(1)] | [REDACTED] | [REDACTED]% |
| H Shares to be issued pursuant to the [REDACTED] | [REDACTED] | [REDACTED]% |
| **Total** | **[REDACTED]** | **100%** |

*Note:*

(1) See "History, Development and Corporate Structure — Public Float and Free Float" for details of the identities of the Shareholders whose Shares will be converted into H Shares upon [REDACTED].

## RANKING

Upon completion of the Share Subdivision, the [REDACTED] and the Conversion of Unlisted Shares into H Shares, the Shares will only consist of H Shares. Unlisted Shares and H Shares are all ordinary Shares in the share capital of our Company.

# SHARE CAPITAL

Apart from certain qualified domestic institutional investors in the PRC, qualified PRC investors under the Shanghai-Hong Kong Stock Connect and the Shenzhen-Hong Kong Stock Connect and other persons entitled to hold our H Shares pursuant to the relevant PRC laws and regulations or upon approval by any competent authorities, H Shares generally may not be subscribed for by, or traded between, legal or natural persons of the PRC.

Unlisted Shares and H Shares are regarded as one class of Shares under our Articles of Association and will rank *pari passu* with each other in all other respects and, in particular, will rank equally for all dividends or distributions declared, paid or made after the date of this document. Dividends in respect of our Shares may be paid by us in Hong Kong dollars or Renminbi. In addition to cash, dividends may be distributed in the form of shares or a combination of cash and shares.

## CIRCUMSTANCES UNDER WHICH GENERAL MEETING ARE REQUIRED

Our Company will have only one class of Shares upon completion of the [REDACTED], namely ordinary Shares, and each carry the same rights in all respects with the other Shares. For details of circumstances under which our Shareholders' general meetings are required, see "Appendix IV — Summary of Principal Legal and Regulatory Provisions" and "Appendix V — Summary of the Articles of Association."

## CONVERSION OF OUR UNLISTED SHARES INTO H SHARES

If any of the Unlisted Shares are to be converted, [REDACTED] and [REDACTED] as H Shares on the Stock Exchange, such conversion, [REDACTED] and [REDACTED] will need the filling of the relevant PRC regulatory authorities, including the CSRC, and the approval of the Stock Exchange.

In accordance with the Guidelines on Application for "Full Circulation" of Domestic Unlisted Shares of H-share Companies (《H股公司境內未上市股份申請"全流通"業務指引》) ("**Full Circulation Guidelines**") published and implemented by the CSRC on November 14, 2019 and amended on August 10, 2023 and the Overseas Listing Trial Measures, domestic unlisted shares of H-share companies (including domestic unlisted shares held by domestic shareholders prior to the overseas listing, domestic unlisted shares further issued in the PRC after the overseas listing and unlisted shares held by foreign shareholders) could be listed and traded on the Stock Exchange after application to file with the CSRC. The Full Circulation Guidelines are applicable to domestic companies listed on the Stock Exchange only and not applicable to companies dual listed in the PRC and on the Stock Exchange.

Upon completion of the [REDACTED], [REDACTED] Unlisted Shares (assuming the Share Subdivision has been completed) held by certain Shareholders will be converted into H Shares on a one-for-one basis. The conversion of these Unlisted Shares into H Shares [has been] filed with the CSRC and filing procedure with the CSRC shall have been completed, and an application has been made to the [REDACTED] for such H Shares to be [REDACTED] on the 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 our Unlisted Shares on the 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 Stock Exchange and delivery of Shares for entry on the H Share register. As any [REDACTED] of additional Shares after our initial [REDACTED] on the Stock Exchange is ordinarily considered by the Stock Exchange to be a purely administrative matter, it will not require such prior application for [REDACTED] at the time of our initial [REDACTED] in Hong Kong.

No class Shareholder voting is required for the [REDACTED] and [REDACTED] of the converted Shares on the Stock Exchange. Any application for [REDACTED] of the converted Shares on the Stock Exchange after our initial [REDACTED] is subject to prior notification by way of announcement to inform Shareholders and the public of such proposed conversion.

# SHARE CAPITAL

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 [REDACTED] maintained in Hong Kong and instruct the [REDACTED] to issue H Share certificates. Registration on our [REDACTED] will be on the conditions that (a) our [REDACTED] lodges with the Stock Exchange a letter confirming the proper entry of the relevant H Shares on the [REDACTED] of members and the due dispatch of H Share certificates; and (b) the admission of the H Shares to be [REDACTED] on the Stock Exchange will comply with the Listing Rules, the General Rules of [REDACTED] and [REDACTED] Operational Procedures in force from time to time. Until the converted Shares are re-registered on our [REDACTED], such Shares would not be [REDACTED] as H Shares.

For further details, see "Risk Factors — Risks Relating to the [REDACTED] — Future sales or perceived sales of substantial amounts of our securities in the public market, including any future [REDACTED] in the PRC, could have a material adverse effect on the prevailing market price of our H Shares and our ability to raise additional capital in the future, or may result in dilution of your shareholdings."

## TRANSFER OF SHARES ISSUED PRIOR TO THE [REDACTED]

Pursuant to the PRC Company Law, our Shares issued prior to the [REDACTED] shall not be transferred within 12 months from the [REDACTED].

Shares transferred by our Directors and members of the senior management each year during their term of office shall not exceed 25% of their total respective shareholdings in our Company unless otherwise permitted by applicable laws and regulations. The Shares held by the aforementioned persons cannot be transferred within half a year after they leave their positions as Directors and members of the senior management in our Company. The Articles of Association may contain other restrictions on the transfer of the Shares held by our Directors and members of senior management of our Company.

## GENERAL MANDATE TO ISSUE SHARES AND/OR TRANSFER TREASURY SHARES AND REPURCHASE SHARES

Subject to the [REDACTED] becoming unconditional, our Directors have been granted general mandates to issue our Shares, sell and/or transfer our Shares out of treasury that are held as treasury shares and repurchase our Shares. For further details, see "Appendix VI — Statutory and General Information — A. Further Information about Our Group — 4. Resolutions Passed by Our Shareholders' Meeting in Relation to the [REDACTED]."

# FINANCIAL INFORMATION

*You should read the following discussion and analysis in conjunction with our consolidated financial information for the years ended December 31, 2023, 2024 and 2025 and the four months ended April 30, 2026 together with the accompanying notes included in the Accountants' Report set out in Appendix I to this document. Our consolidated financial information has been prepared in accordance with IFRS Accounting Standards, which may differ in certain aspects from generally accepted accounting principles in other jurisdictions. You should read the entire Accountants' Report in Appendix I to this document and not merely rely on the information contained in this section.*

*The following discussion and analysis contain forward-looking statements that reflect our current views with respect to future events and financial performance that involve risks and uncertainties. These statements are based on assumptions and analyses made by us in light of our experience and perception of historical events, current conditions and expected future developments, as well as other factors we believe are appropriate under the circumstances. In evaluating our business, you should carefully consider the information provided in the sections headed "Risk Factors" and "Business" in this document.*

## OVERVIEW

We are a technology-driven enterprise principally engaged in the sale of cold chain agricultural products. We operate a business model comprising (i) the sale of cold chain agricultural products, such as beef, chicken, pork and shrimp, which represents our primary growth engine and (ii) the provision of digital and intelligent cold chain integrated solutions, which supports the digitalization of the daily operations of cold chain facility operators.

Driven by favorable policy support for cold chain infrastructure development and logistics digitalization, and the expansion of our cold chain agricultural products sales business and, we achieved notable growth during the Track Record Period. Our revenue increased by 137.7% from RMB1,254.1 million in 2023 to RMB2,980.6 million in 2024, and further increased by 99.2% to RMB5,936.6 million in 2025. Our revenue further increased by 88.8% from RMB1,486.1 million for the four months ended April 30, 2025 to RMB2,805.3 million for the same period in 2026.

## BASIS OF PRESENTATION

Our Company was incorporated in the PRC as a limited liability company on December 24, 2019. For details, see "History, Development and Corporate Structure." The historical financial information has been prepared in accordance with the accounting policies set out in Note 1 to the Accountants' Report in Appendix I in this document, which conform with IFRS Accounting Standards, including all applicable individual IFRS Accounting Standards, IAS and the related interpretations issued by the IASB. In addition, the historical financial information includes applicable disclosures required by the Listing Rules and by the Companies Ordinance. For the purpose of preparing and presenting the historical financial information, all relevant standards, amendments and interpretations to the IFRS Accounting Standards that are effective during the Track Record Period have been adopted by our Group consistently throughout the Track Record Period.

## KEY FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our results of operations have been, and are expected to continue to be, affected by a number of factors, including general macroeconomic conditions as well as company-specific factors relating to our business model, operating execution and external environment.

### General Factors

Our business and operating results are influenced by a number of general factors, including:

- macroeconomic conditions in the PRC and major global cold chain agricultural product sourcing markets;

- supply-and-demand dynamics of cold chain agricultural products, including changes in consumption patterns, seasonal fluctuations, and volatility in upstream production and import supply;
- development of cold chain infrastructure and the digitalization of agricultural circulation in the PRC;
- international trade policies, customs regimes and geopolitical developments, which may affect cross-border agricultural product flows, import costs and delivery timelines; and
- government policies and regulatory measures relating to agricultural supply, food safety, cold chain logistics and livelihood security.

**Company-specific Factors**

***Our ability to diversify product offerings and optimize product mix***

Our revenue growth is materially influenced by our ability to continuously diversify our product offerings and optimize our product mix in response to the evolving market demand. We primarily generate revenue from the sale of cold chain agricultural products, with protein-based products such as beef, chicken, pork and shrimp forming our core categories. Revenue from the sale of cold chain agricultural products amounted to RMB1,231.2 million, RMB2,949.0 million, RMB5,898.0 million, RMB1,472.1 million and RMB2,789.4 million in 2023, 2024 and 2025 and for the four months ended April 30, 2025 and 2026, respectively, representing 98.2%, 98.9%, 99.3%, 99.1% and 99.4% of our total revenue for the corresponding periods.

During the Track Record Period, we expanded both the scale and breadth of our product portfolio. Our core products include meat and seafood products, which collectively contributed a significant portion of our revenue during the Track Record Period. While continuing to scale our major product categories with stable demand, we progressively introduced more product types, including selected imported fruits and other agricultural products, to better address diversified regional consumption patterns and customer requirements. Although certain newly introduced products only contributed a relatively smaller proportion of revenue during the initial stages, they generated incremental revenue and enhanced the resilience and flexibility of our overall sales portfolio.

Our ability to diversify product offerings is closely linked to our ability to identify demand trends, assess supply conditions and make timely adjustments to our product mix. By scaling high-demand products while selectively expanding into complementary categories, we are able to balance revenue growth, execution efficiency and inventory management. As a result, our ability to optimize product mix in response to market dynamics remains a key driver of our revenue growth and overall operating performance.

***Our ability to continuously develop and enhance digital and intelligent cold chain integrated solutions***

Our operating results are influenced by our ability to continuously develop, enhance and effectively deploy our digital and intelligent cold chain integrated solutions, which constitute the foundational infrastructure of our business model. Revenue generated directly from the provision of such solutions accounted for a relatively small proportion of our total revenue during the Track Record Period, being 1.8%, 1.0%, 0.7%, 0.9% and 0.6% in 2023, 2024 and 2025 and for the four months ended April 30, 2025 and 2026, respectively. Notwithstanding this, these solutions play a critical role in supporting the operation, execution efficiency and scalability of our cold chain agricultural product sales business.

Since our establishment, we have continuously invested in the development and iterative enhancement of the *Yueshi Intelligent Cold Chain Cloud Platform*, which has been deployed across key cold chain infrastructure and circulation scenarios. Through sustained operations in real-world environments, these solutions enable the compliant accumulation and processing of operational and transaction data, including inventory structure, turnover efficiency and customer procurement behavior. Such data form the basis for decision-making across demand forecasting, product selection, procurement pacing and regional allocation under our cold chain agricultural product sales business.

The effectiveness and reliability of our digital and intelligent cold chain integrated solutions depend on our continued investment in research and development, system stability, data accuracy and adaptability to evolving operating scenarios. During the Track Record Period, we incurred research and development expenses of RMB14.6 million, RMB16.4 million, RMB16.7 million, RMB5.4 million and RMB6.4 million in 2023, 2024 and 2025 and for the four months ended April 30, 2025 and 2026, respectively, accounting for 1.2%, 0.6%, 0.3%, 0.4% and 0.2% of our total revenue, respectively.

If we are unable to continue investing in and upgrading our digital and intelligent cold chain integrated solutions in line with increasing business scale, operational complexity and market requirements, our ability to support decision-making, execution efficiency and disciplined expansion of our cold chain agricultural product sales business could be adversely affected. Conversely, the sustained enhancement of these solutions strengthens our operational foundation, supports scalable growth and reinforces our differentiated competitive positioning in the cold chain agricultural products market.

***Our ability to manage costs***

Our ability to effectively manage costs is a critical determinant of our profitability and long-term sustainability. Our cost of sales amounted to RMB1,231.4 million, RMB2,899.6 million, RMB5,768.0 million, RMB1,431.4 million and RMB2,732.4 million in 2023, 2024 and 2025 and for the four months ended April 30, 2025 and 2026, respectively. During the Track Record Period, cost of goods consistently represented the largest component of our cost of sales, accounting for over 92.0% in each period. As a result, effective cost management, particularly in relation to product procurement, plays a central role in shaping our overall cost structure and operating performance.

We rely on a network of domestic and overseas suppliers to procure cold chain agricultural products. Accordingly, fluctuations in the supply availability, procurement costs, foreign exchange movements, and import-related taxes and duties may directly affect our cost of sales and gross profit margins. Leveraging our Shareholder background and an established market position, we have established relationships with upstream suppliers, which enhances supply certainty for key product categories and supports more disciplined procurement planning. During the Track Record Period, we had collaborated with over 1,000 suppliers, among which over 690 were overseas suppliers.

In addition, our ability to coordinate procurement schedules, manage inventory exposure, and align purchasing volumes with downstream demand plays an important role in maintaining gross profit margin stability as our revenue scale expands. By balancing procurement pacing with sales execution and inventory turnover considerations, we seek to mitigate the impact of price volatility and reduce the risk of cost inefficiencies arising from excess or mismatched inventory.

However, our operating results may be adversely affected by supply disruptions, significant increases in procurement costs, or changes in import policies and tax regimes, particularly if such cost pressures cannot be passed through to customers in a timely manner. As a result, sustained cost discipline and effective supply chain coordination remain essential to preserving profitability as our business continues to grow.

***Our ability to retain and expand our customer base***

Our ability to retain existing customers and expand our customer base is a fundamental driver of our revenue growth, customer concentration profile, and overall financial performance. During the Track Record Period, we served over 1,200 customers under our cold chain agricultural product sales business. We generate revenue primarily through recurring procurement by agricultural product wholesalers. Accordingly, sustained customer acquisition, stable retention, and increased customer spending directly influence our revenue scale, operating leverage, and margin profile.

We have strategically focused on serving small and medium-sized agricultural product wholesalers by offering cold chain agricultural products that are aligned with their procurement needs in terms of product availability, pricing transparency, and fulfilment reliability. The number of customers procuring our cold chain agricultural products increased from 204 in 2023 to 587 in 2024, and further to 641 in 2025, and further increased from 329 for the four months ended April 30, 2025 to 368 for the corresponding period of 2026, reflecting continued expansion of our customer coverage and market penetration.

In parallel, we also serve domestic cold chain parks and major agricultural product import ports through the provision of digital and intelligent cold chain integrated solutions. As of the Latest Practicable Date, our solutions had been deployed by over 750 domestic cold chain operators across key circulation nodes, including agricultural products wholesale markets, food processing plants, agricultural products industrial parks, and major agricultural product import ports, covering approximately 30 provinces, autonomous regions and municipalities across China. These solution deployments not only generate solution-related revenue, but also embed our systems into key circulation nodes, facilitating access to a broader base of downstream agricultural operators and supporting customer acquisition for our cold chain agricultural product sales business.

Our ability to maintain and further expand our customer base, as well as to increase customer spending over time, depends on multiple interrelated factors, including the stability and diversity of our product offerings, competitive pricing, fulfilment performance, demand matching, and the effectiveness of our customer engagement and risk management mechanisms. Higher customer participation and transaction frequency have directly contributed to increased sales volumes during the Track Record Period. As a result, our ability to sustain long-term customer relationships, broaden customer coverage, and increase average transaction volume per customer remains an important factor affecting our revenue growth, operating leverage, and overall financial performance.

***Our ability to maintain and improve operational efficiency***

Our ability to maintain and continuously improve operational efficiency directly affects our profitability and overall financial performance. As our business expands in scale, product breadth, and customer coverage, the effectiveness of our organizational structure, internal controls, and execution capabilities becomes increasingly critical to sustaining disciplined growth.

Our key operating expenses primarily comprise administrative expenses, research and development expenses, and selling and marketing expenses. In 2023, 2024 and 2025 and for the four months ended April 30, 2025 and 2026, our administrative expenses amounted to RMB7.6 million, RMB14.4 million, RMB29.4 million, RMB5.0 million and RMB20.1 million, respectively, representing 0.6%, 0.5%, 0.5%, 0.3% and 0.7% of our total revenue. During the same periods, our research and development expenses were RMB14.6 million, RMB16.4 million, RMB16.7 million, RMB5.4 million and RMB6.4 million, accounting for 1.2%, 0.6%, 0.3%, 0.4% and 0.2% of our total revenue, respectively. Our selling and marketing expenses amounted to RMB4.5 million, RMB3.8 million, RMB7.9 million, RMB1.3 million and RMB4.0 million during the same periods, accounting for 0.4%, 0.1%, 0.1%, 0.1% and 0.1% of our total revenue, respectively.

The absolute level and corresponding proportion of these expenses reflect the combined impact of our business expansion, organizational development, and ongoing investment in digital capabilities and market execution. As our revenue base continues to grow, we have sought to manage operating expenses in a disciplined manner by leveraging process standardization, digital tools, and centralized management, while continuing to invest selectively in areas that support our long-term competitiveness, including system development, operational support, and customer engagement.

We continuously review and refine our internal processes to optimize resource allocation, improve cross-functional coordination, and strengthen budgetary and performance management. Sustained improvements in operational efficiency enable us to better control cost growth, enhance execution quality, respond more effectively to market demand, and support scalable expansion of our business while maintaining financial discipline.

***Foreign exchange rate fluctuations***

Our business operations expose us to foreign exchange risks, primarily due to payments denominated in U.S. dollars to overseas suppliers, while our financial statements are presented in Renminbi. Fluctuations in the exchange rate between Renminbi and foreign currencies, particularly the U.S. dollars, may result in foreign exchange gains or losses, which can affect our financial results in certain periods.

Movements in foreign exchange rates may also impact the comparability of our financial performance across periods and affect procurement costs for imported cold chain agricultural products.

## CRITICAL ACCOUNTING POLICIES AND ESTIMATES

We have identified certain accounting policies and accounting judgments and estimates that we believe are significant to the preparation of our consolidated financial statements. The preparation of financial statements in conformity with IFRSs requires the use of certain critical accounting estimates and the exercise of management's judgment in applying our accounting policies. There has not been any material deviation between our management's estimates or assumptions and actual results, and we have not made any material changes to these estimates or assumptions during the Track Record Period. We do not expect any material changes to these estimates and assumptions in the foreseeable future.

In addition, we conduct impairment assessments on our non-financial assets in accordance with IFRSs. As of April 30, 2026, such assets primarily comprised property and equipment of RMB0.8 million and right-of-use assets of RMB6.1 million. Property and equipment mainly consist of office-use assets, while right-of-use assets primarily relate to our leased headquarters premises. We assessed these assets for indicators of impairment based on factors such as asset utilization, operating performance and market conditions, and did not identify any impairment indicators. Accordingly, no impairment provision was recognized during the Track Record Period.

The details of material accounting policies, estimates and judgments, which are important for an understanding of our financial condition and results of operations, are set forth in Note 3 and 4 to the Accountants' Report in Appendix I to this document.

## DESCRIPTION OF KEY ITEMS OF CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

The following table sets forth key items of our consolidated statements of profit or loss and other comprehensive income for the periods indicated.

| | Year ended December 31, | | | Four months ended April 30, | |
|---|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000 (Unaudited)* | *RMB'000* |
| **Revenue** | **1,254,142** | **2,980,574** | **5,936,614** | **1,486,125** | **2,805,341** |
| Cost of sales | (1,231,366) | (2,899,585) | (5,767,998) | (1,431,439) | (2,732,351) |
| **Gross profit** | **22,776** | **80,989** | **168,616** | **54,686** | **72,990** |
| Other income | 1,383 | 1,667 | 2,116 | 153 | 393 |
| Other gains and losses | 921 | (6,764) | (16,047) | (11,280) | 13,418 |
| Selling and marketing expenses | (4,473) | (3,785) | (7,915) | (1,307) | (4,029) |
| Administrative expenses | (7,553) | (14,385) | (29,390) | (4,961) | (20,101) |
| Research and development expenses | (14,577) | (16,376) | (16,661) | (5,352) | (6,395) |
| Impairment losses under expected credit loss ("**ECL**") model, net of reversal | (2,218) | 55 | (1,076) | 309 | (1,705) |
| Share of results of an associate | (930) | (770) | 154 | (753) | (362) |
| Finance costs | (1,138) | (4,700) | (13,049) | (3,469) | (5,123) |
| Changes in fair value of financial liabilities designated at fair value through profit or loss ("**FVTPL**") | (22,223) | (248,720) | (1,832,942) | (339,543) | — |
| **(Loss)/profit before tax** | **(28,032)** | **(212,789)** | **(1,746,194)** | **(311,517)** | **49,086** |
| Income tax expense | (234) | (6,240) | (18,031) | (5,927) | (13,204) |
| **(Loss)/profit and total comprehensive (expense)/ income for the year/period** | **(28,266)** | **(219,029)** | **(1,764,225)** | **(317,444)** | **35,882** |
| **(Loss)/profit and total comprehensive (expense)/ income for the year/period attributable to:** | | | | | |
| — Owners of the company | (28,266) | (218,981) | (1,763,860) | (317,167) | 35,894 |
| — Non-controlling interests | — | (48) | (365) | (277) | (12) |
| | (28,266) | (219,029) | (1,764,225) | (317,444) | 35,882 |

### Non-IFRS Measure

To supplement our consolidated statements of profit or loss presented in accordance with IFRS Accounting Standards, we also use adjusted net (loss)/profit, as an additional financial measure, which is not required by, or presented in accordance with IFRS Accounting Standards ("**non-IFRS measure**"). We believe that the presentation of this non-IFRS measure: (i) facilitates comparisons of the operating performance from period to period by eliminating potential impacts of certain items, and (ii) provides useful information to investors in understanding and evaluating our consolidated results of operations in the same manner as it helps our management. However, this non-IFRS measure has inherent limitations as an analytical tool and should not be considered in isolation or as a substitute for our results of operations or financial condition presented in accordance with IFRS Accounting Standards. In addition, the calculation of this non-IFRS measure may differ from similarly named measures used by other companies.

We define adjusted net (loss)/profit (non-IFRS measure) as (loss)/profit and total comprehensive (expense)/income for the year/period by adding back changes in fair value of financial liabilities designated at fair value through profit or loss ("**FVTPL**"). Changes in fair value of financial liabilities designated at FVTPL are non-cash in nature, which arise from the issuance of Shares with preferred rights granted to [REDACTED] Investors.

All financial liabilities previously designated at fair value through profit or loss were fully converted from liabilities into equity following the termination agreement entered into between our Company and Shareholders on December 22, 2025. See Note 28 to the Accountants' Report in Appendix I to this document for details.

The following table reconciles our adjusted net (loss)/profit (non-IFRS measure) for the periods indicated.

| | Year ended December 31, | | | Four months ended April 30, | |
|---|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| | | | | *(Unaudited)* | |
| **(Loss)/profit and total comprehensive (expense)/ income for the year/period** | **(28,266)** | **(219,029)** | **(1,764,225)** | **(317,444)** | **35,882** |
| **Add:** | | | | | |
| Changes in fair value of financial liabilities designated at fair value through profit or loss | 22,223 | 248,720 | 1,832,942 | 339,543 | — |
| **Adjusted net (loss)/profit (non-IFRS measure) (unaudited)** | **(6,043)** | **29,691** | **68,717** | **22,099** | **35,882** |

**Revenue**

***Revenue Breakdown by Business Line***

During the Track Record Period, we derived the vast majority of our revenue from (i) the sale of cold chain agricultural products and (ii) the provision of digital and intelligent cold chain integrated solutions. To a much lesser extent, we also provided other services, which contributed a negligible portion of our total revenue.

The following table sets forth a breakdown of our revenue by business line for the periods indicated.

| | Year ended December 31, | | | | | | Four months ended April 30, | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | 2023 | | 2024 | | 2025 | | 2025 | | 2026 | |
| | *RMB'000* | *% of revenue* | *RMB'000* | *% of revenue* | *RMB'000* | *% of revenue* | *RMB'000* | *% of revenue* | *RMB'000* | *% of revenue* |
| | | | | | | | *(Unaudited)* | | | |
| Sale of cold chain agricultural products | 1,231,210 | 98.2 | 2,948,968 | 98.9 | 5,898,023 | 99.3 | 1,472,056 | 99.1 | 2,789,439 | 99.4 |
| Digital and intelligent cold chain integrated solutions | 22,327 | 1.8 | 30,654 | 1.0 | 37,496 | 0.7 | 14,046 | 0.9 | 15,591 | 0.6 |
| Others[(1)] | 605 | 0.0 | 952 | 0.1 | 1,095 | 0.0 | 23 | 0.0 | 311 | 0.0 |
| **Total** | **1,254,142** | **100.0** | **2,980,574** | **100.0** | **5,936,614** | **100.0** | **1,486,125** | **100.0** | **2,805,341** | **100.0** |

*Note:*

(1) Others mainly comprise ancillary services, primarily including transportation coordination and other supporting services provided by Independent Third Party service providers engaged by us at the request of our customers.

Our significant revenue growth during the Track Record Period was primarily driven by the rapid increase in sales volume of cold chain agricultural products, supported by both the expansion of our customer base and the increase in procurement volume and transaction frequency per customer. Our sales volume increased from 40,217 tons in 2023 to 99,888 tons in 2024, and further to 203,039 tons in 2025, while the number of customers increased from 204 in 2023 to 587 in 2024 and further to 641 in 2025. Our sales volume increased from 46,960 tons for the four months ended April 30, 2025 to 87,605 tons for the four months ended April 30, 2026, while the number of customers increased from 329 to 368.

While our customer base expanded, the growth in sales volume outpaced the increase in customer numbers, primarily due to higher procurement volume and transaction frequency per customer. This indicates that our revenue growth was not solely driven by new customer acquisition, but also by increasing procurement intensity of existing customers. In particular, purchase amounts from repeat customers increased by approximately 33.6% in 2024 compared with 2023 and by approximately 101.6% in 2025 compared with 2024, reflecting deeper customer engagement and higher transaction intensity over time. Purchase amounts from repeat customers increased by approximately 210.8% for the four months ended April 30, 2026 compared with the corresponding period in 2025. Customers typically commenced with trial or small-volume orders and scaled up procurement as we established a track record and strengthened relationships. This progression from initial transactions to larger and more frequent orders enabled us to expand transaction volume without a commensurate increase in customer numbers.

Our growth was further supported by (i) expansion and diversification of our product offerings, including the introduction of new categories and broader product mix, (ii) enhanced sourcing capabilities and supply capacity through establishing additional overseas direct supplier relationships, (iii) access to a broad customer base through our prior industry presence and digital and intelligent cold chain integrated solutions business, and (iv) a customer strategy focusing on customers with larger procurement scale and more stable demand.

*Revenue from Sale of Cold Chain Agricultural Products*

Revenue from the sale of cold chain agricultural products consistently accounted for substantially all of our total revenue throughout the Track Record Period. Such revenue amounted to RMB1,231.2 million, RMB2,949.0 million, RMB5,898.0 million, RMB1,472.1 million and RMB2,789.4 million in 2023, 2024 and 2025 and for the four months ended April 30, 2025 and 2026, respectively, representing 98.2%, 98.9%, 99.3%, 99.1% and 99.4% of our total revenue for the respective periods. The continued growth of revenue under this business line during the Track Record Period was primarily attributable to the expansion of our sales scale, supported by a broader customer coverage and our enhanced operational execution capabilities.

Revenue from the sale of cold chain agricultural products was derived from a diversified portfolio of cold chain agricultural products, which can be broadly categorized into (i) meat products, (ii) seafood products, (iii) fruit products, and (iv) other products, throughout the Track Record Period. The following table sets forth a breakdown of our revenue from the sale of cold chain agricultural products by product category for the periods indicated.

| | Year ended December 31, | | | | | | Four months ended April 30, | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | 2023 | | 2024 | | 2025 | | 2025 | | 2026 | |
| | *RMB'000* | *% of revenue* | *RMB'000* | *% of revenue* | *RMB'000* | *% of revenue* | *RMB'000* | *% of revenue* | *RMB'000* | *% of revenue* |
| | | | | | | | *(Unaudited)* | | | |
| **Meat** | | | | | | | | | | |
| — Beef | 92,975 | 7.6 | 1,012,716 | 34.3 | 3,280,921 | 55.6 | 735,997 | 50.0 | 1,655,789 | 59.4 |
| — Chicken | 653,946 | 53.1 | 970,391 | 32.9 | 774,042 | 13.1 | 247,785 | 16.8 | 360,601 | 12.9 |
| — Pork | 372,261 | 30.2 | 392,359 | 13.3 | 703,648 | 11.9 | 177,544 | 12.1 | 203,766 | 7.3 |
| — Other meat products[1] | 4,332 | 0.4 | 37,468 | 1.3 | 324,449 | 5.5 | 46,429 | 3.2 | 79,613 | 2.8 |
| | **1,123,514** | **91.3** | **2,412,934** | **81.8** | **5,083,060** | **86.1** | **1,207,755** | **82.1** | **2,299,769** | **82.4** |
| **Seafood** | | | | | | | | | | |
| — Shrimp | 97,398 | 7.9 | 438,353 | 14.9 | 296,466 | 5.0 | 116,303 | 7.9 | 85,374 | 3.1 |
| — Fish | — | — | 12,492 | 0.4 | 57,288 | 1.0 | 11,899 | 0.8 | 70,691 | 2.5 |
| | **97,398** | **7.9** | **450,845** | **15.3** | **353,754** | **6.0** | **128,202** | **8.7** | **156,065** | **5.6** |
| **Fruits**[2] | — | — | 79,672 | 2.7 | 342,597 | 5.8 | 112,390 | 7.6 | 308,074 | 11.0 |
| **Other products**[3] | 10,298 | 0.8 | 5,517 | 0.2 | 118,612 | 2.1 | 23,709 | 1.6 | 25,531 | 1.0 |
| **Total** | **1,231,210** | **100.0** | **2,948,968** | **100.0** | **5,898,023** | **100.0** | **1,472,056** | **100.0** | **2,789,439** | **100.0** |

*Notes:*

(1) Other meat products mainly comprise lamb and duck.

(2) Fruits mainly comprise cherries, blueberries and durian.

(3) Other products mainly comprise dairy products, hamburgers and other agricultural products.

During the Track Record Period, revenue from the sale of cold chain agricultural products was primarily derived from the sale of meat products, which consistently accounted for the largest proportion of our total revenue. Within the meat products category, beef and chicken were the principal contributors in 2023, while beef became the largest contributor from 2024 onwards and continued to account for a substantial portion of our revenue in 2025 and for the four months ended April 30, 2026. Such changes were primarily attributable to adjustments in our product mix in response to market demand, supply availability, pricing conditions and customer procurement preferences. Revenue from the sale of seafood products increased in 2024 but declined in 2025, and increased in absolute amount for the four months ended April 30, 2026 compared to the same period in 2025. However, its percentage contribution decreased for the four months ended April 30, 2026, mainly because revenue from meat products and fruits grew at a faster pace during the same period.

In addition, we continued to expand our product portfolio by introducing other cold chain agricultural products. In particular, revenue from fruits increased in 2025 and further increased for the four months ended April 30, 2026, reflecting our efforts to diversify our product offerings and address evolving customer demand. Although revenue from other products individually accounted for a negligible proportion of our total revenue, their aggregate contribution increased in 2025, reflecting our efforts to diversify product offerings and better address evolving and diversified customer demand.

The pricing and demand of cold chain agricultural products are influenced by a combination of industry-wide factors. From a pricing perspective, market prices are primarily affected by upstream supply conditions, including production levels, breeding and input costs, as well as weather conditions. Supply-demand dynamics also play a key role, with excess supply or weaker demand placing downward pressure on prices, while tighter supply conditions may lead to price increases. In addition, government policies relating to imports, such as tariffs and customs and inspection requirements, may affect import costs and supply availability, thereby influencing market prices.

From a demand perspective, consumption is generally driven by residents' income levels, consumption upgrading trends and the development of distribution channels. The expansion of sales channels, such as e-commerce and community retail, together with improvements in cold chain logistics infrastructure, has supported demand growth and facilitated cross-regional distribution.

These factors affected our financial performance during the Track Record Period. In particular, fluctuations in market prices and supply conditions influenced our procurement costs and selling prices, while changes in customer demand affected our product mix and sales volume. According to Frost & Sullivan, the changes in customer demand for our key products, including beef, chicken and pork, during the Track Record Period were not fully aligned with overall industry consumption trends. While industry demand for certain products remained relatively stable or experienced moderate fluctuations, our revenue contribution from different product categories, such as the significant increase in the proportion of beef and the relative decline in pork, changed more significantly.

Such differences were primarily attributable to our procurement and sales strategies, rather than fundamental changes in underlying market demand. In particular, we actively adjusted our product mix in response to market pricing dynamics, supply availability and customer preferences, and our sales were driven by transaction-based procurement demand from customers, which may vary depending on their inventory planning and short-term market conditions. In addition, as we expanded our procurement scale and supplier network, particularly for imported products, we increased our focus on product categories with relatively more stable supply and pricing visibility.

*Revenue from Digital and Intelligent Cold Chain Integrated Solutions*

Revenue from digital and intelligent cold chain integrated solutions accounted for a relatively small proportion of our total revenue during the Track Record Period and was mainly generated from the delivery and ongoing operation of digital infrastructure systems for cold chain circulation. While limited in scale, this business line provides the foundational digital capabilities supporting our overall operations.

**Cost of Sales**

***Cost of Sales by Nature***

Our cost of sales consists of (i) cost of goods; (ii) taxes and duties in relation to imported cold chain agricultural products; and (iii) others. The following table sets forth a breakdown of our costs by nature for the periods indicated.

| | Year ended December 31, | | | | | | Four months ended April 30, | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | 2023 | | 2024 | | 2025 | | 2025 | | 2026 | |
| | *RMB'000* | *% of total* | *RMB'000* | *% of total* | *RMB'000* | *% of total* | *RMB'000* | *% of total* | *RMB'000* | *% of total* |
| | | | | | | | *(Unaudited)* | | | |
| Cost of goods | 1,181,847 | 96.0 | 2,742,503 | 94.6 | 5,362,925 | 93.0 | 1,326,837 | 92.7 | 2,526,043 | 92.4 |
| Taxes and duties | 41,261 | 3.4 | 146,457 | 5.1 | 378,898 | 6.6 | 98,319 | 6.9 | 186,217 | 6.8 |
| Others[(1)] | 8,258 | 0.6 | 10,625 | 0.3 | 26,175 | 0.4 | 6,283 | 0.4 | 20,091 | 0.8 |
| **Total** | **1,231,366** | **100.0** | **2,899,585** | **100.0** | **5,767,998** | **100.0** | **1,431,439** | **100.0** | **2,732,351** | **100.0** |

*Note:*

(1) Others mainly comprise warehousing and transportation costs for cold chain agricultural product sales business, as well as labor costs, travel expenses and hardware expenses for the provision of digital and intelligent cold chain integrated solution business.

During the Track Record Period, cost of goods consistently represented the largest component of our cost of sales, accounting for over 92.0% in each period. The absolute increase in cost of goods was broadly in line with the expansion of our sales scale, reflecting the growth of our cold chain agricultural products sales business.

Taxes and duties increased in absolute terms and, in certain periods, as a percentage of total cost of sales, primarily reflecting changes in the volume and mix of imported cold chain agricultural products and the corresponding import-related tax and duty charges. Such fluctuations are inherent to our procurement structure, which includes imported products subject to applicable customs duties and taxes.

### *Cost of Sales by Business Line*

The following table sets forth a breakdown of our cost of sales by business line for the periods indicated:

| | Year ended December 31, | | | | | | Four months ended April 30, | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | 2023 | | 2024 | | 2025 | | 2025 | | 2026 | |
| | *RMB'000* | *% of total* | *RMB'000* | *% of total* | *RMB'000* | *% of total* | *RMB'000* | *% of total* | *RMB'000* | *% of total* |
| | | | | | | | *(Unaudited)* | | | |
| Sale of cold chain agricultural products | 1,227,387 | 99.7 | 2,896,442 | 99.9 | 5,765,687 | 100.0 | 1,430,652 | 99.9 | 2,731,480 | 100.0 |
| Digital and intelligent cold chain integrated solutions | 3,979 | 0.3 | 3,141 | 0.1 | 2,310 | 0.0 | 787 | 0.1 | 871 | 0.0 |
| Others[(1)] | — | — | 2 | 0.0 | 1 | 0.0 | — | — | — | — |
| **Total** | **1,231,366** | **100.0** | **2,899,585** | **100.0** | **5,767,998** | **100.0** | **1,431,439** | **100.0** | **2,732,351** | **100.0** |

*Note:*

(1) Others mainly comprise ancillary services, primarily including transportation coordination and other supporting services provided by Independent Third Party service providers engaged by us at the request of our customers.

Cost of sales was predominantly attributable to the sale of cold chain agricultural products throughout the Track Record Period. Costs incurred under this business line consistently accounted for substantially all of our total cost of sales, reflecting the fact that the sale of cold chain agricultural products represents our core operating activity. The absolute increase in cost of sales for this business line generally tracked the expansion of our sales scale over the relevant periods.

Cost of sales attributable to digital and intelligent cold chain integrated solutions remained relatively low during the Track Record Period. This was primarily attributable to the nature of this business line, under which costs were mainly related to project implementation and ongoing operation and maintenance, including labor costs for deployment support. As these costs are largely personnel- and service-based and are not directly linked to transaction volume or commodity procurement, they did not fluctuate significantly across periods and accounted for only an immaterial proportion of total cost of sales.

**Gross Profit and Gross Profit Margin**

In 2023, 2024 and 2025 and for the four months ended April 30, 2025 and 2026, our gross profit was RMB22.8 million, RMB81.0 million, RMB168.6 million, RMB54.7 million and RMB73.0 million, respectively. In 2023, 2024 and 2025 and for the four months ended April 30, 2025 and 2026, our gross profit margin was 1.8%, 2.7%, 2.8%, 3.7% and 2.6%, respectively.

The increase in gross profit during the Track Record Period primarily reflected the expansion of our overall business scale, particularly the growth of the cold chain agricultural product sales business, together with the continued contribution from our digital and intelligent cold chain integrated solutions. Our overall gross profit margin fluctuated during the Track Record Period, primarily reflecting changes in the gross profit margin of our sale of cold chain agricultural products, which was mainly affected by product mix, procurement costs and prevailing market pricing conditions.

### *Gross Profit and Gross Profit Margin by Business Line*

The following table sets forth a breakdown of our gross profit and gross profit margin by business line for the periods indicated.

| | Year ended December 31, | | | | | | Four months ended April 30, | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | 2023 | | 2024 | | 2025 | | 2025 | | 2026 | |
| | Gross profit | Gross profit margin | Gross profit | Gross profit margin | Gross profit | Gross profit margin | Gross profit | Gross profit margin | Gross profit | Gross profit margin |
| | *RMB'000* | *%* | *RMB'000* | *%* | *RMB'000* | *%* | *RMB'000* | *%* | *RMB'000* | *%* |
| | | | | | | | *(Unaudited)* | | | |
| Sale of cold chain agricultural products | 3,823 | 0.3 | 52,526 | 1.8 | 132,336 | 2.2 | 41,404 | 2.8 | 57,959 | 2.1 |
| Digital and intelligent cold chain integrated solutions | 18,348 | 82.2 | 27,513 | 89.8 | 35,186 | 93.8 | 13,259 | 94.4 | 14,720 | 94.4 |
| Others[(1)] | 605 | 100.0 | 950 | 99.8 | 1,094 | 99.9 | 23 | 100.0 | 311 | 100.0 |
| **Total** | **22,776** | **1.8** | **80,989** | **2.7** | **168,616** | **2.8** | **54,686** | **3.7** | **72,990** | **2.6** |

*Note:*

(1) Others mainly comprise ancillary services, primarily including transportation coordination and other supporting services provided by Independent Third Party service providers engaged by us at the request of our customers.

*Sale of Cold Chain Agricultural Products*

Gross profit from the sale of cold chain agricultural products increased from RMB3.8 million in 2023 to RMB52.5 million in 2024, and further increased to RMB132.3 million in 2025. The corresponding gross profit margin increased from 0.3% in 2023 to 1.8% in 2024 and further to 2.2% in 2025. Gross profit from the sale of cold chain agricultural products increased from RMB41.4 million for the four months ended April 30, 2025 to RMB58.0 million for the four months ended April 30, 2026, while the corresponding gross profit margin decreased from 2.8% to 2.1%. The increase in gross profit from this business line was primarily attributable to the significant expansion in sales volume and the gradual improvement in operating efficiency, including more disciplined procurement and pricing execution supported by sales planning. Notwithstanding such improvement, the gross profit margin of this business line remained relatively low, which is consistent with the nature of cold chain agricultural product sales. According to Frost & Sullivan, the gross profit margin of our sale of cold chain agricultural products business during the Track Record Period was generally in line with that of industry peers operating in the PRC digital and intelligent cold chain agricultural products sales market.

*Digital and Intelligent Cold Chain Integrated Solutions*

Gross profit from digital and intelligent cold chain integrated solutions amounted to RMB18.3 million in 2023, representing the majority of our total gross profit in absolute terms for that year. Gross profit further increased to RMB27.5 million in 2024 and further to RMB35.2 million in 2025. Gross profit continued to increase from RMB13.3 million for the four months ended April 30, 2025 to RMB14.7 million for the four months ended April 30, 2026.

Gross profit margins for this business line remained at a consistently high level of 82.2%, 89.8%, 93.8%, 94.4% and 94.4% in 2023, 2024 and 2025 and for the four months ended April 30, 2025 and 2026, respectively, reflecting the software- and service-oriented nature of this business line. While this business line contributed a smaller proportion of total revenue, it continued to provide a stable and high-margin contribution to our overall gross profit throughout the Track Record Period.

*Others*

The gross profit margin of our other business was relatively high during the Track Record Period, reaching 100.0% in 2023 and for the four months ended April 30, 2025 and 2026. This was primarily because the revenue during these periods consisted of incidental commission income from

transportation coordination services, under which we acted as an intermediary and recognized only the net commission as revenue, while the related transportation costs were borne directly by third-party carriers and no corresponding cost of sales was incurred.

**Other Income**

Our other income primarily consists of (i) bank interest income; and (ii) government grants, which mainly represent subsidies provided by the PRC government in support of employment and industry development. The following table sets forth a breakdown of our other income for the periods indicated.

| | Year ended December 31, | | | Four months ended April 30, | |
|---|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* (*Unaudited*) | *RMB'000* |
| Bank interest income | 176 | 150 | 329 | 89 | 345 |
| Government grants | 834 | 1,369 | 1,742 | 34 | 30 |
| Others | 373 | 148 | 45 | 30 | 18 |
| **Total** | **1,383** | **1,667** | **2,116** | **153** | **393** |

The government grants received during the Track Record Period were generally subject to customary conditions, including compliance with applicable laws and regulations and use of funds for designated purposes. We had fulfilled all material conditions attached to such grants, and none were subject to repayment. All such grants were one-off in nature.

**Other Gains and Losses**

Our other gains and losses consist of (i) gain on deemed partial disposal of an associate; (ii) gain on derecognition of financial assets at FVTPL; (iii) gain arising from change in fair value of financial assets at FVTPL; (iv) net foreign exchange (losses)/gains; and (v) others. The following table sets forth a breakdown of our other gains and losses for the periods indicated.

| | Year ended December 31, | | | Four months ended April 30, | |
|---|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* (*Unaudited*) | *RMB'000* |
| Gain on deemed partial disposal of an associate | 2,108 | 12,157 | 3,821 | 122 | — |
| Gain on derecognition of financial assets at FVTPL | — | — | — | — | 329 |
| Gain arising from change in fair value of financial assets at FVTPL | — | — | 159 | — | 54 |
| Net foreign exchange (losses)/gains | (1,026) | (18,616) | (20,549) | (11,635) | 13,035 |
| Others[(1)] | (161) | (305) | 522 | 233 | — |
| **Total** | **921** | **(6,764)** | **(16,047)** | **(11,280)** | **13,418** |

*Note:*

(1) Others mainly comprise losses and gains arising from our long-term equity investments.

**Selling and Marketing Expenses**

Our selling and marketing expenses consist of (i) employee welfare expenses; (ii) business development and travel expenses; (iii) depreciation and amortization; (iv) advertising and promotion expenses; (v) professional services and consulting fees; and (vi) others.

The following table sets forth a breakdown of our selling and marketing expenses for the periods indicated.

| | Year ended December 31, | | | Four months ended April 30, | |
|---|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000 (Unaudited)* | *RMB'000* |
| Employee welfare expenses | 2,399 | 2,544 | 3,642 | 995 | 1,455 |
| Business development and travel expenses | 1,509 | 779 | 542 | 164 | 192 |
| Depreciation and amortization | 244 | 288 | 343 | 115 | 131 |
| Advertising and promotion expenses | 106 | 61 | 483 | 30 | 229 |
| Professional services and consulting fees | — | — | 2,453 | — | 2,017 |
| Others[(1)] | 215 | 113 | 452 | 3 | 5 |
| **Total** | **4,473** | **3,785** | **7,915** | **1,307** | **4,029** |

*Note:*

(1) Others mainly comprise office, short-terms lease and utilities expenses.

**Administrative Expenses**

Our administrative expenses consist of (i) employee welfare expenses; (ii) professional services and consulting fees; (iii) taxes and surcharges; (iv) business development and travel expenses; (v) depreciation and amortization; (vi) office-related expenses; (vii) donations; (viii) [REDACTED] expenses; and (ix) others.

The following table sets forth a breakdown of our administrative expenses for the periods indicated.

| | Year ended December 31, | | | Four months ended April 30, | |
|---|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000 (Unaudited)* | *RMB'000* |
| Employee welfare expenses | 4,953 | 7,832 | 9,201 | 2,818 | 3,657 |
| Professional services and consulting fees | 774 | 2,405 | 2,455 | 343 | 6,711 |
| Taxes and surcharges | 465 | 1,306 | 4,381 | 839 | 1,713 |
| Business development and travel expenses | 220 | 973 | 1,029 | 148 | 598 |
| Depreciation and amortization | 469 | 859 | 849 | 303 | 316 |
| Office-related expenses | 197 | 339 | 566 | 168 | 657 |
| Donations | — | — | 5,000 | — | — |
| [REDACTED] expenses | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] |
| Others[(1)] | 475 | 671 | 982 | 342 | 594 |
| **Total** | **7,553** | **14,385** | **29,390** | **4,961** | **20,101** |

*Note:*

(1) Others mainly comprise meeting expenses, vehicle usage expenses, decoration and design expenses.

During the Track Record Period, we incurred professional services and consulting fees for engaging external service providers, primarily for consulting, legal, audit and accounting, information technology, intellectual property and other administrative support services. These services supported our business expansion, enhanced our operational and management capabilities, and ensured compliance with applicable regulatory and reporting requirements.

The increase in professional services and consulting fees in 2024 was mainly attributable to additional consulting and related services in connection with the expansion of our cold chain agricultural products business and operational enhancements. The level of such fees remained relatively stable in 2025 as we continued to engage professional service providers to support our ongoing operations.

**Research and Development Expenses**

Our research and development expenses consist of (i) employee welfare expenses; (ii) technical service fees; (iii) depreciation and amortization; and (iv) others.

The following table sets forth a breakdown of our research and development expenses for the periods indicated.

| | Year ended December 31, | | | Four months ended April 30, | |
|---|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000 (Unaudited)* | *RMB'000* |
| Employee welfare expenses | 9,430 | 9,679 | 6,817 | 2,126 | 2,467 |
| Technical service fees | 3,393 | 5,067 | 8,748 | 2,927 | 3,599 |
| Depreciation and amortization | 929 | 1,105 | 904 | 299 | 271 |
| Others[(1)] | 825 | 525 | 192 | — | 58 |
| **Total** | **14,577** | **16,376** | **16,661** | **5,352** | **6,395** |

*Note:*

(1) Others mainly comprise utilities and short-term lease expenses for R&D team.

**Impairment Losses under Expected Credit Loss ("ECL") Model, Net of Reversal**

Our net impairment losses under ECL model primarily represent the amount of ECL allowance recognized or reversed in respect of financial assets measured at amortized cost, mainly trade receivables.

We recognized impairment losses of RMB2.2 million, RMB1.1 million and RMB1.7 million in 2023 and 2025 and for the four months ended April 30, 2026, respectively, while recording impairment reversals of RMB55,000 and RMB0.3 million in 2024 and for the four months ended April 30, 2025, respectively. The movements in net impairment losses under ECL model during the Track Record Period mainly reflected changes in the scale and composition of our business activities, the timing of settlement and aging profile of trade receivables, as well as periodic reassessments of expected credit losses based on customers' credit characteristics and historical collection experience.

**Share of Results of an Associate**

Our share of results of an associate arose from our investment in Beijing Yueshi Robot. We recorded a share of losses of RMB0.9 million, RMB0.8 million, RMB0.8 million and RMB0.4 million in 2023 and 2024 and for the four months ended April 30, 2025 and 2026, respectively, and recorded a share of profit of RMB0.2 million in 2025.

**Finance Costs**

Our finance costs consist of (i) interest on bank and other borrowings; and (ii) interest on lease liabilities.

The following table sets forth a breakdown of our finance costs for the periods indicated.

| | Year ended December 31, | | | Four months ended April 30, | |
|---|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000 (Unaudited)* | *RMB'000* |
| Interest on bank and other borrowings | 1,067 | 4,444 | 12,740 | 3,357 | 5,037 |
| Interest on lease liabilities | 71 | 256 | 309 | 112 | 86 |
| **Total** | **1,138** | **4,700** | **13,049** | **3,469** | **5,123** |

**Changes in Fair Value of Financial Liabilities Designated at Fair Value through Profit or Loss ("FVTPL")**

Changes in fair value of financial liabilities designated at FVTPL primarily arose from the remeasurement of Shares with preferred rights issued to [REDACTED] Investors, which were classified as financial liabilities due to the presence of redemption obligations and other special rights granted to investors. The changes in fair value reflected periodic revaluations of the Shares with preferred rights at each reporting date, which were determined with reference to valuations performed by an independent qualified professional valuer using appropriate valuation methodologies. Such valuations were influenced by a number of factors, including, among others, changes in our Company's financial performance, business scale, capital structure, prevailing market conditions, assumptions regarding future development prospects, and changes in the overall valuation of our Company.

During the Track Record Period, we recorded fair value loss of financial liabilities designated at FVTPL of RMB22.2 million, RMB248.7 million, RMB1,832.9 million and RMB339.5 million in 2023, 2024 and 2025 and for the four months ended April 30, 2025, respectively. These fair value losses represented significant non-cash expenses and had a material impact on our net loss for the relevant periods. The increase in fair value losses in certain periods, particularly in 2025, was primarily attributable to valuation adjustments made at December 31, 2025, reflecting changes in valuation assumptions and the expanded scale of our Company's operations. We ceased to recognize changes in the fair value of financial liabilities designated at fair value through profit or loss for the four months ended April 30, 2026, following the termination of the redemption obligations and other special rights on December 22, 2025.

**Income Tax Expense**

We are subject to income tax expense on an entity basis on profits arising in or derived from the jurisdiction in which our subsidiaries are domiciled and/or operate. We recorded income tax expense of RMB0.2 million, RMB6.2 million, RMB18.0 million, RMB5.9 million and RMB13.2 million in 2023, 2024 and 2025 and for the four months ended April 30, 2025 and 2026, respectively.

Pursuant to the PRC EIT Law, we and our subsidiaries operating in the PRC are generally subject to enterprise income tax at the statutory rate of 25% on taxable income. Certain of our subsidiaries were entitled to preferential tax treatments during the Track Record Period. In particular, Yueshi Information obtained the "High and New Technology Enterprise" certification in December 2024 and is therefore eligible for a preferential enterprise income tax rate of 15% for a three-year period from 2025 to 2027. In addition, certain of our PRC subsidiaries have been accredited as "Micro and Small Enterprises" and are accordingly entitled to a preferential enterprise income tax rate of 20%. See Note 11 to the Accountants' Report in Appendix I to this document for details.

**(Loss)/Profit and Total Comprehensive (Expense)/Income for the Year/Period**

As a result of the foregoing, we recorded loss and total comprehensive expense for the year/period of RMB28.3 million, RMB219.0 million, RMB1,764.2 million and RMB317.4 million in 2023, 2024 and 2025 and for the four months ended April 30, 2025 respectively. After excluding the impact of non-cash and non-operating item, we recorded an adjusted net loss (non-IFRS measures) of RMB6.0 million in 2023, and subsequently turned profitable, with adjusted net profit (non-IFRS measures) of RMB29.7 million, RMB68.7 million and RMB22.1 million in 2024 and 2025 and for the four months ended April 30, 2025, respectively. We recorded profit and total comprehensive income of RMB35.9 million for the four months ended April 30, 2026.

## PERIOD TO PERIOD COMPARISON OF RESULTS OF OPERATIONS

### Four Months Ended April 30, 2026 Compared to Four Months Ended April 30, 2025

***Revenue***

Our revenue increased by 88.8% from RMB1,486.1 million for the four months ended April 30, 2025 to RMB2,805.3 million for the four months ended April 30, 2026, primarily attributable to an increase of RMB1,317.4 million in revenue derived from the sale of cold chain agricultural products.

*Sale of Cold Chain Agricultural Products*

Our revenue derived from sale of cold chain agricultural products increased by 89.5% from RMB1,472.1 million for the four months ended April 30, 2025 to RMB2,789.4 million for the four months ended April 30, 2026. This increase was primarily driven by higher sales volume associated with the continued expansion of our trading activities and customer base.

In particular, revenue growth was primarily driven by meat products, which remained our largest revenue contributor during the periods. Revenue from meat products increased significantly from RMB1,207.8 million for the four months ended April 30, 2025 to RMB2,299.8 million for the four months ended April 30, 2026, primarily driven by higher sales volume. Among meat products, beef and chicken products recorded notable growth. Revenue from beef products increased from RMB736.0 million for the four months ended April 30, 2025 to RMB1,655.8 million for the four months ended April 30, 2026, primarily due to an increase in sales volume by 18,329 tons from 19,702 tons to 38,031 tons over the periods. Revenue from chicken products increased from RMB247.8 million for the four months ended April 30, 2025 to RMB360.6 million for the four months ended April 30, 2026, mainly attributable to an increase in sales volume by 4,211 tons from 10,583 tons to 14,794 tons over the periods.

In parallel, revenue from fruit products increased from RMB112.4 million for the four months ended April 30, 2025 to RMB308.1 million for the four months ended April 30, 2026, reflecting the expansion of our product offerings beyond our core categories. In addition, revenue growth was supported by the expansion of our customer base. The number of customers increased from approximately 329 customers for the four months ended April 30, 2025 to 368 customers for the same period in 2026, contributing to higher aggregate sales volume. Taken together, these factors drove the significant year-on-year growth in revenue from the sale of cold chain agricultural products.

*Digital and Intelligent Cold Chain Integrated Solutions*

Our revenue derived from digital and intelligent cold chain integrated solutions increased by 11.0% from RMB14.0 million for the four months ended April 30, 2025 to RMB15.6 million for the four months ended April 30, 2026, primarily due to the increase in average contract value from RMB351.1 thousand to RMB599.6 thousand, which more than offset the decrease in the number of contracts and customers during the same periods.

***Cost of Sales***

Our cost of sales increased by 90.9% from RMB1,431.4 million for the four months ended April 30, 2025 to RMB2,732.4 million for the four months ended April 30, 2026, broadly in line with the substantial growth in revenue from the sale of cold chain agricultural products during the same period. This increase was primarily attributable to (i) an increase of RMB1,199.2 million in cost of goods, reflecting higher procurement volumes as our cold chain agricultural product sales business continued to scale, and (ii) an increase of RMB87.9 million in taxes and duties, mainly arising from a higher proportion of imported cold chain agricultural products procured during the period, consistent with changes in product mix and sourcing structure.

***Gross Profit and Gross Profit Margin***

Our gross profit increased by 33.5% from RMB54.7 million for the four months ended April 30, 2025 to RMB73.0 million for the four months ended April 30, 2026, primarily driven by the higher gross profit contribution from the sale of cold chain agricultural products, in line with the substantial expansion in revenue scale under this business line.

Our gross profit margin decreased from 3.7% for the four months ended April 30, 2025 to 2.6% for the four months ended April 30, 2026, primarily due to the decrease in gross profit margin of our sale of cold chain agricultural products, mainly as a result of lower average selling prices of certain products, including fruit, seafood, chicken and pork, amid prevailing market demand and pricing pressures.

***Other Income***

Our other income increased from RMB0.2 million for the four months ended April 30, 2025 to RMB0.4 million for the four months ended April 30, 2026, primarily due to an increase of RMB0.3 million in bank interest income, which was mainly attributable to higher average bank deposit balances during the period.

***Other Gains and Losses***

We recorded other losses of RMB11.3 million for the four months ended April 30, 2025, while recording other gains of RMB13.4 million for the four months ended April 30, 2026, primarily due to a favorable change of RMB24.7 million in net foreign exchange differences arising from exchange rate movements in relation to our U.S. dollar-denominated procurement of imported cold chain agricultural products.

***Selling and Marketing Expenses***

Our selling and marketing expenses increased by 208.3% from RMB1.3 million for the four months ended April 30, 2025 to RMB4.0 million for the four months ended April 30, 2026, primarily due to an increase of RMB2.0 million in professional services and consulting fees, which mainly represented training and service fees paid to customs declaration agents in connection with our imported cold chain agricultural products sales business.

***Administrative Expenses***

Our administrative expenses increased by 305.2% from RMB5.0 million for the four months ended April 30, 2025 to RMB20.1 million for the four months ended April 30, 2026, primarily due to (i) an increase of RMB6.4 million in professional services and consulting fees, mainly incurred for enhancing our internal data security and governance to support compliance with applicable regulatory requirements, and (ii) an increase of RMB[REDACTED] in [REDACTED] expenses in connection with the [REDACTED].

***Research and Development Expenses***

Our research and development expenses increased by 19.5% from RMB5.4 million for the four months ended April 30, 2025 to RMB6.4 million for the four months ended April 30, 2026, primarily due to an increase of RMB0.7 million in technical service fees, mainly relating to the procurement of third-party technical services in support of our R&D activities and system upgrades.

***Impairment Losses under Expected Credit Loss ("ECL") Model, Net of Reversal***

We recorded a reversal of impairment losses under the ECL model of RMB0.3 million for the four months ended April 30, 2025, compared to impairment losses under the ECL model of RMB1.7 million for the four months ended April 30, 2026. Such change was primarily attributable to the increase in trade receivables as a result of our business expansion, which enlarged the credit exposure subject to ECL assessment and led to a corresponding increase in ECL provision.

***Share of Results of an Associate***

Our share of losses of an associate decreased by 51.9% from RMB0.8 million for the four months ended April 30, 2025 to RMB0.4 million for the four months ended April 30, 2026, primarily due to an improvement in the operating performance of the associate, Beijing Yueshi Robot, during the period.

***Finance Costs***

Our finance costs increased by 47.7% from RMB3.5 million for the four months ended April 30, 2025 to RMB5.1 million for the four months ended April 30, 2026, primarily due to an increase of RMB1.7 million in interest on bank and other borrowings, as a result of a higher average outstanding balance of bank and other borrowings over the period, as we increased our borrowings to support the expansion of our operating scale and working capital requirements.

***Changes in Fair Value of Financial Liabilities Designated at Fair Value through Profit or Loss ("FVTPL")***

We recognized losses arising from changes in the fair value of financial liabilities designated at FVTPL of RMB339.5 million for the four months ended April 30, 2025. Following the termination of the redemption obligations and other special rights on December 22, 2025, we no longer recognized such losses for the four months ended April 30, 2026.

***Income Tax Expense***

Our income tax expense increased by 122.8% from RMB5.9 million for the four months ended April 30, 2025 to RMB13.2 million for the four months ended April 30, 2026, primarily attributable to the increase in taxable profit as our business scale expanded.

***(Loss)/Profit and Total Comprehensive (Expense)/Income for the Period***

As a result of the foregoing, we recorded loss and total comprehensive expense of RMB317.4 million for the four months ended April 30, 2025, as compared to profit and total comprehensive income of RMB35.9 million for the four months ended April 30, 2026. After excluding the impact of non-cash and non-operating items, we recorded adjusted net profit (non-IFRS measures) of RMB22.1 million and RMB35.9 million for the four months ended April 30, 2025 and 2026, respectively.

**Year Ended December 31, 2025 Compared to Year Ended December 31, 2024**

***Revenue***

Our revenue increased by 99.2% from RMB2,980.6 million in 2024 to RMB5,936.6 million in 2025, primarily attributable to an increase of RMB2,949.0 million in revenue derived from the sale of cold chain agricultural products.

*Sale of Cold Chain Agricultural Products*

Our revenue derived from sale of cold chain agricultural products increased by 100.0% from RMB2,949.0 million in 2024 to RMB5,898.0 million in 2025. This increase was primarily driven by the combined effect of scale expansion and product mix enhancement.

In particular, revenue growth was supported by the continued expansion of sales across our major product categories, with meat products remaining the largest contributor to our revenue during the period. Revenue from meat products increased significantly from RMB2,412.9 million in 2024 to RMB5,083.1 million in 2025, primarily driven by higher sales volumes associated with the expansion of our trading activities. Among meat products, beef and pork products recorded notable growth. Revenue from beef products increased from RMB1,012.7 million in 2024 to RMB3,280.9 million in 2025, primarily due to an increase in sales volume by 54,445 tons from 28,187 tons to

82,632 tons over the years. Revenue from pork products increased from RMB392.4 million in 2024 to RMB703.6 million in 2025, mainly attributable to an increase in sales volume by 16,294 tons from 16,845 tons to 33,139 tons over the periods.

In parallel, we continued to enrich and diversify our product portfolio. Revenue from fruit products amounted to RMB342.6 million in 2025, reflecting the inclusion of additional product offerings beyond our core categories. Meanwhile, revenue from other products increased from RMB5.5 million in 2024, to RMB118.6 million in 2025, primarily due to the introduction of a new product category, dairy products over this period.

In addition, the increase in revenue was underpinned by our expanded customer base. The number of customers increased from approximately 587 customers in 2024 to approximately 641 customers in 2025. Taken together, these factors led to a significant increase in overall sales volume and drove the year-to-year growth in revenue from the sale of cold chain agricultural products.

*Digital and Intelligent Cold Chain Integrated Solutions*

Our revenue derived from digital and intelligent cold chain integrated solutions increased from RMB30.7 million in 2024 to RMB37.5 million in 2025. Such increase was primarily attributable to an increase in the number of sales contracts, driven by the expansion of our customer base for this business line.

***Cost of Sales***

Our cost of sales increased by 98.9% from RMB2,899.6 million in 2024 to RMB5,768.0 million in 2025, broadly in line with the substantial growth in revenue from the sale of cold chain agricultural products during the same year. This increase was primarily attributable to (i) an increase of RMB2,620.4 million in cost of goods, reflecting higher procurement volumes as our cold chain agricultural product sales business continued to scale, and (ii) an increase of RMB232.4 million in taxes and duties, mainly arising from a higher proportion of imported cold chain agricultural products procured during the period, consistent with changes in product mix and sourcing structure.

***Gross Profit and Gross Profit Margin***

Our gross profit increased by 108.1% from RMB81.0 million in 2024 to RMB168.6 million in 2025, primarily driven by the higher gross profit contribution from the sale of cold chain agricultural products, in line with the substantial expansion of revenue scale under this business line.

Our gross profit margin remained relatively stable at 2.7% and 2.8% in 2024 and 2025, respectively, reflecting the continued dominance of the sale of cold chain agricultural products in our overall revenue mix.

***Other Income***

Our other income remained relatively stable at RMB1.7 million and RMB2.1 million in 2024 and 2025, respectively.

***Other Gains and Losses***

We recorded other losses of RMB6.8 million and RMB16.0 million in 2024 and 2025, respectively. This change was primarily attributable to (i) a decrease of RMB8.3 million in gain on deemed partial disposal of an associate, primarily due to a slowdown in the pace of financial activities of Beijing Yueshi Robot, which let to a more moderate growth in its net asset value and, consequently, a reduced increase in the value of our equity interest, and (ii) an increase of RMB1.9 million in net foreign exchange losses, mainly resulting from fluctuations in the exchange rate between the Renminbi and the U.S. dollars during the period.

***Selling and Marketing Expenses***

Our selling and marketing expenses increased by 107.9% from RMB3.8 million in 2024 to RMB7.9 million in 2025, primarily due to an increase of RMB2.5 million in professional services and consulting fees, which mainly represented expenses incurred for the procurement of industry research reports and related analytical materials to support our sales activities, market assessment and customer engagement initiatives.

***Administrative Expenses***

Our administrative expenses increased by 104.2% from RMB14.4 million in 2024 to RMB29.4 million in 2025, primarily due to (i) an increase of RMB5.0 million in donations made in 2025, and (ii) an increase of RMB[REDACTED] in [REDACTED] expenses in connection with the [REDACTED].

***Research and Development Expenses***

Our research and development expenses remained relatively stable at RMB16.4 million and RMB16.7 million in 2024 and 2025, respectively.

***Impairment Losses under Expected Credit Loss ("ECL") Model, Net of Reversal***

We recorded a net reversal of impairment losses under the ECL model of RMB55,000 in 2024, compared with net impairment losses under the ECL model of RMB1.1 million in 2025. Such change was primarily due to the increase in trade receivables in 2025 arising from the expansion of our business operations, which resulted in higher ECL provisions reflecting increased credit exposure associated with a larger trade receivables balance.

***Share of Results of an Associate***

We recorded share of losses of an associate of RMB0.8 million in 2024, while recorded share of profits of RMB0.2 million in 2025. The change was primarily attributable to an improvement in the operating performance of the associate, Beijing Yueshi Robot, during the period.

***Finance Costs***

Our finance costs increased by 176.6% from RMB4.7 million in 2024 to RMB13.0 million in 2025, primarily due to an increase of RMB8.3 million in interest on bank and other borrowings. Such increase was mainly attributable to a higher average outstanding balance of bank and other borrowings during the period, as we increased our borrowings to support the expansion of our operating scale and working capital requirements.

***Changes in Fair Value of Financial Liabilities Designated at Fair Value through Profit or Loss ("FVTPL")***

Losses arising from changes in fair value of financial liabilities designated at FVTPL amounted to RMB248.7 million in 2024, and increased significantly to RMB1,832.9 million in 2025. This increase was primarily attributable to significant upward remeasurement of the Shares with preferred rights at the reporting date. As these Shares are classified as financial liabilities, the increase in their fair value, which reflected the expansion of our business scale and the resulting increase in the overall valuation of our Company, was recognized as fair value losses during the period. These fair value losses were primarily accounting-driven and are expected to cease upon the conversion of the Shares with preferred rights into ordinary Shares.

***Income Tax Expense***

Our income tax expense increased significantly by 190.3% from RMB6.2 million in 2024 to RMB18.0 million in 2025, primarily attributable to an increase in taxable profit during the period as a result of the expansion of our business operations.

***Loss and Total Comprehensive Expense for the Year***

As a result of the foregoing, our loss and total comprehensive expense for the year expanded significantly from RMB219.0 million in 2024 to RMB1,764.2 million in 2025. After excluding the impact of non-cash and non-operating item, we recorded adjusted net profit (non-IFRS measures) of RMB29.7 million and RMB68.7 million in 2024 and 2025, respectively.

**Year Ended December 31, 2023 Compared to Year Ended December 31, 2024**

***Revenue***

Our revenue increased by 137.7% from RMB1,254.1 million in 2023 to RMB2,980.6 million in 2024, primarily attributable to (i) an increase of RMB1,717.8 million in revenue derived from the sale of cold chain agricultural products, and (ii) an increase of RMB8.3 million in revenue derived from the provision of digital and intelligent cold chain integrated solutions.

*Sale of Cold Chain Agricultural Products*

Our revenue derived from the sale of cold chain agricultural products increased by approximately 139.5%, from RMB1,231.2 million in 2023 to RMB2,949.0 million in 2024. This growth was primarily driven by the rapid scaling of our cold chain agricultural product sales business and continued optimization of our product mix, supported by the progressive enhancement of our procurement capabilities, sales execution efficiency and supply coordination.

In particular, revenue growth was primarily driven by meat products, which remained our largest revenue contributor during the years. Revenue from meat products increased from RMB1,123.5 million in 2023 to RMB2,412.9 million in 2024, primarily reflecting higher sales volumes as we expanded our trading scale. Among meat products, beef and chicken recorded notable growth. Revenue from beef products increased from RMB93.0 million in 2023 to RMB1,012.7 million in 2024, primarily due to an increase in sales volume by 26,065 tons from 2,122 tons in 2023 to 28,187 tons in 2024. Revenue from chicken products increased from RMB653.9 million in 2023 to RMB970.4 million in 2024, mainly attributable to an increase in sales volume by 19,644 tons from 19,955 tons in 2023 to 39,599 tons in 2024. Revenue from seafood products also increased significantly, from RMB97.4 million in 2023 to RMB450.8 million in 2024, reflecting increased sales of imported seafood products by 9,697 tons from 2,331 tons in 2023 to 12,028 tons in 2024.

In parallel, we continued to broaden our product portfolio by commencing the sale of imported fruits in 2024, which generated revenue of RMB79.7 million for the year.

In addition, revenue growth was supported by an expansion of our customer base. The number of customers increased from approximately 204 customers in 2023 to approximately 587 customers in 2024, contributing to higher aggregate sales volume. Taken together, these factors drove a substantial increase in overall sales volume and resulted in the significant year-on-year growth in revenue from the sale of cold chain agricultural products.

*Digital and Intelligent Cold Chain Integrated Solutions*

Our revenue derived from digital and intelligent cold chain integrated solutions increased by 37.7% from RMB22.3 million in 2023 to RMB30.7 million in 2024, primarily due to revenue recognized from a new large-scale customized solution project commenced in 2024.

***Cost of Sales***

Our cost of sales increased by 135.5% from RMB1,231.4 million in 2023 to RMB2,899.6 million in 2024, broadly in line with the substantial expansion of our revenue from the sale of cold chain agricultural products during the same period. The increase was primarily driven by (i) an increase of RMB1,560.7 million in cost of goods, reflecting higher procurement volumes as our cold chain agricultural product sales business scaled rapidly, and (ii) an increase of RMB105.2 million in

taxes and duties, mainly attributable to a higher proportion of imported cold chain agricultural products procured during the year, in line with changes in product mix and sourcing structure as we expanded our procurement from overseas suppliers.

***Gross Profit and Gross Profit Margin***

Our gross profit increased by 255.3% from RMB22.8 million in 2023 to RMB81.0 million in 2024, primarily driven by the significant increase in gross profit generated from the sale of cold chain agricultural products, in line with the substantial expansion in revenue scale under this business line.

In particular, gross profit from the sale of cold chain agricultural products increased from RMB3.8 million in 2023 to RMB52.5 million in 2024, reflecting both the rapid growth in sales volume and the gradual improvement in execution efficiency as our cold chain agricultural product sales business scaled up. In parallel, gross profit from digital and intelligent cold chain integrated solutions increased from RMB18.3 million in 2023 to RMB27.5 million in 2024, primarily attributable to increased solution deployment and continued contribution from ongoing operation and maintenance services.

As a result of the above, our overall gross profit margin improved from 1.8% in 2023 to 2.7% in 2024. The improvement was mainly driven by (i) the increase in gross profit margin of the sale of cold chain agricultural products from 0.3% to 1.8%, reflecting enhanced scale effects and operational execution, and (ii) the continued contribution of digital and intelligent cold chain integrated solutions, which maintained a high gross profit margin and supported overall margin uplift, despite representing a relatively small proportion of total revenue.

***Other Income***

Our other income remained relatively stable at RMB1.4 million and RMB1.7 million in 2023 and 2024, respectively.

***Other Gains and Losses***

We recorded other gains of RMB0.9 million in 2023, while incurring other losses of RMB6.8 million in 2024, primarily due to (i) an increase of RMB17.6 million in net foreign exchange losses, mainly resulting from fluctuations in the exchange rate between the Renminbi and the U.S. dollars during the period; and (ii) an increase of RMB10.0 million in gain on deemed partial disposal of an associate, mainly attributable to an increase in the net asset value of Beijing Yueshi Robot during the years, following its equity financing activities.

***Selling and Marketing Expenses***

Our selling and marketing expenses decreased by 15.6% from RMB4.5 million in 2023 to RMB3.8 million in 2024, primarily due to a decrease of RMB0.7 million in business development and travel expenses as our customer engagement became more focused and efficient.

***Administrative Expenses***

Our administrative expenses increased by 89.5% from RMB7.6 million in 2023 to RMB14.4 million in 2024, primarily due to (i) an increase of RMB2.9 million in employee welfare expenses, which resulted from an increase in administrative headcount during the year, and (ii) an increase of RMB1.6 million in professional services and consulting fees, mainly incurred in connection with financing-related advisory and consulting activities.

***Research and Development Expenses***

Our research and development expenses increased by 12.3% from RMB14.6 million in 2023 to RMB16.4 million in 2024, primarily due to an increase of RMB1.7 million in technical service fees to support our ongoing research and development activities.

***Impairment Losses under Expected Credit Loss ("ECL") Model, Net of Reversal***

We recognized net impairment losses under the ECL model of RMB2.2 million in 2023, while recording net impairment reversal of RMB55,000 in 2024. This fluctuation was primarily attributable to changes in the credit risk assessment of our financial assets measured at amortized cost, reflecting improvements in customers' settlement behavior, recovery of previously provided allowances and the absence of material new credit deterioration during 2024, based on management's periodic reassessment under the ECL model.

***Share of Results of an Associate***

Our share of losses of an associate remained relatively stable at RMB0.9 million and RMB0.8 million in 2023 and 2024, respectively.

***Finance Costs***

Our finance costs increased by 327.3% from RMB1.1 million in 2023 to RMB4.7 million in 2024, primarily due to an increase of RMB3.4 million in interest on bank and other borrowings, as a result of a higher average outstanding balance of bank and other borrowings over the years, as we increased our borrowings to support the expansion of our operating scale and working capital requirements.

***Changes in Fair Value of Financial Liabilities Designated at Fair Value through Profit or Loss ("FVTPL")***

We incurred a loss from changes in fair value of such liabilities of RMB22.2 million in 2023, which expanded significantly to RMB248.7 million in 2024. This increase was primarily attributable to upward remeasurement of the Shares with preferred rights at the reporting date. As these Shares are classified as financial liabilities, the increase in their fair value, which reflected the expansion of our business scale and the resulting increase in the overall valuation of our Company, was recognized as fair value losses over the years. These fair value losses were primarily accounting-driven and are expected to cease upon the conversion of the Shares with preferred rights into ordinary Shares.

***Income Tax Expense***

Our income tax expense increased from RMB0.2 million in 2023 to RMB6.2 million in 2024, primarily attributable to an increase in taxable profit during the period as a result of the expansion of our business operations.

***Loss and Total Comprehensive Expense for the Year***

As a result of the foregoing, our loss and total comprehensive expense for the year expanded from RMB28.3 million in 2023 to RMB219.0 million in 2024. After excluding the impact of non-cash and non-operating item, we recorded an adjusted net loss (non-IFRS measures) of RMB6.0 million in 2023, and subsequently turned profitable, with adjusted net profit (non-IFRS measures) of RMB29.7 million in 2024.

## DISCUSSION OF CERTAIN KEY CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

The following table sets forth statements of our financial position as of the dates indicated.

| | As of December 31, | | | As of April 30, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| **NON-CURRENT ASSETS** | | | | |
| Property and equipment | 759 | 845 | 931 | 796 |
| Right-of-use assets | 691 | 8,552 | 6,748 | 6,088 |
| Investments accounted for using the equity method | 4,178 | 15,565 | 19,540 | 19,178 |
| Restricted bank deposits | — | 30,000 | 100,000 | — |
| Deferred tax assets | 183 | 247 | 826 | 838 |
| | **5,811** | **55,209** | **128,045** | **26,900** |
| **CURRENT ASSETS** | | | | |
| Inventories | 257,515 | 1,038,111 | 2,158,461 | 2,476,888 |
| Trade receivables | 32,017 | 3,316 | 71,063 | 58,452 |
| Prepayments and other receivables | 41,755 | 190,251 | 369,273 | 521,054 |
| Value-added tax recoverable | 481 | 17,807 | 91,000 | 74,131 |
| Financial assets at FVTPL | — | — | 70,159 | 50,054 |
| Restricted bank deposits | — | 6,000 | 50,000 | — |
| Cash and cash equivalents | 23,758 | 64,295 | 269,074 | 305,508 |
| | **355,526** | **1,319,780** | **3,079,030** | **3,486,087** |
| **CURRENT LIABILITIES** | | | | |
| Trade and other payables | 143,260 | 460,437 | 309,037 | 440,029 |
| Tax payables | 336 | 6,640 | 6,046 | 7,051 |
| Bank and other borrowings | 65,680 | 250,028 | 414,350 | 604,800 |
| Lease liabilities | 906 | 2,545 | 4,802 | 1,956 |
| Contract liabilities | 77,925 | 340,415 | 1,728,525 | 1,679,616 |
| Financial liabilities designated at FVTPL | 104,880 | 582,101 | — | — |
| | **392,987** | **1,642,166** | **2,462,760** | **2,733,452** |
| **NET CURRENT (LIABILITIES)/ASSETS** | **(37,461)** | **(322,386)** | **616,270** | **752,635** |
| **NON-CURRENT LIABILITIES** | | | | |
| Other borrowings | 10,978 | — | — | — |
| Lease liabilities | — | 6,831 | 5,005 | 4,343 |
| | **10,978** | **6,831** | **5,005** | **4,343** |
| **NET (LIABILITIES)/ASSETS** | **(42,628)** | **(274,008)** | **739,310** | **775,192** |

**Property and Equipment**

Our property and equipment consist of (i) electronic equipment and others; (ii) leasehold improvements; and (iii) transportation equipment.

The following table below sets forth a breakdown of our property and equipment as of the dates indicated.

| | As of December 31, | | | As of April 30, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| Electronic equipment and others | 279 | 648 | 645 | 547 |
| Leasehold improvements | 217 | — | — | — |
| Transportation equipment | 263 | 197 | 286 | 249 |
| **Total** | **759** | **845** | **931** | **796** |

Our property and equipment maintained relatively stable at RMB0.8 million, RMB0.8 million, RMB0.9 million and RMB0.8 million as of December 31, 2023, 2024 and 2025 and April 30, 2026, respectively.

**Right-of-use Assets**

Our right-of-use assets consist of assets arising from property lease arrangements. These assets are recognized when we enter into lease contracts for operating premises.

Our right-of-use assets increased from RMB0.7 million as of December 31, 2023 to RMB8.6 million as of December 31, 2024, primarily attributable to the addition of new lease arrangements for office premises during the year. Our right-of-use assets decreased by 22.1% to RMB6.7 million as of December 31, 2025, and further decreased by 9.8% to RMB6.1 million as of April 30, 2026, primarily due to depreciation of right-of-use assets during the period.

**Investments Accounted for Using the Equity Method**

Investments accounted for using the equity method represent our interests in an associate, Beijing Yueshi Robot, over which we have significant influence but not control. Such investments are initially recognized at cost and subsequently adjusted to reflect our share of the associate's results and other post-acquisition movements.

Our investments accounted for using the equity method increased significantly from RMB4.2 million as of December 31, 2023 to RMB15.6 million as of December 31, 2024, primarily due to a gain of RMB12.2 million recognized on the deemed partial disposal of our interest in the associate. Our investments accounted for using the equity method increased by 25.0% from RMB15.6 million as of December 31, 2024 to RMB19.5 million as of December 31, 2025, primarily due to a gain of RMB3.8 million recognized on the deemed partial disposal of our interest in the associate. Our investments accounted for using the equity method remained relatively stable at RMB19.5 million and RMB19.2 million as of December 31, 2025 and April 30, 2026, respectively.

**Deferred Tax Assets**

Deferred tax assets primarily arise from temporary differences between accounting treatments and tax regulations in respect of impairment provisions on trade and other receivables, and tax losses available for future utilization. These temporary differences represent amounts that are

deductible for tax purposes in future periods. Our deferred tax assets amounted to RMB0.2 million, RMB0.2 million, RMB0.8 million and RMB0.8 million as of December 31, 2023, 2024 and 2025 and April 30, 2026, respectively.

**Inventories**

Our inventories comprise (i) finished goods, which primarily include cold chain agricultural products held for sale; and (ii) goods in transit, which mainly represent cold chain agricultural products in transit prior to delivery to cold chain facilities designated by us. The following table sets forth a breakdown of our inventories as of the dates indicated.

| | As of December 31, | | | As of April 30, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| Finished goods | 144,019 | 451,861 | 1,500,687 | 1,327,562 |
| Goods in transit | 113,496 | 586,250 | 657,774 | 1,149,326 |
| **Total** | **257,515** | **1,038,111** | **2,158,461** | **2,476,888** |

Our inventories increased significantly by 303.1% from RMB257.5 million as of December 31, 2023 to RMB1,038.1 million as of December 31, 2024, primarily due to the expansion of our sales scale, which required higher inventory levels to support increased transaction volumes and fulfilment needs. It further surged by 107.9% to RMB2,158.5 million as of December 31, 2025, primarily attributable to (i) the continued expansion of our sales scale, which necessitated higher inventory levels to support the increased transaction volumes and fulfilment requirements, and (ii) longer customs inspection and clearance cycles for certain imported beef products following the implementation of new inspection and quarantine policies in 2025, which resulted in such products remaining in inventory for a longer period before release. Our inventories increased by 14.8% from RMB2,158,5 million as of December 31, 2025 to RMB2,476.9 million as of April 30, 2026, primarily attributable to the increase in procurement volume to support our continued business expansion. The increase was also driven by our adjustment of inventory strategy and increased procurement of beef products in response to the beef quota policy, with a view to maintaining supply stability.

The following table sets forth an aging analysis of our inventories as of the dates indicated.

| | As of December 31, | | | As of April 30, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| 0 to 30 days | 79,637 | 403,460 | 408,692 | 763,641 |
| 31 days to 60 days | 49,241 | 279,298 | 367,493 | 677,597 |
| 61 days to 90 days | 38,500 | 125,460 | 360,242 | 370,446 |
| 91 days to 180 days | 44,825 | 64,156 | 808,146 | 338,702 |
| 181 days to one year | 45,312 | 153,314 | 207,367 | 317,813 |
| Over one year | — | 12,423 | 6,521 | 8,689 |
| **Total** | **257,515** | **1,038,111** | **2,158,461** | **2,476,888** |

The following table sets forth the average inventory turnover days for the periods indicated.

| | Year ended December 31, | | | Four months ended April 30, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 |
| Average inventory turnover days[(1)] | 58 | 82 | 101 | 102 |

*Note:*

(1) Calculated as the average of the opening and closing inventory balances for the period, divided by the cost of sales for the relevant period, multiplied by the number of days in the relevant period, which is 365 days for each year and 120 days for four months.

Our average inventory turnover days increased from 58 days in 2023 to 82 days in 2024, and further to 101 days in 2025. Such increase was primarily attributable to (i) longer in-transit periods for imported cold chain agricultural products as our procurement scale expanded, with the average in-transit period generally ranging from one to two months, and (ii) extended customs inspection and quarantine procedures for certain imported products, particularly beef, which prolonged clearance and release time. In addition, as our business scale expanded, we increased our procurement volume and maintained higher inventory levels to ensure stable supply and meet customer demand, which also contributed to the increase in inventory turnover days. Our average inventory turnover days remained relatively stable at 102 days for the four months ended April 30, 2026.

According to Frost & Sullivan, inventory turnover days in the digital and intelligent cold chain agricultural products sales market in China are generally influenced by factors such as sourcing origin, transportation distance, product category and customs clearance requirements. In particular, for imported cold chain agricultural products involving cross-border logistics and inspection procedures, inventory turnover periods are typically longer than those for domestically sourced products. Based on the foregoing, Frost & Sullivan is of the view that our inventory turnover days recorded during the Track Record Period are consistent with the operational characteristics of our business model.

As of the Latest Practicable Date, approximately RMB1,138.7 million, or 46.0% of our inventories as of April 30, 2026 had been subsequently consumed or sold.

**Trade Receivables**

Trade receivables mainly represent the balances due from customers for goods sold or services performed in the ordinary course of business. The following table sets forth a breakdown of our trade receivables and allowance amount as of the dates indicated.

| | As of December 31, | | | As of April 30, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| Trade receivables from contracts with customers | 34,235 | 5,479 | 74,302 | 63,396 |
| Less: allowance for credit losses | (2,218) | (2,163) | (3,239) | (4,944) |
| **Trade receivables, net** | **32,017** | **3,316** | **71,063** | **58,452** |

Our net trade receivables decreased by 89.7% from RMB32.0 million as of December 31, 2023 to RMB3.3 million as of December 31, 2024, primarily attributable to the collection of outstanding receivables of digital and intelligent cold chain integrated solutions during the year as a result of our enhanced collection efforts. Our net trade receivables subsequently increased to RMB71.1 million as of December 31, 2025, mainly due to the extension of credit terms to certain customers of our cold chain agricultural product sales business. Our net trade receivables decreased by 17.7% from RMB71.1 million as of December 31, 2025 to RMB58.5 million as of April 30, 2026, primarily attributable to our enhanced collection efforts.

We grant credit terms to certain customers after assessing factors such as their business scale, length of cooperations with us and historical payment performance. We generally grant credit terms ranging from one to six months to our customers. The following table sets forth an aging analysis of our trade receivables, based on the invoice dates, as of the dates indicated.

| | As of December 31, | | | As of April 30, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| 0 to 90 days | 23,978 | 3,139 | 64,508 | 53,716 |
| 91 days to 180 days | 2,136 | 112 | 5,983 | 3,856 |
| 181 days to one year | 1,676 | 65 | 572 | 880 |
| Over one year | 4,227 | — | — | — |
| **Total** | **32,017** | **3,316** | **71,063** | **58,452** |

Our trade receivables aged within 90 days decreased from RMB24.0 million as of December 31, 2023 to RMB3.1 million as of December 31, 2024, primarily due to enhanced collection efforts and the settlement of outstanding balances. It increased to RMB64.5 million as of December 31, 2025, primarily due to business expansion, the extension of credit terms to certain customers, and the seasonality of certain fruit products, with sales concentrated toward the year end. It subsequently decreased to RMB53.7 million as of April 30, 2026, primarily due to our enhanced collection efforts. Our trade receivables aged 181 days to one year decreased from RMB1.7 million as of December 31, 2023 to RMB65,000 as of December 31, 2024, primarily due to the collection of outstanding receivables from certain customers as a result of our enhanced collection efforts. Such balance increased to RMB0.6 million as of December 31, 2025, mainly due to the extension of credit terms for certain customers of our cold chain agricultural product sales business. It further increased to RMB0.9 million as of April 30, 2026, primarily due to the relatively longer settlement and collection cycle for certain customers of our digital and intelligent cold chain integrated solutions business. Such balances remained within the agreed credit periods with the relevant customers.

We seek to maintain strict control over our outstanding trade and other receivables and overdue balances are reviewed closely and regularly by our management. There was no material recoverability issue for our trade and other receivables as of the end of each year/period during the Track Record Period.

The following table sets forth the number of our trade receivables turnover days for the periods indicated.

| | Year ended December 31, | | | Four months ended April 30, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 |
| Trade receivables turnover days[(1)] | 6 | 2 | 2 | 2 |

*Note:*

(1) Calculated as the average of the opening and closing balances of trade receivables for the period, net of loss allowance, divided by revenue for the relevant period, multiplied by the number of days in the relevant period, which is 365 days for each year and 120 days for four months.

Our trade receivables turnover days decreased from six days in 2023 to two days in 2024, primarily due to the timely collection of receivables, particularly from our digital and intelligent cold chain integrated solutions business as project settlements progressed, as well as the generally short settlement cycles of customers in our cold chain agricultural product sales business. Our trade receivables turnover days remained stable at two days in 2025 and for the four months ended April 30, 2026.

As of the Latest Practicable Date, RMB49.8 million, or approximately 85.2% of our trade receivables as of April 30, 2026 were subsequently settled.

**Prepayments and Other Receivables**

Our prepayments and other receivables consist of (i) prepayments for purchase of cold chain agricultural products; and (ii) other receivables.

The following table below sets forth a breakdown of our prepayments and other receivables as of the dates indicated:

| | As of December 31, | | | As of April 30, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| Prepayments for purchase of cold chain agricultural products | 33,366 | 186,537 | 356,779 | 512,041 |
| Other receivables | | | | |
| — Third parties | 1,397 | 2,163 | 9,874 | 5,786 |
| — Related parties | 6,992 | 1,551 | 1,090 | 30 |
| — Deferred issuing costs | — | — | 1,530 | 3,197 |
| **Total** | **41,755** | **190,251** | **369,273** | **521,054** |

Our prepayments and other receivables increased by 355.3% from RMB41.8 million as of December 31, 2023 to RMB190.3 million as of December 31, 2024, and further increased by 94.1% to RMB369.3 million as of December 31, 2025. It further increased by 41.1% to RMB521.1 million as of April 30, 2026. Such increases were primarily attributable to the substantial growth in prepayments for purchase of cold chain agricultural products, reflecting the expanded scale of our procurement activities in connection with the rapid growth of our cold chain agricultural products

sales business. As our transaction volume increased and procurement scale expanded, we made more advance payments to upstream suppliers to secure supply and support larger order volumes, which resulted in a corresponding increase in prepayments during the periods.

As of the Latest Practicable Date, RMB333.8 million, or approximately 65.2% of our prepayments and other receivables as of April 30, 2026 had been subsequently settled.

**Value-added Tax Recoverable**

Value-added tax recoverable represents input value-added tax ("**VAT**") arising from our procurement of goods and services that is available to be credited against our output VAT in accordance with PRC tax regulations.

Our value-added tax recoverable increased from RMB0.5 million as of December 31, 2023 to RMB17.8 million as of December 31, 2024, and further increased to RMB91.0 million as of December 31, 2025. Such increases were primarily attributable to the significant increase in our inventory levels during the Track Record Period. As we expanded our procurement of cold chain agricultural products, a larger portion of purchases remained in inventory at the relevant reporting dates, resulting in higher amounts of input value-added tax and other recoverable indirect taxes that had not yet been offset against output tax. Our value-added tax recoverable decreased by 18.5% from RMB91.0 million as of December 31, 2025 to RMB74.1 million as of April 30, 2026, primarily because certain finished goods on hand as of December 31, 2025 were sold during the period, and the related input VAT was utilized to offset output VAT arising from such sales.

**Financial Assets at FVTPL**

Financial assets at FVTPL represent the short-term wealth management products we purchased. We recorded financial assets at FVTPL of RMB70.2 million and RMB50.1 million as of December 31, 2025 and April 30, 2026, respectively.

We have established internal policies and guidelines to manage its investments in wealth management products, with the finance department overseeing proposal, evaluation, and decision-making processes. Led by a management team with financial expertise, we focus on minimizing risks while achieving reasonable returns by aligning investment maturities with operating cash flow needs. We closely scrutinize the risks of investments in wealth management products, with decisions based on factors such as macroeconomic conditions, creditworthiness of issuers, and working capital requirements. All investments are subject to internal controls, requiring review by senior management, Board and Shareholders' approval for larger transactions. Upon [REDACTED], our Company will ensure full compliance with Chapter 14 of the Listing Rules, including disclosure, reporting, and shareholder approval requirements for notifiable transactions.

**Restricted Bank Deposits**

Our restricted bank deposits represent the deposits placed with banks which are subject to restrictions during the relevant deposit terms under the collaborative framework arrangements discussed below. The following table below sets forth a breakdown of our restricted bank deposits as of the dates indicated:

| | As of December 31, | | | As of April 30, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| Non-Current | — | 30,000 | 100,000 | — |
| Current | — | 6,000 | 50,000 | — |
| **Total** | **—** | **36,000** | **150,000** | **—** |

We had no restricted bank deposits as of December 31, 2023. Our restricted bank deposits increased to RMB36.0 million as of December 31, 2024 and further increased to RMB150.0 million as of December 31, 2025, primarily due to the expansion of our overall framework cooperation arrangements with the relevant banks in line with the growth of our customer base and sales scale, rather than deposits placed for any specific customer loan arrangements. Such restricted bank deposits arose from our collaborative framework arrangements with certain banks in connection with facilitating access to inclusive loans for downstream agricultural product customers (the "**Arrangements**").

***Recent Developments***

In preparation for the [REDACTED] and as part of our overall risk management, we proactively ceased introducing or recommending customers to relevant banks under the Arrangements in early December 2025. As confirmed by the relevant banks, all outstanding loans between the banks and the relevant customers had been fully settled by the end of December 2025. Accordingly, all restricted bank deposits previously placed by us had been fully released by the relevant banks, and we no longer recorded any restricted bank deposits as of April 30, 2026.

The Arrangements with the relevant banks will expire on June 25, 2026, August 21, 2026 and April 16, 2027, respectively. We do not intend to renew such Arrangements upon expiry and, prior to their expiry, will not participate in any financing arrangements thereunder.

***Nature and Process of the Arrangements***

Under the Arrangements, we may introduce or recommend eligible downstream agricultural product customers to the relevant banks. The granting of any loans, as well as the applicable terms and conditions, is subject solely to the banks' independent credit assessment and approval, and we do not have discretion over, nor do we guarantee, the outcome of such loan applications. In connection with the Arrangements, we placed deposits with the relevant banks as guarantee deposits, which are subject to restrictions during the deposit terms but are refundable to us upon maturity, together with interest. The maturity terms of these restricted bank deposits ranged from six months to three years, with interest rates ranging from 0.05% to 2.35% per annum. Such deposits were not linked to any specific loan arrangements between the relevant banks and the relevant customers.

All recommended customers shall meet our selection criteria and shall pass through our internal authorization process. Our recommended customers were identified from our existing customer base with whom we had established business relationships in the course of our cold chain agricultural products sales business.

In selecting customers for recommendation, we consider a range of factors, including (i) the customer's transaction history with us, including purchase volume and payment record, (ii) the stability and scale of their business operations, (iii) their industry experience and reputation, (iv) whether they are involved in any material pending legal disputes, and (v) our understanding of their procurement needs based on prior interactions. Our selection process is primarily based on our commercial knowledge and experience in dealing with such customers and is intended to identify customers with relatively stable operations.

Our internal authorization process involves an initial review by the relevant business team based on the above criteria, followed by internal approval in accordance with our established authorization procedures, which may include review by management personnel. In the course of this process, we do not conduct independent credit assessments or due diligence on the financial capability of the customers beyond our knowledge obtained through existing business relationships. The granting of any loans, including the terms and conditions thereof, is subject solely to the relevant banks' independent credit assessment and approval.

Based on the above selection criteria and authorization process, we recommended 10 and 32 customers to the relevant banks under the Arrangement in 2024 and 2025, respectively ("**relevant customers**"). These relevant customers contributed aggregate revenue of RMB186.9 million and RMB339.1 million in 2024 and 2025, respectively, representing approximately 6.3% and 5.7% of our total revenue for the respective years. To the best of our knowledge, save for the business relationships arising from our ordinary course of operations, there were no other past or present relationships, including, without limitation, employment, shareholding, family, trust, financing or other arrangements, between the relevant customers and us or our respective Shareholders, Directors, senior management or any of their respective associates.

The relevant banks conduct independent credit assessments and have sole discretion in determining whether to grant loans to the relevant customers and the terms thereof. We do not participate in, and have no control over or influence on, the banks' credit approval processes or loan arrangements. Accordingly, we do not have access to, and are not in a position to obtain, information regarding the loan amounts granted to the relevant customers.

Based on the interviews with and confirmations obtained from the relevant banks, as of the Latest Practicable Date, we had not entered into any guarantee agreements under the framework arrangements in respect of any specific loans granted to relevant customers, nor had they required us to assume any guarantee obligations. The deposits we placed in connection with the Arrangements formed part of the overall cooperation framework and were not provided as guarantees for any specific loan obligations of relevant customers. In the event of a customer default, the banks would primarily enforce their rights over the underlying goods and apply the proceeds from disposal toward loan repayment. We may assist in the disposal of such goods as part of the commercial arrangement; however, such assistance does not constitute a guarantee obligation. During the Track Record Period and up the Latest Practicable Date, there were no defaults or disputes between relevant customers and the relevant banks, and none of our deposits had been deducted or offset due to any relevant customer's default. Accordingly, our Directors are of the view that the Arrangements do not give rise to guarantee obligations on our part, and the risk of our deposits being deducted due to customer default is remote.

***Reasons and Business Rationale***

In 2024, we entered into the Arrangements with certain banks in support of the policy objectives of the "14th Five-Year Plan (2021–2025)," and the Long-Range Objectives through the Year 2035, which promote inclusive finance and encourages financial institutions to enhance support for micro and small enterprises and other participants in the real economy. Under the Arrangements, the relevant banks facilitated access to bank financing for selected downstream customers, many of whom are small and medium-sized agricultural product wholesalers, and we participated by introducing or recommending customers based on our existing business relationships and industry knowledge. Our involvement was ancillary to our principal business, did not constitute a revenue-generating activity, and was not part of our core operations. According to Frost & Sullivan, it is not uncommon for agricultural product wholesalers to facilitate their customers' access to bank financing, and such practices are observed broadly in the agricultural products sales market in China. The Arrangements described herein are consistent with market practices and are broadly in line with industry norms.

***Impacts on our Operations***

Given that (i) the Arrangements were ancillary to our principal business and did not constitute a revenue-generating activity, (ii) our sales transactions with relevant customers were not dependent on the Arrangements, (iii) the relevant customers did not rely on the Arrangements as a prerequisite for conducting business with us, (iv) there were no outstanding trade receivable balances from the relevant customers during the Track Record Period, indicating that our exposure to credit risk arising from such customers was limited, (v) revenue generated from the relevant customers was immaterial during the Track Record Period, and (vi) all restricted bank deposits have been fully released and the Arrangements will not be renewed, our Directors are of the view, and the Sole Sponsor concurs, that the cessation of introducing or recommending customers to the relevant banks under the Arrangements since early December 2025 has not had, and is not expected to have, any material adverse impact on our customer relationships, financial position, or results of operations.

***PRC Legal Advisors' View***

According to the interviews conducted by our PRC Legal Advisors with the relevant financial regulatory administrative authority, and having regard to the nature of the Arrangements with the banks and the confirmation obtained from the relevant financial regulatory administrative authorities, our Directors are of the view that such Arrangements do not constitute operating financing guarantee activities which are subject to regulation under the Regulations on the Supervision and Administration of Financing Guarantee Companies.

Pursuant to the Regulations on the Supervision and Administration of Financing Guarantee Companies (《融資擔保公司監督管理條例》), financing guarantee refers to the provision of guarantees by a guarantor in respect of debt financing activities of the guaranteed party, such as borrowings or bond issuances. Entities engaging in financing guarantee business are required to obtain regulatory approval, and, unless otherwise stipulated, no entity or individual may conduct such business or use the term "financing guarantee" in its name.

We have not charged any guarantee fees, nor have we engaged in guarantee activities for the purpose of generating income. In addition, the relevant deposits were provided only to our downstream customers with whom we had actual trading relationships, and not to the public or unspecified parties. Accordingly, our participation in the Arrangements does not constitute the conduct of financing guarantee business subject to regulation under the above Regulations.

Based on the foregoing, and taking into account consultations with the relevant regulatory authorities and on-site interviews conducted by our PRC Legal Advisors, our PRC Legal Advisors are of the view that our participation in the Arrangements was in compliance with applicable PRC laws and regulations.

**Cash and Cash Equivalents**

Our cash and cash equivalents consist of bank balances we maintained. Our cash and cash equivalents during the Track Record Period were denominated in Renminbi and U.S. dollars. Our cash and cash equivalents amounted to RMB23.8 million, RMB64.3 million, RMB269.1 million and RMB305.5 million as of December 31, 2023, 2024 and 2025 and April 30, 2026, respectively.

**Trade and Other Payables**

Our trade and other payables consist of (i) trade payables, primarily representing outstanding amounts due to our suppliers in connection with our trading activities in the ordinary course of business; (ii) accrued payroll and welfare, mainly representing the salaries, bonuses, social insurance premiums and housing provident fund contributions and other welfare payable to our employees; (iii) VAT payables; (iv) other taxes payables; and (v) other payables. Our trade and other payables were mainly denominated in RMB, U.S. dollars, Euro dollar and Australian Dollar. The following table sets forth a breakdown of trade and other payables as of the dates indicated.

| | As of December 31, | | | As of April 30, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| Trade payables | 129,316 | 423,069 | 298,650 | 428,475 |
| Accrued payroll and welfare | 1,808 | 1,673 | 1,638 | 1,842 |
| VAT payables | 959 | 147 | 114 | 240 |
| Other taxes payables | 168 | 386 | 557 | 471 |
| Other payables | | | | |
| — Third parties | 11,009 | 3,522 | 8,078 | 9,001 |
| — Related parties | — | 31,640 | — | — |
| **Total** | **143,260** | **460,437** | **309,037** | **440,029** |

Our trade and other payables increased by 221.3% from RMB143.3 million as of December 31, 2023 to RMB460.4 million as of December 31, 2024, primarily due to (i) an increase of RMB293.8 million in trade payables, broadly in line with the expansion of our sales of cold chain agricultural products and the corresponding increase in procurement activities; and (ii) an increase of RMB31.6 million in other payables due from related parties, mainly arising from Shareholders' borrowings which were subsequently settled as of the Latest Practicable Date. Our trade and other payables decreased by 32.9% to RMB309.0 million as of December 31, 2025, primarily due to a decrease of RMB124.4 million in trade payables, primarily due to increased settlement with suppliers. Our trade and other payables increased by 42.4% from RMB309.0 million as of December 31, 2025 to RMB440.0 million as of April 30, 2026, primarily due to an increase of RMB129.8 million in trade payables. The increase was broadly in line with the expansion of our cold chain agricultural products sales business and the corresponding increase in procurement activities, particularly the increased procurement of beef products following our adjustment of procurement and inventory strategy in response to the beef quota policy.

***Trade Payables***

The aging analysis of our trade payables based on the invoice dates at the end of each reporting period are as follows:

| | As of December 31, | | | As of April 30, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| 0 to 90 days | 123,501 | 411,643 | 288,872 | 412,023 |
| 91 to 180 days | 4,052 | 6,953 | 5,034 | 10,640 |
| 181 days to one year | 1,750 | 4,011 | 3,874 | 3,795 |
| Over one year | 13 | 462 | 870 | 2,017 |
| **Total** | **129,316** | **423,069** | **298,650** | **428,475** |

Our trade payables aged 91 to 180 days increased from RMB4.1 million as of December 31, 2023 to RMB7.0 million as of December 31, 2024, primarily due to longer settlement cycles applicable to certain overseas suppliers, taking into account shipping lead times, customs clearance procedures and related documentation processes. Our trade payables aged 91 to 180 days decreased to RMB5.0 million as of December 31, 2025, primarily due to accelerated settlement with suppliers towards the end of the year, as we strengthened our payment management and settled outstanding balances on a more timely basis. Our trade payables aged 91 to 180 days increased to RMB10.6 million as of April 30, 2026, primarily due to longer credit terms granted by certain overseas fruit suppliers. Our trade payables aged 181 days to one year increased from RMB1.8 million as of December 31, 2023 to RMB4.0 million as of December 31, 2024, primarily due to (i) payment terms applicable to certain suppliers for warehousing services, under which settlement was conducted on an annual basis in accordance with contractual arrangements, while the relevant trade payables were recognized over the applicable service periods, and (ii) relatively longer credit terms granted by certain suppliers for imported fruit products. Our trade payables aged 181 days to one year remained relatively stable at RMB4.0 million, RMB3.9 million and RMB3.8 million as of December 31, 2024 and 2025 and April 30, 2026, respectively.

The following table sets forth the number of our trade payables turnover days for the periods indicated.

| | Year ended December 31, | | | Four months ended April 30, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 |
| Trade payables turnover days[1] | 27 | 35 | 23 | 16 |

*Note:*

(1) Calculated as the average of the opening and closing balances of trade payables for the period divided by the cost of sales for the relevant period, multiplied by the number of days in the relevant period, which is 365 days for each year and 120 days for four months.

Our trade payables turnover days increased from 27 days in 2023 to 35 days in 2024, primarily due to changes in supplier mix and longer procurement and logistics cycles associated with the expansion of our overseas sourcing activities. Our trade payables turnover days decreased to 23 days in 2025 and further to 16 days for the four months ended April 30, 2026, primarily due to accelerated settlement with suppliers.

As of the Latest Practicable Date, RMB346.1 million, or approximately 80.8% of our trade payables as of April 30, 2026 were subsequently settled.

Our Directors confirm that we had no material defaults in our trade payables during the Track Record Period and up to the Latest Practicable Date.

**Contract Liabilities**

Our contract liabilities primarily represent deposits received from customers in connection with the sale of cold chain agricultural products. Our contract liabilities increased by 337.0% from RMB77.9 million as of December 31, 2023 to RMB340.4 million as of December 31, 2024, and further increased by 407.8% to RMB1,728.5 million as of December 31, 2025. Such increases were primarily attributable to the continued expansion of our cold chain agricultural products sales business and a higher proportion of customer deposits received pursuant to relevant agreements. Our contract liabilities remained relatively stable at RMB1,728.5 million and RMB1,679.6 million as of December 31, 2025 and April 30, 2026, respectively.

As of the Latest Practicable Date, RMB1,078.4 million, or approximately 64.2% of our contract liabilities as of April 30, 2026 had been recognized as revenue.

**Financial Liabilities Designated at FVTPL**

Financial liabilities designated at FVTPL primarily represent Shares with preferred rights issued by us pursuant to share subscription agreements. Due to the existence of redemption obligations and other special rights that are not solely at our discretion, these Shares are classified as financial liabilities and are measured at fair value through profit or loss, with subsequent changes in fair value recognized in profit or loss. The following table sets forth the carrying amount of the financial liabilities designated at FVTPL as of the dates indicated:

| | As of December 31, | | | As of April 30, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| Series A Investment | 104,880 | 198,396 | — | — |
| Series B Investment | — | 195,528 | — | — |
| Series C Investment | — | 188,177 | — | — |
| **Total** | **104,880** | **582,101** | **—** | **—** |

The carrying amounts of financial liabilities designated at FVTPL increased from RMB104.9 million as of December 31, 2023 to RMB582.1 million as of December 31, 2024, primarily attributable to the issuance of Shares with preferred rights following Series B Investment and Series C Investment during 2024, as well as fair value increases of the outstanding Shares with preferred rights recognized at the reporting date. We did not recognize any financial liabilities designated at FVTPL as of December 31, 2025 and April 30, 2026, following the termination of redemption obligations and other special rights on December 22, 2025. See Note 28 to the Accountants' Report set out in Appendix I to this document.

**Accumulated Losses**

We recorded accumulated losses at the beginning of the Track Record Period, and such accumulated losses remained as of the end of the Track Record Period. This was primarily attributable to continued investments in scaling our operations and developing the *Yueshi Intelligent Cold Chain Cloud Platform* during the early and growth stages of our business.

## NET CURRENT (LIABILITIES)/ASSETS

The following table sets forth our current assets, current liabilities and net current (liabilities)/assets as of the dates indicated.

| | As of December 31, | | | As of April 30 | As of May 31, |
|---|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000 (Unaudited)* |
| **Current assets** | | | | | |
| Inventories | 257,515 | 1,038,111 | 2,158,461 | 2,476,888 | 2,600,766 |
| Trade receivables | 32,017 | 3,316 | 71,063 | 58,452 | 110,320 |
| Prepayments and other receivables | 41,755 | 190,251 | 369,273 | 521,054 | 716,016 |
| Value-added tax recoverable | 481 | 17,807 | 91,000 | 74,131 | 108,664 |
| Financial assets at FVTPL | — | — | 70,159 | 50,054 | — |
| Restricted bank deposits | — | 6,000 | 50,000 | — | — |
| Cash and cash equivalents | 23,758 | 64,295 | 269,074 | 305,508 | 299,296 |
| **Total current assets** | **355,526** | **1,319,780** | **3,079,030** | **3,486,087** | **3,835,062** |
| **Current liabilities** | | | | | |
| Trade and other payables | 143,260 | 460,437 | 309,037 | 440,029 | 328,312 |
| Tax payables | 336 | 6,640 | 6,046 | 7,051 | 9,613 |
| Bank and other borrowings | 65,680 | 250,028 | 414,350 | 604,800 | 644,800 |
| Lease liabilities | 906 | 2,545 | 4,802 | 1,956 | 1,963 |
| Contract liabilities | 77,925 | 340,415 | 1,728,525 | 1,679,616 | 2,084,540 |
| Financial liabilities designated at FVTPL | 104,880 | 582,101 | — | — | — |
| **Total current liabilities** | **392,987** | **1,642,166** | **2,462,760** | **2,733,452** | **3,069,228** |
| **NET CURRENT (LIABILITIES)/ ASSETS** | **(37,461)** | **(322,386)** | **616,270** | **752,635** | **765,834** |

Our net current assets remained relatively stable at RMB752.6 million and RMB765.8 million as of April 30, 2026 and May 31, 2026, respectively.

Our net current assets increased from RMB616.3 million as of December 31, 2025 to RMB752.6 million as of April 30, 2026, primarily attributable to (i) an increase of RMB318.4 million in inventories, (ii) an increase of RMB151.8 million in prepayments and other receivables, and (iii) a decrease of RMB48.9 million in contract liabilities. This was partially offset by (i) an increase of RMB190.5 million in bank and other borrowings, and (ii) an increase of RMB131.0 million in trade and other payables.

We recorded net current assets of RMB616.3 million as of December 31, 2025, compared to net current liabilities of RMB322.4 million as of December 31, 2024 primarily due to (i) an increase of RMB1,120.4 million in inventories; (ii) a decrease of RMB582.1 million in financial liabilities designated at FVTPL, and (iii) an increase of RMB179.0 million in prepayments and other receivables. This was partially offset by (i) an increase of RMB1,388.1 million in contract liabilities, and (ii) an increase of RMB164.3 million in bank and other borrowings.

Our net current liabilities increased from RMB37.5 million as of December 31, 2023 to RMB322.4 million as of December 31, 2024, primarily attributable to (i) an increase of RMB477.2 million in financial liabilities designated at FVTPL, (ii) an increase of RMB317.2 million in trade and other payables, and (iii) an increase of RMB262.5 million in contract liabilities. This was partially offset by (i) an increase of RMB780.6 million in inventories; and (ii) an increase of RMB148.5 million in prepayments and other receivables.

## LIQUIDITY AND CAPITAL RESOURCES

During the Track Record Period, we financed our capital expenditure and working capital requirements mainly through cash generated from operations, short-term bank borrowings and proceeds from external financing activities, including issuances of Shares with preferred rights.

Going forward, we believe that our working capital and other liquidity requirements will be satisfied by using a combination of cash and cash equivalents, cash from our operating activities, capital injections from [REDACTED] Investments, the [REDACTED] received from the [REDACTED] and bank borrowings. As of December 31, 2023, 2024 and 2025 and April 30, 2026, we had cash and cash equivalents of RMB23.8 million, RMB64.3 million, RMB269.1 million and RMB305.5 million, respectively.

**Cash Flows**

The following table sets forth certain selected information from our consolidated statements of cash flows for the periods indicated.

| | Year ended December 31, | | | Four months ended April 30, | |
|---|---|---|---|---|---|
| | **2023** | **2024** | **2025** | **2025** | **2026** |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000 (Unaudited)* | *RMB'000* |
| Cash used in operations | (55,630) | (343,379) | (74,047) | (67,690) | (302,532) |
| Income taxes paid, net | — | — | (19,204) | — | (12,211) |
| Net cash used in operating activities | (55,630) | (343,379) | (93,251) | (67,690) | (314,743) |
| Net cash (used in)/from investing activities | (3,317) | (31,003) | (183,660) | (13,957) | 171,931 |
| Net cash from financing activities | 58,133 | 414,919 | 481,690 | 56,476 | 179,246 |
| Net (decrease)/increase in cash and cash equivalents | (814) | 40,537 | 204,779 | (25,171) | 36,434 |
| Cash and cash equivalents at beginning of year/period | 24,572 | 23,758 | 64,295 | 64,295 | 269,074 |
| **Total cash and cash equivalents at end of year/period** | **23,758** | **64,295** | **269,074** | **39,124** | **305,508** |

***Net Cash Used in Operating Activities***

Our net cash used in operating activities primarily reflects our (loss)/profit before tax adjusted for certain non-cash or non-operating activities related items, changes in working capital and income taxes paid.

For the four months ended April 30, 2026, our net cash used in operating activities was RMB314.7 million, primarily due to profit before tax of RMB49.1 million, as adjusted by (i) non-cash or non-operating items, which mainly include finance costs of RMB5.1 million; and (ii) changes in working capital, which primarily consisted of (a) an increase in inventories of RMB318.4 million, (b) an increase in prepayments and other receivables of RMB134.3 million, and (c) an increase in trade and other payables of RMB131.9 million.

In 2025, our net cash used in operating activities was RMB93.3 million, primarily due to loss before tax of RMB1,746.2 million, as adjusted by (i) non-cash or non-operating items, which mainly include loss on fair value changes of financial liabilities designated at FVTPL of RMB1,832.9 million; and (ii) changes in working capital, which primarily consisted of (a) an increase in inventories of RMB1,120.4 million, (b) an increase in contract liabilities of RMB1,388.1 million, and (c) an increase in prepayments and other receivables of RMB251.0 million.

In 2024, our net cash used in operating activities was RMB343.4 million, primarily due to loss before tax of RMB212.8 million, as adjusted by (i) non-cash or non-operating items, which mainly include loss on fair value changes of financial liabilities designated at FVTPL of RMB248.7 million; and (ii) changes in working capital, which primarily consisted of (a) an increase in inventories of

RMB780.6 million, (b) an increase in trade and other payables of RMB285.5 million, (c) an increase in contract liabilities of RMB262.5 million, (d) an increase in prepayments and other receivables of RMB171.1 million.

In 2023, our net cash used in operating activities was RMB55.6 million, primarily due to loss before tax of RMB28.0 million, as adjusted by (i) non-cash or non-operating items, which mainly include loss on fair value changes of financial liabilities designated at FVTPL of RMB22.2 million; and (ii) changes in working capital, which primarily consisted of (a) an increase in inventories of RMB122.3 million, (b) an increase in trade and other payables of RMB86.4 million, and (c) an increase in contract liabilities of RMB44.6 million.

***Net Cash Used in Investing Activities***

Our cash used in investing activities primarily comprises (i) interest received; (ii) payments for purchase of property and equipment; (iii) purchase of financial assets at FVTPL; (iv) placement of restricted bank deposits; (v) withdrawal of restricted bank deposits; (vi) advances to related parties; (vii) repayments from related parties, and (viii) capital contribution to an associate.

For the four months ended April 30, 2026, our net cash generated from investing activities was RMB171.9 million, primarily attributable to (i) withdrawal of restricted bank deposits of RMB150.0 million; and (ii) proceeds from disposal of financial assets at FVTPL of RMB70.5 million.

In 2025, our net cash used in investing activities was RMB183.7 million, primarily attributable to (i) the placement of restricted bank deposits of RMB120.4 million, and (ii) purchase of financial assets at FVTPL of RMB70.0 million.

In 2024, our net cash used in investing activities was RMB31.0 million, primarily attributable to the placement of restricted bank deposits of RMB36.0 million, partially offset by repayments from related parties of RMB7.0 million.

In 2023, our net cash used in investing activities was RMB3.3 million, primarily attributable to the capital contribution to an associate of RMB3.0 million and advances to related parties of RMB1.3 million, partially offset by repayments from related parties of RMB1.3 million.

***Net Cash Generated from Financing Activities***

Our cash from financing activities primarily comprises (i) advances from related parties; (ii) repayments to related parties; (iii) proceeds from bank borrowings; (iv) repayment of bank borrowings; (v) proceeds from other borrowings; (vi) proceeds from issue of domestic shares; and (vii) proceeds from issue of shares with preferred rights.

For the four months ended April 30, 2026, our net cash generated from financing activities was RMB179.2 million, primarily due to proceeds from bank borrowings of RMB350.5 million, partially offset by repayment of bank borrowings of RMB160.1 million.

In 2025, our net cash generated from financing activities was RMB481.7 million, primarily due to (i) proceeds from bank borrowings of RMB764.6 million; (ii) proceeds from issue of domestic shares of RMB362.5 million, and (iii) advances from related parties of RMB223.1 million, partially offset by (i) repayment of bank borrowings of RMB579.3 million; and (ii) repayments to related parties of RMB254.7 million.

In 2024, our net cash from financing activities was RMB414.9 million, primarily attributable to (i) proceeds from bank borrowings of RMB249.0 million; (ii) proceeds from the issue of shares with preferred rights of RMB215.0 million; and (iii) advances from related parties of RMB82.4 million, partially offset by (i) repayment of bank borrowings of RMB85.6 million and (ii) repayments to related parties of RMB50.8 million.

In 2023, our net cash from financing activities was RMB58.1 million, primarily attributable to proceeds from bank borrowings of RMB86.9 million, partially offset by repayment of bank borrowings of RMB25.9 million.

## WORKING CAPITAL SUFFICIENCY

Taking into account the financial resources available to us, including cash and cash equivalents, cash from operating activities, capital injections from [REDACTED] Investments, the estimated [REDACTED] from the [REDACTED] and bank borrowings, our Directors are of the view that we have sufficient working capital to meet our present requirements and requirements for the next 12 months from the date of this document.

## INDEBTEDNESS AND CONTINGENT LIABILITIES

### Indebtedness

During the Track Record Period, our indebtedness primarily consisted of (i) bank and other borrowings; and (ii) lease liabilities. The following table sets forth a breakdown of our indebtedness as of the dates indicated.

| | As of December 31, | | | As of April 30, | As of May 31, |
|---|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* *(Unaudited)* |
| **Current** | | | | | |
| Bank borrowings | 65,680 | 229,038 | 414,350 | 604,800 | 644,800 |
| Other borrowings | — | 20,990 | — | — | — |
| Lease liabilities | 906 | 2,545 | 4,802 | 1,956 | 1,963 |
| | **66,586** | **252,573** | **419,152** | **606,756** | **646,763** |
| **Non-current** | | | | | |
| Other borrowings | 10,978 | — | — | — | — |
| Lease liabilities | — | 6,831 | 5,005 | 4,343 | 4,178 |
| | **10,978** | **6,831** | **5,005** | **4,343** | **4,178** |
| **Total** | **77,564** | **259,404** | **424,157** | **611,099** | **650,941** |

### Bank and Other Borrowings

Our bank and other borrowings were mainly denominated in Renminbi and partially U.S. dollars, and were used to finance our business operations and general working capital requirements. The bank and other borrowings primarily bear interest at fixed interest rates. In 2023, 2024 and 2025 and for the four months ended April 30, 2026, the effective interest rates of our bank and other borrowings ranged from 0.05% to 4.35% per annum.

During the Track Record Period, we did not have any secured bank or other borrowings. All of our bank borrowings were unsecured and guaranteed by our Controlling Shareholder, Mr. Chen, amounting to RMB65.7 million, RMB219.0 million, RMB414.4 million, RMB604.8 million and RMB644.8 million as of December 31, 2023, 2024 and 2025, April 30, 2026 and May 31, 2026, respectively.

As of the Latest Practicable Date, there was no material restrictive covenant in our indebtedness which could significantly limit our ability to undertake additional debt or equity financing, nor was there any breach of covenant during the Track Record Period and up to the Latest Practicable Date. Furthermore, our Directors confirm that we did not experience any defaults in respect of bank or other borrowings, nor did we breach any covenant during the Track Record Period and up to the Latest Practicable Date. As of the Latest Practicable Date, except for bank and other borrowings, we did not have plans for other material external debt financing.

Additionally, our Directors confirm that, during the Track Record Period and up to the Latest Practicable Date, we encountered no material difficulties in obtaining credit facilities, nor did we experience any withdrawal of facilities or requests for early repayment. As of May 31, 2026, being the most recent practicable date for determining our indebtedness, we had unutilized committed credit facilities of RMB482.2 million.

Our Directors further confirm that there has been no material change in our indebtedness since April 30, 2026 and up to the Latest Practicable Date.

**Lease Liabilities**

Our lease liabilities primarily represent the amount to be paid by us as the lessee for the leases of our offices building.

The following table sets forth the carrying amount of our lease liabilities as of the dates indicated.

| | As of December 31, | | | As of April 30, | As of May 31, |
|---|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* *(Unaudited)* |
| Current portion | 906 | 2,545 | 4,802 | 1,956 | 1,963 |
| Non-current portion | — | 6,831 | 5,005 | 4,343 | 4,178 |
| **Total** | **906** | **9,376** | **9,807** | **6,299** | **6,141** |

Our lease liabilities increased substantially by approximately 944.4% from RMB0.9 million as of December 31, 2023 to RMB9.4 million as of December 31, 2024, primarily due to the commencement of a new lease for our office premises. Our lease liabilities remained relatively stable at RMB9.4 million and RMB9.8 million as of December 31, 2024 and 2025, respectively. Our lease liabilities decreased from RMB9.8 million as of December 31, 2025 to RMB6.3 million as of April 30, 2026, mainly as a result of the rental payments. Our lease liabilities remained relatively stable at RMB6.3 million and RMB6.1 million as of April 30, 2026 and May 31, 2026, respectively.

**Contingent Liabilities**

We did not have any material contingent liabilities as of December 31, 2023, 2024 and 2025, April 30, 2026 and May 31, 2026. As of May 31, 2026, being the latest practicable date for determining our indebtedness, we did not have any outstanding mortgages, charges, debentures, other issued debt capital, bank overdrafts, borrowings, liabilities under acceptance or other similar indebtedness, hire-purchase commitments, guarantees, or other material contingent liabilities.

## OFF-BALANCE SHEET ARRANGEMENTS

During the Track Record Period and up to the Latest Practicable Date, we did not have any material off-balance sheet commitments or arrangements.

## CAPITAL EXPENDITURES AND COMMITMENTS

### Capital Expenditures

During the Track Record Period, our capital expenditures consisted of purchase of property and equipment. The following table sets forth a breakdown of our capital expenditures for the periods indicated.

| | Year ended December 31, | | | Four months ended April 30, | |
|---|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* (*Unaudited*) | *RMB'000* |
| Payments for purchase of property and equipment | 493 | 594 | 450 | 17 | 10 |

Following the [REDACTED], we will continue to incur capital expenditures to grow our business. We intend to fund our planned capital expenditures through a combination of cash and cash equivalents, cash from operating activities, capital injections from [REDACTED] Investments, the estimated [REDACTED] from the [REDACTED], and bank borrowings.

Our actual capital expenditures may differ from the amounts set forth above due to various factors, including our future cash flows, financial condition and results of operations, economic conditions and changes in the regulatory environment globally. In addition, we may incur additional capital expenditures from time to time as we pursue new opportunities to expand our business.

## MATERIAL RELATED PARTY TRANSACTIONS

During the Track Record Period, we had amounts due from and borrowings from related parties, as well as lease arrangements with related parties, all of which were of non-trade nature.

Our Directors are of the opinion that all related party transactions during the Track Record Period were conducted on an arm's length basis. These transactions did not distort our results of operations or render our historical results unrepresentative of our future performance. For detailed information regarding our related party transactions, please refer to Note 34 in the Accountant's Report in Appendix I of this document.

We will not conduct non-trade related party transactions after the [REDACTED], except as in compliance with the Listing Rules.

### Lease Arrangements with Related Parties

We entered into a lease agreement with our Shareholder, Langfang State-owned Assets Services Co., Ltd., to lease certain properties used as office premises, pursuant to which the transaction amount were RMB129,000 in 2025 and RMB56,000 for the four months ended April 30, 2026.

In addition, we entered into a lease agreement with our associate, Beijing Yueshi Robot, to lease certain properties used as office premises, with transaction amounts of RMB246,000, RMB309,000 and RMB86,000 in 2024 and 2025 and for the four months ended April 30, 2026, respectively.

We expect the above lease arrangements with related parties will continue after the [REDACTED] as part of our ordinary business in compliance with the Listing Rules.

**Balances with Related Parties**

During the Track Record Period, we had amounts due from/to related parties. The following table sets forth a breakdown of our amounts due from/to related parties as of the dates indicated.

| | As of December 31, | | | As of April 30, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| **Amounts due from related parties** | | | | |
| ***Shareholders of our Company and its subsidiaries*** | | | | |
| — Shenzhen Mingkexin[(1)*] | 6,990 | 490 | — | — |
| — Yueshi Entrepreneurship | 2 | — | — | — |
| — Langfang State-owned Assets Service Co., Ltd.* (廊坊市國資資產服務有限公司) | — | — | 30[(2)] | 30 |
| ***Management personnel of our subsidiary*** | | | | |
| — Liu Xingliang (劉星亮) | — | 60 | 60 | — |
| — Zhao Donghui (趙東慧) | — | 1,001 | 1,000 | — |
| **Total** | **6,992** | **1,551** | **1,090** | **30** |
| **Amount due to related parties** | | | | |
| ***Shareholders of our Company and its subsidiaries*** | | | | |
| — Shenzhen Mingkexin[(1)*] | — | 620 | — | — |
| — Yueshi Entrepreneurship | — | 20,778 | — | — |
| — Mr. Chen | — | 10,000 | — | — |
| ***Management personnel of our subsidiary*** | | | | |
| — Li Jiabo (李家寶) | — | 242 | — | — |
| **Total** | **—** | **31,640** | **—** | **—** |

*Notes:*

(1) Shenzhen Mingkexin is our former Shareholder.

(2) As of December 31, 2025 and April 30, 2026, we had a lease deposit of RMB30,000 with Langfang State-owned Assets Service Co., Ltd in accordance with the relevant lease arrangement.

Balances with our related parties as of December 31, 2023, 2024 and 2025 and April 30, 2026 were non-trade in nature, unsecured, interest-free and repayable on demand. Except for the amount due from Langfang State-owned Assets Service Co., Ltd., which is expected to continue to be held in accordance with the relevant lease arrangement, all other balances with related parties had been fully settled as of the Latest Practicable Date.

### Other Borrowings from Related Parties

We obtained unsecured borrowings from VenturesLab Holdings Corporation, which is controlled by one of our Shareholders, at an interest rate of 0.05% per annum. The outstanding balances of such borrowings amounted to RMB11.0 million and RMB21.0 million as of December 31, 2023 and 2024, respectively. All such borrowings had been fully settled as of December 31, 2025.

## KEY FINANCIAL RATIOS

The following table sets forth certain of our key financial ratios as of the dates or for the periods indicated.

| | Year ended December 31, | | | Four months ended April 30, | |
|---|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2025 | 2026 |
| | | | | *(Unaudited)* | |
| **Profitability ratios** | | | | | |
| Gross profit margin[(1)] (%) | 1.8 | 2.7 | 2.8 | 3.7 | 2.6 |

| | As of December 31, | | | As of April 30, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 |
| **Liquidity ratios** | | | | |
| Current ratio[(2)] | 0.9x | 0.8x | 1.3x | 1.3x |
| Quick ratio[(3)] | 0.2x | 0.2x | 0.4x | 0.4x |

*Notes:*

(1) Gross profit margin equals gross profit divided by total revenue for the year/period.

(2) Current ratio is calculated based on total current assets divided by total current liabilities as of the end of the relevant year/period.

(3) Quick ratio is calculated based on total current assets less inventories divided by total current liabilities as of the end of the relevant year/period.

## FINANCIAL RISKS

We are exposed to a variety of financial risks, including currency risk, interest rate risk, credit risk and liquidity risk. We manage and monitor these exposures to ensure appropriate measures are implemented in a timely and effective manner. As of the Latest Practicable Date, we did not hedge or consider necessary to hedge any of these risks. For details, see Note 33 to the Accountants' Report set out in Appendix I to this document.

## DIVIDENDS AND DIVIDEND POLICY

We are incorporated under the laws of the PRC. Any dividend we pay will be made at the discretion of our Directors and may be based on a number of factors, including our future operations and earnings, capital requirements and surplus, general financial condition, contractual restrictions and other factors that our Directors may deem relevant. Our Shareholders in a general meeting may approve any declaration of dividends, which must not exceed the amount recommended by our Board.

Under the applicable PRC laws and regulations, a PRC incorporated company is required to set aside at least 10% of its after-tax profits each year, after making up previous years accumulated losses, if any, to contribute to certain statutory reserve funds until the aggregate amount contributed to such funds reaches 50% of its registered capital. The company may pay dividends out of after-tax profits after making up for accumulated losses and contributing to statutory reserve funds as mentioned above.

# FINANCIAL INFORMATION

As our Company had accumulated losses during the Track Record Period, it did not have distributable profits under PRC GAAP. Accordingly, our PRC Legal Advisors are of the view that our Company was not permitted to declare or pay dividends during the Track Record Period. No dividend has been proposed, paid or declared by our Company or by any of the subsidiaries of our Group during the Track Record Period. We do not currently have a formal dividend policy and any fixed dividend pay-out ratio.

## DISTRIBUTABLE RESERVE

As of April 30, 2026, we did not have any distributable reserve.

## [REDACTED] EXPENSES

The estimated total [REDACTED] expenses (based on the mid-point of our indicative [REDACTED] range for the [REDACTED] and assuming that the [REDACTED] is not exercised) for the [REDACTED] are approximately RMB[REDACTED] (HK$[REDACTED]), including (i) [REDACTED] commissions, SFC transaction levy, Stock Exchange trading fees and AFRC transaction levy for all [REDACTED] of approximately HK$[REDACTED]; and (ii) non-[REDACTED] related expenses of approximately HK$[REDACTED], which consist of (a) fees and expenses of legal advisors and Reporting Accountants of approximately HK$[REDACTED]; and (b) sponsor fee and other fees and expenses of approximately HK$[REDACTED], representing approximately [REDACTED]% of the gross [REDACTED] of the [REDACTED] based on the same assumptions.

During the Track Record Period, we incurred [REDACTED] expenses of RMB[REDACTED], of which RMB[REDACTED] were charged to the consolidated statements of profit or loss and other comprehensive income as administrative expenses and RMB[REDACTED] will be deducted from equity upon the [REDACTED]. We expect to incur [REDACTED] expenses of approximately RMB[REDACTED] (HK$[REDACTED]) as administrative expenses and approximately RMB[REDACTED] (HK$[REDACTED]) as a deduction in equity directly upon the [REDACTED].

The [REDACTED] expenses above are the latest practicable estimate for reference only, and the actual amount may differ from this estimate.

## UNAUDITED [REDACTED] ADJUSTED NET TANGIBLE ASSETS

See "Appendix II — Unaudited [REDACTED] Financial Information" for our unaudited [REDACTED] adjusted consolidated net tangible assets per Share.

## NO MATERIAL ADVERSE CHANGE

Our Directors confirm that, up to the date of this document, there had been no material adverse changes in our business, financial condition and results of operations since April 30, 2026, being the end date of our latest consolidated financial statements as set out in the Accountants' Report in Appendix I to this document.

## DISCLOSURE REQUIRED UNDER THE LISTING RULES

Our Directors confirm that, as of the Latest Practicable Date, there were no circumstances that would give rise to a disclosure requirement under Rules 13.13 to 13.19 in Chapter 13 of the Listing Rules upon the [REDACTED] of the Shares on the Stock Exchange.

# FUTURE PLANS AND USE OF [REDACTED]

## FUTURE PLANS

See "Business — Our Business Strategies" for a detailed description of our future plans.

## USE OF [REDACTED]

We estimate the [REDACTED] of the [REDACTED] which we will receive, assuming an [REDACTED] of HK$[REDACTED] per [REDACTED] (being the mid-end of the [REDACTED] range stated in this document), will be approximately HK$[REDACTED], after deduction of [REDACTED] fees and [REDACTED] and estimated expenses payable by us in connection with the [REDACTED] and assuming the [REDACTED] is not exercised.

In line with our business strategies, we intend to use the [REDACTED] of the [REDACTED] for the following purposes:

- approximately [REDACTED]% (or HK$[REDACTED]) will be used to expand the overseas footprint of our cold chain agricultural product sales business and digital and intelligent cold chain integrated solutions. In particular:

  (i) approximately [REDACTED]% (or HK$[REDACTED]) will be used to expand our cold chain agricultural product sales business to selected overseas markets, with a strategic focus on developing our "*Yueshi Selected*" branded products through closer collaboration with upstream overseas suppliers. Through this initiative, we intend to establish a proprietary cold chain agricultural product brand system under the "*Yueshi Selected*" brand, whereby products sourced directly from designated origin regions will be supplied directly to selected overseas markets, including Southeast Asia, North America and Europe.

  During the initial pilot stage, we intend to prioritize the promotion of the "*Yueshi Selected*" brand in Southeast Asia and progressively implement the plan through the following key steps: (a) conducting preliminary market research to identify suitable overseas markets, assess local consumer demand and analyze market characteristics; (b) based on the results of such market research, initially focusing on product categories with strong local demand and in which we already possess relevant trading experience, such as beef products, and gradually expanding into additional product categories as the business scales; (c) strengthening cooperation with upstream source suppliers through longer-term framework supply arrangements, joint product development, co-branded packaging and other commercial cooperation models, with a view to enhancing supply stability and developing differentiated branded products; (d) establishing local sales, marketing and customer service teams and developing distribution channels to support the direct-from-origin supply model and facilitate localized operations in overseas markets; and (e) carrying out brand positioning and marketing activities to enhance the overseas recognition of the "*Yueshi Selected*" brand and cultivate long-term customer loyalty.

The following table sets forth the timeframe of [REDACTED] utilization for the promotion of "*Yueshi Selected*" brand in overseas markets:

| | Year ending December 31, | | |
|---|---|---|---|
| | 2027 | 2028 | 2029 |
| | *(HKD in [REDACTED])* | | |
| Preliminary market research | [REDACTED] | [REDACTED] | [REDACTED] |
| Product development and branding | [REDACTED] | [REDACTED] | [REDACTED] |
| Supplier cooperation arrangement | [REDACTED] | [REDACTED] | [REDACTED] |
| Marketing, sales and operational support | [REDACTED] | [REDACTED] | [REDACTED] |
| **Total [REDACTED]** | **[REDACTED]** | **[REDACTED]** | **[REDACTED]** |

The [REDACTED] allocated to supplier cooperation arrangements will primarily be used to deepen our cooperation with selected upstream overseas suppliers with whom we already maintain trading relationships or intend to establish strategic partnerships. Such cooperation may include entering into longer-term framework supply arrangements, conducting joint product development, developing co-branded packaging and carrying out supplier qualification assessments and product quality inspections. These initiatives are intended to strengthen our direct sourcing relationships with overseas suppliers, enhance supply stability and product traceability, and support the development of differentiated products under the "*Yueshi Selected*" brand.

Our Directors believe that the overseas expansion plan is commercially feasible and achievable. We intend to prioritize selected Southeast Asian markets during the initial pilot stage, which we believe are attractive due to their growing demand for imported cold chain agricultural products, relatively mature cold chain infrastructure and geographic proximity to the PRC. In addition, we already maintain trading relationships with suppliers and business partners in certain Southeast Asian countries, which provide us with market insights and operational experience that can facilitate our initial market entry and expansion. Furthermore, our overseas expansion strategy will initially focus on product categories and sourcing regions with which we already have substantial trading experience, such as beef products sourced from South America and fruits sourced from Southeast Asia. We intend to leverage our existing supplier resources, procurement capabilities and industry know-how to reduce execution risks associated with entering overseas markets.

As a new entrant in the relevant overseas markets, we do not intend to compete solely on price or pursue rapid large-scale expansion. Instead, we plan to initially target selected customer groups and product categories where demand for high-quality and traceable cold chain agricultural products is strong. By leveraging our direct-from-origin supply model, closer cooperation with upstream suppliers and the "*Yueshi Selected*" brand, we seek to differentiate ourselves through product quality, supply stability and traceability. We also intend to adopt a phased approach by initially launching pilot projects in selected markets and progressively expanding our product offerings and market coverage based on market response and operational experience. Our digital and intelligent cold chain integrated solutions, including our capabilities in demand forecasting, supply chain coordination and inventory management, are expected to support the efficient operation of our overseas business.

We believe that the promotion of the "*Yueshi Selected*" brand in overseas markets will enhance our gross margin potential through proprietary branded products, improve product quality consistency and traceability, strengthen customer retention and supply stability, and optimize working capital management through deeper cooperation with upstream suppliers. This initiative is also expected to diversify our revenue streams beyond the PRC market and create cross-selling opportunities for our "*Yueshi Selected*" branded products and digital and intelligent cold chain integrated solutions;

(ii) approximately [REDACTED]% (or HK$[REDACTED]) will be allocated to expanding the overseas footprint of our digital and intelligent cold chain integrated solutions. This initiative will primarily focus on deploying our solutions in selected overseas markets where we already maintain established commercial relationships, with Southeast Asia expected to be the initial focus region.

Under this initiative, we plan to: (a) conduct preliminary assessments of overseas warehousing resources at key agricultural product circulation nodes, including on-site evaluations, third-party due diligence, legal and compliance assessments, and negotiation of framework cooperation arrangements; (b) enhance the international adaptability of our solutions through modular upgrades, including multilingual functionality, integration with local warehouse management systems, and adaptation to local operational and regulatory requirements, to support scalable overseas deployment; (c) deploy our solutions at selected overseas warehousing facilities as pilot and demonstration projects to validate system applicability, operational integration and execution effectiveness; and (d) progressively expand deployment to additional circulation nodes and, where appropriate, origin-based consolidation warehouses, subject to pilot results and commercial feasibility.

In addition, we plan to establish localized technical support and customer service capabilities, including local team set up, personnel training and compliance support, to facilitate the localized implementation and operation of our solutions.

The following table sets forth the timeframe of [REDACTED] utilization for expansion of our digital and intelligent cold chain integrated solutions:

| | **Year ending December 31,** | | |
|---|---|---|---|
| | **2027** | **2028** | **2029** |
| | *(HKD in [REDACTED])* | | |
| Preliminary assessment | [REDACTED] | [REDACTED] | [REDACTED] |
| Modular upgrades | [REDACTED] | [REDACTED] | [REDACTED] |
| Technical support and customer service | [REDACTED] | [REDACTED] | [REDACTED] |
| **Total [REDACTED]** | **[REDACTED]** | **[REDACTED]** | **[REDACTED]** |

We believe this initiative will strengthen our overseas operational capabilities and enhance the international scalability of our digital and intelligent cold chain integrated solutions. It is also expected to deepen our relationships with overseas supply chain participants, support cross-border cold chain circulation, create cross-selling opportunities with our cold chain agricultural product sales business and "Yueshi Selected" branded products, and diversify our revenue sources geographically;

- approximately [REDACTED]% (or HK$[REDACTED]) will be used to deepen the penetration of our cold chain agricultural product sales business in the domestic market. In particular:

  (i) approximately [REDACTED]% (or HK$[REDACTED]) will be used for diversification of imported cold chain agricultural product offerings. Leveraging the data analytics capabilities of the *Yueshi Intelligent Cold Chain Cloud Platform*, we will identify high-potential product categories based on historical transaction data, customer procurement behavior and regional demand characteristics, and conduct pilot procurement in controlled volumes to validate market acceptance, supply chain feasibility and inventory risk before progressively scaling up commercially viable categories.

  We intend to apply these [REDACTED] to expand and optimize our imported cold chain agricultural product portfolio through a phased approach: (a) identifying high-potential product categories using data analytics, and conducting pilot procurement, including system enhancement and initial inventory and logistics support; (b) establishing and strengthening direct sourcing relationships with overseas primary suppliers through supplier identification, on-site inspections, qualification, certification, and contractual arrangements; and (c) scaling up procurement of validated product categories, such as frozen beef and beef by-products, frozen seafood and aquatic products, and tropical fruits and frozen fruit pulp, and expanding distribution across customer network. We also intend to source and distribute new product categories in the Chinese Mainland, including lamb and fruits from Chile, as well as fish from Peru, Oman and Spain. In addition, we will allocate certain [REDACTED] to support supply chain stability through foreign exchange risk management, cross-border trade insurance, and ongoing compliance and certification.

  The following table sets forth the timeframe of [REDACTED] utilization for diversification of imported cold chain agricultural product offerings:

| | Year ending December 31, | | |
|---|---|---|---|
| | **2027** | **2028** | **2029** |
| | *(HKD in [REDACTED])* | | |
| Product selection and pilot procurement | [REDACTED] | [REDACTED] | [REDACTED] |
| Direct sourcing relationship development | [REDACTED] | [REDACTED] | [REDACTED] |
| Scaling of procurement and distribution | [REDACTED] | [REDACTED] | [REDACTED] |
| Supply chain risk management and operational support | [REDACTED] | [REDACTED] | [REDACTED] |
| **Total [REDACTED]** | **[REDACTED]** | **[REDACTED]** | **[REDACTED]** |

  (ii) approximately [REDACTED]% (or HK$[REDACTED]) of the [REDACTED] will be used to develop and promote the "*Yueshi Selected*" branded product portfolio in the Chinese Mainland market. Unlike our overseas expansion initiative, which focuses on establishing localized overseas operations and direct-from-origin supply capabilities in selected overseas markets, this domestic initiative will primarily focus on product development, supplier integration, brand promotion and domestic channel expansion within the Chinese Mainland market.

Under this initiative, we intend to selectively develop "*Yueshi Selected*" branded products from both our imported and domestically sourced product portfolio by identifying product categories and SKUs that meet our standards for quality, consistency and traceability. Such products will then be progressively launched in the Chinese Mainland market under the "*Yueshi Selected*" brand.

At the same time, we plan to strengthen cooperation with selected domestic upstream agricultural producers and suppliers to improve product standardization, quality control and traceability. In particular, we intend to establish "*Yueshi Selected*" brand demonstration bases in selected regions within the Chinese Mainland and, where appropriate, enter into longer-term cooperation arrangements with qualified domestic suppliers to secure stable access to quality supply. Certain "*Yueshi Selected*" branded products developed under our overseas sourcing initiative may also be introduced into the Chinese Mainland market as part of the domestic branded product portfolio.

In addition, we intend to enhance the domestic market recognition of the "*Yueshi Selected*" brand through participation in industry events, targeted customer engagement activities and closer cooperation with domestic distributors and cold chain circulation participants. Through these efforts, we aim to expand customer coverage, improve sales execution efficiency, strengthen customer loyalty and support the scalable growth of our domestic cold chain agricultural product sales business.

The establishment of the "*Yueshi Selected*" proprietary brand is an important component of our long-term growth strategy in both the Chinese Mainland and overseas markets. Through proprietary branding, we aim to enhance product differentiation, strengthen customer recognition and loyalty, deepen cooperation with upstream suppliers and develop differentiated products tailored to customer preferences. In the Chinese Mainland, we intend to leverage our existing customer base to promote branded products through cross-selling and expand into customer segments with higher requirements for product standardization and traceability. In overseas markets, we seek to establish a direct-from-origin supply model and gradually build the recognition of the "*Yueshi Selected*" brand.

Compared with traditional trading activities, proprietary branded products are expected to provide greater gross margin potential by enabling us to capture additional value through branding, product standardization and closer integration with upstream suppliers. In addition, we believe that product standardization, quality consistency and traceability will strengthen customer retention and support more stable revenue generation. The development and promotion of the "*Yueshi Selected*" brand may result in additional costs, including expenses relating to branding and marketing activities, supplier cooperation arrangements, product development and quality control, which may increase our operating expenses and working capital requirements in the short term. However, we believe that, as our branded product portfolio expands, such investments will be supported by enhanced gross profit generation, improved customer retention and more stable procurement arrangements.

The development of the "*Yueshi Selected*" brand may also expose us to additional business and operational risks, including risks relating to market acceptance, brand development, product quality consistency and overseas expansion. For details, see "Risk Factors — Risks Relating to Our Business and Industry — If we are unable to manage our expansion effectively or successfully implement our future plans, our business prospects and results of operations may be materially and adversely affected."

- approximately [REDACTED]% (or HK$[REDACTED]) will be used to continuously strengthen our research and development capabilities and further enhance the systems and tools supporting the sale of cold chain agricultural products. In particular:

  (i) *Enhancing data-driven sales forecasting and pricing decision support*. We plan to further develop industry-specific AI models tailored to cold chain agricultural product sales. These models are intended to integrate multiple categories of data, including historical transaction records, seasonality patterns, regional consumption characteristics and relevant external factors, to improve the accuracy of downstream demand forecasting. Building on enhanced forecasting capabilities, we plan to develop pricing decision-support tools that dynamically reflect market conditions, inventory status and supply constraints, thereby supporting more disciplined pricing strategies; and

  (ii) *Strengthening intelligent coordination and execution capabilities across sales fulfilment*. We plan to further develop intelligent coordination and scheduling capabilities within our digital and intelligent cold chain integrated solutions to improve coordination across order allocation, warehouse picking, transportation scheduling and delivery time estimation of sales activities. In addition, we plan to enhance data collection and processing capabilities across key circulation links, enabling more timely tracking, monitoring and analysis of operational data throughout the sales process;

- approximately [REDACTED]% (or HK$[REDACTED]) will be used for strategic investments and acquisitions. Our prospective targets may include (i) domestic regional cold chain agricultural product wholesalers or trading companies in the PRC with established market presence and localized distribution capabilities; (ii) overseas cold chain agricultural product wholesalers or trading companies, primarily in Southeast Asia and the Middle East, with mature sourcing and distribution networks; and (iii) qualified domestic or overseas slaughter houses with stable production capacity and established positions in core product categories. Our selection criteria include both quantitative and qualitative factors. In terms of scale, we generally target wholesalers or trading companies with annual revenue ranging from approximately RMB30.0 million to RMB80.0 million, and slaughter houses with annual revenue or production capacity typically not less than RMB50.0 million. From a financial perspective, we prioritize targets with stable operating performance, including net profit margins generally in the range of 5% to 10%, leverage levels not exceeding industry norms and a track record of positive cash flows. In addition, we focus on targets with established operations, typically with more than five years of operating history, stable customer bases and supply networks, and regional presence in key agricultural production or distribution areas. According to Frost & Sullivan, over hundreds of potential targets in the market currently meet our preliminary screening criteria.

  We intend to adopt flexible investment structures depending on the nature of the target and strategic objectives. For upstream or core production assets, we may pursue controlling acquisitions to enhance supply chain integration and strengthen upstream capabilities. For wholesalers or trading companies or complementary businesses, we may adopt minority investments to achieve strategic collaboration while maintaining operational flexibility. As of the Latest Practicable Date, we had not identified any definite acquisition targets, nor had we entered into any substantive commercial negotiations, memoranda of understanding, letters of intent, or binding agreements in connection with any potential acquisitions; and

- approximately [REDACTED]% (or HK$[REDACTED]) will be used for working capital and general corporate purposes.

# FUTURE PLANS AND USE OF [REDACTED]

If the [REDACTED] is fixed at HK$[REDACTED] per [REDACTED] (being the high-end of the [REDACTED] range stated in this document) and assuming the [REDACTED] is not exercised, we will receive additional [REDACTED] of approximately HK$[REDACTED]. If the [REDACTED] is fixed at HK$[REDACTED] per [REDACTED] (being the low-end of the [REDACTED] range stated in this document) and assuming the [REDACTED] is not exercised, the [REDACTED] will be reduced by approximately HK$[REDACTED]. To the extent our [REDACTED] are either more or less than expected, we will adjust our allocation of the [REDACTED] for the above purposes on a pro-rata basis.

The additional [REDACTED] that we would receive if the [REDACTED] were exercised in full would be (i) HK$[REDACTED] (assuming an [REDACTED] of HK$[REDACTED] per [REDACTED], being the high-end of the [REDACTED] range stated in this document), (ii) HK$[REDACTED] (assuming an [REDACTED] of HK$[REDACTED] per [REDACTED], being the mid-end of the [REDACTED] range stated in this document), and (iii) HK$[REDACTED] (assuming an [REDACTED] of HK$[REDACTED] per [REDACTED], being the low-end of the [REDACTED] range stated in this document). Additional [REDACTED] received due to the exercise of any [REDACTED] will be used for the above purpose accordingly on a pro-rata basis in the event that the [REDACTED] is exercised.

To the extent that the [REDACTED] are not immediately applied to the above purposes and to the extent permitted by applicable laws and regulations, we will only place the [REDACTED] from the [REDACTED] which are not immediately required for the disclosed purpose in short-term interest-bearing accounts at licensed banks and/or authorized financial institutions (as defined under the Securities and Future Ordinance or applicable laws and regulations in other jurisdictions). We will make an appropriate announcement if there is any change to the proposed use of [REDACTED] above or if any amount of the [REDACTED] will be used for general corporate purposes.

## [REDACTED]

[REDACTED]

## [REDACTED]

[REDACTED]

## [REDACTED]

[REDACTED]

## [REDACTED]

[REDACTED]

## [REDACTED]

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[REDACTED]

## [REDACTED]

[REDACTED]

# STRUCTURE OF THE [REDACTED]

[REDACTED]

# STRUCTURE OF THE [REDACTED]

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# HOW TO APPLY FOR [REDACTED]

[REDACTED]

*The following is the text of a report received from the Company's reporting accountants, SHINEWING (HK) CPA Limited, Certified Public Accountants, Hong Kong, for the purpose of incorporation in this document.*

**ACCOUNTANTS' REPORT ON HISTORICAL FINANCIAL INFORMATION TO THE DIRECTORS OF SHENZHEN YUESHI HOLDING CO., LTD. AND SHENWAN HONGYUAN CAPITAL (H.K.) LIMITED**

**Introduction**

We report on the historical financial information of Shenzhen Yueshi Holding Co., Ltd. (深圳粵十控股股份有限公司) (formerly know as Shenzhen Yueshi Digital Intelligence Co., Ltd. 深圳粵十數智股份有限公司 and 深圳粵十互聯網科技有限公司) (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 of the Group as at December 31, 2023, 2024 and 2025 and April 30, 2026, the statements of financial position of the Company as at December 31, 2023, 2024 and 2025 and April 30, 2026, and the consolidated statements of profit or loss and other comprehensive income, the consolidated statements of changes in equity and the consolidated statements of cash flows of the Group for each of the three years ended December 31, 2025 and four months ended April 30, 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 [REDACTED] (the "**Document**") in connection with the initial [REDACTED] of H Shares of the Company on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

**Directors' responsibility for the Historical Financial Information**

The directors of the Company are responsible for the preparation of the Historical Financial Information that gives a true and fair view in accordance with the basis of preparation set out in Note 1 to the Historical Financial Information, and for such internal control as the directors of the Company determine is necessary to enable the preparation of the Historical Financial Information that is free from material misstatement, whether due to fraud or error.

**Reporting accountants' responsibility**

Our responsibility is to express an opinion on the Historical Financial Information and to report our opinion to you. We conducted our work in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 200 "Accountants' Reports on Historical Financial Information in Investment Circulars" issued by the Hong Kong Institute of Certified Public Accountants (the "**HKICPA**"). This standard requires that we comply with ethical standards and plan and perform our work to obtain reasonable assurance about whether the Historical Financial Information is free from material misstatement.

Our work involved performing procedures to obtain evidence about the amounts and disclosures in the Historical Financial Information. The procedures selected depend on the reporting accountants' judgement, including the assessment of risks of material misstatement of the Historical Financial Information, whether due to fraud or error. In making those risk assessments, the reporting accountants consider internal control relevant to the entity's preparation of Historical Financial Information that gives a true and fair view in accordance with the basis of preparation set out in Note 1 to the Historical Financial Information in order to design procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Our work also included evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors of the Company, 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 accountants' report, a true and fair view of the Group's financial position as at December 31, 2023, 2024 and 2025 and April 30, 2026, of the Company's financial position as at December 31, 2023, 2024 and 2025 and April 30, 2026, and of the Group's financial performance and cash flows for the Track Record Period in accordance with the basis of preparation set out in Note 1 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 statements of profit or loss and other comprehensive income, the consolidated statements of changes in equity and the consolidated statements of cash flows of the Group for the four months ended April 30, 2025 and other explanatory information (the "**Stub Period Comparative Financial Information**").

The directors of the Company are responsible for the preparation of the Stub Period Comparative Financial Information in accordance with the basis of preparation set out in Note 1 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 Hong Kong Standard on Review Engagements 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity issued by the HKICPA. 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 Hong Kong Standards on Auditing issued by the HKICPA 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 1 to the Historical Financial Information.

**Report on matters under the Rules Governing the Listing of Securities on the Stock Exchange and the Companies (Winding Up and Miscellaneous Provisions) Ordinance**

***Adjustments***

In preparing the Historical Financial Information, no adjustments to the Underlying Financial Statements as defined on page I-[4] have been made.

***Dividends***

We refer to Note 13 to the Historical Financial Information which states that no dividends have been paid by the Company in respect of the Track Record Period.

**SHINEWING (HK) CPA Limited**
*Certified Public Accountants*
[ • ]
Practising Certificate Number: [ • ]

Hong Kong
[REDACTED]

## 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 accountants' report.

The consolidated financial statements of the Group for the Track Record Period, on which the Historical Financial Information is based, have been prepared in accordance with the accounting policies which conform with IFRS Accounting Standards issued by International Accounting Standards Board (the "**IASB**") and were audited by us in accordance with International Standards on Auditing issued by International Auditing and Assurance Standards Board ("**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 PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

| | | Year ended December 31, | | | Four months ended April 30, | |
|---|---|---|---|---|---|---|
| | | 2023 | 2024 | 2025 | 2025 | 2026 |
| | *NOTES* | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* (unaudited) | *RMB'000* |
| Revenue | 5 | 1,254,142 | 2,980,574 | 5,936,614 | 1,486,125 | 2,805,341 |
| Cost of sales | | (1,231,366) | (2,899,585) | (5,767,998) | (1,431,439) | (2,732,351) |
| Gross profit | | 22,776 | 80,989 | 168,616 | 54,686 | 72,990 |
| Other income | 6 | 1,383 | 1,667 | 2,116 | 153 | 393 |
| Other gains and losses | 7 | 921 | (6,764) | (16,047) | (11,280) | 13,418 |
| Selling and marketing expenses | | (4,473) | (3,785) | (7,915) | (1,307) | (4,029) |
| Administrative expenses | | (7,553) | (14,385) | (29,390) | (4,961) | (20,101) |
| Research and development expenses | | (14,577) | (16,376) | (16,661) | (5,352) | (6,395) |
| Impairment losses under expected credit loss ("**ECL**") model, net of reversal | 8 | (2,218) | 55 | (1,076) | 309 | (1,705) |
| Share of results of an associate | | (930) | (770) | 154 | (753) | (362) |
| Finance costs | 9 | (1,138) | (4,700) | (13,049) | (3,469) | (5,123) |
| Changes in fair value of financial liabilities designated at fair value through profit or loss ("**FVTPL**") | 28 | (22,223) | (248,720) | (1,832,942) | (339,543) | — |
| (Loss) profit before tax | 10 | (28,032) | (212,789) | (1,746,194) | (311,517) | 49,086 |
| Income tax expense | 11 | (234) | (6,240) | (18,031) | (5,927) | (13,204) |
| (Loss) profit and total comprehensive (expense) income for the year/period | | (28,266) | (219,029) | (1,764,225) | (317,444) | 35,882 |
| (Loss) profit and total comprehensive (expense) profit for the year/period attributable to: | | | | | | |
| — Owners of the company | | (28,266) | (218,981) | (1,763,860) | (317,167) | 35,894 |
| — Non-controlling interests | | — | (48) | (365) | (277) | (12) |
| | | (28,266) | (219,029) | (1,764,225) | (317,444) | 35,882 |
| (Loss) earnings per share | | | | | | |
| — Basic and diluted (RMB) | 14 | (2.42) | (18.01) | (152.83) | (27.65) | 1.76 |

## CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

| | | As at December 31, | | | As at April 30, |
|---|---|---|---|---|---|
| | | 2023 | 2024 | 2025 | 2026 |
| | *NOTES* | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| **NON-CURRENT ASSETS** | | | | | |
| Property and equipment | 15 | 759 | 845 | 931 | 796 |
| Right-of-use assets | 16 | 691 | 8,552 | 6,748 | 6,088 |
| Investments accounted for using the equity method | 17 | 4,178 | 15,565 | 19,540 | 19,178 |
| Restricted bank deposits | 23 | — | 30,000 | 100,000 | — |
| Deferred tax assets | 18 | 183 | 247 | 826 | 838 |
| | | 5,811 | 55,209 | 128,045 | 26,900 |
| **CURRENT ASSETS** | | | | | |
| Inventories | 19 | 257,515 | 1,038,111 | 2,158,461 | 2,476,888 |
| Trade receivables | 20 | 32,017 | 3,316 | 71,063 | 58,452 |
| Prepayments and other receivables | 21 | 41,755 | 190,251 | 369,273 | 521,054 |
| Value-added tax recoverable | | 481 | 17,807 | 91,000 | 74,131 |
| Financial assets at FVTPL | 22 | — | — | 70,159 | 50,054 |
| Restricted bank deposits | 23 | — | 6,000 | 50,000 | — |
| Cash and cash equivalents | 23 | 23,758 | 64,295 | 269,074 | 305,508 |
| | | 355,526 | 1,319,780 | 3,079,030 | 3,486,087 |
| **CURRENT LIABILITIES** | | | | | |
| Trade and other payables | 24 | 143,260 | 460,437 | 309,037 | 440,029 |
| Tax payables | | 336 | 6,640 | 6,046 | 7,051 |
| Bank and other borrowings | 25 | 65,680 | 250,028 | 414,350 | 604,800 |
| Lease liabilities | 26 | 906 | 2,545 | 4,802 | 1,956 |
| Contract liabilities | 27 | 77,925 | 340,415 | 1,728,525 | 1,679,616 |
| Financial liabilities designated at FVTPL | 28 | 104,880 | 582,101 | — | — |
| | | 392,987 | 1,642,166 | 2,462,760 | 2,733,452 |
| **NET CURRENT (LIABILITIES) ASSETS** | | (37,461) | (322,386) | 616,270 | 752,635 |
| **TOTAL ASSETS LESS CURRENT LIABILITIES** | | (31,650) | (267,177) | 744,315 | 779,535 |
| **NON-CURRENT LIABILITIES** | | | | | |
| Other borrowings | 25 | 10,978 | — | — | — |
| Lease liabilities | 26 | — | 6,831 | 5,005 | 4,343 |
| | | 10,978 | 6,831 | 5,005 | 4,343 |
| **NET (LIABILITIES) ASSETS** | | (42,628) | (274,008) | 739,310 | 775,192 |

| | | As at December 31, | | | As at April 30, |
|---|---|---|---|---|---|
| | | 2023 | 2024 | 2025 | 2026 |
| | *NOTES* | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| **CAPITAL AND RESERVES** | | | | | |
| Share capital | 29 | — | — | 20,429 | 20,429 |
| Paid-in capital | 29 | 10,447 | 13,812 | — | — |
| Reserves | | (53,075) | (287,772) | 719,294 | 755,188 |
| Equity attributable to owners of the Company | | (42,628) | (273,960) | 739,723 | 775,617 |
| Non-controlling interests | | — | (48) | (413) | (425) |
| **TOTAL (DEFICIT) EQUITY** | | (42,628) | (274,008) | 739,310 | 775,192 |

## STATEMENTS OF FINANCIAL POSITION OF THE COMPANY

| | | As at December 31, | | | As at April 30, |
|---|---|---|---|---|---|
| | | 2023 | 2024 | 2025 | 2026 |
| | *NOTES* | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| **NON-CURRENT ASSETS** | | | | | |
| Investments in subsidiaries | 36 | 7,360 | 107,360 | 107,360 | 107,360 |
| Investments accounted for using the equity method | 17 | 4,178 | 15,565 | 19,540 | 19,178 |
| | | 11,538 | 122,925 | 126,900 | 126,538 |
| **CURRENT ASSETS** | | | | | |
| Other receivables | 21 | 81,380 | 197,719 | 516,818 | 528,488 |
| Value-added tax recoverable | | 8 | 276 | 20 | 20 |
| Cash and cash equivalents | 23 | 1,949 | 946 | 24,434 | 14,361 |
| | | 83,337 | 198,941 | 541,272 | 542,869 |
| **CURRENT LIABILITIES** | | | | | |
| Other payables | 24 | 10,800 | 468 | 238 | 7,738 |
| Other borrowings | 25 | — | 20,990 | — | — |
| Financial liabilities designated at FVTPL | 28 | 104,880 | 582,101 | — | — |
| | | 115,680 | 603,559 | 238 | 7,738 |
| **NET CURRENT (LIABILITIES) ASSETS** | | (32,343) | (404,618) | 541,034 | 535,131 |
| **TOTAL ASSETS LESS CURRENT (LIABILITIES) ASSETS** | | (20,805) | (281,693) | 667,934 | 661,669 |
| **NON-CURRENT LIABILITY** | | | | | |
| Other borrowings | 25 | 10,978 | — | — | — |
| **NET (LIABILITIES) ASSETS** | | (31,783) | (281,693) | 667,934 | 661,669 |
| **CAPITAL AND RESERVES** | | | | | |
| Share capital | 29 | — | — | 20,429 | 20,429 |
| Paid-in capital | 29 | 10,447 | 13,812 | — | — |
| Reserves | 37 | (42,230) | (295,505) | 647,505 | 641,240 |
| **TOTAL (DEFICIT) EQUITY** | | (31,783) | (281,693) | 667,934 | 661,669 |

## CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

### Years ended December 31, 2023, 2024 and 2025 and the four months ended April 30, 2026

| | Attributable to owners of the Company | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Share capital | Paid-in capital | Capital reserve | Other reserve | Accumulated losses | Subtotal | Non-controlling interests | Total |
| | *RMB'000* | *RMB'000 (Note i)* | *RMB'000 (Note ii)* | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| As at January 1, 2023 | — | 10,447 | 61,603 | (65,000) | (21,412) | (14,362) | — | (14,362) |
| Loss and total comprehensive expense for the year | — | — | — | — | (28,266) | (28,266) | — | (28,266) |
| As at December 31, 2023 | — | 10,447 | 61,603 | (65,000) | (49,678) | (42,628) | — | (42,628) |
| Loss and total comprehensive expense for the year | — | — | — | — | (218,981) | (218,981) | (48) | (219,029) |
| Issue of domestic shares | — | 1,150 | — | — | — | 1,150 | — | 1,150 |
| Issue of shares with preferred rights | — | 2,215 | 212,785 | — | — | 215,000 | — | 215,000 |
| Recognition of financial liabilities designated at FVTPL *(note 28)* | — | — | — | (228,501) | — | (228,501) | — | (228,501) |
| As at December 31, 2024 | — | 13,812 | 274,388 | (293,501) | (268,659) | (273,960) | (48) | (274,008) |
| Loss and total comprehensive expense for the year | — | — | — | — | (1,763,860) | (1,763,860) | (365) | (1,764,225) |
| Issue of shares with preferred rights | 429 | 1,767 | 360,304 | — | — | 362,500 | — | 362,500 |
| Conversion of the company from a limited liability company to a joint stock limited company | 20,000 | (15,579) | (5,157) | — | 736 | — | — | — |
| Recognition of financial liabilities designated at FVTPL *(note 28)* | — | — | — | (572,686) | — | (572,686) | — | (572,686) |
| Reclassification of financial liabilities designated at FVTPL to equity | — | — | — | 2,987,729 | — | 2,987,729 | — | 2,987,729 |
| As at December 31, 2025 | 20,429 | — | 629,535 | 2,121,542 | (2,031,783) | 739,723 | (413) | 739,310 |
| Profit and total comprehensive income for the period | — | — | — | — | 35,894 | 35,894 | (12) | 35,882 |
| As at April 30, 2026 | 20,429 | — | 629,535 | 2,121,542 | (1,995,889) | 775,617 | (425) | 775,192 |
| As at January 1, 2025 | — | 13,812 | 274,388 | (293,501) | (268,659) | (273,960) | (48) | (274,008) |
| Loss and total comprehensive expense for the period (unaudited) | — | — | — | — | (317,167) | (317,167) | (277) | (317,444) |
| Issue of shares with preferred rights (unaudited) | — | 885 | 99,615 | — | — | 100,500 | — | 100,500 |
| Recognition of financial liabilities designated at FVTPL *(note 28)* (unaudited) | — | — | — | (310,687) | — | (310,687) | — | (310,687) |
| As at April 30, 2025 (unaudited) | — | 14,697 | 374,003 | (604,188) | (585,826) | (801,314) | (325) | (801,639) |

*Notes:*

i. The capital reserve of the Group represents the difference between par value of shares issued and the consideration received.

ii. The other reserve of the Group represents recognition of financial liabilities designated at FVTPL as stipulated in note 28 of Historical Financial Information.

## CONSOLIDATED STATEMENTS OF CASH FLOWS

| | Year ended December 31, | | | Four months ended April 30, | |
|---|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* (unaudited) | *RMB'000* |
| **OPERATING ACTIVITIES** | | | | | |
| (Loss) profit before tax | (28,032) | (212,789) | (1,746,194) | (311,517) | 49,086 |
| Adjustments for: | | | | | |
| Finance costs | 1,138 | 4,700 | 13,049 | 3,469 | 5,123 |
| Bank interest income | (176) | (150) | (329) | (89) | (393) |
| Depreciation of property and equipment | 483 | 508 | 364 | 118 | 145 |
| Depreciation of right-of-use assets | 1,382 | 1,982 | 1,938 | 645 | 660 |
| Impairment losses under ECL model, net of reversal | 2,218 | (55) | 1,076 | (309) | 1,705 |
| Gain on deemed partial disposal of an associate | (2,108) | (12,157) | (3,821) | (122) | — |
| Share of results of an associate | 930 | 770 | (154) | 753 | 362 |
| Gain arising from change in fair value of financial assets at FVTPL | — | — | (159) | — | (54) |
| Gain on derecognition of financial assets at FVTPL | — | — | — | — | (329) |
| Loss on fair value changes of financial liabilities designated at FVTPL | 22,223 | 248,720 | 1,832,942 | 339,543 | — |
| **Operating cash flows before movements in working capital** | (1,942) | 31,529 | 98,712 | 32,491 | 56,305 |
| Increase in inventories | (122,329) | (780,596) | (1,120,350) | (80,597) | (318,427) |
| (Increase) decrease in trade receivables | (27,973) | 28,756 | (68,823) | (10,810) | 10,906 |
| Increase in prepayments and other receivables | (34,324) | (171,092) | (251,030) | (509,890) | (134,305) |
| Increase (decrease) in trade and other payables | 86,383 | 285,534 | (120,666) | 6,661 | 131,898 |
| Increase (decrease) in contract liabilities | 44,555 | 262,490 | 1,388,110 | 494,455 | (48,909) |
| Cash used in operations | (55,630) | (343,379) | (74,047) | (67,690) | (302,532) |
| Income taxes paid, net | — | — | (19,204) | — | (12,211) |
| **NET CASH USED IN OPERATING ACTIVITIES** | (55,630) | (343,379) | (93,251) | (67,690) | (314,743) |
| **INVESTING ACTIVITIES** | | | | | |
| Interest received | 176 | 150 | 329 | 89 | 393 |
| Payments for purchase of property and equipment | (493) | (594) | (450) | (17) | (10) |
| Purchase of financial assets at FVTPL | — | — | (70,000) | — | (50,000) |
| Proceeds from disposal of financial assets at FVTPL | — | — | — | — | 70,488 |
| Placement of restricted bank deposits | — | (36,000) | (120,400) | (14,000) | — |
| Withdrawal of restricted bank deposits | — | — | 6,400 | — | 150,000 |
| Advances to related parties | (1,250) | (1,561) | (259) | (30) | — |
| Repayments from related parties | 1,250 | 7,002 | 720 | 1 | 1,060 |
| Capital contribution to an associate | (3,000) | — | — | — | — |
| **NET CASH (USED IN) FROM INVESTING ACTIVITIES** | (3,317) | (31,003) | (183,660) | (13,957) | 171,931 |

| | Year ended December 31, | | | Four months ended April 30, | |
|---|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* (unaudited) | *RMB'000* |
| **FINANCING ACTIVITIES** | | | | | |
| Interest paid | (1,138) | (4,700) | (12,740) | (3,358) | (5,432) |
| Principal elements of lease payments | (1,709) | (1,373) | (12) | — | (3,199) |
| Proceeds from bank borrowings | 86,900 | 248,980 | 764,600 | 215,441 | 350,500 |
| Repayment of bank borrowings | (25,920) | (85,622) | (579,288) | (200,455) | (160,050) |
| Proceeds from other borrowings | — | 9,844 | — | 9,483 | — |
| Repayments of other borrowings | — | — | (21,106) | — | — |
| Advances from related parties | — | 82,446 | 223,082 | 5,000 | — |
| Repayments to related parties | — | (50,806) | (254,722) | (70,135) | — |
| Proceeds from issue of domestic shares | — | 1,150 | — | — | — |
| Proceeds from issue of shares with preferred rights | — | 215,000 | 362,500 | 100,500 | — |
| Deferred share issuing costs paid | — | — | (624) | — | (2,573) |
| **NET CASH FROM FINANCING ACTIVITIES** | 58,133 | 414,919 | 481,690 | 56,476 | 179,246 |
| **NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS** | (814) | 40,537 | 204,779 | (25,171) | 36,434 |
| **CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR/PERIOD** | 24,572 | 23,758 | 64,295 | 64,295 | 269,074 |
| **TOTAL CASH AND CASH EQUIVALENTS AT END OF YEAR/PERIOD** | 23,758 | 64,295 | 269,074 | 39,124 | 305,508 |

## NOTES TO THE HISTORICAL FINANCIAL INFORMATION

### 1. GENERAL INFORMATION AND BASIS OF PREPARATION OF THE HISTORICAL FINANCIAL INFORMATION

The Company was incorporated and registered in the People's Republic of China (the "**PRC**") on December 24, 2019 as a limited liability company. The Company was converted into a joint stock company with limited liability under the Company Law of the PRC on December 1, 2025. The addresses of the registered office and principal place of business of the Company is Room 1801, COFCO Asia Pacific Building, No. 5289 Menghai Avenue, Nanshan Street, Qianhai Shenzhen-Hong Kong Cooperation Zone, Shenzhen, Guangdong Province, PRC.

The Company, together with its subsidiaries (collectively, the "**Group**"), is principally engaged in (i) sales of cold chain agricultural products; and (ii) provision of digital and intelligent cold chain integrated solutions. The information of the subsidiaries of the Company is set out in note 35.

The Historical Financial Information has been prepared based on the accounting policies which conform with IFRS Accounting Standards issued by the IASB. For the purpose of preparation of the Historical Financial Information, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the Historical Financial Information include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("**Listing Rules**") and by the Hong Kong Companies Ordinance.

The Historical Financial Information has been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the material accounting policy information set out in note 3 below.

The Historical Financial Information is presented in RMB, which is also the functional currency of the Company.

No statutory financial statements of the Company have been prepared since its date of incorporation and the financial statements have not yet been due to issue.

### 2. APPLICATION OF NEW AND AMENDMENTS TO IFRS ACCOUNTING STANDARDS

All IFRS Accounting Standards effective for the accounting period commencing from January 1, 2026, together with the relevant transitional provisions, have been consistently adopted by the Group in the preparation of the Historical Financial Information throughout the Track Record Period.

**New and amendments to IFRS Accounting Standards in issue but not yet effective**

At the date of this report, the following new and amendments to IFRS Accounting Standards have been issued which are not yet effective:

| | |
|---|---|
| Amendments to IAS 21 | Translation to a Hyperinflationary Presentation Currency[2] |
| Amendments to IFRS 10 and IAS 28 | Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[1] |
| IFRS 18 | Presentation and Disclosure in Financial Statements[2] |
| IFRS 19 | Subsidiaries without public accountability: Disclosures[2] |
| IFRS 20 | Regulatory Assets and Regulatory Liabilities[3] |

1. Effective for annual period beginning on or after a date to be determined.
2. Effective for annual periods beginning on or after January 1, 2027.
3. Effective for annual periods beginning on or after January 1, 2029.

Except for new IFRS Accounting Standards mentioned below, the directors of the Company anticipate that the application of all the new and amendments to IFRS Accounting Standards will have no material impact on the Group's financial statements.

***IFRS 18 Presentation and Disclosure in Financial Statements***

IFRS 18 Presentation and Disclosure in Financial Statements, which sets out requirements on presentation and disclosures in financial statements, will replace IAS 1 Presentation of Financial Statements. This new IFRS Accounting Standard, while carrying forward many of the requirements in IAS 1, introduces new requirements to present specified categories and defined subtotals in the statement of profit or loss; provide disclosures on management-defined performance measures in the notes to the financial statements and improve aggregation and disaggregation of information to be disclosed in the financial statements. In addition, some IAS 1 paragraphs have been moved to IAS 8 and IFRS 7. Minor amendments to IAS 7 Statement of Cash Flows and IAS 33 Earnings per Share are also made.

The application of IFRS 18 is not expected to have material impact on the financial position and performance of the Group but is expected to affect the presentation of the statement of profit or loss and other comprehensive income and statement of cash flows and disclosures in the future financial statements.

## 3. MATERIAL ACCOUNTING POLICY INFORMATION

**Basis of consolidation**

The Historical Financial Information incorporates the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable return from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary.

Profit or loss and each item of other comprehensive income are attributable to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

**Investments in subsidiaries**

Investments in subsidiaries are stated at cost less any identified impairment loss on the statements of financial position of the Company.

**Investments accounted for using equity method**

An associate is an entity over which the Group or the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of associates are incorporated in the Historical Financial Information using the equity method of accounting. The financial statements of associates used for equity accounting purposes are prepared using uniform accounting policies as those of the Group and the Company for like transactions and events in similar circumstances. Under the equity method, an interest in an associate is initially recognized in the consolidated statements of financial position at cost and adjusted thereafter to recognize the Group's or the Company's share of the profit or loss and other comprehensive income of the associate. Changes in net assets of the associate other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group or the Company. When the Group's or the Company's share of losses of an associate exceeds the Group's or the Company's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's or the Company's net interest in the associate), the Group and the Company discontinues recognizing its share of further losses. Additional losses are recognized only to the extent that the Group and the Company has incurred legal or constructive obligations or made payments on behalf of the associate.

An interest in an associate is accounted for using the equity method from the date on which the investee becomes an associate.

The Group or the Company assesses whether there is an objective evidence that the interest in an associate may be impaired. When any objective evidence exists, the entire carrying amount of the interest is tested for impairment in accordance with IAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognized is not allocated to any asset that forms part of the carrying amount of the interest. Any reversal of that impairment loss is recognized in accordance with IAS 36 to the extent that the recoverable amount of the interest subsequently increases.

When the Group or the Company ceases to have significant influence over an associate, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognized in profit or loss.

**Revenue from contracts with customers**

Revenue is recognized to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the Group uses a 5-step approach to revenue recognition:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognize revenue when (or as) the entity satisfies a performance obligation

The Group 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 customers.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

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 asset is created or enhanced; 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 good or service.

Revenue is measured based on the consideration to which the Group expects to be entitled in a contract with a customer, excludes amounts collected on behalf of third parties, discounts and sales related taxes.

For details of the Group's revenue recognition policies are as follows:

***Revenue from sales of goods***

Revenue from the sales of goods is recognized at the point in time when control of the asset is transferred to the customer, generally on acceptance of the goods by customer or upon the confirmation from customer.

***Revenue from provision of digital and intelligent cold chain integrated solutions***

Revenue from provision of digital and intelligent cold chain integrated solutions is recognized at a point in time when the Group has satisfied the corresponding performance obligation in accordance with the contract terms, and has received acceptance and other proof of receipt from the customers.

***Contract liabilities***

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration from the customer. A contract liability would also be recognized if the Group has an unconditional right to receive consideration before the Group recognizes the related revenue. In such cases, a corresponding receivable would also be recognized.

**Leases**

The Group assesses whether a contract is or contains a lease based on the definition under IFRS 16 at inception of the contract. Such contract will not be reassessed unless the terms and conditions of the contract subsequently changed.

The Group applies practical expedient not to separate non-lease components from lease component, and instead account for the lease component and any associated non-lease components as a single lease component.

*Short-term leases*

The Group applies the short-term lease recognition exemption to leases, including office that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. Lease payments on short-term leases are recognized as expense on a straight-line basis or another systematic basis over the lease term.

*Right-of-use assets*

The cost of right-of-use assets includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received; and
- any initial direct costs incurred by the Group.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets as a separate line item on the consolidated statements of financial position.

*Refundable rental deposits*

Refundable rental deposits paid are accounted under IFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

*Lease liabilities*

At the commencement date of a lease, the Group recognizes and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include fixed payments.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed, in which case the related leases liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.
- a lease contract is modified and the lease modification is not accounted for as a separate lease (see below for the accounting policy for "**lease modifications**").

The Group presents lease liabilities as a separate line item on the consolidated statements of financial position.

*Lease modifications*

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability, less any lease incentives receivable, based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use assets.

When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

**Foreign currencies**

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognized at the rates of exchanges prevailing on the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognized in profit or loss in the period in which they arise.

**Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

Any specific borrowing that remain outstanding after the related asset is ready for its intended use or sale is included in the general borrowing pool for calculation of capitalization rate on general borrowings. Investment income earned on the temporary investment of specific borrowing spending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are recognized in profit or loss in the period in which they are incurred.

**Government grants**

Government grants are not recognized until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognized in profit or loss on a systematic basis over the periods in which the Group recognizes as expenses the related costs for which the grants are intended to compensate.

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognized in profit or loss in the period in which they become receivable. Such grants are presented under "other income".

**Employee benefits**

***Retirement benefit costs***

Payments to government managed retirement benefit schemes are recognized as an expense when employees have rendered service entitling them to the contributions.

***Short-term employee benefits***

Short-term employee benefits are recognized at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognized as an expense unless another IFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognized for benefits accruing to employees (such as wages and salaries) after deducting any amount already paid.

***Termination benefits***

A liability for a termination benefit is recognized at the earlier of when the Group entity can no longer withdraw the offer of the termination benefit and when it recognizes any related restructuring costs.

**Taxation**

Income tax expense represents the sum of current and deferred tax expense.

The tax currently payable is based on taxable profit for the year/period. Taxable profit differs from profit before tax because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of each reporting period.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the Historical Financial Information and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit and at the time of the transaction does not give rise to equal taxable and deductible temporary difference. In addition, deferred tax liabilities are not recognized if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognized for taxable temporary differences associated with investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognized to the extent that it is probable that there will be sufficient taxable profits against which to utilize the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realized, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of each reporting period.

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

For the purposes of measuring deferred tax for leasing transactions in which the Group recognizes the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies IAS 12 requirements to the lease liabilities and the right-of-use assets separately. The Group recognizes a deferred tax asset related to lease liabilities to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilized and a deferred tax liability for all taxable temporary differences.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

**Property and equipment**

Property and equipment are tangible assets that are held for use in the production or supply of goods or services, or for administrative purposes. Property and equipment are stated in the consolidated statements of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Depreciation is recognized so as to write off the cost of assets less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in profit or loss.

***Research and development expenditure***

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development activities (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible assets;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally-generated intangible asset is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally- generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortization and accumulated impairment losses (if any), or the same basis as intangible assets that are acquired separately.

**Cash and cash equivalents**

Cash and cash equivalents presented on the consolidated statements of financial position include:

(a) cash, which comprises of cash on hand and demand deposits, excluding bank balances that are subject to regulatory restrictions that result in such balances no longer meeting the definition of cash; and

(b) cash equivalents, which comprises of short-term (generally with original maturity of three months or less), highly liquid investments that are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value. Cash equivalents are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes.

For the purposes of the consolidated statements of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above.

**Inventories**

Inventories are stated at the lower of cost and net realizable value. Cost is determined on the first-in, first-out basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realizable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

**Provisions**

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

**Financial instruments**

Financial assets and financial liabilities are recognized when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognized and derecognized on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with IFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognized immediately in profit or loss.

The effective interest method is a method of calculating the amortized cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

***Financial assets***

*Classification and subsequent measurement of financial assets*

Financial assets that meet the following conditions are subsequently measured at amortized cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at fair value.

(i) Amortized cost and interest income

Interest income is recognized using the effective interest method for financial assets measured subsequently at amortized cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit impaired, interest income is recognized by applying the effective interest rate to the amortized cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognized by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

*Impairment of financial assets and other items subject to impairment assessment under IFRS 9*

The Group performs impairment assessment under ECL model on financial assets (including trade and other receivables) which are subjected to impairment assessment under IFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL ("**12m ECL**") represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessments are done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognizes lifetime ECL for trade receivables. The ECL on these assets are assessed on an individual basis for customers classified as credit-impaired and the remaining is collectively using provision matrix, estimated based on historical credit loss experience based on the past default experience of the debtor, general economic conditions of the industry in which the debtors operate and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if (i) it has a low risk of default, (ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and (iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfill its contractual cash flow obligations.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

(ii) Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable:

- when there is a breach of financial covenants by the counterparty; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than one year past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

(a) significant financial difficulty of the issuer or the borrower;

(b) a breach of contract, such as a default or past due event;

(c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;

(d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganization; or

(e) the disappearance of an active market for that financial asset because of financial difficulties.

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a deregistration event. Any subsequent recoveries are recognized in profit or loss.

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data and forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights. The Group uses a practical expedient in estimating ECL on trade receivables using a provision matrix taking into consideration historical credit loss experience, adjusted for forward looking information that is available without undue cost or effort.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the original effective interest rate determined at initial recognition.

Lifetime ECL for trade receivables and other receivables (except for trade receivables from customers classified as credit-impaired) are considered on a collective basis taking into consideration past due information and relevant credit information such as forward looking macroeconomic information.

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by the management of the Group to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortized cost of the financial asset.

The Group recognizes an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade and other receivables where the corresponding adjustment is recognized through a loss allowance account.

*Foreign exchange gains and losses*

The carrying amount of financial assets that are denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period. Specifically:

- For financial assets measured at amortized cost that are not part of a designated hedging relationship, exchange differences are recognized in profit or loss in the 'Other gains and losses' line item (note 7) as part of the net foreign exchange gains (losses).

*Derecognition of financial assets*

The Group derecognizes a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group retains substantially all the risks and rewards of ownership of a transferred asset, the Group continues to recognize the financial asset and also recognizes a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortized cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognized in profit or loss.

***Financial liabilities or equity***

*Classification as debt or equity*

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

*Equity instruments*

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognized at the proceeds received, net of direct issue costs.

*Financial liabilities*

All financial liabilities are subsequently measured at amortized cost using the effective interest method.

*Financial assets at FVTPL*

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI are measured at FVTPL. Specifically:

- Investments in equity instruments are classified as at FVTPL, unless the Group designates an equity investment that is neither held for trading nor a contingent consideration arising from a business combination as at FVTOCI on initial recognition

- Debt instruments that do not meet the amortised cost criteria or the FVTOCI criteria are classified as at FVTPL. In addition, debt instruments that meet either the amortised cost criteria or the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases. The Group has not designated any debt instruments as at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss to the extent they are not part of a designated hedging relationship. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the "other gains and losses" line item.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling it in the near term; or

- on initial recognition, it is part of a portfolio of identified financial instruments that the Group manages together and has evidence of a recent actual pattern of short-term profit-taking; or

- it is a derivative (except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument).

*Financial liabilities at amortized cost*

Financial liabilities including bank and other borrowings, trade payables and other payables are subsequently measured at amortized cost, using the effective interest method.

*Financial liabilities at FVTPL*

Financial liabilities are classified as at FVTPL when the financial liability is (i) contingent consideration of an acquirer in a business combination to which IFRS 3 *Business Combinations* applies, (ii) held for trading or (iii) it is designated as at FVTPL.

A financial liability other than a financial liability held for trading or contingent consideration of an acquirer in a business combination may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and IFRS 9 permits the entire combined contract to be designated as at FVTPL.

*Shares with preferred rights*

Shares with preferred rights, which contain redemption features and other embedded derivatives, are designated as financial liabilities at FVTPL as a whole, with fair value changes recognized in profit or loss in "changes in fair value of financial liabilities designated at FVTPL". Details of financial liabilities designated at FVTPL are set out in note 28.

*Foreign exchange gains and losses*

For financial liabilities that are denominated in a foreign currency and are measured at amortized cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortized cost of the instruments.

These foreign exchange gains and losses are recognized in the 'Other gains and losses' line item in profit or loss (note 7) as part of net foreign exchange gains (losses) for financial liabilities that are not part of a designated hedging relationship.

*Derecognition of financial liabilities*

The Group derecognizes financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in profit or loss.

*Modification of financial liabilities*

When the contractual terms of a debt instrument are modified, such as extending the tenure, the revised terms would result in a substantial modification from the original terms, after taking into account all relevant facts and circumstances including qualitative factors, such modification is accounted for as derecognition of the original financial liability and the recognition of new financial liability. The difference between the carrying amount of financial liability derecognized and the fair value of consideration paid or payable, including any liabilities assumed, is recognized in profit or loss.

*Derivative financial instruments*

Derivatives are initially recognized at fair value at the date when derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognized in profit or loss.

**Impairment on property and equipment and right-of-use assets**

At the end of each reporting period, the Group reviews the carrying amounts of its property and equipment and right-of-use assets with finite useful lives to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss, if any.

The recoverable amount of property and equipment and right-of-use assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating units ("**CGU**") to which the asset belongs.

In testing a CGU for impairment, corporate assets are allocated to the relevant CGU when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of CGUs for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the CGU or group of CGUs to which the corporate asset belongs, and is compared with the carrying amount of the relevant CGU or group of CGUs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a CGU) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or a CGU) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a CGU, the Group compares the carrying amount of a group of CGUs, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of CGUs, with the recoverable amount of the group of CGUs. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit of the Group of CGUs. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of CGUs. An impairment loss is recognized immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or a CGU or a group of CGUs) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or a CGU or a group of CGUs) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

**Fair value measurement**

When measuring fair value, except for the Group's leasing transactions, net realizable value of inventories and value in use of assets for the purpose of impairment assessments, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. Specifically, the Group categorized the fair value measurements into three levels, based on the characteristics of inputs, as follows:

Level 1 Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

At the end of the reporting period, the Group determines whether transfer occur between levels of the fair value hierarchy for assets and liabilities which are measured at fair value on recurring basis by reviewing their respective fair value measurement.

## 4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

**Key sources of estimation uncertainty**

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of each reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next twelve months, are described as below:

***Fair value measurement of financial liabilities designated at FVTPL***

As at December 31, 2023, 2024 and 2025 and April 30, 2026, the Group's shares with preferred rights which are designated as financial liabilities at FVTPL amounted to approximately RMB104,880,000, RMB582,101,000, nil and nil respectively, for which no quoted prices in an active market exist. The fair value of the financial liabilities were determined based on significant unobservable inputs using valuation techniques.

Judgement and estimation are required in establishing the relevant valuation techniques and the relevant inputs thereof. Changes in assumptions relating to these factors could result in a material adjustments to the fair value of these instruments. See notes 28 and 33 for further disclosures.

***Provision of ECL for trade receivables***

For trade receivables, the Group has applied the simplified approach in IFRS 9 to measure the impairment loss allowance at lifetime ECL. The Group determines the ECL on an individual basis for customers classified as credit-impaired or collectively by using a provision matrix, estimated based on historical credit loss experience based on the past default experience of the debtor, general economic conditions of the industry in which the debtors operate and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions. As at December 31, 2023, 2024 and 2025 and April 30, 2026, the carrying amounts of trade receivables were approximately RMB32,017,000, RMB3,316,000, RMB71,063,000, and RMB58,452,000 respectively, and were after net of allowance for credit losses of approximately RMB2,218,000, RMB2,163,000, RMB3,239,000 and RMB4,944,000, respectively.

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's trade receivables are disclosed in notes 8 and 33.

***Write-down of inventories***

The Group's inventories are stated at the lower of cost and net realizable value. The Group writes down its inventories based on estimates of the realizable value with reference to aging and the conditions of the inventories, together with the economic circumstances on the marketability of such inventories. Inventories will be reviewed at the end of each reporting period for write-down, if appropriate. As at December 31, 2023, 2024 and 2025 and April 30, 2026, the carrying amounts of inventories was approximately RMB257,515,000, RMB1,038,111,000, RMB2,158,461,000 and RMB2,476,888,000, respectively. Further details of the inventories are set out in note 19.

## 5. REVENUE AND SEGMENT INFORMATION

Revenue represents the amounts received and receivable from sales, net of related taxes, for the following products and services during the years ended December 31, 2023, 2024 and 2025 and April 30 2026:

(a) Sales of cold chain agricultural products; and

(b) Provision of digital and intelligent cold chain integrated solutions.

**(i) Disaggregated revenue information**

| | Year ended December 31, | | | Four months ended April 30, | |
|---|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* (unaudited) | *RMB'000* |
| Type of goods or services | | | | | |
| — Cold chain agricultural products | 1,231,210 | 2,948,968 | 5,898,023 | 1,472,056 | 2,789,439 |
| — Digital and intelligent cold chain integrated solutions | 22,327 | 30,654 | 37,496 | 14,046 | 15,591 |
| Others | 605 | 952 | 1,095 | 23 | 311 |
| | 1,254,142 | 2,980,574 | 5,936,614 | 1,486,125 | 2,805,341 |

During the Track Record Period, the Group's revenue was recognized at a point in time.

**(ii) Performance obligations for contracts with customers and revenue recognition policies**

The Group 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.

Revenue from the sale of goods is recognized at the point in time when control of the asset is transferred to the customer, generally on acceptance of the goods by customer or upon the confirmation from customer.

Revenue from provision of digital and intelligent cold chain integrated solutions is recognized at a point in time when the Group has satisfied the corresponding performance obligation in accordance with the contract terms, and has received acceptance and other proof of receipt from the customers.

Customers are generally required to make a percentage of total consideration as prepayments before the Group deliver the products. Contract liabilities are recognized when consideration is received in which revenue has yet been recognized.

**(iii) Transaction price allocated to the remaining performance obligation for contracts with customers**

The Group applies the practical expedient of not disclosing the transaction price allocated to performance obligations that were unsatisfied as the Group's contract has an original expected duration of less than one year.

**(iv) Segment information**

For the purpose of resource allocation and assessment of segment performance, the executive directors of the Company, being the chief operating decision makers, focus and review on the overall results and financial position of the Group as a whole which are prepared based on the same accounting policies set out above. Accordingly, the Group has only one single operating segment and no further analysis of the single segment is presented.

***(a) Geographical information***

The Group generated all revenue in the PRC and its non-current assets are located in the PRC.

***(b) Information about major customers***

Revenue from the customer of the corresponding years individually contributing over 10% of the Group's revenues are as follows:

| | Year ended December 31, | | | Four months ended April 30, | |
|---|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* (unaudited) | *RMB'000* |
| Customer A | 315,010 | 353,040 | N/A* | N/A* | N/A* |
| Customer B | N/A* | N/A* | N/A* | N/A* | 344,794 |

* The revenue of the customer is not disclosed as the revenue individually did not account for 10% or more of the Group's revenue during the corresponding period.

No customer individually contributed to over 10% of the Group's revenue for the year ended December 31, 2025 and four months ended April 30, 2025.

**6. OTHER INCOME**

| | Year ended December 31, | | | Four months ended April 30, | |
|---|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* (unaudited) | *RMB'000* |
| Bank interest income | 176 | 150 | 329 | 89 | 345 |
| Government grants *(Note)* | 834 | 1,369 | 1,742 | 34 | 30 |
| Others | 373 | 148 | 45 | 30 | 18 |
| | 1,383 | 1,667 | 2,116 | 153 | 393 |

*Note:* Government grants include unconditional subsidies from the PRC government which are specifically for employment and industry support.

**7. OTHER GAINS AND LOSSES**

| | Year ended December 31, | | | Four months ended April 30, | |
|---|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* (unaudited) | *RMB'000* |
| Gain on deemed partial disposal of an associate | 2,108 | 12,157 | 3,821 | 122 | — |
| Gain on derecognition of financial assets at FVTPL | — | — | — | — | 329 |
| Gain arising from change in fair value of financial assets at FVTPL | — | — | 159 | — | 54 |
| Net foreign exchange (losses) gain | (1,026) | (18,616) | (20,549) | (11,635) | 13,035 |
| Others | (161) | (305) | 522 | 233 | — |
| | 921 | (6,764) | (16,047) | (11,280) | 13,418 |

## 8. IMPAIRMENT LOSSES UNDER ECL MODEL, NET OF REVERSAL

| | Year ended December 31, | | | Four months ended April 30, | |
|---|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* (unaudited) | *RMB'000* |
| Impairment losses recognized on: | | | | | |
| — trade receivables | 2,218 | 341 | 1,192 | — | 1,754 |
| Impairment losses reversed on: | | | | | |
| — trade receivables | — | (396) | (116) | (309) | (49) |
| | 2,218 | (55) | 1,076 | (309) | 1,705 |

Details of impairment assessment are set out in note 33.

## 9. FINANCE COSTS

| | Year ended December 31, | | | Four months ended April 30, | |
|---|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* (unaudited) | *RMB'000* |
| Interest on bank and other borrowings | 1,067 | 4,444 | 12,740 | 3,357 | 5,037 |
| Interest on lease liabilities | 71 | 256 | 309 | 112 | 86 |
| | 1,138 | 4,700 | 13,049 | 3,469 | 5,123 |

## 10. (LOSS) PROFIT BEFORE TAX

| | Year ended December 31, | | | Four months ended April 30, | |
|---|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* (unaudited) | *RMB'000* |
| Depreciation of property and equipment | 483 | 508 | 364 | 118 | 145 |
| Depreciation of right-of-use assets | 1,382 | 1,982 | 1,938 | 645 | 660 |
| Total depreciation and amortization | 1,865 | 2,490 | 2,302 | 763 | 805 |
| Staff costs (including directors' and chief executive's remuneration) | | | | | |
| — Salaries and other benefits | 19,852 | 20,902 | 20,403 | 6,252 | 7,743 |
| — Retirement benefit scheme contributions | 507 | 901 | 1,243 | 404 | 503 |
| — Termination benefits | — | 658 | 12 | — | 21 |
| Total staff costs | 20,359 | 22,461 | 21,658 | 6,656 | 8,267 |
| Cost of inventories recognized as an expense | 1,223,135 | 2,890,464 | 5,752,098 | 1,428,045 | 2,723,679 |
| [REDACTED] expenses | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] |
| Research and development expenses analyzed as | | | | | |
| — Staff costs *(Note)* | 9,431 | 9,679 | 6,817 | 2,126 | 2,467 |
| — Depreciation and amortization | 929 | 1,105 | 904 | 299 | 271 |
| — Materials consumed | 3,393 | 5,067 | 8,747 | 2,927 | 3,599 |
| — Others | 824 | 525 | 193 | — | 58 |
| | 14,577 | 16,376 | 16,661 | 5,352 | 6,395 |

*Note:* The amount is included in staff costs as disclosed above.

## 11. INCOME TAX EXPENSE

| | Year ended December 31, | | | Four months ended April 30, | |
|---|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* (unaudited) | *RMB'000* |
| Current tax | | | | | |
| — PRC Enterprise Income Tax ("**EIT**") | 336 | 6,304 | 18,610 | 5,733 | 13,216 |
| Deferred tax (credit) charge *(note 18)* | (102) | (64) | (579) | 194 | (12) |
| | 234 | 6,240 | 18,031 | 5,927 | 13,204 |

Under the Law of the PRC on Enterprise Income Tax (the "**EIT Law**") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% unless they are subject to preferential tax as set out below.

Shenzhen Qianhai Yueshi Information Technology Co., Ltd.* (深圳前海粵十信息技術有限公司) ("**Yueshi Information**") obtained the "High and New Technology Enterprise" certification in 2022, which entitled it to a preferential tax rate of 15% for the period 2022 to 2024. Shenzhen Yueshi subsequently renewed this certification in December 2024, thereby continuing its eligibility for the 15% preferential tax rate for the next three-year period from 2025 to 2027.

In addition, certain subsidiaries of the Group operating in the PRC have been accredited as "Micro and Small Enterprise" and are therefore eligible for a preferential tax rate of 20%.

Income tax expense for the year can be reconciled to loss before tax per the consolidated statements of profit or loss and other comprehensive income as follows:

| | Year ended December 31, | | | Four months ended April 30, | |
|---|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* (unaudited) | *RMB'000* |
| (Loss) profit before tax | (28,032) | (212,789) | (1,746,194) | (311,517) | 49,086 |
| Tax at EIT rate of 25% | (7,008) | (53,197) | (436,549) | (77,879) | 12,272 |
| Tax effect of expenses not deductible for tax purpose | 6,202 | 62,329 | 458,962 | 84,899 | 557 |
| Tax effect of income not taxable for tax purpose | (527) | (3,039) | (955) | (30) | (449) |
| Tax effect of tax losses not recognized | 4,653 | 4,205 | 1,485 | 133 | 2,142 |
| Tax effect attributable to the additional qualified tax deduction relating to research and development expenditures *(Note)* | (3,192) | (3,993) | (3,981) | (1,279) | (1,544) |
| Tax effect of concessions | (22) | (180) | (232) | (352) | (42) |
| Tax effect of share of result of an associate | 232 | 193 | (38) | 188 | 90 |
| Others | (104) | (78) | (661) | 247 | 178 |
| Income tax expense | 234 | 6,240 | 18,031 | 5,927 | 13,204 |

*Note:* Pursuant to relevant laws and regulations in the PRC, the Group enjoys super deduction of 100% on qualifying research and development ("**R&D**") expenditures from taxable profit for the years ended December 31, 2023, 2024 and 2025 and four months ended April 30, 2026.

* *English name is for identification purpose*

## 12. DIRECTORS', SUPERVISORS', CHIEF EXECUTIVE'S AND EMPLOYEE'S EMOLUMENTS

### (a) Directors' and chief executive's emoluments

During the years ended December 31, 2023, 2024 and 2025 and four months ended April 30, 2026, directors' and chief executive's remuneration disclosed pursuant to the applicable Listing Rules and Hong Kong Companies Ordinance are as follows:

| | Date of appointment | Fees | Salaries and allowances | Retirement benefits scheme contribution | Discretionary performance related bonus | Total |
|---|---|---|---|---|---|---|
| | | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| **Year ended December 31, 2023** | | | | | | |
| **Executive directors** | | | | | | |
| Chen Binbin (陳彬彬) *(Note i)* | December 18, 2019 | — | 240 | 8 | — | 248 |
| Wang Kai (王凱) *(Note ii)* | December 18, 2019 | — | — | — | — | — |
| **Non-executive directors** | | | | | | |
| Jin Zheng (金正) *(Note v)* | December 18, 2019 | — | — | — | — | — |
| Lin Liangquan (林良全) *(Note vi)* | December 18, 2019 | — | — | — | — | — |
| Gao Shufang (高書方) *(Note vii)* | December 18, 2019 | — | — | — | — | — |
| Zhu Yuelong (朱躍龍) *(Note viii)* | December 14, 2021 | — | — | — | — | — |
| Fu Zhekuan (傅哲寬) *(Note ix)* | December 14, 2021 | — | — | — | — | — |
| Mai Gang (麥剛) *(Note x)* | December 14, 2021 | — | — | — | — | — |
| Su Wenxu Su (蘇文煦) *(Note xi)* | July 6, 2023 | — | — | — | — | — |
| | | — | 240 | 8 | — | 248 |

| | Date of appointment | Fees | Salaries and allowances | Retirement benefits scheme contribution | Discretionary performance related bonus | Total |
|---|---|---|---|---|---|---|
| | | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| **Year ended December 31, 2024** | | | | | | |
| **Executive directors** | | | | | | |
| Chen Binbin (陳彬彬) *(Note i)* | December 18, 2019 | — | 160 | 9 | — | 169 |
| Wang Kai (王凱) *(Note ii)* | December 18, 2019 | — | 145 | — | — | 145 |
| Jiang Jundong (江俊東) *(Note iii)* | August 29, 2024 | — | 210 | 1 | — | 211 |
| **Non-executive directors** | | | | | | |
| Jin Zheng (金正) *(Note v)* | December 18, 2019 | — | — | — | — | — |
| Lin Liangquan (林良全) *(Note vi)* | December 18, 2019 | — | — | — | — | — |
| Gao Shufang (高書方) *(Note vii)* | December 18, 2019 | — | — | — | — | — |
| Zhu Yuelong (朱躍龍) *(Note viii)* | December 14, 2021 | — | — | — | — | — |
| Fu Zhekuan (傅哲寬) *(Note ix)* | December 14, 2021 | — | — | — | — | — |
| Mai Gang (麥剛) *(Note x)* | December 14, 2021 | — | — | — | — | — |
| Su Wenxu (蘇文煦) *(Note xi)* | July 6, 2023 | — | — | — | — | — |
| Shen Xiaotong (沈曉通) *(Note xii)* | August 29, 2024 | — | — | — | — | — |
| | | — | 515 | 10 | — | 525 |

| | Date of appointment | Fees | Salaries and allowances | Retirement benefits scheme contribution | Discretionary performance related bonus | Total |
|---|---|---|---|---|---|---|
| | | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| **Year ended December 31, 2025** | | | | | | |
| **Executive directors** | | | | | | |
| Chen Binbin (陳彬彬) *(Note i)* | December 18, 2019 | — | 20 | 14 | — | 34 |
| Wang Kai (王凱) *(Note ii)* | December 18, 2019 | — | 90 | — | — | 90 |
| Jiang Jundong (江俊東) *(Note iii)* | August 29, 2024 | — | 120 | 9 | — | 129 |
| Shi Haizhen (師海珍) *(Note iv)* | September 10, 2025 | — | 60 | 2 | — | 62 |
| Shi Weiqi (史偉琦) *(Note xvii)* | November 21, 2025 | — | 20 | 1 | — | 21 |
| **Non-executive directors** | | | | | | |
| Jin Zheng (金正) *(Note v)* | December 18, 2019 | — | — | — | — | — |
| Lin Liangquan (林良全) *(Note vi)* | December 18, 2019 | — | — | — | — | — |
| Zhu Yuelong (朱躍龍) *(Note viii)* | December 14, 2021 | — | — | — | — | — |
| Fu Zhekuan (傅哲寬) *(Note ix)* | December 14, 2021 | — | — | — | — | — |
| Mai Gang (麥剛) *(Note x)* | December 14, 2021 | — | — | — | — | — |
| Shen Xiaotong (沈曉通) *(Note xii)* | August 29, 2024 | — | — | — | — | — |
| Dai Wei (戴偉) *(Note xiii)* | September 10, 2025 | — | — | — | — | — |
| Tang Hualing (唐華林) *(Note xviii)* | December 30, 2025 | — | — | — | — | — |
| **Independent non-executive Directors** | | | | | | |
| Wang Jilv (王紀律) *(Note xiv)* | December 30, 2025 | — | — | — | — | — |
| Zhou Weihua (周偉華) *(Note xv)* | December 30, 2025 | — | — | — | — | — |
| Zhong Hongxing (鐘鴻興) *(Note xvi)* | December 30, 2025 | — | — | — | — | — |
| | | — | 310 | 26 | — | 336 |

| | Date of appointment | Fees | Salaries and allowances | Retirement benefits scheme contribution | Discretionary performance related bonus | Total |
|---|---|---|---|---|---|---|
| | | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| **Year ended April 30, 2025 (unaudited)** | | | | | | |
| **Executive directors** | | | | | | |
| Chen Binbin (陳彬彬) *(Note i)* | December 18, 2019 | — | — | — | — | — |
| Wang Kai (王凱) *(Note ii)* | December 18, 2019 | — | 40 | — | — | 40 |
| Jiang Jundong (江俊東) *(Note iii)* | August 29, 2024 | — | 40 | 3 | — | 43 |
| **Non-executive directors** | | | | | | |
| Jin Zheng (金正) *(Note v)* | December 18, 2019 | — | — | — | — | — |
| Lin Liangquan (林良全) *(Note vi)* | December 18, 2019 | — | — | — | — | — |
| Zhu Yuelong (朱躍龍) *(Note viii)* | December 14, 2021 | — | — | — | — | — |
| Fu Zhekuan (傅哲寬) *(Note ix)* | December 14, 2021 | — | — | — | — | — |
| Mai Gang (麥剛) *(Note x)* | December 14, 2021 | — | — | — | — | — |
| Shen Xiaotong (沈曉通) *(Note xii)* | August 29, 2024 | — | — | — | — | — |
| | | — | 80 | 3 | — | 83 |

| | Date of appointment | Fees | Salaries and allowances | Retirement benefits scheme contribution | Discretionary performance related bonus | Total |
|---|---|---|---|---|---|---|
| | | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| **Year ended April 30, 2026** | | | | | | |
| **Executive directors** | | | | | | |
| Chen Binbin (陳彬彬) *(Note i)* | December 18, 2019 | — | 80 | 13 | — | 93 |
| Jiang Jundong (江俊東) *(Note iii)* | August 29, 2024 | — | 80 | 3 | — | 83 |
| Shi Haizhen (師海珍) *(Note iv)* | September 10, 2025 | — | 80 | 3 | — | 83 |
| Shi Weiqi (史偉琦) *(Note xvii)* | November 21, 2025 | — | 80 | 3 | — | 83 |
| **Non-executive directors** | | | | | | |
| Jin Zheng (金正) *(Note v)* | December 18, 2019 | — | — | — | — | — |
| Lin Liangquan (林良全) *(Note vi)* | December 18, 2019 | — | — | — | — | — |
| Dai Wei (戴偉) *(Note xiii)* | September 10, 2025 | — | — | — | — | — |
| Tang Hualing (唐華林) *(Note xviii)* | December 30, 2025 | — | — | — | — | — |
| **Independent non-executive Directors** | | | | | | |
| Wang Jilv (王紀律) *(Note xiv)* | December 30, 2025 | — | — | — | — | — |
| Zhou Weihua (周偉華) *(Note xv)* | December 30, 2025 | — | — | — | — | — |
| Zhong Hongxing (鐘鴻興) *(Note xvi)* | December 30, 2025 | — | — | — | — | — |
| | | — | 320 | 22 | — | 342 |

*Notes:*

i. Mr. Chen Binbin acts as chief executive of the Company and an executive director of the Company during the Track Record Period and his emoluments disclosed above included those for services rendered by him as the chief executive in management of the affairs of the group entities.

ii. Mr. Wang Kai resigned as an executive director with effect from November 21, 2025.

iii. Mr. Jiang Jundong was appointed as an executive director with effect from August 29, 2024.

iv. Ms. Shi Haizhen was appointed as an executive director with effect from September 10, 2025.

v. Mr. Jin Zheng resigned as an non-executive director with effect from September 10, 2025.

vi. Mr. Lin Liangquan resigned as non-executive director with effect from November 21, 2025.

vii. Mr. Gao Shufang resigned as an non-executive director with effect from August 29, 2024.

viii. Mr. Zhu Yuelong resigned as an non-executive director with effect from November 21, 2025.

ix. Mr. Fu Zhekuan resigned as an non-executive director with effect from November 21, 2025.

x. Mr. Mai Gang resigned as an non-executive director with effect from November 21, 2025.

xi. Mr. Su Wenxu resigned as an non-executive director with effect from August 29, 2024.

xii. Mr. Shen Xiaotong resigned as an non-executive director with effect from September 10, 2025.

xiii. Mr. Dai Wei was appointed as an non-executive director with effect from September 10, 2025.

xiv. Mr. Wang Jilv was appointed as an independent non-executive director with effect from December 30, 2025.

xv. Mr. Zhou Weihua was appointed as an independent non-executive director with effect from December 30, 2025.

xvi. Mr. Zhong Hongxing was appointed as an independent non-executive director with effect from December 30, 2025.

xvii. Mr. Shi Weiqi was appointed as an executive director (and Chief Risk Control Officer) with effect from 21 November 2025.

xviii. Mr. Tang Hualin was appointed as a non-executive director with effect from December 30, 2025.

The executive directors' and chief executive's emoluments shown above were paid for their services in connection with the management of the affairs of the Company and the Group during the years ended December 31, 2023, 2024 and 2025 and the four months ended April 30, 2025 and 2026.

During the years ended December 31, 2023, 2024 and 2025 and the four months ended April 30, 2025 and 2026, there was no arrangement under which a director or the chief executive waived or agreed to waive any emolument, and no emoluments were paid by the Group to any of the directors or supervisors of the Company as an inducement to join or upon joining the Group or as compensation for loss of office. Executive directors of the Company are entitled to bonus payments which are determined based on performance of the Group and individual for the particular years.

**(b) Five highest paid employees**

The five highest paid employees of the Group do not include any directors of the Company for the years ended December 31, 2023, 2024 and 2025 and four months ended April 30, 2025 and 2026. The emoluments of these five highest paid employees for the years ended December 31, 2023, 2024 and 2025 and four months ended April 30, 2025 and 2026, respectively, are as follows:

| | Year ended December 31, | | | Four months ended April 30, | |
|---|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* (unaudited) | *RMB'000* |
| Salaries and other benefits | 2,708 | 2,571 | 2,107 | 772 | 832 |
| Retirement benefit scheme contributions | 21 | 31 | 41 | 11 | 15 |
| Discretionary performance related bonus *(Note)* | 24 | — | 116 | — | 29 |
| | 2,753 | 2,602 | 2,264 | 783 | 876 |

*Note:* Discretionary performance related bonus is determined based on their duties and responsibilities of the relevant individuals within the Group and the Group's performance.

The number of the highest paid employees who are not the directors of the Company whose remuneration fell within the following bands presented in Hong Kong Dollars ("**HK$**") is as follows:

| | Year ended December 31, | | | Four months ended April 30, | |
|---|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* (unaudited) | *RMB'000* |
| Nil to HK$1,000,000 | 5 | 5 | 5 | 5 | 5 |

## 13. DIVIDENDS

No dividend has been paid or declared by the Company during the Track Record Period.

## 14. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to the owners of the Company is based on the following data:

| | Year ended December 31, | | | Four months ended April 30, | |
|---|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* (unaudited) | *RMB'000* |
| Loss for the year/period attributable to the owners of the Company for the purpose of basic and diluted loss per share | (28,266) | (218,981) | (1,763,860) | (317,167) | 35,894 |

**Number of shares**

| | Year ended December 31, | | | Four months ended April 30, | |
|---|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2025 | 2026 |
| | | | | (unaudited) | |
| Weighted average number of ordinary shares for the purpose of basic and diluted (loss) earnings per share | 11,668,255 | 12,160,475 | 11,541,514 | 11,470,736 | 20,428,570 |

The Company was converted into a joint stock limited liability company on December 1, 2025. The weighted average number of shares for the purpose of calculating basic and diluted loss per share during the Track Record Period has been determined on the assumptions that the Company's conversion into a joint stock limited liability company had been completed on/effective since January 1, 2023 at the conversion ratio established in December 2025 as disclosed in note 29(b). The weighted average number of ordinary shares for the purpose of calculating basic loss per share has not been adjusted for the subdivision as disclosed in note 29(b).

The Company had potential ordinary shares of shares with preferred rights (note 28). For the Track Record Period, the potential ordinary shares were not included in the calculation of diluted loss per share, as all of the inclusion would be anti-dilutive. Accordingly, diluted loss per share for the Track Record Period are the same as basic loss per share of the respective year/period.

## 15. PROPERTY AND EQUIPMENT

**The Group**

| | Electronic equipment and others | Leasehold improvements | Transportation equipment | Total |
|---|---|---|---|---|
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| **COST** | | | | |
| As at January 1, 2023 | 814 | 454 | — | 1,268 |
| Additions | 136 | — | 357 | 493 |
| Disposals | (1) | — | (60) | (61) |
| As at December 31, 2023 | 949 | 454 | 297 | 1,700 |
| Additions | 594 | — | — | 594 |
| Disposals | — | (454) | — | (454) |
| As at December 31, 2024 | 1,543 | — | 297 | 1,840 |
| Additions | 276 | — | 174 | 450 |
| As at December 31, 2025 | 1,819 | — | 471 | 2,290 |
| Additions | 10 | — | — | 10 |
| As at April 30, 2026 | 1,829 | — | 471 | 2,300 |
| **ACCUMULATED DEPRECIATION** | | | | |
| As at January 1, 2023 | 465 | — | — | 465 |
| Provided for the year | 206 | 237 | 40 | 483 |
| Eliminated on disposals | (1) | — | (6) | (7) |
| As at December 31, 2023 | 670 | 237 | 34 | 941 |
| Provided for the year | 225 | 217 | 66 | 508 |
| Eliminated on disposals | — | (454) | — | (454) |
| As at December 31, 2024 | 895 | — | 100 | 995 |
| Provided for the year | 279 | — | 85 | 364 |
| As at December 31, 2025 | 1,174 | — | 185 | 1,359 |
| Provided for the period | 108 | — | 37 | 145 |
| As at April 30, 2026 | 1,282 | — | 222 | 1,504 |
| **CARRYING VALUES** | | | | |
| As at December 31, 2023 | 279 | 217 | 263 | 759 |
| As at December 31, 2024 | 648 | — | 197 | 845 |
| As at December 31, 2025 | 645 | — | 286 | 931 |
| As at April 30, 2026 | 547 | — | 249 | 796 |

The above items of property and equipment are depreciated on a straight-line basis over the following estimated useful lives after taking into account their estimated residual values:

| | Useful lives | Estimated residual values |
|---|---|---|
| | *Years* | |
| Electronic equipment and others | 5 | 3% |
| Leasehold improvements | 3–5 | 0% |
| Transportation equipment | 4 | 5% |

**16. RIGHT-OF-USE ASSETS**

**The Group**

The carrying amounts of right-of use assets and the movements during the years ended December 31, 2023, 2024 and 2025 and the four months ended April 30, 2026 are as follows:

| | Buildings |
|---|---|
| | *RMB'000* |
| As at January 1, 2023 | 2,073 |
| Depreciation | (1,382) |
| As at December 31, 2023 | 691 |
| Additions | 9,843 |
| Depreciation | (1,982) |
| As at December 31, 2024 | 8,552 |
| Additions | 134 |
| Depreciation | (1,938) |
| As at December 31, 2025 | 6,748 |
| Depreciation | (660) |
| As at April 30, 2026 | 6,088 |

| | Year ended December 31, | | | Four months ended April 30, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| Expenses relating to short-term leases | 550 | 488 | 271 | 72 |
| Total cash outflow for leases | 2,330 | 2,117 | 283 | 3,666 |
| Additions to right-of-use assets | — | 9,843 | 134 | — |

During the years ended December 31, 2023, 2024 and 2025 and the four months ended April 30, 2026, the Group leases various properties from independent third parties for its operations. Lease contract is entered into for a fixed term of 2 to 5 years. Lease terms are negotiated on an individual basis and contain different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

The Group regularly entered into short-term leases. As at December 31, 2023, 2024 and 2025 and at April 30, 2026, the portfolio of short-term leases is similar to the portfolio of short-term leases to which the short-term lease expense disclosed above.

**Restrictions or covenants on leases**

In addition, lease liabilities of approximately RMB906,000, RMB9,376,000, RMB9,807,000 and RMB6,299,000, are recognized with related right-of-use assets of approximately RMB691,000, RMB8,552,000, RMB6,748,000 and RMB6,088,000 as at December 31, 2023, 2024 and 2025 and April 30, 2026, respectively. The lease agreements do not impose any covenants other than the security interests in the leased assets are held by the lessor. Leased assets may not be used as security for borrowing purposes.

## 17. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD

The amounts of investments accounted for using the equity method recognized in the Track Record Period are as follows:

**The Group and the Company**

| | As at December 31, | | | As at April 30, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| Associate | 4,178 | 15,565 | 19,540 | 19,178 |

The details of the Group's associate at the end of each reporting period and the date of this report are as follows:

| Name of associate | Place of operation and principal place of operation | Proportion of ownership interest held by the Group | | | | | Proportion of voting right held by the Group | | | | | Principal activities |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | As at December 31, | | | As at April 30, | Date of report | As at December 31, | | | As at April 30, | Date of report | |
| | | 2023 | 2024 | 2025 | 2026 | | 2023 | 2024 | 2025 | 2026 | | |
| Beijing Yueshi Robotics Technology Co., Ltd.* (北京粤十機器人科技有限公司) ("Beijing Yueshi Robot") | The PRC | 24.32% | 18.78% | 17.97% | 17.97% | [17.97%] | 24.32% | 18.78% | 17.97% | 17.97% | [17.97%] | Offering of special robots for cold chain storage |

As at December 31, 2023, 2024 and 2025 and as at April 30, 2026, the Group held a 24.32%, 18.78%, 17.97%, and 17.97% equity interest in Beijing Yueshi Robot and has the right to appoint 1 of 5, 1 of 8, 1 of 9 and 1 of 9 directors of the board in Beijing Yueshi Robot respectively. The director appointed by the Group is also nominated as the legal representative and manager of Beijing Yueshi Robot. Through the board representation and the nominated role of its representative, the Group has the power to participate in the financial and operating policy as well as dividends and other distribution decisions of Beijing Yueshi Robot. Accordingly, the Group has significant influence over Beijing Yueshi Robot and the investment is accounted for as an investment in an associate using the equity method in the consolidated financial statements.

The movements of the Group's and the Company's investment in an associate during the Track Record Period are as follows:

| | As at December 31, | | | As at April 30, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| At the beginning of the year | — | 4,178 | 15,565 | 19,540 |
| Additions | 3,000 | — | — | — |
| Share of results | (930) | (770) | 154 | (362) |
| Gain on deemed partial disposal of an associate | 2,108 | 12,157 | 3,821 | — |
| At the end of the year | 4,178 | 15,565 | 19,540 | 19,178 |

The associate of the Group have been accounted based on the financial information prepared under the accounting policies consistent with the Group.

## 18. DEFERRED TAXATION

**The Group**

For the purpose of presentation in the consolidated statements of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

| | As at December 31, | | | As at April 30, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| Deferred tax assets | 183 | 247 | 826 | 838 |

* *English name is for identification purpose*

**The Group**

The following are the major deferred tax balances recognized and movement there on during the Track Record Period.

| | ECL Provision | Lease liabilities | Right-of-use assets | Total |
|---|---|---|---|---|
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| As at January 1, 2023 | — | 392 | (311) | 81 |
| Credit (charge) to profit or loss | 151 | (256) | 207 | 102 |
| As at December 31, 2023 | 151 | 136 | (104) | 183 |
| (Charge) credit to profit or loss | (28) | 1,271 | (1,179) | 64 |
| As at December 31, 2024 | 123 | 1,407 | (1,283) | 247 |
| Credit to profit or loss | 240 | 55 | 284 | 579 |
| As at December 31, 2025 | 363 | 1,462 | (999) | 826 |
| Credit (charge) to profit or loss | 439 | (525) | 98 | 12 |
| As at April 30, 2026 | 802 | 937 | (901) | 838 |

Deferred tax assets have not been recognized in respect of the following items:

| | As at December 31, | | | As at April 30, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| Tax losses | 20,535 | 37,353 | 43,293 | 51,863 |

The Group has accumulated tax losses in Chinese Mainland, that will expire in one to ten years for offsetting against future taxable profits of the companies located in Chinese Mainland in which the tax losses arose. Deferred tax assets have not been recognized in respect of these losses as they have arisen in the Company and its subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits in foreseeable future will be available against which the tax losses can be utilized.

## 19. INVENTORIES

**The Group**

| | As at December 31, | | | As at April 30, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| Finished goods | 144,019 | 451,861 | 1,500,687 | 1,327,562 |
| Goods in transit | 113,496 | 586,250 | 657,774 | 1,149,326 |
| | 257,515 | 1,038,111 | 2,158,461 | 2,476,888 |

## 20. TRADE RECEIVABLES

**The Group**

| | As at December 31, | | | As at April 30, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| Trade receivables from contracts with customers | 34,235 | 5,479 | 74,302 | 63,396 |
| Less: allowance for credit losses | (2,218) | (2,163) | (3,239) | (4,944) |
| | 32,017 | 3,316 | 71,063 | 58,452 |

As at January 1, 2023, trade receivables from contracts with customers amounted to approximately RMB6,722,000.

The Group's trade receivables were denominated in RMB. The carrying amounts of the Group's trade receivables approximated their fair value as at December 31, 2023, 2024 and 2025 and April 30, 2026.

The Group generally allows a credit period ranging from 1 to 6 months to its customers. The following is an aged analysis of trade receivables, net of allowance for credit losses, presented based on the invoice date at the end of each reporting period.

| | As at December 31, | | | As at April 30, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| 0–90 days | 23,978 | 3,139 | 64,508 | 53,716 |
| 91–180 days | 2,136 | 112 | 5,983 | 3,856 |
| 181–365 days | 1,676 | 65 | 572 | 880 |
| Over 1 year | 4,227 | — | — | — |
| | 32,017 | 3,316 | 71,063 | 58,452 |

## 21. PREPAYMENTS AND OTHER RECEIVABLES

**The Group**

| | As at December 31, | | | As at April 30, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| Prepayments for purchase of cold chain agricultural products | 33,366 | 186,537 | 356,779 | 512,041 |
| Other receivables | | | | |
| — Third parties | 1,397 | 2,163 | 9,874 | 5,786 |
| — Related parties *(note 34)* | 6,992 | 1,551 | 1,090 | 30 |
| — Deferred issuing costs | — | — | 1,530 | 3,197 |
| | 41,755 | 190,251 | 369,273 | 521,054 |

**The Company**

| | As at December 31, | | | As at April 30, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| Other receivables | | | | |
| — Third parties | — | — | — | 3 |
| — Related parties | 3,002 | — | — | — |
| — Subsidiaries | 78,378 | 197,719 | 515,288 | 525,288 |
| — Deferred issuing costs | — | — | 1,530 | 3,197 |
| | 81,380 | 197,719 | 516,818 | 528,488 |

## 22. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

| | 2023 | 2024 | 2025 | As at April 30, 2026 |
|---|---|---|---|---|
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| Wealth management plans | — | — | 70,159 | 50,054 |

The Group invested in financial products managed by banks in the Chinese Mainland which can be redeemed at any time. There is no predetermined or guaranteed return for each product. Such financial products are accounted for as financial assets at FVTPL under IFRS 9.

## 23. RESTRICTED BANK DEPOSITS/CASH AND CASH EQUIVALENTS

Restricted bank deposits are placed with banks with original maturity from six months to three years and those with maturity more than one year at the end of the reporting periods are classified as non-current assets.

During the Track Record Period, the Group entered into framework cooperation agreements with certain banks for introduction of business to its downstream clients to the banks. The banks independently conducted their own risk assessments to decide whether to grant credit financing to the downstream clients. The relevant loan contracts were signed directly among the banks and the downstream clients, while the Group have maintained deposits in an interest-earning account with respective banks. As of the date of this report, the directors assessed that, based on available facts and circumstances, the Group had no actual or contingent liability in relation to the aforesaid arrangements with banks.

Cash and cash equivalents and restricted bank deposits carried interest at market rates ranging from 0.05% to 0.2%, 0.01% to 2.35%, 0.01% to 2.35% and 0.01% to 0.35% per annum as at December 31, 2023, 2024 and 2025 and April 30, 2026, respectively.

The above bank balances and cash and restricted bank deposits that are denominated in the following currencies:

**The Group**

| | As at December 31, | | | As at April 30, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| RMB | 23,758 | 99,366 | 417,331 | 303,971 |
| United States Dollar ("**US$**") | — | 929 | 1,743 | 1,537 |
| | 23,758 | 100,295 | 419,074 | 305,508 |

**The Company**

| | As at December 31, | | | As at April 30, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| RMB | 1,949 | 946 | 24,434 | 14,361 |

## 24. TRADE AND OTHER PAYABLES

**The Group**

| | As at December 31, | | | As at April 30, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| Trade payables | 129,316 | 423,069 | 298,650 | 428,475 |
| Accrued payroll and welfare | 1,808 | 1,673 | 1,638 | 1,842 |
| Value-added tax payables | 959 | 147 | 114 | 240 |
| Other taxes payables | 168 | 386 | 557 | 471 |
| Other payables | | | | |
| — Third parties | 11,009 | 3,522 | 8,078 | 9,001 |
| — Related parties *(note 34)* | — | 31,640 | — | — |
| | 13,944 | 37,368 | 10,387 | 11,554 |
| | 143,260 | 460,437 | 309,037 | 440,029 |

The credit period on purchase of cold chain agricultural products is usually within 30 days. The following is an aging analysis of trade payables presented based on the invoice date at the end of each reporting period:

| | As at December 31, | | | As at April 30, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| 0–90 days | 123,501 | 411,643 | 288,872 | 412,023 |
| 91–180 days | 4,052 | 6,953 | 5,034 | 10,640 |
| 181–365 days | 1,750 | 4,011 | 3,874 | 3,795 |
| Over 1 year | 13 | 462 | 870 | 2,017 |
| | 129,316 | 423,069 | 298,650 | 428,475 |

The trade and other payables were mainly denominated in RMB, US$, Australian Dollars ("AUD") and Euro ("EUR"). The carrying amounts of trade and other payables approximated their fair value as at December 31, 2023, 2024 and 2025 and April 30, 2026.

**The Company**

| | As at December 31, | | | As at April 30, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| Other taxes payables | — | 13 | 38 | — |
| Other payables | | | | |
| — Third parties | 10,800 | 455 | 200 | 215 |
| — Subsidiaries | — | — | — | 7,523 |
| | 10,800 | 468 | 238 | 7,738 |

## 25. BANK AND OTHER BORROWINGS

**The Group**

| | As at December 31, | | | As at April 30, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| Bank borrowings | 65,680 | 229,038 | 414,350 | 604,800 |
| Other borrowings *(Note i)* | 10,978 | 20,990 | — | — |
| | 76,658 | 250,028 | 414,350 | 604,800 |
| Analyzed as: | | | | |
| Unsecured and guaranteed *(Note ii)* | 65,680 | 219,048 | 414,350 | 604,800 |
| Unsecured and unguaranteed | 10,978 | 30,980 | — | — |
| | 76,658 | 250,028 | 414,350 | 604,800 |
| Carrying amount repayable as follows: | | | | |
| Bank borrowings | | | | |
| — within one year | 65,680 | 229,038 | 414,350 | 604,800 |
| Other borrowings | | | | |
| — within one year | — | 20,990 | — | — |
| — more than one year but not more than two year | 10,978 | — | — | — |
| | 76,658 | 250,028 | 414,350 | 604,800 |
| Less: Amount due for settlement within one year and shown under current liabilities | (65,680) | (250,028) | (414,350) | (604,800) |
| Amounts shown under non-current liabilities | 10,978 | — | — | — |

**The Company**

| | As at December 31, | | | As at April 30, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| Other borrowings *(Note i)* | 10,978 | 20,990 | — | — |
| Carrying amount repayable as follows: | | | | |
| — within one year | — | 20,990 | — | — |
| — more than one year but not more than two years | 10,978 | — | — | — |
| | 10,978 | 20,990 | — | — |

*Notes:*

i. The Group obtained unsecured borrowings from a company controlled by one of its shareholders at an interest rate of 0.05% per annum. Such amounts was fully settled in October 2025.

ii. During the Track Record Period, the Company's controlling shareholder guaranteed these loans. All loan guarantees provided by the Company's controlling shareholder will be released prior to the [REDACTED] of the Company's shares on The Stock Exchange of Hong Kong Limited.

The bank and other borrowings were mainly denominated in RMB and US$. The carrying amounts of bank and other borrowings approximated their fair value as at December 31, 2023, 2024 and 2025 and as at April 30, 2026.

The exposure of the Group's and the Company's borrowings are as follows:

**The Group**

| | As at December 31, | | | As at April 30, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| Fixed-rate borrowings | 66,658 | 250,028 | 404,430 | 552,800 |
| Variable-rate borrowings | 10,000 | — | 9,920 | 52,000 |
| | 76,658 | 250,028 | 414,350 | 604,800 |

**The Company**

| | As at December 31, | | | As at April 30, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| Fixed-rate borrowings | 10,978 | 20,990 | — | — |

The ranges of effective interest rates (which are also equal to contracted interest rates) on the Group's and the Company's borrowings are as follows:

**The Group**

| | As at December 31, | | | As at April 30, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 |
| | *per annum* | *per annum* | *per annum* | *per annum* |
| Effective interest rates: | | | | |
| Fixed-rate borrowings | 0.05%–4.00% | 0.05%–3.90% | 1.50%–3.52% | 1.80%–3.40% |
| Variable-rate borrowings | 3.75%–3.85% | 3.35%–4.35% | 2.90%–3.00% | 2.80%–3.00% |

**The Company**

| | As at December 31, | | | As at April 30, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 |
| | *per annum* | *per annum* | *per annum* | *per annum* |
| Effective interest rates: | | | | |
| Fixed-rate borrowings | 0.05% | 0.05% | N/A | N/A |

## 26. LEASE LIABILITIES

**The Group**

| | As at December 31, | | | As at April 30, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| Lease liabilities payable: | | | | |
| Within one year | 906 | 2,545 | 4,802 | 1,956 |
| Within a period of more than one year but not exceeding two years | — | 1,905 | 2,026 | 2,053 |
| Within a period of more than two years not exceeding five years | — | 4,926 | 2,979 | 2,290 |
| | 906 | 9,376 | 9,807 | 6,299 |
| Less: Amount due for settlement within 12 months shown under current liabilities | (906) | (2,545) | (4,802) | (1,956) |
| Amounts due for settlement after 12 months shown under non-current liabilities | — | 6,831 | 5,005 | 4,343 |

## 27. CONTRACT LIABILITIES

**The Group**

| | As at January 1, | As at December 31, | | | Four months ended April 30, |
|---|---|---|---|---|---|
| | 2023 | 2023 | 2024 | 2025 | 2026 |
| | | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| Amounts received in advance | 38,913 | 77,925 | 340,415 | 1,728,525 | 1,679,616 |

The following table shows how much of the revenue recognized relates to carried-forward contract liabilities:

| | Year ended December 31, | | | Four months ended April 30, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| Sales of products | 38,913 | 75,976 | 336,337 | 1,559,559 |

The Group normally requires certain customers to pay a percentage of total consideration as advance payment as part of credit risk management policies, which represents the Group's and the Company's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

The changes in contract liabilities reflected the market supply and demand dynamics and the expansion of the business scale of the Group throughout the Track Record Period.

Contract liabilities that are expected to be settled within the Group's normal operating cycle are classified as current liabilities based on the Group's earliest obligation to transfer goods to the customers.

## 28. FINANCIAL LIABILITIES DESIGNATED AT FVTPL

**The Group and the Company**

From December 2021 to December 2025, the Company entered into share subscription agreements with independent investors and issued five series (the "Series A", Series B", "Series C", "Series D" and "Series E", respectively) of shares with preferred rights. Details of the outstanding shares with preferred rights ("Series Shares") at the end of each reporting period are as follows:

**As at December 31, 2023**

| Series | Subscription price per share | Number of shares | Total consideration |
|---|---|---|---|
| | *RMB* | | *RMB'000* |
| Series A *(Note i)* | 47.86 | 1,149,265 | 55,000 |

*Note:*

i. The 208,957 shares transferred by its existing shareholder namely Shenzhen Nanhai Cold Chain Supply Chain Management Co., Ltd.* 深圳南海冷鏈供應鏈管理有限公司 (formerly known as 深圳市漢維電子有限公司) to a Series A investor directly during the year ended December 31, 2022 was not included above, hence as at December 31, 2023, number of shares with preferred rights held by Series A investors was 1,358,222.

* *English name is for identification purpose*

**As at December 31, 2024**

| Series | Subscription price per share | Number of shares | Total consideration |
|---|---|---|---|
| | *RMB* | | *RMB'000* |
| Series A *(Note i)* | 47.86 | 1,149,265 | 55,000 |
| Series B | 83.23 | 1,201,505 | 100,000 |
| Series C *(Note ii)* | 113.49 | 1,013,270 | 115,000 |
| | | 3,364,040 | 270,000 |

*Notes:*

i. The 208,957 shares transferred by its existing shareholder namely Shenzhen Nanhai Cold Chain Supply Chain Management Co., Ltd.* 深圳南海冷鏈供應鏈管理有限公司 (formerly known as 深圳市漢維電子有限公司) to a Series A investor directly during the year ended December 31, 2022 was not included above, hence as at December 31, 2024, number of shares with preferred rights held by Series A investors was 1,358,222.

ii. The 78,320 shares transferred by its existing shareholder namely Shenzhen Qianhai Yueshi Entrepreneurship Technology Partnership (Limited Partnership)* (深圳前海粵十創業科技合夥企業(有限合夥)) to a Series C investor directly during the year ended December 31, 2024 was not included above, hence as at December 31, 2024, number of shares with preferred rights held by Series C investors was 1,091,590.

* *English name is for identification purpose*

**As at December 31, 2025 and April 30, 2026**

| Series | Original subscription price per share | Adjusted subscription price per share *(note i)* | Original number of shares | Adjusted number of Shares *(note i)* | Total consideration |
|---|---|---|---|---|---|
| | *RMB* | *RMB* | | | *RMB'000* |
| Series A *(Note ii)* | 47.86 | 37.28 | 1,567,180 | 2,011,930 | 75,000 |
| Series B *(Note iii)* | 83.23 | 64.83 | 1,201,505 | 1,542,481 | 100,000 |
| Series C *(Note iv)* | 113.49 | 88.41 | 1,898,779 | 2,437,633 | 215,500 |
| Series D | 198.47 | 154.60 | 463,536 | 595,083 | 92,000 |
| Series E | 350.00 | 350.00 | 428,570 | 428,570 | 150,000 |
| | | | | | 632,500 |

*Notes:*

i. The Company converted into a joint stock company on December 1, 2025 with limited liabilities with 20,000,000 shares in a nominal value of RMB1.0 each. The paid-in capital of the Company as of the conversion base date was converted at a rate of 1:1.2838 into 20,000,000 shares at RMB1.0 each and issued to the then shareholders of the Company in proportion to their capital contribution to the Company.

The adjusted number of shares and adjusted subscription price per share represented the effect of the 1:1.2838 conversion on the number of shares and subscription price as if the Company's conversion into a joint stock limited liability company had been completed on/effective since January 1, 2023 for comparative purpose.

Series E was issued subsequent to the conversion and therefore adjusted number of shares or adjusted subscription price per share is not applicable.

ii. The 208,957 shares (adjusted: 268,257 shares) transferred by its existing shareholder namely Shenzhen Nanhai Cold Chain Supply Chain Management Co., Ltd.* 深圳南海冷鏈供應鏈管理有限公司 (formerly known as 深圳市漢維電子有限公司) to a Series A investor directly during the year ended December 31, 2022 was not included above, hence as at December 31, 2025 and April 30, 2026, number of shares with preferred rights held by Series A investors was 1,776,137 shares (adjusted: 2,280,187 shares).

iii. The 1,441,807 shares (adjusted: 1,850,978 shares) transferred by its existing shareholder namely Shenzhen Qianhai Yueshi Entrepreneurship Technology Partnership (Limited Partnership)* (深圳前海粵十創業科技合夥企業(有限合夥)) to a Series B investor directly during the year ended December 31, 2025 was not included above, hence as at December 31, 2025 and April 30, 2026, number of shares with preferred rights held by Series B investors was 2,643,312 shares (adjusted: 3,393,459 shares).

iv. The 78,320 shares (adjusted: 100,546 shares) transferred by its existing shareholder namely Shenzhen Qianhai Yueshi Entrepreneurship Technology Partnership (Limited Partnership)* (深圳前海粵十創業科技合夥企業(有限合夥)) to a Series C investor directly during the year ended December 31, 2024 was not included above, hence as at December 31, 2025 and April 30, 2026, number of shares with preferred rights held by Series C investors was 1,977,099 shares (adjusted: 2,538,179 shares).

* *English name is for identification purpose*

The carrying amounts of the financial liabilities designated at FVTPL are set out as below:

| | As at December 31, | | | As at December 22, | As at April 30, |
|---|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| Series A | 104,880 | 198,396 | — | 728,155 | — |
| Series B | — | 195,528 | — | 1,094,223 | — |
| Series C | — | 188,177 | — | 820,039 | — |
| Series D | — | — | — | 195,312 | — |
| Series E | — | — | — | 150,000 | — |
| | 104,880 | 582,101 | — | 2,987,729 | — |

Pursuant to the share subscription agreements, the investors were granted by the Company and the Company's controlling shareholders with certain special rights ("Special Rights"). The key terms of the Special Rights are summarized as follows:

***(1) Dividend rights***

Profit distribution, if approved by the shareholders' meeting, shall be made to all shareholders proportionate to their shareholding and actual capital contributions.

***(2) Anti-dilution right***

If the Company increases its paid-in capital at a price lower than the price paid by the investors on a per paid-in capital basis, the investors have a right to require the Company to issue additional paid-in capital at the lowest issue price permitted by law to the investors or receive cash compensation from the Company, and the investors also have a right to require the controlling shareholders to transfer shares to the investors at the lowest issue price permitted by law or receive cash compensation from the controlling shareholders, so that the total amount paid by the investors divided by the total amount of paid-in capital obtained is equal to the price per paid-in capital in the new issuance.

***(3) Redemption features***

The Series Shares shall be redeemable by the Company at the option of the investors upon occurrence of certain events, including but not limited to:

(i) the Company fails to achieve a qualified [REDACTED] or qualified overall sale of the Company before December 31, 2026, December 31, 2027 and December 31, 2027 for shareholders of Series A, Series B and Series C, respectively;

(ii) a change in the ultimate controlling shareholder;

(iii) when other investors exercise their repurchase right, making a repurchase demand to the Company or the founding shareholders; and

(iv) the Company or the founding shareholders commits a criminal or illegal act.

The redemption price shall equal to the higher of:

(i) the issue price of the redeemed shares plus an annual simple interest of 6% — 8% in case of other triggering events; and

(ii) the Company's net assets as extracted from the audited financial statements multiplied by an ratio equal the number of the redeemed shares over the Company's total shares.

***(4) Liquidation preferences***

In the event of any liquidation, including dissolution, bankruptcy, winding up of the Company, change of control of the Company, and the sale, transfer or disposal of all or substantially all the assets, the investors shall receive the higher of the redemption amount calculated as above or their proportion of all distributable assets and funds legally available for distribution to the shareholders of the Company.

***(5) Most favourable terms***

If raising any capital subsequently on terms and conditions which are more favorable than those of the existing holders Series Shares, the investors shall be entitled to such more favorable terms and the terms of their original investment shall be adjusted accordingly.

On December 22, 2025, a termination agreement was entered into between the Company and all shareholders of the Company ("**Termination Agreement**"), which the redemption rights under the Special Rights shall be terminated on the day immediately preceding the first submission of the [REDACTED] application to The Stock Exchange of Hong Kong Limited by the Company.

All other Special Rights will terminate upon the [REDACTED] of the Company's shares on The Stock Exchange of Hong Kong Limited. However, these Special Rights may be reinstated if (i) the Company withdraws the [REDACTED] application; (ii) the competent regulatory authorities reject the [REDACTED] application, refuse to approve it or terminate the review thereof; or (iii) the Company fails to complete the [REDACTED] and the [REDACTED] within 24 months from the [REDACTED] application or any extended period agreed by all shareholders as specified in the Termination Agreement, provided that in respect of the redemption rights, only the redemption rights granted by the Company's controlling shareholders (the "**CS Redemption Right**") could be reinstated.

Save as disclosed above, the directors of the Company have assessed that (i) there are no other side arrangements between the Company and the [REDACTED] Investors or between the Company and the Company's Controlling Shareholders regarding the CS Redemption Right; (ii) the Company did not provide any guarantee on the CS Redemption Right. Considering that the Company is not a party to the CS Redemption Right and has no obligation to repurchase the Shares held by the [REDACTED] Investors, no financial liability was recorded regarding the CS Redemption Right.

**Presentation and classification**

As the subscription agreements give rise to redemption obligation of the Company, upon the issuance of each Series Shares, the Company classifies the Series Shares as financial liabilities and debited to other reserve in equity. As the Special Rights granted to the investors in the subscription agreements form a hybrid contract with multiple embedded derivatives which satisfy the criteria under IFRS 9, the Group designated the entire hybrid instrument as financial liabilities at fair value through profit or loss upon initial recognition and presented as "financial liabilities designated at FVTPL" in the consolidated statements of financial position. The change in fair value of the financial liabilities designated at FVTPL is charged to profit or loss except for the portion attributable to credit risk change that shall be charged to other comprehensive income. Management considered that the changes in fair value of financial liabilities designated at FVTPL attributable to changes of own credit risk is not significant.

The financial liabilities designated at FVTPL were presented as current liabilities as not all triggering payment events mentioned above were within the control of the Company.

The shares with preferred rights were valued by the directors of the Company with reference to valuation carried out by an independent qualified professional valuer, used the option pricing model to determine the fair value of the shares with preferred rights at the end of each reporting period.

The movements of financial liabilities designated at FVTPL are set out as follows:

| | **Series A** | **Series B** | **Series C** | **Series D** | **Series E** | **Total** |
|---|---|---|---|---|---|---|
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| As at January 1, 2023 | 82,657 | — | — | — | — | 82,657 |
| Changes in fair value | 22,223 | — | — | — | — | 22,223 |
| As at December 31, 2023 | 104,880 | — | — | — | — | 104,880 |
| Recognition of financial liabilities designated at FVTPL | — | 100,000 | 128,501 | — | — | 228,501 |
| Changes in fair value | 93,516 | 95,528 | 59,676 | — | — | 248,720 |
| As at December 31, 2024 | 198,396 | 195,528 | 188,177 | — | — | 582,101 |
| Recognition of financial liabilities designated at FVTPL | 20,000 | 210,186 | 100,500 | 92,000 | 150,000 | 572,686 |
| Changes in fair value | 509,759 | 688,509 | 531,362 | 103,312 | — | 1,832,942 |
| Termination of redemption rights | (728,155) | (1,094,223) | (820,039) | (195,312) | (150,000) | (2,987,729) |
| As at December 31, 2025 and April 30, 2026 | — | — | — | — | — | — |

Key valuation assumptions are set out as below:

| | As at December 31, | | As at April 30, | As at December 22, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2025 |
| Risk-free interest rate | 2.26% | 1.13% | 1.44% | 1.33% |
| Volatility | 38.2% | 37.7% | 42.2% | 37.5% |
| Preferred dividend yield | 0% | 0% | 0% | 0% |
| Possibilities under [REDACTED] scenario | 40% | 40% | 40% | 85% |
| Possibilities under liquidation scenario | 30% | 30% | 30% | 7.5% |
| Possibilities under redemption scenario | 30% | 30% | 30% | 7.5% |

The directors of the Company estimated the risk-free interest rate based on the yield of the Chinese treasury bonds with a maturity life close to period from the respective valuation dates to the expected liquidation dates. Volatility was estimated on each valuation date based on average of historical volatilities of the comparable companies in the same industry for a period from the respective valuation dates to expected liquidation dates.

## 29. PAID-IN CAPITAL/SHARE CAPITAL

### (a) Paid-in Capital

All domestic shares issued by the Company are fully paid domestic shares. The par value is RMB1. The Company's number of shares and their nominal value are as follows:

| | Nominal value per share | Number of shares | Amount |
|---|---|---|---|
| | *RMB* | *'000* | *RMB'000* |
| Registered and fully paid: | | | |
| As at January 1, 2023 and December 31, 2023 | 1 | 10,447 | 10,447 |
| Issue of domestic shares *(Note i)* | 1 | 1,150 | 1,150 |
| Issue of shares with preferred rights *(Note ii)* | 1 | 2,215 | 2,215 |
| As at December 31, 2024 | 1 | 13,812 | 13,812 |
| Issue of shares with preferred rights *(Note iii)* | 1 | 1,767 | 1,767 |
| Conversion into a joint stock company | 1 | (15,579) | (15,579) |
| As at December 31, 2025 and April 30, 2026 | 1 | — | — |

*Notes:*

i. Upon incorporation of the Company, domestic shares with a total par value of approximately RMB1,150,000 (RMB1 per share) were allotted to a founding shareholder but remained unpaid. These shares were later transferred to a new shareholder, who settled the payment in August 2024.

ii. During 2023, the Company entered into an investment agreement with a Series B investors, pursuant to which those investors agreed to subscribe to 1,201,505 new Series Shares of the Company with total consideration of approximately RMB100,000,000. The proceeds of approximately RMB100,000,000 were received by the Company in 2024 which has increased the Company's paid-in capital and capital reserve by approximately RMB1,202,000 and RMB98,798,000, respectively. Certain redemption rights upon capital contribution were granted to such Series B investors (note 28).

During 2024, the Company entered into investment agreements with certain Series C investors, pursuant to which those investors agreed to subscribe to a total of 1,013,270 new Series Shares of the Company with a total consideration of approximately RMB115,000,000. The proceeds of approximately RMB115,000,000 were received by the Company in 2024 which has increased the Company's paid-in capital and capital reserve by approximately RMB1,013,000 and RMB113,987,000, respectively. Certain redemption rights upon capital contribution were granted to these Series C investors (note 28).

iii. During 2021, the Company entered into investment agreements with certain Series A investors, pursuant to which those investors agreed to subscribe to a total of 417,915 new Series Shares of the Company with a total consideration of approximately RMB20,000,000. The proceeds of approximately RMB20,000,000 were received by the Company in 2025 which has increased the Company's paid-in capital and capital reserve by approximately RMB418,000 and RMB19,582,000, respectively. Certain redemption rights upon capital contribution were granted to these Series A investors (note 28).

During 2025, the Company entered into investment agreements with certain Series C investors, pursuant to which those investors agreed to subscribe to a total of 885,509 new Series Shares of the Company with a total consideration of approximately RMB100,500,000. The proceeds of approximately RMB100,500,000 were received by the Company in 2025 which has increased the Company's paid-in capital and capital reserve by approximately RMB885,000 and RMB99,615,000, respectively. Certain redemption rights upon capital contribution were granted to these Series C investors (note 28).

During 2025, the Company entered into investment agreements with certain Series D investors, pursuant to which those investors agreed to subscribe to a total of 463,536 new Series Shares of the Company with a total consideration of approximately RMB92,000,000. The proceeds of approximately RMB92,000,000 were received by the Company in 2025 which has increased the Company's paid-in capital and capital reserve by approximately RMB464,000 and RMB91,536,000, respectively. Certain redemption rights upon capital contribution were granted to these Series C investors (note 28).

**(b) Share Capital**

The Company converted into a joint stock company on December 1, 2025 with limited liabilities with 20,000,000 shares in a nominal value of RMB1.0 each. The paid-in capital of the Company as of the conversion base date was converted at a rate of 1:1.2838 into 20,000,000 shares at RMB1.0 each and issued to the then shareholders of the Company in proportion to their capital contribution to the Company. The remaining amount was converted into capital reserve.

| | Nominal value per share | Number of shares | Amount |
|---|---|---|---|
| | *RMB* | *'000* | *RMB'000* |
| As at January 1, 2023 and December 31, 2023 and 2024 | | — | — |
| Conversion into a joint stock company | 1 | 20,000 | 20,000 |
| Issue of shares with preferred rights *(Note i)* | 1 | 429 | 429 |
| As at December 31, 2025 and April 30, 2026 | 1 | 20,429 | 20,429 |

*Notes:*

i. During 2025, the Company entered into investment agreements with certain Series E investors, pursuant to which those investors agreed to subscribe to a total of 428,570 new Series Shares of the Company with a total consideration of approximately RMB150,000,000. The proceeds of approximately RMB150,000,000 were received by the Company in 2025 which has increased the Company's share capital and capital reserve by approximately RMB429,000 and RMB149,571,000, respectively. Certain redemption rights upon capital contribution were granted to these Series E investors (note 28).

As approved by its shareholders' general meeting held on December 30, 2025, immediately upon the [REDACTED] of the share of the Company on the Main Board of the Stock Exchange, the ordinary shares of the Company will be subdivided on a one-for-ten basis, and the nominal value of the shares will be changed from RMB1.0 each to RMB0.1 each. Immediately after such share subdivision, the registered share capital of the Company will be RMB[REDACTED] with [REDACTED] shares with a nominal value of RMB0.1 each.

## 30. NOTES TO THE CONSOLIDATED STATEMENTS OF CASH FLOWS

### (a) Reconciliation of liabilities arising from financing activities

| | Bank borrowings | Other borrowings | Other payables due to related parties | Lease liabilities | Interest payables | Financial liabilities designated at FVTPL | Total |
|---|---|---|---|---|---|---|---|
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| As at January 1, 2023 | 4,700 | 11,131 | — | 2,615 | — | 82,657 | 101,103 |
| Financing cash flows | 60,980 | — | — | (1,780) | (1,067) | — | 58,133 |
| Non-cash changes | | | | | | | |
| — Interest expenses | — | — | — | 71 | 1,067 | — | 1,138 |
| — Changes in fair value | — | — | — | — | — | 22,223 | 22,223 |
| — Exchange difference | — | (153) | — | — | — | | (153) |
| As at December 31, 2023 | 65,680 | 10,978 | — | 906 | — | 104,880 | 182,444 |
| Financing cash flows | 163,358 | 9,844 | 31,640 | (1,629) | (4,444) | 215,000 | 413,769 |
| Non-cash changes | | | | | | | |
| — Interest expenses | — | — | — | 256 | 4,444 | — | 4,700 |
| — Addition of lease | — | — | — | 9,843 | — | — | 9,843 |
| — Changes in fair value | — | — | — | — | — | 248,720 | 248,720 |
| — Preferred rights granted on existing domestic shares | — | — | — | — | — | 13,501 | 13,501 |
| — Exchange difference | — | 168 | — | — | — | — | 168 |
| As at December 31, 2024 | 229,038 | 20,990 | 31,640 | 9,376 | — | 582,101 | 873,145 |
| Financing cash flows | 185,312 | (21,106) | (31,640) | (12) | (12,740) | 362,500 | 482,314 |
| Non-cash changes | | | | | | | |
| — Interest expenses | — | — | — | 309 | 12,740 | — | 13,049 |
| — Addition of lease | — | — | — | 134 | — | — | 134 |
| — Changes in fair value | — | — | — | — | — | 1,832,942 | 1,832,942 |
| — Preferred rights granted on existing domestic shares | — | — | — | — | — | 210,186 | 210,186 |
| — Termination of redemption rights | — | — | — | — | — | (2,987,729) | (2,987,729) |
| — Exchange difference | — | 116 | — | — | — | — | 116 |
| As at December 31, 2025 | 414,350 | — | — | 9,807 | — | — | 424,157 |
| Financing cash flows | 190,450 | — | — | (3,594) | (5,037) | — | 181,819 |
| Non-cash changes | | | | | | | |
| — Interest expenses | — | — | — | 86 | 5,037 | — | 5,123 |
| As at April 30, 2026 | 604,800 | — | — | 6,299 | — | — | 611,099 |

## 31. RETIREMENT BENEFIT PLANS

In accordance with the rules and regulations in the Chinese Mainland, the employees of the Group based in the Chinese Mainland participate in various defined contribution retirement benefit plans organized by the relevant municipal and provincial governments in the mainland China under which the Group and the relevant employees are required to make monthly contributions to these plans calculated at a certain percentage of the employees' salaries.

The municipal and provincial governments undertake to assume the retirement benefit obligations of all existing and future retired Chinese Mainland based employees'payable under the plans described above. Other than the monthly contributions, the Group has no further obligation for the payment of retirement and other post-retirement benefit of its employees. The assets of these plans are held separately from those of the Group in independently administrated funds managed by the PRC government. The contributions to these plans are recognized as employee benefit charged to profit or loss and capitalized where applicable.

The total cost charged to profit or loss in respect of the above-mentioned schemes amounted to approximately RMB507,000, RMB901,000 and RMB1,243,000 and RMB404,000 and RMB503,000 for the years ended December 31, 2023, 2024, 2025 and four months ended April 30, 2025 and 2026, respectively.

## 32. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that the group entities will be able to continue as a going concern while maximizing the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged.

The capital structure of the Group consists of net debt, which includes bank and other borrowings and lease liabilities disclosed in notes 25 and 26, respectively, net of cash and cash equivalents, and equity attributable to owners of the Company, comprising issued paid-in capital and reserves.

The management of the Group reviews the capital structure from time to time. As a part of this review, the management of the Group considers the cost of capital and the risks associated with each class of capital. Based on recommendations of the management of the Group, the Group will balance its overall capital structure through the issue of new shares, new debts or the redemption of existing debts.

## 33. FINANCIAL INSTRUMENTS

**Categories of financial instruments**

***The Group***

| | As at December 31, | | | As at April 30, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| **Financial assets** | | | | |
| Financial assets at amortized cost | 64,164 | 107,325 | 501,101 | 369,776 |
| Financial assets at FVTPL | — | — | 70,159 | 50,054 |
| | 64,164 | 107,325 | 571,260 | 419,830 |
| **Financial liabilities** | | | | |
| Financial liabilities at amortized cost | 218,791 | 709,932 | 722,716 | 1,044,118 |
| Financial liabilities designated at FVTPL | 104,880 | 582,101 | — | — |
| | 323,671 | 1,292,033 | 722,716 | 1,044,118 |
| Lease liabilities | 906 | 9,376 | 9,807 | 6,299 |

***The Company***

| | As at December 31, | | | As at April 30, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| **Financial assets** | | | | |
| Financial assets at amortized cost | 83,329 | 198,665 | 539,722 | 539,652 |
| **Financial liabilities** | | | | |
| Financial liabilities at amortized cost | 21,778 | 21,445 | 200 | 7,738 |
| Financial liabilities designated at FVTPL | 104,880 | 582,101 | — | — |
| | 126,658 | 603,546 | 200 | 7,738 |

**Financial risk management objectives and policies**

The Group's major financial instruments include financial assets at FVTPL, trade receivables, other receivables, restricted bank deposits, cash and cash equivalents, trade payables, other payables, bank and other borrowings and financial liabilities designated at FVTPL. The Company's major financial instruments include those aforementioned as well as amounts due from/to subsidiaries. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management of the Group manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

***Market risk***

The Group's activities expose it primarily to currency risk and interest rate risk. There had been no change in the Group's exposure to these risks or the manner in which it managed and measured the risks during the reporting period.

*(i) Currency risk*

Several subsidiaries of the Company have foreign currency transactions, including purchase, which expose the Group to foreign currency risk. Certain of the Group's bank balances and cash, and trade payables are denominated in currencies other than the functional currency of the relevant group entities and expose to such foreign currency risk. The carrying amounts of relevant group entities' foreign currency denominated monetary assets and liabilities other than their functional currency are disclosed in the respective notes.

The Group mainly exposes to foreign currency of US$, AUD and EUR. The carrying amounts of the Group's foreign currency denominated monetary assets and liabilities as at December 31, 2023, 2024 and 2025 and April 30, 2026 are as follows:

| | As at December 31, | | | As at April 30, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| **Assets** | | | | |
| US$ | — | 929 | 1,743 | 1,537 |
| **Liabilities** | | | | |
| US$ | 23,410 | 219,635 | 223,151 | 361,752 |
| AUD | — | — | 10,064 | — |
| EUR | — | 176 | 453 | 6,869 |

The Group currently does not have a foreign exchange hedging policy. However, the management of the Group monitors foreign exchange exposure and will consider hedging significant foreign exchange exposure should the need arise.

**Sensitivity analysis**

The following table details the Group's sensitivity to a 5% increase and decrease in RMB against the relevant foreign currencies. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the reporting period for a 5% change in foreign currency rates. A negative number below indicates an decrease in post-tax profit and other equity where RMB strengthen 5% against the relevant currency. For a 5% weakening of RMB against the relevant currency, there would be an equal and opposite impact on the profit and other comprehensive income and the amounts below would be positive.

| | As at December 31, | | | As at April 30, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| Impact on profit or loss | | | | |
| US$ | 878 | 8,201 | 8,303 | 13,508 |
| AUD | — | — | 377 | — |
| EUR | — | 7 | 17 | 257 |

*(ii) Interest rate risk*

The Group and the Company is exposed to fair value interest rate risk in relation to fixed-rate cash and cash equivalents, bank and other borrowings and lease liabilities, (details are set out in notes 23, 25 and 26, respectively). The Group is also exposed to cash flow interest rate risk in relation to variable-rate cash and cash equivalents and bank and other borrowings (details are set out in notes 23 and 25, respectively). The Group manages its interest rate exposures by assessing the potential impact arising from any interest rate movements based on interest rate level and outlook. The management will review the proportion of borrowings in fixed and variable rates and ensure they are within reasonable range.

The Group currently does not have formal interest rate hedging policies. The management of the Group monitors the Group's exposures on an on-going basis and will consider hedging interest rate risk should the need arises.

**Sensitivity analysis**

The sensitivity analyzes below have been determined based on the exposure to interest rates at the end of the reporting period. The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. A 100 basis point increase or decrease in variable-rate bank borrowings are used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates. Bank balances are excluded from sensitivity analysis as the management considers that the exposure of cash flow interest rate risk arising from variable-rate bank balances is insignificant.

If interest rates had been 100 basis points lower/higher and all other variables were held constant, the Group's post-tax loss for the year/period would decrease/(increase) by the following magnitude:

***The Group***

| | Year ended December 31, | | | Four months ended April 30, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| Decrease/(increase) in loss for the year/ period | 75 | — | 74 | 390 |

**Credit risk and impairment assessment**

Credit risk refers to the risk that a customer or counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group considers all elements of credit risk exposure such as counterparty default risk and sector risk for risk management purposes.

The Group's maximum exposure to credit risk in the event of the counterparties'failure to perform their obligations at the end of each reporting period in relation to each class of recognized financial assets is the carrying amount of those assets stated in the consolidated statements of financial position.

The Group's credit risk is primarily attributable to its trade receivables, other receivables, restricted bank deposits and bank balances.

In order to minimize the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual receivables at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the management of the Group considers that the Group's credit risk is significantly reduced.

The restricted bank deposits and bank balances are determined to have low credit risk at the end of each reporting period. The credit risk on restricted bank deposits and bank balances is limited because the counterparties are reputable banks and the risk of inability to pay or redeem at the due date is low.

As at April 30, 2026, our Group has concentration of credit risk as 89.0% of the total trade receivables was due from our Group's five largest customers.

In addition to the credit risk limit management and other mitigation measures as described above, the Group monitors all financial assets, that are subjected to impairment requirements to assess whether there has been a significant increase in credit risk since initial recognition. If there has been a significant increase in credit risk, the Group will measure the impairment loss allowance based on lifetime ECL rather than 12m ECL.

**Trade receivables**

For trade receivables, the Group has applied the simplified approach in IFRS 9 to measure the impairment loss allowance at lifetime ECL. The Group determines the ECL on an individual basis for customers classified as credit-impaired or collectively by using a provision matrix, estimated based on historical credit loss experience based on the past default experience of the debtor, general economic conditions of the industry in which the debtors operate and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group writes off trade receivables when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings.

In order to minimize credit risk, the Group has tasked its operation management committee to develop and maintain the Group's credit risk gradings to categorize exposures according to their degree of risk of default.

**Other receivables**

For other receivables, the Group has applied the general approach in IFRS 9 to measure the impairment loss allowance at 12m ECL, since the directors of the Company assessed that there has not been any significant increase in credit risk.

In determining the ECL, the management of the Group has taken into account the historical credit loss experience based on the past default experience of the counterparty, general economic conditions of the industry in which the counterparty operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

The following table shows the Group's credit risk grading framework in respect of financial assets and contract assets:

| Categories | Description | Trade receivables | Other financial assets |
|---|---|---|---|
| Stage 1 | For financial assets where there has low risk of default or has not been a significant increase in credit risk since initial recognition and that are not credit-impaired | Lifetime ECL — not credit-impaired | 12m ECL |
| Stage 2 | For financial assets where has been a significant increase in credit risk since initial recognition but that are not credit-impaired | Lifetime ECL — not credit-impaired | Lifetime ECL — not credit-impaired |
| Stage 3 | Financial assets are assessed as credit impaired when one or more events that have detrimental impact on the estimated future cash flows of that asset have occurred | Lifetime ECL — credit-impaired | Lifetime ECL — credit-impaired |

***The Group***

The tables below detail the credit risk exposure of the Group's financial assets which are subjected to ECL assessment:

| | | 12-month ECL | Lifetime ECL | | | |
|---|---|---|---|---|---|---|
| **December 31, 2023** | *NOTES* | **Stage 1** *RMB'000* | **Stage 2** *RMB'000* | **Stage 3** *RMB'000* | **Simplified approach** *RMB'000* | **Total gross carrying amount** *RMB'000* |
| Trade receivables *(Note)* | 20 | — | — | — | 34,235 | 34,235 |
| Other receivables | 21 | 8,389 | — | — | — | 8,389 |
| Cash and cash equivalents | 23 | 23,758 | — | — | — | 23,758 |

| | | 12-month ECL | Lifetime ECL | | | |
|---|---|---|---|---|---|---|
| **December 31, 2024** | *NOTES* | **Stage 1** *RMB'000* | **Stage 2** *RMB'000* | **Stage 3** *RMB'000* | **Simplified approach** *RMB'000* | **Total gross carrying amount** *RMB'000* |
| Trade receivables *(Note)* | 20 | — | — | — | 5,479 | 5,479 |
| Other receivables | 21 | 3,714 | — | — | — | 3,714 |
| Restricted bank deposits | 23 | 36,000 | — | — | — | 36,000 |
| Cash and cash equivalents | 23 | 64,295 | — | — | — | 64,295 |

| | | 12-month ECL | Lifetime ECL | | | |
|---|---|---|---|---|---|---|
| **December 31, 2025** | *NOTES* | **Stage 1** *RMB'000* | **Stage 2** *RMB'000* | **Stage 3** *RMB'000* | **Simplified approach** *RMB'000* | **Total gross carrying amount** *RMB'000* |
| Trade receivables *(Note)* | 20 | — | — | — | 74,302 | 74,302 |
| Other receivables | 21 | 10,964 | — | — | — | 10,964 |
| Restricted bank deposits | 23 | 150,000 | — | — | — | 150,000 |
| Cash and cash equivalents | 23 | 269,074 | — | — | — | 269,074 |

| | | 12-month ECL | Lifetime ECL | | | |
|---|---|---|---|---|---|---|
| **April 30, 2026** | *NOTES* | **Stage 1** *RMB'000* | **Stage 2** *RMB'000* | **Stage 3** *RMB'000* | **Simplified approach** *RMB'000* | **Total gross carrying amount** *RMB'000* |
| Trade receivables *(Note)* | 20 | — | — | — | 63,396 | 63,396 |
| Other receivables | 21 | 5,816 | — | — | — | 5,816 |
| Cash and cash equivalents | 23 | 305,508 | — | — | — | 305,508 |

***The Company***

The tables below detail the credit risk exposure of the Company's financial assets which are subjected to ECL assessment:

| | | 12-month ECL | Lifetime ECL | | | |
|---|---|---|---|---|---|---|
| **December 31, 2023** | *NOTES* | **Stage 1** *RMB'000* | **Stage 2** *RMB'000* | **Stage 3** *RMB'000* | **Simplified approach** *RMB'000* | **Total gross carrying amount** *RMB'000* |
| Other receivables | 21 | 81,380 | — | — | — | 81,380 |
| Cash and cash equivalents | 23 | 1,949 | — | — | — | 1,949 |

| | | 12-month ECL | Lifetime ECL | | | |
|---|---|---|---|---|---|---|
| **December 31, 2024** | *NOTES* | **Stage 1** *RMB'000* | **Stage 2** *RMB'000* | **Stage 3** *RMB'000* | **Simplified approach** *RMB'000* | **Total gross carrying amount** *RMB'000* |
| Other receivables | 21 | 197,719 | — | — | — | 197,719 |
| Cash and cash equivalents | 23 | 946 | — | — | — | 946 |

| | | 12-month ECL | Lifetime ECL | | | |
|---|---|---|---|---|---|---|
| **December 31, 2025** | *NOTES* | **Stage 1** *RMB'000* | **Stage 2** *RMB'000* | **Stage 3** *RMB'000* | **Simplified approach** *RMB'000* | **Total gross carrying amount** *RMB'000* |
| Other receivables | 21 | 515,288 | — | — | — | 515,288 |
| Cash and cash equivalents | 23 | 24,434 | — | — | — | 24,434 |

| | | 12-month ECL | Lifetime ECL | | | |
|---|---|---|---|---|---|---|
| **April 30, 2026** | *NOTES* | **Stage 1** *RMB'000* | **Stage 2** *RMB'000* | **Stage 3** *RMB'000* | **Simplified approach** *RMB'000* | **Total gross carrying amount** *RMB'000* |
| Other receivables | 21 | 525,291 | — | — | — | 525,291 |
| Cash and cash equivalents | 23 | 14,361 | — | — | — | 14,361] |

*Note:* For trade receivables, the Group has applied the simplified approach in IFRS 9 to measure the impairment loss allowance at lifetime ECL.

For trade receivables, the Group determines the ECL using a provision matrix, estimated based on the financial quality of the debtors and historical credit loss experience based on the days past due of the trade receivables, adjusted as appropriate to reflect current conditions and estimates of future economic conditions. The following table details the risk profile of trade receivables:

***The Group***

*As at December 31, 2023*

| | **Gross carrying amount** *RMB'000* | **Expected credit loss rate** | **Expected credit losses** *RMB'000* |
|---|---|---|---|
| Allowance for credit losses on individual basis | 1,653 | 94.31% | 1,559 |
| Allowance for credit losses by portfolio of credit risk characteristics | 32,582 | 2.02% | 659 |
| Total | 34,235 | | 2,218 |

*As at December 31, 2024*

| | Gross carrying amount | Expected credit loss rate | Expected credit losses |
|---|---|---|---|
| | *RMB'000* | | *RMB'000* |
| Allowance for credit losses on individual basis | 1,900 | 100% | 1,900 |
| Allowance for credit losses by portfolio of credit risk characteristics | 3,579 | 7.35% | 263 |
| Total | 5,479 | | 2,163 |

*As at December 31, 2025*

| | Gross carrying amount | Expected credit loss rate | Expected credit losses |
|---|---|---|---|
| | *RMB'000* | | *RMB'000* |
| Allowance for credit losses on individual basis | 1,787 | 99.89% | 1,785 |
| Allowance for credit losses by portfolio of credit risk characteristics | 72,515 | 2.01% | 1,454 |
| Total | 74,302 | | 3,239 |

*As at April 30, 2026*

| | Gross carrying amount | Expected credit loss rate | Expected credit losses |
|---|---|---|---|
| | *RMB'000* | | *RMB'000* |
| Allowance for credit losses on individual basis | 1,758 | 98.75% | 1,736 |
| Allowance for credit losses by portfolio of credit risk characteristics | 61,638 | 5.20% | 3,208 |
| Total | 63,396 | | 4,944 |

(i) Movement in ECL that has been recognized for the Group's trade receivables:

**The Group**

| | *RMB'000* |
|---|---|
| As at January 1, 2023 | — |
| Impairment losses recognized | 2,218 |
| As at December 31, 2023 | 2,218 |
| Impairment losses recognized | 341 |
| Impairment losses reversed | (396) |
| As at December 31, 2024 | 2,163 |
| Impairment losses recognized | 1,192 |
| Impairment losses reversed | (116) |
| As at December 31, 2025 | 3,239 |
| Impairment losses recognized | 1,754 |
| Impairment losses reversed | (49) |
| As at April 30, 2026 | 4,944 |

**Liquidity risk**

The management of the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

The following table details the Group's and the Company's remaining contractual maturity for its non-derivative financial liabilities based on the agreed repayment terms. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows.

***The Group***

| | Weighted average effective interest rate | On demand or less than 1 year | Over 1 year but within 2 year | Over 2 years but within 5 years | Total undiscounted cash flows | Carrying amount |
|---|---|---|---|---|---|---|
| | % | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| **As at December 31, 2023** | | | | | | |
| Trade and other payables | — | 142,133 | — | — | 142,133 | 142,133 |
| Bank and other borrowings | | | | | | |
| — fixed rate | 3.20% | 56,899 | 11,005 | — | 67,904 | 66,658 |
| — variable rate | 3.75% | 10,032 | — | — | 10,032 | 10,000 |
| Lease liabilities | 3.85% | 916 | — | — | 916 | 906 |
| Financial liabilities designated at FVTPL | — | 104,880 | — | — | 104,880 | 104,880 |
| | | 314,860 | 11,005 | — | 325,865 | 324,577 |

| | Weighted average effective interest rate | On demand or less than 1 year | Over 1 year but within 2 year | Over 2 years but within 5 years | Total undiscounted cash flows | Carrying amount |
|---|---|---|---|---|---|---|
| | % | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| **As at December 31, 2024** | | | | | | |
| Trade and other payables | — | 459,904 | — | — | 459,904 | 459,904 |
| Bank and other borrowings | | | | | | |
| — fixed rate | 3.42% | 253,657 | — | — | 253,657 | 250,028 |
| Lease liabilities | 3.95% | 2,854 | 2,140 | 5,173 | 10,167 | 9,376 |
| Financial liabilities designated at FVTPL | — | 582,101 | — | — | 582,101 | 582,101 |
| | | 1,298,516 | 2,140 | 5,173 | 1,305,829 | 1,301,409 |

| | Weighted average effective interest rate | On demand or less than 1 year | Over 1 year but within 2 year | Over 2 years but within 5 years | Total undiscounted cash flows | Carrying amount |
|---|---|---|---|---|---|---|
| | % | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| **As at December 31, 2025** | | | | | | |
| Trade and other payables | — | 308,366 | — | — | 308,366 | 308,366 |
| Interest-bearing bank and other borrowings | | | | | | |
| — fixed rate | 2.86% | 407,589 | — | — | 407,589 | 404,430 |
| — variable rate | 2.90% | 9,953 | — | — | 9,953 | 9,920 |
| Lease liabilities | 3.95% | 4,507 | 2,580 | 3,103 | 10,190 | 9,807 |
| | | 730,415 | 2,580 | 3,103 | 736,098 | 732,523 |

| | Weighted average effective interest rate | On demand or less than 1 year | Over 1 year but within 2 year | Over 2 years but within 5 years | Total undiscounted cash flows | Carrying amount |
|---|---|---|---|---|---|---|
| | % | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| **As at April 30, 2026** | | | | | | |
| Trade and other payables | — | 439,318 | — | — | 439,318 | 439,318 |
| Interest-bearing bank and other borrowings | | | | | | |
| — fixed rate | 2.77% | 558,433 | — | — | 558,433 | 552,800 |
| — variable rate | 2.84% | 52,530 | — | — | 52,530 | 52,000 |
| Lease liabilities | 3.95% | 2,186 | 2,188 | 2,340 | 6,714 | 6,299 |
| | | 1,052,467 | 2,188 | 2,340 | 1,056,995 | 1,050,417 |

*The Company*

| | Weighted average effective interest rate | On demand or less than 1 year | Over 1 year but within 2 year | Over 2 years but within 5 years | Total undiscounted cash flows | Carrying amount |
|---|---|---|---|---|---|---|
| | % | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| **As at December 31, 2023** | | | | | | |
| Other payables | — | 10,800 | — | — | 10,800 | 10,800 |
| Other borrowings | 0.05% | — | 11,005 | — | 11,005 | 10,978 |
| Financial liabilities designated at FVTPL | — | 104,880 | — | — | 104,880 | 104,880 |
| | | 115,680 | 11,005 | — | 126,685 | 126,658 |

| | Weighted average effective interest rate | On demand or less than 1 year | Over 1 year but within 2 year | Over 2 years but within 5 years | Total undiscounted cash flows | Carrying amount |
|---|---|---|---|---|---|---|
| | % | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| **As at December 31, 2024** | | | | | | |
| Other payables | — | 455 | — | — | 455 | 455 |
| Other borrowings | 0.05% | 20,995 | — | — | 20,995 | 20,990 |
| Financial liabilities designated at FVTPL | — | 582,101 | — | — | 582,101 | 582,101 |
| | | 603,551 | — | — | 603,551 | 603,546 |

| | Weighted average effective interest rate | On demand or less than 1 year | Over 1 year but within 2 year | Over 2 years but within 5 years | Total undiscounted cash flows | Carrying amount |
|---|---|---|---|---|---|---|
| | % | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| **As at December 31, 2025** | | | | | | |
| Other payables | — | 200 | — | — | 200 | 200 |
| Other borrowings | — | — | — | — | — | — |
| Financial liabilities designated at FVTPL | — | — | — | — | — | — |
| | | 200 | — | — | 200 | 200 |

| | Weighted average effective interest rate | On demand or less than 1 year | Over 1 year but within 2 year | Over 2 years but within 5 years | Total undiscounted cash flows | Carrying amount |
|---|---|---|---|---|---|---|
| | % | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| **As at April 30, 2026** | | | | | | |
| Other payables | — | 7,738 | — | — | 7,738 | 7,738 |

**Fair value measurement of financial instruments**

***(i) Financial instruments carried at fair value***

The Group measures the following financial instruments at fair value at the end of each reporting period on a recurring basis:

| Financial assets/ financial liabilities | Fair value as of December 31, 2023 | Fair value as of December 31, 2024 | Fair value as of December 31, 2025 | Fair value as of April 30, 2026 | Fair value hierarchy | Valuation technique(s) and key input(s) | Significant unobservable input(s) |
|---|---|---|---|---|---|---|---|
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* | | | |
| **Financial assets at FVTPL** | | | | | | | |
| Wealth management plans | — | — | 70,159 | 50,054 | Level 2 | Quoted prices from financial institutions *(note 1)* | N/A |
| **Financial liabilities** | | | | | | | |
| Financial liabilities designated at FVTPL | 104,880 | 582,101 | — | — | Level 3 | Option pricing model to determine the fair value of the shares with preferred rights | Equity value of the Company *(Note 2)* |

*Note 1:* The fair value of wealth management plans was determined with reference to the fair value of underlying investments of the funds which are provided by the counterparty financial institutions.

*Note 2:* As the shares with preferred rights are not traded in an active market, the Group applied the market approach to determine the underlying equity value of the Company and adopted option pricing model to determine the fair value of the shares with preferred rights. Major assumptions used in the valuation for the shares with preferred rights are presented in note 28.

Fair value of the shares with preferred rights is affected by changes in the Company's equity value. If the Company's equity value had increased/decreased by 5% with all other variables held constant, the effect on the post-tax loss for the years ended December 31, 2023, 2024, 2025 and April 30, 2026 are as follows:

| | Year ended December 31, | | | Four months ended April 30, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| | *Increase/(decrease)* | | | |
| Post-tax loss for the year/period. | 3,798 | 23,085 | N/A | N/A |

There were no transfers between levels of the fair value hierarchy during the Track Record Period.

***(ii) Reconciliation of level 3 fair value measurements***

The following table represents the reconciliation of level 3 measurements throughout the Track Record Period.

| | Financial liabilities designated at FVTPL |
|---|---|
| | *RMB'000* |
| As of January 1, 2023 | 82,657 |
| Changes in fair value | 22,223 |
| As of December 31, 2023 | 104,880 |
| Recognition of financial liabilities designated at FVTPL | 228,501 |
| Changes in fair value | 248,720 |
| As of December 31, 2024 | 582,101 |
| Recognition of financial liabilities designated at FVTPL | 572,686 |
| Changes in fair value | 1,832,942 |
| Reclassification of financial liabilities designated at FVTPL to equity | (2,987,729) |
| As of December 31, 2025 and April 30, 2026 | — |

***(iii) Fair value of the Group's financial assets and financial liabilities that are not measured at fair value on a recurring basis***

The Directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortized cost in the consolidated financial statements approximate their fair values.

## 34. RELATED PARTY DISCLOSURES

In addition to the related party transactions and balances disclosed elsewhere in the Historical Financial Information, the Group had the following significant transactions and balances with related parties.

**(a) Related party transactions**

***i. Lease — Short-term lease expense***

| | Relationship | Year ended December 31, | | | Four months ended April 30, | |
|---|---|---|---|---|---|---|
| | | 2023 | 2024 | 2025 | 2025 | 2026 |
| | | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* (unaudited) | *RMB'000* |
| Langfang State-Owned Assets Service Co., Ltd.* (廊坊市國資資產服務有限公司) | A non-controlling shareholder in one of the Company's subsidiaries | — | — | 129 | — | 56 |

* *English name is for identification purpose*

***ii. Lease — Interest expenses on lease liabilities***

| | Relationship | Year ended December 31, | | | Four months ended April 30, | |
|---|---|---|---|---|---|---|
| | | 2023 | 2024 | 2025 | 2025 | 2026 |
| | | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* (unaudited) | *RMB'000* |
| Beijing Yueshi Robot* | Associate of the Group | — | 246 | 309 | — | 86 |

The lease repayments of approximately Nil, RMB713,000, Nil and 3,600,000 were made for the years ended December 31, 2023, 2024 and 2025 and the four months ended April 30, 2026. Included in the lease repayments there were interests paid of approximately Nil, RMB127,000, Nil and 88,000 during the Track Record Period.

* *English name is for identification purpose*

**(b) Related party balances of the Group**

***i. Other receivables***

| | Relationship | As at December 31, | | | As at April 30, |
|---|---|---|---|---|---|
| | | 2023 | 2024 | 2025 | 2026 |
| | | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| Shenzhen Mingkexin Technology Partnership (Limited Partnership)* (深圳銘科信科技合夥企業(有限合夥)) *(Note)* | A shareholder of the Company | 6,990 | 490 | — | — |
| Shenzhen Qianhai Yueshi Entrepreneurship Technology Partnership (Limited Partnership)* (深圳前海粵十創業科技合夥企業(有限合夥)) | A shareholder of the Company | 2 | — | — | — |
| Langfang State-Owned Assets Service Co., Ltd.* (廊坊市國資資產服務有限公司) | A non-controlling shareholder in one of the Company's subsidiaries | — | — | 30 | 30 |
| Liu Xingliang (劉星亮) | Key management personnel exercise significant influence | — | 60 | 60 | — |
| Zhao Donghui (趙東慧) | Key management personnel exercise significant influence | — | 1,001 | 1,000 | — |
| | | 6,992 | 1,551 | 1,090 | 30 |

*Note:* The entity ceased to be a shareholder of the Company in August 2025.

These balances as at December 31, 2023, 2024 and 2025 and April 30, 2026, represent non-trade advances to related parties. These advances are unsecured, interest-free, and repayable on demand. Except for the amount due from Langfang State-Owned Assets Service Co., Ltd., of RMB30,000 which represented rental deposit and is expected to continue to be held in accordance with the relevant lease arrangement, all other balances with related parties had been fully settled as the date of this report.

These amounts mentioned above are included in the Group's prepayments and other receivables as set out in note 21.

* *English name is for identification purpose*

***ii. Other payables***

| | Relationship | As at December 31, | | | As at April 30, |
|---|---|---|---|---|---|
| | | 2023 | 2024 | 2025 | 2026 |
| | | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| Shenzhen Mingkexin Technology Partnership (Limited Partnership)* (深圳銘科信科技合夥企業(有限合夥)) *(Note i)* | A shareholder of the Company | — | 620 | — | — |
| Shenzhen Qianhai Yueshi Entrepreneurship Technology Partnership (Limited Partnership)* (深圳前海粵十創業科技合夥企業(有限合夥)) | A shareholder of the Company | — | 20,778 | — | — |
| Chen Binbin (陳彬彬) | A director and shareholder of the Company | — | 10,000 | — | — |
| Li Jiabo (李家寶) *(Note ii)* | Legal representative for a subsidiary of the Company | — | 242 | — | — |
| | | — | 31,640 | — | — |

*Notes:*

i. This entity ceased to be a shareholder of the Company in August 2025.

ii. Mr. Li Jiabo served as the legal representative of a former subsidiary of the Company namely Shenzhen Jinyue Cross-Border Technology Co., Ltd.* (深圳金粵跨境科技有限公司), which was disposed of to an independent third party in March 2025.

These balances represent non-trade advances from related parties. These advances are unsecured, interest-free, and repayable on demand. As at the date of this report, these amounts were fully repaid.

These amounts mentioned above are included in the Group's trade and other payables as set out in note 24.

* *English name is for identification purpose*

***iii. Other borrowings***

| | Relationship | As at December 31, | | | As at April 30, |
|---|---|---|---|---|---|
| | | 2023 | 2024 | 2025 | 2026 |
| | | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| VenturesLab Holdings Corporation | An entity controlled by one of the Company's shareholder | 10,978 | 20,990 | — | — |

These amounts mentioned above are included in the Group's bank and other borrowings as set out in note 25.

**(c) Compensation of key management personnel**

| | Year ended December 31, | | | Four months ended April 30, | |
|---|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* (unaudited) | *RMB'000* |
| Salaries and other benefits | 2,424 | 2,580 | 2,703 | 895 | 1,052 |
| Retirement benefits scheme contributions | 35 | 56 | 116 | 22 | 29 |
| Discretionary performance related bonus | 24 | — | 93 | — | 48 |
| | 2,483 | 2,636 | 2,912 | 917 | 1,129 |

The remuneration of key management personnel (being Chairman and director of the Company and other key management of the Group), is determined with reference to the performance of individuals and market trends.

## 35. PARTICULARS OF SUBSIDIARIES OF THE COMPANY

Details of the subsidiaries directly and indirectly held by the Company at the end of the reporting period are set out below.

| | | | Equity interest attributable to the Company | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | As at December 31, 2023 | | As at December 31, 2024 | | As at December 31, 2025 | | As at April 30, 2026 | | As at the date of this report | | | |
| Name of subsidiaries | Principal place of operation and incorporation, date of incorporation | Registered/ Issued and paid-up capital | direct | indirect | direct | indirect | direct | indirect | direct | indirect | direct | indirect | Principal activities | Notes |
| | | *RMB'000* | | | | | | | | | | | | |
| Shenzhen Lengxin Technology Co., Ltd.* (深圳市冷信科技有限公司) | The PRC, December 4, 2009 | 2,000 | N/A | N/A | N/A | N/A | N/A | N/A | N/A | N/A | [N/A] | [N/A] | Inactive | a, b & i |
| Yueshi Information* | The PRC, April 7, 2017 | 110,000 | 100% | — | 100% | — | 100% | — | 100% | — | [100%] | [—] | Information technology and network technology development | a |
| Shenzhen Yueshi Supply Chain Management Co., Ltd.* (深圳市粵十供應鏈管理有限公司) | The PRC, June 11, 2019 | 1,000,000 | — | 100% | — | 100% | — | 100% | — | 100% | [—] | [100%] | Supply chain management services and food trading | a |
| Guangzhou Hongyi Supply Chain Management Co., Ltd.* (廣州虹奕供應鏈管理有限公司) | The PRC, August 12, 2019 | 100 | — | 100% | — | 100% | N/A | N/A | N/A | N/A | [N/A] | [N/A] | Inactive | a, c & i |
| Shenzhen Jinyue Cross-Border Technology Co., Ltd.* (深圳金粵跨境科技有限公司) | The PRC, September 9, 2020 | 3,000 | N/A | N/A | — | 100% | N/A | N/A | N/A | N/A | [N/A] | [N/A] | Inactive | a, d, i & j |
| Shandong Shanchuan Zhengxuan Supply Chain Management Co., Ltd.* (山東山川徵選供應鏈管理有限公司) | The PRC, October 18, 2022 | 25,000 | N/A | N/A | — | 60% | — | 60% | — | 60% | [—] | [60%] | Supply chain management services | a, e & j |
| Shenzhen Shenlian Supply Chain Technology Co., Ltd.* (深圳市深鏈供應鏈科技有限公司) | The PRC, November 25, 2022 | 10,000 | — | 100% | — | 100% | N/A | N/A | N/A | N/A | [N/A] | [N/A] | Cold chain logistics business | a, f & i |
| Hangzhou Yangxiaobai Network Technology Co., Ltd.* (杭州羊小白網絡科技有限公司) | The PRC, July 31, 2023 | 200 | N/A | N/A | N/A | N/A | — | 60% | — | 60% | [—] | [60%] | Supply chain management services | a, g & j |
| Beijing Yidun Supply Chain Management Co., Ltd.* (北京一噸供應鏈管理有限公司) | The PRC, January 22, 2024 | 10,000 | N/A | N/A | — | 100% | — | 100% | — | 100% | [—] | [100%] | Supply chain management services | a |
| Zeyiyuan International Trade (Inner Mongolia) Co., Ltd.* (澤億源國際貿易(內蒙古)有限公司) | The PRC, March 5, 2024 | 5,000 | N/A | N/A | — | N/A | — | 60% | — | 60% | [—] | [60%] | Supply chain management services | a, h & j |
| Jiangsu Chuangcheng Supply Chain Management Co., Ltd.* (江蘇創程供應鏈管理有限公司) | The PRC, June 12, 2024 | 50,000 | N/A | N/A | — | 100% | — | 100% | — | 100% | [—] | [100%] | Supply chain management services | a |
| Hebei Chuangcheng Supply Chain Management Co., Ltd.* (河北創程供應鏈管理有限公司) | The PRC, November 22, 2024 | 10,000 | N/A | N/A | — | 60% | — | 60% | — | 60% | [—] | [60%] | Supply chain management services | a |
| Guizhou Yueshi Supply Chain Technology Co., Ltd.* (貴州省粵十供應鏈科技有限公司) | The PRC, March 4, 2025 | 50,000 | N/A | N/A | N/A | N/A | — | 100% | — | 100% | [—] | [100%] | Supply chain management services | a |
| Hebei Yidun Supply Chain Management Co., Ltd.* (河北一噸供應鏈管理有限公司) | The PRC, June 4, 2025 | 10,000 | N/A | N/A | N/A | N/A | — | 100% | — | 100% | [—] | [100%] | Supply chain management services | a |
| Nanjing Yueshi Digital Technology Co., Ltd.* (南京粵十數字科技有限公司) | The PRC, August 4, 2025 | 100,000 | N/A | N/A | N/A | N/A | — | 100% | — | 100% | [—] | [100%] | Artificial intelligence basic software development | a |
| Wuhan Huanjun Digital Technology Co., Ltd.* 武漢市寰駿數字科技有限公司 | The PRC, November 11, 2025 | 45,000 | N/A | N/A | N/A | N/A | — | 100% | — | 100% | [—] | [100%] | Artificial intelligence basic software development | a |
| Wuxi Huanjun Digital Technology Co., Ltd.* 無錫寰駿數字科技有限公司 | The PRC, December 2, 2025 | 60,000 | N/A | N/A | N/A | N/A | — | 100% | — | 100% | [—] | [100%] | Artificial intelligence basic software development | a |
| Suzhou Suyue Information Technology Co., Ltd.* (蘇州蘇粵信息技術有限公司) | The PRC, March 6, 2026 | 300,000 | N/A | N/A | N/A | N/A | N/A | N/A | — | 100% | [—] | [100%] | Artificial intelligence basic software development | a |

| Name of subsidiaries | Principal place of operation and incorporation, date of incorporation | Registered/ Issued and paid-up capital | Equity interest attributable to the Company | | | | | | | | | | Principal activities | Notes |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | As at December 31, 2023 | | As at December 31, 2024 | | As at December 31, 2025 | | As at April 30, 2026 | | As at the date of this report | | | |
| | | | direct | indirect | direct | indirect | direct | indirect | direct | indirect | direct | indirect | | |
| | | *RMB'000* | | | | | | | | | | | | |
| Shenzhen Yueshi Youxuan Technology Co., Ltd.* (深圳粵十優選科技有限公司) | The PRC, May 7, 2026 | 10,000 | N/A | N/A | N/A | N/A | N/A | N/A | N/A | N/A | [—] | [100%] | Supply chain management services | a |
| Shenzhen Yueshi Youxuan Supply Chain Management Co., Ltd.* (深圳粵十優選供應鏈管理有限公司) | The PRC, May 7, 2026 | 10,000 | N/A | N/A | N/A | N/A | N/A | N/A | N/A | N/A | [—] | [100%] | Supply chain management services | a |

* *English name is for identification purpose*

*Notes:*

(a) No audited statutory financial statements were prepared for this entity for the years ended December 31, 2023, 2024 and 2025 as there are no statutory audit requirements

(b) In March 2023, the Group disposed of this entity to an independent third party at a nominal consideration.

(c) In May 2025, the Group disposed of this entity to an independent third party at a nominal consideration.

(d) In November 2024, the Group acquired this entity from an independent third party at a nominal consideration. It was subsequently disposed of to another independent third party in March 2025 at a nominal consideration.

(e) In November 2024, the Group acquired this entity from an independent third party at a nominal consideration.

(f) In June 2025, the Group disposed of this entity to an independent third party at a nominal consideration.

(g) In April 2025, the Group acquired this entity from an independent third party at a nominal consideration.

(h) In June 2025, the Group acquired this entity from an independent third party at a nominal consideration.

(i) Financial contributions from the disposed entity were negligible and the disposal of such entity did not have any material impact on the Group's financial position.

(j) Acquisition of such entity did not have any material impact on the Group's financial position.

The financial year end date for all the subsidiaries above are same as the Company. None of the subsidiaries had issued any debt securities at the end of each reporting period during the years ended December 31, 2023, 2024 and 2025 and the four months ended April 30, 2026.

## 36. INVESTMENTS IN SUBSIDIARIES

| | As at December 31, | | | As at April 30, |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2026 |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| Cost of investments, unlisted shares | 7,360 | 107,360 | 107,360 | 107,360 |

## 37. MOVEMENTS OF THE COMPANY'S RESERVES

| | Capital reserve | Other reserve | Accumulated losses | Total |
|---|---|---|---|---|
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| | *(Note i)* | *(Note ii)* | | |
| As at January 1, 2023 | 61,603 | (65,000) | (17,558) | (20,955) |
| Loss and total comprehensive expense for the year | — | — | (21,275) | (21,275) |
| As at December 31, 2023 | 61,603 | (65,000) | (38,833) | (42,230) |
| Loss and total comprehensive expense for the year | — | — | (237,559) | (237,559) |
| Issue of shares with preferred rights | 212,785 | — | — | 212,785 |
| Recognition of financial liabilities designated at FVTPL *(note 28)* | — | (228,501) | — | (228,501) |
| As at December 31, 2024 | 274,388 | (293,501) | (276,392) | (295,505) |
| Loss and total comprehensive expense for the period | — | — | (1,827,916) | (1,827,916) |
| Issue of shares with preferred rights | 360,304 | — | — | 360,304 |
| Conversion of the company from a limited liability company to a joint stock limited company | (5,157) | — | 736 | (4,421) |
| Recognition of financial liabilities designated at FVTPL *(note 28)* | — | (572,686) | — | (572,686) |
| Reclassification of financial liabilities designated at FVTPL to equity | — | 2,987,729 | — | 2,987,729 |
| As at December 31, 2025 | 629,535 | 2,121,542 | (2,103,572) | 647,505 |
| Loss and total comprehensive expense for the year | — | — | (6,265) | (6,265) |
| As at April 30, 2026 | 629,535 | 2,121,542 | (2,109,837) | (641,240) |
| As at December 31, 2024 | 274,388 | (293,501) | (276,392) | (295,505) |
| Loss and total comprehensive expense for the period | — | — | (340,391) | (340,391) |
| Issue of shares with preferred rights | 99,615 | — | — | 99,615 |
| Recognition of financial liabilities designated at FVTPL *(note 28)* | — | (310,687) | — | (310,687) |
| As at April 30, 2025 | 374,003 | (604,188) | (616,783) | 846,968 |

*Notes:*

i. The capital reserve of the Company represents the difference between par value of shares issued and the consideration received.

ii. The other reserve of the Company represents recognition of financial liabilities designated at FVTPL as stipulated in note 28 of Historical Financial Information.

## 38. SUBSEQUENT FINANCIAL STATEMENTS

No audited financial statements of the Group, the Company or any of its subsidiaries have been prepared in respect of any period subsequent to April 30, 2026 and up to the date of this report.

## 39. SUBSEQUENT EVENTS

There have been no material events subsequent to the four months ended April 30, 2026.

# APPENDIX II UNAUDITED [REDACTED] FINANCIAL INFORMATION

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

## TAXATION OF SECURITY HOLDERS

The taxation of income and capital gains of holders of H Shares is subject to the laws and practices of the PRC and of jurisdictions in which holders of H Shares are resident or otherwise subject to tax. The following summary of certain relevant taxation provisions is based on current effective PRC laws and practices and no predictions are made about changes or adjustments to relevant laws or policies, and no comments or suggestions will be made accordingly. The discussion does not deal with all possible tax consequences relating to an investment in the H Shares, nor does it take into account the specific circumstances of any particular investors, some of which may be subject to special regulations. Accordingly, you should consult your own tax advisor regarding the tax consequences of an investment in H Shares. The discussion is based upon PRC laws and relevant interpretations in effect as at the Latest Practicable Date of this document, all of which are subject to change and may have retrospective effect. Prospective investors are urged to consult their financial advisor regarding the PRC and other tax consequences of owning and disposing of H Shares.

This discussion does not address any aspects of PRC taxation other than income tax, capital gains tax and profits tax, sales tax, value-added tax, stamp duty and estate duty. Prospective investors are urged to consult their financial advisors regarding the PRC and other tax consequences of owning and disposing of the H shares.

## THE PRC TAXATION

### Taxation on dividends

#### *Individual investors*

Pursuant to the Individual Income Tax Law of the PRC (《中華人民共和國個人所得税法》), which was promulgated on September 10, 1980, last amended on August 31, 2018 by the SCNPC and came into effect on January 1, 2019, and the Regulations on Implementation of the Individual Income Tax Law of the PRC (《中華人民共和國個人所得税法實施條例》), which were promulgated on January 28, 1994, last amended on December 18, 2018 by the State Council and came into effect on January 1, 2019, dividends paid by PRC enterprises are subject to individual income tax levied at a flat rate of 20%. For a foreign individual who is not a resident of the PRC, the receipt of dividends from a PRC enterprise in the PRC is normally subject to individual income tax of 20% unless specifically exempted by the tax authority of the State Council or reduced by an applicable tax treaty.

Pursuant to the Arrangement between the Chinese Mainland and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income (《內地和香港特別行政區關於對所得避免雙重徵税和防止偷漏税的安排》), or the Arrangement for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income, signed on August 21, 2006 and became effective on December 8, 2006, the PRC government may impose tax on dividends paid by a PRC company to a Hong Kong resident (including natural person and legal entity), but such tax shall not exceed 10% of the total amount of dividends payable. If a Hong Kong resident directly holds 25% or more of the equity interests in a PRC company and the Hong Kong resident is the beneficial owner of the dividends and meets other conditions, such tax shall not exceed 5% of the total amount of dividends payable by the PRC company. The Fifth Protocol to the Arrangement between the Chinese Mainland and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with Respect to Taxes on Income (《〈內地和香港特別行政區關於對所得避免雙重徵税和防止偷漏税的安排〉第五議定書》), or the Fifth Protocol, became effective on December 6 2019 provides that such provisions shall not apply to arrangements or transactions made for one of the primary purposes of obtaining such tax benefits.

According to the Announcement of the State Taxation Administration on Issuing the Administrative Measures for Entitlement to Treaty Benefits for Non-resident Taxpayers (《國家税務總局關於發佈〈非居民納税人享受協定待遇管理辦法〉的公告》) promulgated by the State

Taxation Administration ([2019] No. 35) and came into effect as of January 1, 2020, the non-resident taxpayers with tax payment obligations within the territory of the PRC may, if they need enjoy the entitlement to treaty benefits, receive such treaty benefit at the time of making tax declarations, or at the time of making withholding declarations via tax withholding agents, and in such way as "self-judgment of eligibility, declaration of entitlement, and maintenance of relevant materials for future inspection by the tax authority".

***Enterprise investors***

According to the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得税法》), which was promulgated by the NPC on March 16, 2007, latest amended by the SCNPC and implemented on December 29, 2018, and the Implementation Rules for the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得税法實施條例》), which was promulgated on December 6, 2007, last amended on December 6, 2024 by the State Council and took effect on January 20, 2025, a non-resident enterprise is generally subject to a 10% enterprise income tax on PRC-sourced income (including dividends received from a PRC resident enterprise that issues shares in Hong Kong), if it does not have an establishment or premise in the PRC or has an establishment or premise in the PRC but its PRC-sourced income has no real connection with such establishment or premise. Such withholding tax may, where applicable, be reduced or exempted pursuant to a treaty for the avoidance of double taxation. Such withholding tax payable by non-resident enterprises is deducted at source, where the payer of dividends, is required to withhold the income tax from the amount to be paid to the non-resident enterprise when such payment of dividends is made or due.

The Circular on Issues Relating to the Withholding and Remitting of Corporate Income Tax by PRC Resident Enterprises on Dividends Distributed to Overseas Non-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税有關問題的通知》) (Guo Shui Han [2008] No. 897), which was issued by the State Taxation Administration (the "**STA**") on November 6, 2008, further clarifies that a PRC-resident enterprise shall withhold corporate income tax at a rate of 10% on the dividends of 2008 and onwards that it distributes to overseas non-resident enterprise shareholders of H Shares. In addition, the Response to Questions on Levying Corporate Income Tax on Dividends Derived by Non-resident Enterprise from Holding Stock such as B Shares (《關於非居民企業取得B股等股票股息徵收企業所得税問題的批覆》) (Guo Shui Han [2009] No. 394), which was issued by the STA and implemented on July 24, 2009, further provides that any PRC-resident enterprise listed on overseas stock exchanges shall withhold and remit corporate income tax at a rate of 10% on dividends of 2008 and onwards that it distributes to non-resident enterprises. Such tax rates may be further adjusted pursuant to a tax treaty or agreement that China has entered into with the relevant jurisdictions, where applicable.

Pursuant to the Arrangement for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income, the PRC Government has the authority to impose taxes on dividends paid by a PRC company to Hong Kong residents (including natural persons and legal entities) in an amount not exceeding 10% of the total dividends payable by the PRC company. If a Hong Kong resident directly holds 25% or more of the equity interest in a PRC company, then such tax shall not exceed 5% of the total dividends payable by the PRC company.

According to the Announcement of the State Taxation Administration on Issuing the Administrative Measures for Entitlement to Treaty Benefits for Non-resident Taxpayers (《國家税務總局關於發佈<非居民納税人享受協定待遇管理辦法>的公告》) promulgated by the State Taxation Administration ([2019] No. 35) and came into effect as of January 1, 2020, the non-resident taxpayers with tax payment obligations within the territory of the PRC may, if they need enjoy the entitlement to treaty benefits, receive such treaty benefit at the time of making tax declarations, or at the time of making withholding declarations via tax withholding agents, and in such way as "self-judgment of eligibility, declaration of entitlement, and maintenance of relevant materials for future inspection by the tax authority".

***Tax Treaties***

Non-resident investors residing in jurisdictions which have entered into treaties or adjustments for the avoidance of double taxation with the PRC might be entitled to a reduction of the PRC enterprise income tax imposed on the dividends received from PRC enterprises. The PRC currently has entered into avoidance of double taxation treaties or arrangements with a number of countries and regions including Hong Kong, Macau, Australia, Canada, France, Germany, Japan, Malaysia, the Netherlands, Singapore, the United Kingdom and the United States. Non-PRC resident enterprises entitled to preferential tax rates in accordance with the relevant taxation treaties or arrangements are required to apply to the PRC tax authorities for a refund of the enterprise income tax in excess of the agreed tax rate, and the refund application is subject to approval by the PRC tax authorities.

**Taxation on share transfer**

***Value-Added Tax ("VAT") and Local Surcharges***

Pursuant to the Notice on the Full Implementation of Pilot Programme for Transition from Business Tax to VAT (Cai Shui [2016] No. 36) (《關於全面推開營業税改徵增值税試點的通知(財税[2016]36號)》) promulgated on March 23, 2016 and took effect on May 1, 2016, partially repealed on July 11, 2017, March 20, 2019, November 12, 2024, October 17, 2025 and December 29, 2025 respectively, entities and individuals engaged in sales of services within the PRC shall be subject to VAT and sales of services within the PRC refers to the situation where either the seller or the buyer of a taxable service is located within the PRC. The notice also provides that transfer of financial products, including transfer of the ownership of marketable securities, shall be subject to VAT at 6% on the taxable income (which is the balance of sales price upon deduction of purchase price), for a general or a foreign VAT taxpayer. However, individuals are exempt from VAT upon transfer of financial products. The taxable income, in this context, refers to the sales price balance after deducting the purchase price. This VAT obligation applies to both general and foreign VAT taxpayers.

As per the aforementioned regulations, non-resident individuals selling or disposing of H shares are exempt from VAT in the PRC. However, if the holders are non-resident enterprises, they may avoid VAT in the PRC only if the buyers of the H shares are individuals or entities located outside of the PRC. Conversely, the holders might be subject to VAT in the PRC if the buyers of the H shares are individuals or entities situated within the PRC.

**Income Tax**

***Individual investor***

According to the Individual Income Tax Law of the PRC and its implementation rules, the proceeds from the sale of equity interests in PRC-resident enterprise are subject to income tax at a tax rate of 20%.

According to the Notice Concerning Continuing Temporary Exemption from Individual Income Tax on the Income From Stocks Transfer (Cai Shui Zi [1998] No. 61) (《關於個人轉讓股票所得繼續暫免徵收個人所得税的通知(財税字[1998]61號)》) promulgated by the STA and became effective on March 30, 1998, since January 1, 1997, the individual income tax levied on the individual income from transfer of stocks of listed companies will continue to be temporarily exempted. In the newly revised Individual Income Tax Law of the PRC, the STA did not clearly stipulate whether to continue to exempt individuals from tax on the income from transfer of stocks of listed companies.

Furthermore, the Notice of the State Administration of Taxation on Issues Concerning the Levy of Individual Income Tax on Incomes from the Transfer of Restricted Shares of Listed Companies (Cai Shui [2009] No. 167) (關於個人轉讓上市公司限售股所得徵收個人所得税有關問題的通知(財税[2009]167號)) jointly issued by the Ministry of Finance, the STA and the CSRC and implemented on December 31, 2009 stipulates that individuals' income from the transfer of listed

shares obtained from the public offering of listed companies and transfer market on the Shanghai Stock Exchange and the Shenzhen Stock Exchange shall continue to be exempted from the individual income tax, provided that it excludes the relevant restricted shares as defined in the Supplementary Notice Concerning the Levy of Individual Income Tax on Incomes from the Transfer of Restricted Shares of Listed Companies (Cai Shui [2010] No. 70) (《關於個人轉讓上市公司限售股所得徵收個人所得税有關問題的補充通知(財税[2010]70號)》) jointly issued by these departments and implemented on November 10, 2010. As at the Latest Practicable Date, the aforementioned provisions did not specify whether to impose the individual income tax on the income from the transfer of shares of PRC-resident enterprise listed on overseas stock exchanges by non-PRC resident individuals.

***Enterprise investors***

In accordance with the EIT Law and its implementation rules, a non-resident enterprise that has not established an establishment or premises in the PRC or it has established an establishment and premises but the income received has no actual connection with the establishment and premises, it shall pay an enterprise income tax at a rate of 10% for the income arising within the PRC (including the income from sale of equity interests of PRC-resident enterprise). The aforesaid income tax payable for non-resident enterprises are deducted at source, where the payer of the income is required to withhold the income tax from the amount to be paid to the non-resident enterprise on each payment or when it is payable on due date. The withholding tax may be reduced pursuant to applicable treaties or agreements on avoidance of double taxation.

**Stamp Duty**

In accordance with the Stamp Tax Law of the PRC (《中華人民共和國印花税法》) promulgated by the Standing Committee of the NPC on June 10, 2021 and came into effect on July 1, 2022, entities and individuals that issue taxable certificates and conduct securities transactions within the territory of PRC, or entities and individuals who issue taxable certificates and conduct securities transactions outside the territory of PRC to be used within the territory of the PRC shall be subject to stamp duty.

**Estate Duty**

As at the Latest Practicable Date, no estate duty is levied within the PRC.

## PRINCIPAL TAXATION OF OUR COMPANY IN THE PRC

Please refer to the section headed "Regulatory Overview" of this document.

## TAXATION IN HONG KONG

**Tax on Dividends**

Under the current practice of the Inland Revenue Department of Hong Kong, no tax is payable in Hong Kong in respect of dividends paid by our company.

**Profit Tax**

No profit tax is imposed in Hong Kong in respect of the sale of H shares. However, trading profits from the sale of the H shares by persons carrying on any industry, profession or business in Hong Kong, where such profits are derived from or arise in Hong Kong from such industry, profession or business will be subject to Hong Kong profits tax. Trading profits from sales of the H shares effected on the Hong Kong Stock Exchange will be considered to be derived from or arise in Hong Kong. Liability for Hong Kong profits tax would thus arise in respect of trading profits from sales of H shares effected on the Hong Kong Stock Exchange realized by persons carrying on a business of trading or dealing in securities in Hong Kong. The trading profits from sales of the H shares for certain categories of taxpayers are likely to be regarded as deriving trading profits rather than capital gains (for example, financial institutions, insurance companies and securities dealers) unless these taxpayers can prove that the investment securities are held for long-term investment

purposes. Shareholders should take advice from their own professional advisers as to their particular tax position. Currently, the profit tax rate for the first HK$2 million of assessable profits of an incorporated company is 8.25%, and profits above such amount is subject to a tax rate of 16.5%. The profit tax rate for the first HK$2 million of assessable profits of an unincorporated company is 7.5%, and profits above such amount is subject to a tax rate of 15%.

**Stamp Duty**

Hong Kong stamp duty, currently charged at the ad valorem rate of 0.10% on the higher of the consideration for or the market value of the H shares, will be payable by the purchaser on every purchase and by the seller on every sale of any Hong Kong securities, including H shares (in other words, a total of 0.20% is currently payable on a typical sale and purchase transaction involving H Shares). In addition, a fixed duty of HK$5.00 is currently payable on any instrument of transfer of H Shares. Where one of the parties is a resident outside Hong Kong and does not pay the ad valorem duty due by it, the duty not paid will be assessed on the instrument of transfer (if any) and will be payable by the transferee. If no stamp duty is paid on or before the due date, a penalty of up to ten times the duty payable may be imposed.

**AFRC Transaction Levy**

The AFRC Transaction Levy was applicable to all sale and purchase of securities at 0.00015% per side with effect from January 1, 2022, which will be regarded as one of the transaction costs.

**Estate Duty**

The Revenue (Abolition of Estate Duty) Ordinance 2005 came into effect on 11 February 2006 in Hong Kong, pursuant to which no Hong Kong estate duty is payable and no estate duty clearance papers are needed for an application of a grant of representation in respect of holders of H Shares whose deaths occur on or after 11 February 2006.

**PRC FOREIGN EXCHANGE**

The lawful currency of the PRC is RMB, which is currently subject to foreign exchange regulation according to relevant laws and regulations. SAFE, with the authorization of the People's Bank of China (the "**PBOC**"), is empowered with the functions of administering all matters relating to foreign exchange, including the enforcement of foreign exchange regulatory regulations.

On 29 January 1996, the State Council promulgated the Regulations of the PRC for Foreign Exchange Control (《中華人民共和國外匯管理條例》) (the "**Regulations on Foreign Exchange Administration**") which became effective on April 1, 1996. The Regulations on Foreign Exchange Administration classify all international payments and transfers into current items and capital items. Most of the current items are no longer subject to SAFE's approval, while capital items remain unchanged. The Regulations on Foreign Exchange Administration were subsequently amended on January 14, 1997 and August 5, 2008. The latest amendment to the Foreign Exchange Control Regulations clearly states that no restriction will be imposed on international current payments and transfers.

On June 20, 1996, the PBOC promulgated the Regulations for the Administration of Settlement, Sale and Payment of Foreign Exchange (Yin Fa [1996] No. 210) (《結匯、售匯及付匯管理規定(銀發[1996]210號)》), which took effect on July 1, 1996, abolished the remaining restrictions on convertibility of foreign exchange under current items, while retaining the existing restrictions on foreign exchange transactions under capital items accounts.

According to the Announcement on Improving the Reform of the RMB (the PBOC Announcement [2005] No. 16) (《關於完善人民幣匯率形成機制改革的公告(中國人民銀行公告[2005]第16號)》), issued by the PBOC on July 21, 2005 and became effective on the same date, the PRC began to implement a managed floating exchange rate system in which the exchange rate would be determined based on market supply and demand and adjusted with reference to a basket of

currencies. The RMB exchange rate was no longer pegged to the USD. The PBOC would publish the closing price of the exchange rate of the RMB against trading currencies such as the USD in the interbank foreign exchange market after the closing of the market on each working day, as the central parity of the currency against RMB transactions on the following working day.

Starting from 4 January 2006, the PBOC introduced over-the-counter transactions into the interbank spot foreign exchange market for the purpose of improving the formation mechanism of the central parity of Renminbi exchange rates, and the practice of matching was kept at the same time. On July 1, 2014, the PBOC further improved the formation mechanism of the RMB exchange rate by authorizing the China Foreign Exchange Trade System to make inquiries with the market makers before the interbank foreign exchange market opens every day for their offered quotations which are used as samples to calculate the central parity of the RMB against the USD on that day using the weighted average of the remaining market makers' offered quotations after excluding the highest and lowest quotations, and announce the central parity of the RMB against currencies such as the USD at 9:15 a.m. on each working day. On August 11 2015, the PBOC announced to improve the central parity quotations of RMB against the USD by authorizing market makers to provide central parity quotations to the China Foreign Exchange Trading System before the interbank foreign exchange market opens every day with reference to the interbank foreign exchange market closing rate of the previous day, the supply and demand for foreign exchange as well as changes in major international currency exchange rates.

On August 5, 2008, the State Council promulgated the revised Foreign Exchange Control Regulations of the PRC (《中華人民共和國外匯管理條例(2008修訂)》) (the "**Amended Regulations on Foreign Exchange**"), which have made substantial changes to the foreign exchange supervision system of the PRC. First, the Amended Regulations on Foreign Exchange have adopted an approach of balancing the inflow and outflow of foreign exchange. Foreign exchange income received overseas can be repatriated or deposited overseas, and foreign exchange and settlement funds under the capital account are required to be used only for purposes as approved by the competent authorities and foreign exchange administrative authorities; second, the Amended Regulations on Foreign Exchange have improved the RMB exchange rate floating system based on market supply and demand under management; third, in the event that international balance of payment suffer or may suffer a material misbalance, or the national economy encounters or may encounter a severe crisis, the State may adopt necessary safeguard or control measures against international balance of payment; fourth, the Amended Regulations on Foreign Exchange have enhanced the supervision and administration of foreign exchange transactions and grant extensive authorities to SAFE to enhance its supervisory and administrative powers.

According to the relevant laws and regulations in the PRC, PRC enterprises which need foreign exchange for current item transactions may, without the approval of the foreign exchange administrative authorities, effect payment through foreign exchange accounts opened at designated banks that carry foreign exchange business, on the strength of valid receipts and proof. Foreign investment enterprises which need foreign exchange for the distribution of profits to their shareholders and PRC enterprises which, in accordance with regulations, are required to pay dividends to their shareholders in foreign exchange may, after paying taxes in according to the law, on the strength of resolutions of the board of directors on the distribution of profits, effect payment from foreign exchange accounts opened at designated banks that carry foreign exchange business, or effect exchange and payment at designated banks.

The Decisions on Matters including Cancelling and Adjusting a Batch of Administrative Approval Items (Guo Fa [2014] No. 50) (《關於取消和調整一批行政審批項目等事項的決定(國發[2014]50號)》) promulgated by the State Council and came into effect on October 23, 2014, provide to cancel the approval requirement of SAFE and its branches for the remittance and settlement of the proceeds raised from the overseas listing of the foreign shares into RMB domestic accounts.

Pursuant to the Notice on Issues Concerning the Foreign Exchange Administration of Overseas Listing (Hui Fa [2014] No. 54) (《關於境外上市外匯管理有關問題的通知(匯發[2014]54號)》) issued by SAFE and became effective on December 26, 2014, a domestic company shall, within 15 business days of the date of the end of its overseas listing issuance, register the overseas listing with the branch office of SAFE located at its registered address; the proceeds from an overseas listing of a domestic company may be repatriated to China or deposited overseas, provided that the intended use of the proceeds shall be consistent with the content of the document or other public disclosure documents. A domestic company (except for bank financial institutions) shall present its certificate of overseas listing to open a dedicated foreign exchange account at a domestic bank for its initial public offering (or follow-on offering) and repurchase business to handle the exchange, remittance and transfer of funds for the business concerned.

According to the Notice on Further Simplifying and Improving Policies for the Foreign Exchange Administration of Direct Investment (Hui Fa [2015] No. 13) (《關於進一步簡化和改進直接投資外匯管理政策的通知(匯發[2015]13號)》) promulgated by SAFE on February 13, 2015 and became effective on June 1, 2015, and partially repealed on 30 December 30, 2019, the confirmation of foreign exchange registration under domestic direct investment and the confirmation of foreign exchange registration under overseas direct investment shall be directly examined and handled by banks. SAFE and its branch offices shall indirectly regulate the foreign exchange registration of direct investment through banks.

According to the Notice on Policies for Reforming and Regulating the Control over Foreign Exchange Settlement of Capital Accounts (Hui Fa [2016] No. 16) (《關於改革和規範資本項目結匯管理政策的通知(匯發[2016]16號)》) which was promulgated by SAFE on June 9, 2016 and last amended on December 4, 2023, foreign currency earnings in capital account that relevant policies of willingness exchange settlement have been clearly implemented on (including the recalling of raised capital by overseas listing) may undertake foreign exchange settlement in the banks according to actual business needs of the domestic institutions. The tentative percentage of foreign exchange settlement for foreign currency earnings in capital account of domestic institutions is 100%, subject to adjust of SAFE in due time in accordance with international revenue and expenditure situations.

According to the Notice on Optimizing Administration of Foreign Exchange to Support the Development of Foreign-related Business (Hui Fa [2020] No. 8) (《國家外匯管理局關於優化外匯管理 支持涉外業務發展的通知(匯發[2020]8號)》) issued by SAFE and became effective on April 10, 2020, eligible enterprises are allowed to make domestic payments by using their capital, foreign credits and the income under capital accounts of overseas listing, without providing materials to the bank in advance for authenticity verification on an item-by-item basis, provided that their utilized capital shall be authentic and in line with provisions, and conform to the prevailing administrative regulations related to the use of income under capital accounts. The concerned bank shall manage and control the relevant business risks under the principle of prudent business development and conduct spot checks afterwards in accordance with the relevant requirements. Local foreign exchange authorities shall strengthen monitoring and analysis and interim and ex-post supervision.

## PRC LAWS AND REGULATIONS

This Appendix sets out summaries of certain aspects of PRC laws and regulations, which are relevant to the Company's operations and business. Laws and regulations relating to taxation in the PRC are discussed separately in "Appendix III — Taxation and Foreign Exchange" to this document. The principal objective of this summary is to provide potential [REDACTED] with an overview of the principal PRC legal and regulatory provisions applicable to the Company. This summary is not intended to include all the information which may be important to potential [REDACTED]. For more details on laws and regulations which are relevant to our business, please refer to the section headed "Regulatory Overview" in this document.

### The PRC Legal System

The PRC legal system is based on the PRC Constitution (《中華人民共和國憲法》) promulgated on December 4, 1982, most recently amended and took effect on March 11, 2018, and is made up of written laws, administrative regulations, local regulations, autonomous regulations, separate regulations, rules and regulations of State Council departments, rules and regulations of local governments, laws of special administrative regions and international treaties of which the PRC government is a signatory, and other regulatory documents. Court judgements do not constitute legally binding precedents, although they may be used for the purposes of judicial reference and guidance.

Pursuant to the PRC Constitution and the Legislation Law of the PRC (《中華人民共和國立法法》) promulgated on March 15, 2000, most recently amended on March 13, 2023 and took effect on March 15, 2023, the NPC and its standing committee are empowered to exercise the legislative power of the State. The NPC has the power to formulate and amend basic laws governing State organs, civil, criminal and other matters. The SCNPC is empowered to formulate and amend laws other than those required to be enacted by the NPC and to supplement and amend parts of the laws enacted by the NPC during the adjournment of the NPC, provided that such supplements and amendments are not in conflict with the basic principles of such laws.

The State Council is the highest organ of state administration and has the power to formulate administrative regulations based on the PRC Constitution and laws.

The people's congresses of the provinces, autonomous regions and municipalities and their respective standing committees may formulate local regulations based on the specific circumstances and actual needs of their respective administrative areas, provided that such regulations do not contravene any provision of the PRC Constitution, laws or administrative regulations. The people's congresses of cities with districts and their respective standing committees may formulate local regulations with respect to urban and rural construction and administration, environmental protection, historical and cultural protection and other aspects according to the specific circumstances and actual needs of such cities, which will become enforceable after being reported to and approved by the standing committees of the people's congresses of the relevant provinces or autonomous regions, provided that such local regulations do not contravene any provision of the PRC Constitution, laws, administrative regulations and local regulations of their respective provinces or autonomous regions.

The ministries and commissions of the State Council, PBOC, the National Audit Office of the PRC and the subordinate institutions with administrative functions directly under the State Council may formulate rules and regulations within the authorization of their respective departments in accordance with the laws and administrative regulations, and the decisions and orders of the State Council. The people's governments of the provinces, autonomous regions, municipalities directly under the central government and cities with districts may formulate rules and regulations in accordance with the laws, administrative regulations and local regulations of such provinces, autonomous regions and municipalities directly under the central government.

The PRC Constitution has supreme legal authority and no laws, administrative regulations, local regulations, autonomous regulations or separate regulations may contravene the PRC Constitution. The PRC laws rank higher than administrative regulations, local regulations and rules. The administrative regulations rank higher than local regulations and rules. The rules enacted by the people's governments of the provinces or autonomous regions rank higher than the rules enacted by the people's governments of the cities with districts and autonomous prefectures within the administrative areas of such provinces and the autonomous regions.

The NPC has the power to alter or annul any inappropriate laws enacted by its standing committee, and to annul any autonomous regulations or separate regulations which have been approved by its standing committee, but which contravene the PRC Constitution or the PRC Legislation Law. The SCNPC has the power to annul any administrative regulations that contravene the PRC Constitution and laws, to annul any local regulations that contravene the PRC Constitution, laws or administrative regulations, and to annul any autonomous regulations or local regulations which have been approved by the standing committees of the people's congresses of the relevant provinces, autonomous regions or municipalities, but which contravene the PRC Constitution and the PRC Legislation Law. The State Council has the power to alter or annul any inappropriate ministerial rules and rules of local governments. The people's congresses of provinces, autonomous regions or municipalities have the power to alter or annul any inappropriate local regulations enacted or approved by their respective standing committees. The standing committees of local people's congresses have the power to annul inappropriate rules enacted by the people's governments at the corresponding level. The people's governments of provinces and autonomous regions have the power to alter or annul any inappropriate rules enacted by the people's governments at a lower level.

According to the PRC Constitution, the power to interpret laws is vested in the SCNPC. Pursuant to the Resolution of the SCNPC Providing an Improved Interpretation of the Law (《全國人民代表大會常務委員會關於加強法律解釋工作的決議》) passed and took effect on June 10, 1981, issues related to the further clarification or supplement of laws should be interpreted or provided by the SCNPC, issues related to the specific application of laws and decrees in a court trial should be interpreted by the Supreme People's Court, issues related to the specific application of laws and decrees in a prosecution process should be interpreted by the Supreme People's Procuratorate, and the legal issues other than the above-mentioned should be interpreted by the State Council and the competent authorities. If there are differences in principle in the interpretation of the Supreme People's Court and the Supreme People's Procuratorate, they shall be submitted to the SCNPC for interpretation or decision. The State Council and its ministries and commissions are also vested with the power to give interpretations of the administrative regulations and departmental rules which they have promulgated. At the regional level, the power to interpret regional laws is vested in the regional legislative and administrative authorities which promulgate such laws.

**The PRC Judicial System**

Pursuant to the PRC Constitution and the Law of Organization of the People's Courts of the PRC (《中華人民共和國人民法院組織法》) promulgated on September 21, 1954, most recently amended on October 26, 2018 and took effect on January 1, 2019, the people's courts are classified into the Supreme People's Court, the local people's courts at various local levels, and other special people's courts. The local people's courts at various local levels are divided into three levels, namely, the primary people's courts, the intermediate people's courts and the higher people's courts. The primary people's courts may set up certain people's tribunals based on the facts of the region, population and cases. The Supreme People's Court shall be the highest judicial organ of the state. The Supreme People's Court shall supervise the administration of justice by the local people's courts at all levels and by the special people's courts. The people's courts at a higher level shall supervise the judicial work of the people's courts at lower levels.

According to the Constitution and the Law of Organization of the People's Procuratorate of the PRC (《中華人民共和國人民檢察院組織法》) amended by SCNPC on October 26, 2018 and took effect on January 1, 2019, the People's Procuratorate is the law supervision organ of the state. The Supreme People's Procuratorate shall be the highest procuratorial organ. The Supreme People's Procuratorate shall direct the work of the local people's procuratorates at all levels and of the special people's procuratorates; the people's procuratorates at higher levels shall direct the work of those at lower levels.

The people's courts employ a two-tier appellate system. The judgements or rulings of the second instance at a people's court are final. A party may appeal against the judgement or ruling of the first instance of a local people's court. The people's procuratorate may present a protest to the people's court at the next higher level in accordance with the procedures stipulated by the laws. In the absence of any appeal by the parties and any protest by the people's procuratorate within the stipulated period, the judgements or rulings of the people's court are final. Judgements or rulings of the second instance of the intermediate people's courts, the higher people's courts and the Supreme People's Court are final. Judgements or rulings of the first instance of the Supreme People's Court are also final. However, if the Supreme People's Court or a people's court at the next higher level discovers an error in a final and binding judgement or ruling which has taken effect in any people's court at a lower level, or the presiding judge of a people's court finds an error in a final and binding judgement or ruling which has taken effect in the court over which he presides, a retrial of the case may be initiated according to the judicial supervision procedures.

The Civil Procedure Law of the PRC (《中華人民共和國民事訴訟法(2023年修正)》) promulgated on April 9, 1991, most recently amended on September 1, 2023 and took effect on January 1, 2024, sets forth the requirements for instituting a civil action, the jurisdiction of the people's courts, the procedures to be followed for conducting a civil action, and the procedures for enforcement of a civil judgement or ruling. All parties to a civil action conducted within the PRC must abide by the PRC Civil Procedure Law. A civil case is generally heard by the court located in the defendant's place of domicile. The court of jurisdiction in respect of a civil action may also be chosen by explicit agreement among the parties to a contract, provided that the people's court having jurisdiction should be located at places directly connected with the disputes, such as the plaintiff's or the defendant's place of domicile, the place where the contract is executed or signed or the place where the object of the action is located. However, the choice of the court cannot be in conflict with the regulations of different jurisdictions and exclusive jurisdictions in any case.

A foreign individual, a person without nationality, a foreign-invested enterprise or a foreign organization that institute or respond to proceedings at a people's court is given the same litigation rights and obligations as a citizen or legal person of the PRC. If a foreign court limit the litigation rights of PRC citizens, enterprises and other organization, the PRC court shall apply the same limitations to the citizens, enterprises and other organizations of such foreign country. A foreign individual, a person without nationality, a foreign-invested enterprise or a foreign organization must engage a PRC lawyer in case he/she or it needs to engage a lawyer for the purpose of initiating actions or defending against litigations at a PRC court. Under an international treaty or the principle of reciprocity signed or acceded to by the PRC, the people's court and foreign courts may require each other to act on their behalf to serve documents, conduct investigations, collect evidence and take other actions on behalf of each other. If the request by a foreign court would result in the violation of the PRC's sovereignty, security or public interest, the people's court shall decline the request.

All parties must comply with legally effective civil judgments and rulings. If any party to a civil action refuses to comply with a judgment or order made by a people's court or an award made by an arbitration tribunal in the PRC, the other party may apply to the people's court for enforcement within two years. Suspension or disruption of the time limit for applying for such enforcement shall comply with the provisions of the applicable law concerning the suspension or disruption of the time-barring of actions.

When a party applies to a people's court for enforcing an effective judgment or ruling by a people's court against a party who is not located within the territory of the PRC or whose property is not within the PRC, the party may apply to a foreign court with proper jurisdiction for recognition and enforcement of the judgment or ruling. A foreign judgment or ruling may also be recognized and enforced by the people's court according to the PRC enforcement procedures if the PRC has entered into, or acceded to, an international treaty with the relevant foreign country, which provides for such recognition and enforcement, or if the judgment or ruling satisfies the court's examination according to the principle of reciprocity, unless among other exceptions, the court finds that the recognition or enforcement of such judgment or ruling will result in a violation of the basic legal principles of the PRC, its sovereignty or security, or for reasons of social and public interests.

**The PRC Company Law, Trial Measures and Guidance for Articles of Association**

A joint stock limited company incorporated in the PRC seeking a listing on The Stock Exchange of Hong Kong Limited is mainly subject to the following laws and regulations in the PRC:

- The PRC Company Law (《中華人民共和國公司法》) or the Company Law, was adopted by the Fifth Standing Committee Meeting of the Eighth NPC on December 29, 1993, and came into effect on 1 July 1994, and was last amended on December 29, 2023 and took effect on July 1, 2024;
- The Trial Measures for the Administration of Overseas Securities Offering and Listing by Domestic Enterprises (《境內企業境外發行證券和上市管理試行辦法》) (the "**Trial Measures**") and its five relevant interpretative guidelines which were promulgated by the CSRC on February 17, 2023 and took effect on March 31, 2023 and are applicable to the direct and indirect overseas share offering or listing of domestic companies; and
- The Guidelines for Articles of Association of Listed Companies (《上市公司章程指引》) (the "**Guidance for Articles of Association**") which was promulgated and took effect on March 28, 2025 by the CSRC. The Articles of Association is formulated based on the Guidance for Articles of Association on a reference basis, the summary of which is set out in the section entitled "Appendix V — Summary of the Articles of Association" to this document.

Set out below is a summary of the major provisions of the Company Law, the Trial Measures and the Guidance for Articles of Association which are applicable to the Company.

***General Provisions***

"A joint stock limited company" refers to a corporate legal person established in China under the Company Law, whose registered capital is divided into shares of equal par value. The liability of its shareholders is limited to the extent of the shares held by them and the liability of a company is limited to the full value of all the property owned by it.

The company shall conduct its business in accordance with laws and administrative regulations. It may invest in other limited liability companies and joint stock limited companies and its liabilities with respect to such invested companies are limited to the amount invested. Unless otherwise provided by law, the company may not be a contributor that undertakes joint liabilities for the debts of the invested companies.

***Incorporation***

A joint stock limited company may be incorporated by promotion or flotation. A joint stock limited company may be incorporated by a minimum of one but not more than 200 promoters, and at least half of the promoters must have residence within the PRC.

Where a joint stock limited company is to be established by means of promotion, promoters shall fully subscribe for the shares that shall be issued at the time of the establishment of the company as provided for in the articles of association.

Within 30 days after the conclusion of the inaugural meeting, the board of directors shall apply to the registration authority for registration of the incorporation of the joint stock limited company. A company is formally established and has the status of a legal person after the business license has been issued by the relevant registration authority.

***Registered Shares***

Under the Company Law, shareholders may make capital contributions in cash, or with non-monetary property that may be valued in money and legally transferred, such as contribution in kind or with intellectual property rights, land use rights, shareholding or claims.

The Trial Measures provides that domestic enterprises that are listed overseas may raise funds and distribute dividends in foreign currencies or Renminbi.

Under the Company Law, a joint stock limited company is required to maintain a register of shareholders, detailing the following information: (i) the name and domicile of each shareholder; (ii) the class and number of shares subscribed for by each shareholder; (iii) the serial number of shares if issued in paper form; and (iv) the date on which each shareholder acquired the shares.

***Allotment and Issue of Shares***

All issue of shares of a joint stock limited company shall be based on the principles of equality and fairness. The same class of shares must carry equal rights. Shares issued at the same time and within the same class must be issued on the same conditions and at the same price. It may issue shares at par value or at a premium, but it may not issue shares below the par value.

Domestic enterprises issuing and listing overseas shall file with the CSRC in accordance with Trial Measures, submit filing reports, legal opinions and other relevant materials, and truthfully, accurately and completely explain shareholder information and other information. Where a domestic enterprise directly issues and is listed overseas, the issuer shall file with the CSRC.

***Increase in Share Capital***

Under the Company Law, in the case of a joint stock limited company issuing new shares, resolutions shall be passed at the shareholders' meeting in respect of the class and number of new shares, the issue price of the new shares, the commencement and end dates for the issuance of new shares and the class and number of the new shares proposed to be issued to existing shareholders, if any. If no par value stock is issued, the proceeds from the issuance of the new stocks shall be included into the registered capital. Additionally, if a company intends to make public offering of shares, it is required to complete the registration with the securities regulatory authority of the State Council and announce the document.

***Reduction of Share Capital***

A company may reduce its registered capital in accordance with the following procedures prescribed by the Company Law:

(i) the company shall prepare a balance sheet and a list of properties;

(ii) the reduction of registered capital must be approved by shareholders at the shareholders' meeting;

(iii) the company shall notify its creditors of the reduction in registered capital within ten days and publish an announcement of the reduction in newspapers or the National Enterprise Credit Information Publication System within thirty days of the resolution approving the reduction being passed;

(iv) the creditors of the company may within the statutory time limit require the company to repay its debts or provide guarantees for covering the debts; and

(v) the company must apply to the relevant company registration authority for registration of the change and reduction in registered capital.

When a company reduces its registered capital, it must reduce the amount of capital contribution or shares in proportion to the capital contribution or shares held by the shareholders, unless otherwise prescribed by any law, or agreed upon by all the shareholders of a limited liability company, or as specified in the articles of association of a joint stock limited company.

***Repurchase of Shares***

Pursuant to the Company Law, a company shall not purchase its own shares other than in any of the following circumstances:

(i) reducing its registered capital;

(ii) merging with another company which holds its shares;

(iii) utilizing the shares for employee stock ownership plan or stock ownership incentive scheme;

(iv) acquiring its own shares at the request of its shareholders who vote in a shareholders' meeting against a resolution regarding a merger or separation;

(v) utilizing the shares for conversion of corporate bonds which are convertible into shares issued by a listed company; and

(vi) where it is necessary for a listed company to maintain its corporate value and stockholders' equity.

Any company's purchase of its own shares for any reason specified in item (i) and item (ii) of the preceding paragraph shall be subject to a resolution of the shareholders' meeting; any company's purchase of its own shares for any reason specified in item (iii), item (v) and item (vi) of the preceding paragraph may be subject to a resolution of the board meeting with two thirds or more of directors present, according to the provisions of the articles of association or upon authorization by the shareholders' meeting.

The shares acquired under the circumstance stipulated in item (i) hereof shall be deregistered within ten days from the date of acquisition of shares; the shares shall be assigned or deregistered within six months if the repurchase of shares is made under the circumstances stipulated in either item (ii) or item (iv); and the shares held in total by a company after the repurchase under any of the circumstances stipulated in item (iii), item (v) or item (vi) shall not exceed 10% of the company's total outstanding shares, and shall be assigned or deregistered within three years.

***Transfer of Shares***

Shares held by shareholders may be transferred in accordance with the relevant laws. Pursuant to the Company Law, a shareholder should effect a transfer of his shares on a stock exchange established in accordance with laws or by any other means as required by the State Council. Registered shares may be transferred after the shareholders endorse the back of the share certificates or in any other manner specified by laws or administrative regulations. Following the transfer, the

company shall enter the names and addresses of the transferees into its share register. No changes of registration in the share register described above shall be effected during a period of twenty days prior to convening a shareholders' meeting or five days prior to the record date for the purpose of determining entitlements to dividend distributions, subject to any legal provisions on the registration of changes in the share register of listed companies.

Pursuant to the Company Law, shares of the company issued prior to the [REDACTED] of shares may not be transferred within one year of the date of the company's [REDACTED] on a stock exchange. Directors, supervisors and the senior management of a company shall declare to the company their shareholdings in the company and any changes thereof. During their terms of office, they may transfer no more than 25% of the total number of shares they hold in the company per annum. They shall not transfer the shares they hold within one year of the date of the company's [REDACTED] on a stock exchange, nor within half a year after they leave their positions in the company. The articles of association may set out other restrictive provisions in respect of the transfer of shares in the company held by its directors, supervisors and the senior management.

***Shareholders***

Under the Company Law and Guidelines for Articles of Association the rights of a shareholder of ordinary shares of a company include:

(i) to receive a return on assets, participate in significant decision-making and select management personnel;

(ii) to petition the people's court to revoke any resolution passed on a shareholders' meeting or a meeting of the board of directors that has not been convened in compliance with the laws and regulations or the articles of association or whose voting has violated the laws, administrative regulations or the articles of association of the company, or any resolution the contents of which is in violation of the articles of association, provided that such petition shall be submitted within sixty days of the passing of such resolution;

(iii) to transfer the shares according to the applicable laws and regulations and the articles of association;

(iv) to attend or appoint a proxy to attend shareholders' meetings and exercise the voting rights;

(v) to inspect the articles of association, share register, counterfoil of company debentures, minutes of shareholders' meetings, board resolutions, resolutions of the board of supervisors and financial and accounting reports, and to make suggestions or inquiries in respect of the company's operations;

(vi) to receive dividends in respect of the number of shares held;

(vii) to participate in distribution of residual property of the company in proportion to their shareholdings upon the liquidation of the company; and

(viii) any other shareholders' rights provided for in laws, administrative regulations, other normative documents and the articles of association.

The obligations of a shareholder of ordinary shares of a company include:

(i) to comply with the articles of association;

(ii) to pay subscription money according to the number of shares subscribed and the method of subscription;

(iii) not to abuse their shareholders' rights to damage the interests of a company or other shareholders; not to abuse the independent legal person status of a company and the limited liability of shareholders to damage the interests of the creditors of a company;

(iv) other obligations conferred by laws, administrative regulations and the articles of association.

***Shareholders' General Meetings***

Under the Company Law, the shareholders' general meeting of a joint stock limited company is made up of all shareholders. The shareholders' general meeting is the organ of authority of a company, which exercises the following functions and powers:

(i) to elect and remove the directors and supervisors and to decide on the matters relating to the remuneration of directors and supervisors;

(ii) to review and approve the reports of the board of directors;

(iii) to review and approve the reports of the board of supervisors or supervisors;

(iv) to review and approve the company's profit distribution proposals and loss recovery proposals;

(v) to decide on any increase or reduction of the company's registered capital;

(vi) to decide on the issue of corporate bonds;

(vii) to decide on merger, division, dissolution and liquidation of the company or change of its corporate form;

(viii) to amend the company's articles of association; and

(ix) to exercise any other authority stipulated in the articles of association.

Under the Company Law, annual shareholders' general meetings are required to be held once every year. An extraordinary shareholders' general meeting is required to be held within two months after the occurrence of any of the following circumstances:

(i) the number of directors is less than the number stipulated by the law or less than two thirds of the number specified in the articles of association;

(ii) the outstanding losses of the company amounted to one-third of the company's total share capital;

(iii) shareholders individually or in aggregate holding 10% or more of the company's shares request that an extraordinary shareholders' meeting is convened;

(iv) the board of directors deems necessary;

(v) the board of supervisors so proposes; or

(vi) any other circumstances as provided for in the articles of association.

Shareholders' general meetings shall be convened by the board of directors, and presided over by the chairman of the board of directors. In the event that the chairman is incapable of performing or not performing his duties, the meeting shall be presided over by the vice chairman. In the event that the vice chairman is incapable of performing or not performing his duties, a director nominated by more than half of directors shall preside over the meeting.

If the board of directors is incapable of performing or is not performing its duties to convene the general meeting, the supervisory board should convene and preside over shareholders' general meeting in a timely manner. If the supervisory board fails to convene and preside over shareholders' general meeting, shareholders individually or in aggregate holding 10% or more of the company's shares for 90 days or more consecutively may unilaterally convene and preside over shareholders' general meeting.

If the shareholders who separately or aggregately hold more than 10% of the shares of the company request to convene an interim shareholders' meeting, the board of directors and the board of supervisors should, within 10 days after the receipt of such request, decide whether to hold an interim shareholders' meeting and reply to the shareholders in writing.

Notice of general meeting shall state the time and venue of and matters to be considered at the meeting and shall be given to all shareholders 20 days before the meeting. A notice of extraordinary general meeting shall be given to all shareholders 15 days prior to the meeting.

Shareholders who individually or jointly hold more than 1% of the company's shares may put forward interim proposals and submit them to the convener in writing 10 days before the general meeting of shareholders. The convener shall issue a supplementary notice of the general meeting of shareholders within two days after receiving the proposal and announce the contents of the interim proposal.

Under the Company Law, a shareholder may entrust a proxy to attend a shareholders' general meeting, and it should clarify the matters, power and time limit of the proxy. The proxy shall present a written power of attorney issued by the shareholder to a company and shall exercise his voting rights within the scope of authorization. There is no specific provision in the Company Law regarding the number of shareholders constituting a quorum in a shareholders' general meeting.

Under the Company Law, shareholders present at a shareholders' general meeting have one vote for each share they hold, except the shareholders of classified shares. However, shares held by the company itself are not entitled to any voting rights.

The cumulative voting system may be adopted for the election of directors and supervisors at the shareholders' general meeting in accordance with the provisions of the articles of association or the resolutions of the shareholders' general meeting. Under the accumulative voting system, each share shall have the same number of voting rights as the number of directors or supervisors to be elected at the shareholders' general meeting, and shareholders may consolidate their voting rights when casting a vote.

Under the Company Law and the Guidelines for Articles of Association, the passing of any resolution requires affirmative votes of shareholders representing more than half of the voting rights represented by the shareholders who attend the shareholders' general meeting.

Matters relating to merger, division or dissolution of a company, increase or reduction of registered capital, change of corporate form or amendments to the articles of association must be approved by more than two-thirds of the voting rights held by the shareholders present at the meeting.

***Directors***

Under the Company Law, a joint stock limited company should have a board of directors, which consists of no fewer than three members. The term of office of a director shall be stipulated in the articles of association, but each term of office shall not exceed three years. Directors may serve consecutive terms if re-elected.

Meetings of the board of directors shall be convened at least twice a year. All directors and supervisors shall be notified 10 days before the meeting for every meeting. The Board exercises the following functions and powers:

(i) to convene shareholders' meetings and report on its work to the shareholders' meetings;

(ii) to implement the resolutions passed by the shareholders at the shareholders' meetings;

(iii) to decide on the company's operational plans and investment proposals;

(iv) to formulate the company's profit distribution proposals and loss recovery proposals;

(v) to formulate proposals for the increase or reduction of the company's registered capital and the issue of corporate bonds;

(vi) to formulate proposals for the merger, division or dissolution of the company or change of corporate form;

(vii) to decide on the setup of the company's internal management organs;

(viii) to appoint or dismiss the company's manager and decide on his/her remuneration and, based on the manager's recommendation, to appoint or dismiss any deputy manager and financial officer of the company and to decide on their remuneration;

(ix) to formulate the company's basic management system; and

(x) to exercise any other authority stipulated in the articles of association or any other authority authorized by shareholders' meeting.

Board meetings shall be held only if more than half of the directors are present. If a director is unable to attend a board meeting, he may appoint another director by a power of attorney specifying the scope of the authorization for another director to attend the meeting on his behalf. If a resolution of the board of directors violates the laws, administrative regulations or the articles of association, and as a result of which the company suffers serious losses, the directors participating in the resolution shall be liable to compensate the company. However, if it can be proved that a director expressly objected to the resolution when the resolution was voted on, and that such objection was recorded in the minutes of the meeting, such director may be exempt from such liability.

Under the Company Law, a person may not serve as a director of a company if he/she is:

(i) a person without capacity or restricted capacity to undertake any civil liabilities;

(ii) a person who has been sentenced to any criminal penalty for corruption, bribery, embezzlement, misappropriation of property or destruction of the socialist economic order, or who has been deprived of his political rights due to his crimes and such sentence has expired for no more than five years, or who is granted probation, if no more than two years have passed since the expiration of the probation period;

(iii) a person who has been a former director, factory manager or manager of a company or an enterprise that has entered into insolvent liquidation and who was personally liable for the insolvency of such company or enterprise, where no more than three years have elapsed since the date of the completion of the bankruptcy and liquidation of the company or enterprise;

(iv) a person who has been a legal representative of a company or an enterprise that has had its business license revoked due to violations of the law or has been ordered to close down by law and the person was personally responsible, where less than three years have elapsed since the date of such revocation or the order to close down; or

(v) a person who is listed as a dishonest person subject to enforcement by the people's court due to failure to pay off a relatively large amount of unliquidated mature debts.

The board of directors shall have one chairman, who shall be elected by more than half of all the directors. The chairman shall exercise the following functions and powers (including but not limited to):

(i) to preside over shareholders' general meetings and summon and preside over board meetings;

(ii) to examine the implementation of resolutions of the Board.

***Managers and Senior Management***

Under the Company Law, a company should have a manager who is appointed or removed by the board of directors. The manager is responsible to the board of directors and exercise his/her functions and powers according to the Articles of Association or the authorization of the board of directors. The manager attends the meetings of the board of directors as a non-voting member.

According to the Company Law, senior management shall refer to the manager, deputy manager(s), financial controller, secretary of the board of directors of listed company and other personnel as stipulated in the articles of association of the company.

***Duties of Directors, Supervisors and Senior Management***

Directors, supervisors and senior management of the company are required under the Company Law to comply with the relevant laws, regulations and the articles of association, and have loyalty and diligent duties to the company. Directors, supervisors and senior management are prohibited from abusing their powers to accept bribes or other unlawful income and from misappropriating the company's properties.

Directors, supervisors and senior management are prohibited from:

(i) seizing the assets of the company or misappropriating company funds;

(ii) depositing company funds into accounts under their own names or the names of other individuals;

(iii) taking advantage of power to bribe or accept other illegal income;

(iv) accepting commissions paid by a third party for transactions conducted with the company for their own benefit;

(v) unauthorized divulgence of confidential information of the company; and

(vi) other acts in violation of their duty of loyalty to the company.

If any director, supervisor or senior management directly or indirectly concludes a contract or conducts a transaction with the company, he/she should report the matters relating to the conclusion of the contract or transaction to the board of directors or shareholders' meeting, subject to the approval of the board of directors or shareholders according to the articles of association.

The provisions of the preceding paragraph shall apply if any near relatives of the directors, supervisors or senior management, or any of the enterprises directly or indirectly controlled by the directors, supervisors or senior management or any of their near relatives, or any related parties with any other related-party relationship with the directors, supervisors or senior management, concludes a contract or conducts a transaction with the company.

Neither director, supervisor or senior management may take advantage of his/her position to seek any business opportunity that belongs to the company for himself/herself or any other person except under any of the following circumstances:

(i) where he/she has reported to the board of directors or the shareholders' meeting and has been approved by a resolution of the board of directors or the shareholders' meeting according to the Articles of Association; or

(ii) where the company cannot make use of the business opportunity as stipulated by laws, administrative regulations or the Articles of Association.

Where any director, supervisor or senior management fails to report to the board of directors or the shareholders' meeting and obtain an approval by resolution of the board of directors or the shareholders' meeting according to the articles of association, he/she may not engage in any business that is similar to that of the company where he/she holds office for himself/herself or for any other person.

A director, supervisor or senior management who contravenes any law, administrative regulation or the company's articles of association in the performance of his/her duties resulting in any loss to the company shall be personally liable for the damages to the company.

***Finance and Accounting***

Pursuant to the Company Law, a company shall establish its own financial and accounting systems according to the laws, administrative regulations and the regulations of the competent financial departments of the State Council. At the end of each financial year, a company shall prepare a financial report which shall be audited by an accounting firm in accordance with the laws. The financial and accounting reports shall be prepared in accordance with the laws, administrative regulations and the regulations of the financial departments of the State Council.

The company's financial reports shall be made available for shareholders' inspection at the company twenty days before the convening of an annual shareholders' meeting. A joint stock limited company that makes public stock offerings shall publish its financial reports.

When distributing each year's profits after taxation, the company shall set aside 10% of its profits after taxation for the company's statutory common reserve fund until the fund has reached 50% of the company's registered capital. When the company's statutory common reserve fund is not sufficient to make up for the company's losses for the previous years, the current year's profits shall first be used to make good the losses before any allocation is set aside for the statutory common reserve fund. After the company has made allocations to the statutory common reserve fund from its profits after taxation, it may, upon passing a resolution at a shareholders' meeting, make further allocations from its profits after taxation to the discretionary common reserve fund. After the company has made good its losses and made allocations to the abovementioned reserve fund, the remaining profits after taxation shall be distributed in proportion to the number of shares held by the shareholders, except for those which are not distributed in a proportionate manner as provided by the articles of association.

Profits distributed to shareholders in violation of the requirements described above must be returned to the company. The company shall not be entitled to any distribution of profits in respect of shares held by it.

The premium over the nominal value of the shares of the company on issue, the amount of share proceeds from the issuance of no-par shares that have not been credited to the registered capital, and other items required by the financial department of the State Council to be included in the capital reserve shall be classified as the capital reserve of the company. The common reserve fund of a company shall be applied to make good the company's losses, expand its business operations or increase its capital. Where any losses need to be covered with reserve fund of the company,

discretionary reserve fund and statutory common reserve fund shall first be used and if still insufficient, capital reserve fund can be used in accordance with applicable provisions. Upon the transfer of the statutory common reserve fund into increasing capital, the balance of the statutory common fund shall not be less than 25% of the registered capital of the company before such transfer.

The company shall have no accounting books other than the statutory books. The company's capital shall not be deposited in any account opened under the name of an individual.

***Appointment and Dismissal of Accounting Firms***

Pursuant to the Company Law, the engagement or dismissal of an accounting firm responsible for the company's auditing shall be determined by a shareholders' general meeting, the board of directors or the board of supervisors in accordance with the articles of association. The accounting firm should be allowed to make representations when the general meeting, the board of directors or the board of supervisors conduct a vote on the dismissal of the accounting firm. The company should provide true and complete accounting evidence, accounting books, financial and accounting reports and other accounting information to the engaged accounting firm without any refusal or withholding or falsification of information.

The Guidelines for Articles of Association provides that the company guarantees to provide true and complete accounting vouchers, accounting books, financial accounting reports and other accounting materials to the employed accounting firm, and shall not refuse, conceal or falsely report. And the audit fee of the accounting firm shall be decided by the general meeting of shareholders.

***Profit Distribution***

Where a company distributes profits to shareholders in violation of the provisions of the Company Law, the shareholders shall refund the profits distributed to the company, and the shareholders, directors, supervisors, and senior management personnel who are responsible for causing losses to the company shall bear compensation liability.

***Dissolution and Liquidation***

Pursuant to the Company Law, a company shall be dissolved for any of the following reasons:

(i) the term of its operation set out in the articles of association has expired or other events of dissolution specified in the articles of association have occurred;

(ii) the shareholders have resolved at a shareholders' meeting to dissolve the company;

(iii) the company is dissolved by reason of its merger or division;

(iv) the business license of the company is revoked or the company is ordered to close down or to be dissolved in accordance with the laws; or

(v) the company is dissolved by a people's court in response to the request of shareholders holding shares that represent 10% or more of the voting rights of all shareholders of the company, on the grounds that the operation and management of the company has suffered serious difficulties that cannot be resolved through other means, rendering ongoing existence of the company a cause for significant losses to the shareholders' interests.

On the occurrence of the abovementioned events, the company shall make an announcement on the National Enterprise Credit Information Publicity System within ten days.

In the event of paragraphs (i) and (ii) above, the company may carry on its existence by amending its articles of association if no property has been distributed to any shareholder. The amendments to the articles of association in accordance with the provisions described above shall require the approval of two-thirds or more of voting rights of shareholders attending a shareholders' meeting in the case of a joint stock limited company.

Where the company is dissolved under the circumstances set forth in paragraph (i), (ii), (iv) or (v) above, the liquidation procedures shall be conducted and directors shall be the company's liquidation obligor and it should establish a liquidation committee within fifteen days of the date on which the dissolution event occurs. The liquidation committee shall be composed of directors or any other persons provided by the articles of associations or determined by a shareholders' meeting. If a liquidation committee is not established within the prescribed period or the liquidation fails to effect after the establishment of a liquidation committee, the interested party may file an application with a people's court, requesting that the court appoint relevant personnel to form a liquidation committee to administer the liquidation. The people's court should accept such application and form a liquidation committee to conduct liquidation in a timely manner.

The liquidation committee may exercise following powers during the liquidation:

(i) to dispose of the company's assets and to prepare a balance sheet and an inventory of assets;

(ii) to notify the company's creditors or publish announcements;

(iii) to deal with and settle any outstanding business related to the liquidation;

(iv) to pay any outstanding tax together with any tax arising during the liquidation process;

(v) to settle the company's claims and liabilities;

(vi) to distribute the company's remaining assets after its debts have been paid off; and

(vii) to represent the company in any civil procedures.

The liquidation committee shall notify the company's creditors within ten days from its establishment, and publish an announcement in newspapers or on the National Enterprise Credit Information Publicity System within sixty days.

A creditor shall lodge his claim with the liquidation committee within thirty days of receipt of the notification or within forty-five days of the date of the announcement if he has not received any notification.

A creditor shall, in making his claim, state matters relevant to his creditor's rights and furnish relevant evidence. The liquidation committee shall register such creditor's rights. The liquidation committee shall not make any settlement to creditors during the period of the claim.

Upon disposal of the company's property and preparation of the required balance sheet and inventory of assets, the liquidation committee shall draw up a liquidation plan and submit this plan to a shareholders' meeting or a people's court for endorsement. The remaining assets of the company, after payment of liquidation expenses, employee wages, social insurance expenses and statutory compensation, outstanding taxes and the company's debts, shall be distributed to shareholders in proportion to shares held by them. The company shall continue to exist during the liquidation period, although it cannot engage in operating activities that are not related to the liquidation. The company's property shall not be distributed to shareholders before repayments are made in accordance with the requirements described above.

Upon liquidation of the company's property and preparation of the required balance sheet and inventory of assets, if the liquidation committee becomes aware that the company does not have sufficient assets to repay its liabilities, it must apply to a people's court for a declaration of bankruptcy in accordance with the laws. Following such declaration by the people's court, the liquidation committee shall hand over the administration matters to the bankruptcy administrator designated by the people's court.

Upon completion of the liquidation, the liquidation committee shall prepare a liquidation report and submit it to the shareholders' meeting or a people's court for confirmation of its completion, and to the company registration authority to cancel the company's registration, and an announcement of its termination shall be published. Members of the liquidation committee are required to discharge their duties in good faith and in compliance with relevant laws. Members of the liquidation committee shall be prohibited from abusing their authority in accepting bribes or other unlawful income and from misappropriating the company's property. Members of the liquidation committee are liable to indemnify the company and its creditors in respect of any loss arising from their willful or material default.

Liquidation of a company declared bankrupt according to laws shall be processed in accordance with the laws on corporate bankruptcy.

***Overseas Listing***

According to the Trial Measures, where an issuer makes an overseas initial public offering or listing, it shall file with the CSRC within 3 working days after submitting the application documents for overseas issuance and listing. If an issuer issues securities in the same overseas market after overseas issuance and listing, it shall file with the CSRC within 3 working days after the completion of the issuance. If an issuer issues and lists in other overseas markets after overseas issuance and listing, it shall be filed in accordance with the provisions of the first paragraph of the article 16 of the Trial Measures. Moreover, if the filing materials are complete and meet the requirements, the CSRC shall complete the filing within 20 working days from the date of receiving the filing materials, and publicize the filing information through the website. If the filing materials are incomplete or do not meet the requirements, the CSRC shall inform the issuer of the materials to be supplemented within 5 working days after receiving the filing materials. The issuer shall supplement the materials within 30 working days.

***Loss of Share Certificates Not applicable for H share***

A shareholder may, in accordance with the public notice procedures set out in the PRC Civil Procedure Law, apply to a people's court if his share certificate(s) in registered form is either stolen, lost or destroyed, for a declaration that such certificate(s) will no longer be valid. After such a declaration has been obtained, the shareholder may apply to the company for the issue of a replacement certificate(s).

***Suspension and Termination of Listing***

The Company Law has deleted provisions governing suspension and termination of listing. The PRC Securities Law (2019 revision) (《中華人民共和國證券法(2019年修訂)》) (the "**PRC Securities Law**"), which was amended on December 28, 2019 and took effect on March 1, 2020, has also deleted provisions regarding suspension of listing. Where listed securities fall under the delisting circumstances stipulated by the stock exchange, the stock exchange shall terminate its listing and trading in accordance with the business rules.

According to the Trial Measures, in case of active or compulsory termination of listing, the issuer shall report the specific situation to the CSRC within 3 working days from the date of occurrence and announcement of the relevant matters.

**The PRC Securities Law and Regulations**

In October 1992, the State Council established the Securities Committee and the CSRC.

The Securities Committee is responsible for coordinating the drafting of securities regulations, formulating securities-related policies, planning the development of securities markets, directing, coordinating and supervising all securities-related institutions in the PRC and administering the CSRC. The CSRC is the regulatory arm of the Securities Committee and is responsible for the drafting of regulatory provisions of securities markets, supervising securities companies, regulating public offers of securities by Chinese companies in the PRC or overseas, regulating the trading of securities, compiling securities-related statistics and undertaking research and analysis. On March 29, 1998, the State Council consolidated the above two departments and reformed the CSRC.

The Provisional Regulations Concerning the Issue and Trading of Shares (《股票發行與交易管理暫行條例》) promulgated by the State Council and effective on April 22, 1993, provide the application and approval procedures for public offerings of shares, trading in shares, the acquisition of listed companies, the deposit, settlement and transfer of listed shares, the disclosure of information with respect to a listed company, investigation and penalties and dispute arbitration.

The Regulations of the State Council Concerning the Domestic Listed Foreign Shares of Joint Stock Limited Companies (《國務院關於股份有限公司境內上市外資股的規定》), which were promulgated by the State Council and came into effect on December 25, 1995, mainly provide for the issue, subscription, trading and payment of dividends of domestic listed foreign shares and disclosure of information of joint stock limited companies with domestic listed foreign shares.

The PRC Securities Law provides a series of provisions regulating, among other things, the issue and trading of securities, takeovers by listed companies, securities exchanges, securities companies and the duties and responsibilities of the State Council's securities regulatory authorities in the PRC, and comprehensively regulates activities in the PRC securities market. The PRC Securities Law provides that a domestic enterprise must comply with the relevant provisions of the State Council in issuing securities directly or indirectly outside the PRC or listing and trading its securities outside the PRC. Currently, the issue and trading of foreign issued shares are mainly governed by the rules and regulations promulgated by the State Council and the CSRC.

**Arbitration and Enforcement of Arbitral Awards**

The PRC Arbitration Law (《中華人民共和國仲裁法》) (the "**Arbitration Law**"), was enacted by the SCNPC on August 31, 1994, which became effective on September 1, 1995, was last amended on September 12, 2025 and shall take effect on March 1, 2026. The Arbitration Law is applicable to economic disputes involving foreign parties, and all parties have entered into a written agreement to refer the matter to an arbitration committee constituted in accordance with the Arbitration Law. An arbitration committee may, before the promulgation by the PRC Arbitration Association of arbitration regulations, formulate interim arbitration rules in accordance with relevant regulations under the Arbitration Law and the PRC Civil Procedure Law. Where both parties have agreed to settle disputes by means of arbitration, the people's court will refuse to take legal action brought by a party in the people's court.

Under the Arbitration Law, an arbitral award is final and binding on the parties. If a party fails to comply with an award, the other party to the award may apply to the people's court for enforcement according to the PRC Civil Procedure Law. A people's court may refuse to enforce an arbitral award made by an arbitration commission if there is any procedural irregularity (including irregularity in the composition of the arbitration committee or the making of an award on matters beyond the scope of the arbitration agreement or the jurisdiction of the arbitration commission). A party seeking to enforce an arbitral award of foreign arbitration commission against a party who or whose property is not within the PRC shall apply to a foreign court with jurisdiction over the case

for recognition and enforcement. Similarly, an arbitral award made by a foreign arbitration body may be recognized and enforced by the people's court in accordance with the principles of reciprocity or any international treaty concluded or acceded to by the PRC.

According to the Arrangement of the Supreme People's Court on Mutual Enforcement of Arbitral Awards between the Chinese Mainland and the Hong Kong Special Administrative Region (《最高人民法院關於內地與香港特別行政區相互執行仲裁裁決的安排》) promulgated by the Supreme People's Court on January 24, 2000 and effective on February 1, 2000, and the Supplementary Arrangement of the Supreme People's Court on Mutual Enforcement of Arbitral Awards between the Chinese Mainland and the Hong Kong Special Administrative Region (《最高人民法院關於內地與香港特別行政區相互執行仲裁裁決的補充安排》) promulgated by the Supreme People's Court on November 26, 2020, partially taking effect on November 27, 2020, and fully effective on May 19, 2021, awards made by PRC arbitral authorities can be enforced in Hong Kong, and Hong Kong arbitration awards are also enforceable in the PRC.

This Appendix contains the principal provisions of the Articles of Association of the Company (the "**Articles of Association**"), which will become effective and be implemented from the date on which the H Shares are [REDACTED] on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Stock Exchange**"). The primary purpose of this Appendix is to provide potential [REDACTED] with an overview of the Articles of Association of the Company, and it does not contain all the information that may be important to potential [REDACTED].

## ISSUANCE OF SHARES

Issuance of Shares of the Company shall follow the principles of openness, fairness and impartiality, and each share of the same class shall have equal rights. Shares of the same class issued at the same time shall be issued at the same conditions and same price per share; the same price per share shall be paid for the Shares subscribed for by any subscriber. All the Shares issued by the Company shall be ordinary Shares.

## INCREASE/DECREASE AND REPURCHASE OF SHARES

The Company may, based on its requirements for operation and development and in accordance with the provisions of laws, regulations and the rules of the securities regulatory authorities of the place where the Company's Shares are listed, increase its capital in the following manners upon respective resolutions being adopted by the general meeting:

(1) by issuance of Shares to non-specific persons;

(2) by issuance of Shares to specific persons;

(3) by issuance of bonus Shares to existing Shareholders;

(4) by increasing share capital by way of transfer from the reserve fund;

(5) other methods as provided by laws and administrative regulations, the regulatory rules of the place where the Company's Shares are [REDACTED] such as the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules"), and as approved by securities regulatory authorities such as the China Securities Regulatory Commission.

The general meeting may authorize the Board to decide, within three years, on the issuance of Shares not exceeding fifty per cent of the issued Shares. Where the Board decides to issue Shares in accordance with the aforementioned provisions, resulting in changes to the registered capital and the number of issued Shares of the Company, the amendments to the relevant items recorded in the Articles of Association of the Company shall not require further voting by the general meeting.

The Company may reduce its registered capital. The Company shall reduce its registered capital according to procedures as stipulated by the Company Law, the Hong Kong Listing Rules and other relevant regulations and the provisions of the Articles of Association. Where the Company reduces its registered capital, it shall reduce its Shares in proportion to the Shares held by the Shareholders, save for where it is otherwise resolved by the general meeting that the Shares shall not be reduced in proportion to the shareholdings.

The Company shall not acquire its own Shares. However, the foregoing shall not apply in any of the following circumstances:

(1) to reduce the Company's registered capital;

(2) to merge with another company that holds Shares of the Company;

(3) to use the Shares for an employee share plan or equity incentive plan;

(4) where a Shareholder, dissenting from a resolution of the general meeting on the merger or division of the Company, demands that the Company acquire his or her Shares;

(5) to use the Shares for the conversion of corporate bonds issued by the Company that are convertible into Shares;

(6) where it is necessary for the Company to maintain its value and safeguard the rights and interests of its Shareholders;

(7) other circumstances as prescribed by laws, administrative regulations, departmental rules, normative documents and the regulatory rules of the place where the Shares of the Company are [REDACTED], such as the Hong Kong Listing Rules.

The Company may acquire its own Shares through open, centralized trading or by other means permitted by laws and administrative regulations and approved by the CSRC and the securities regulatory authorities of the place where the Company's Shares are listed. Subject to the applicable securities regulatory rules of the place where the Company's Shares are listed, any acquisition of the Company's own Shares by the Company under the circumstances set out in items (3), (5) and (6) above shall be conducted through open, centralized trading.

Where the Company acquires its own Shares under the circumstances set out in items (1) and (2) above, such acquisition shall be subject to a resolution of the general meeting; where the Company acquires its own Shares under the circumstances set out in items (3), (5) and (6) above, it may, subject to compliance with the regulatory rules of the place where the Company's Shares are [REDACTED] such as the Hong Kong Listing Rules, be approved by a resolution of a meeting of the Board attended by more than two-thirds of the Directors.

Subject to the regulatory rules of the place where the Company's Shares are [REDACTED], such as the Hong Kong Listing Rules, if the Company acquires its own Shares in accordance with the above provisions, Shares acquired under item (1) above shall be canceled within ten days from the date of acquisition; Shares acquired under items (2) and (4) above shall be transferred or canceled within six months; and for Shares acquired under items (3), (5) and (6) above, the total number of the Company's own Shares held by the Company shall not exceed ten percent of the total issued Shares of the Company, and shall be transferred or canceled within three years.

**TRANSFER OF SHARES**

Shares issued by the Company prior to the [REDACTED] of Shares shall not be transferred within one year from the date on which the Company's Shares are [REDACTED] and [REDACTED] on the Hong Kong Stock Exchange.

Directors and senior management of the Company shall report to the Company the Shares of the Company held by them and any changes thereof. The number of Shares transferred by them each year during their term of office determined upon their appointment shall not exceed twenty-five percent of the total number of the Company's Shares held by them; the Shares of the Company held by them shall not be transferred within one year from the date on which the Shares of the Company are listed and traded. The aforesaid persons shall not transfer their Shares in the Company within half a year after leaving their offices. Where the securities regulatory rules of the place where the company's Shares are listed provide otherwise for restrictions on the transfer of the company's Shares, such relevant provisions shall also be complied with.

Where any director, senior management personnel or Shareholder holding more than five percent of the Shares of the Company sells any Shares or other equity securities of the Company held by him/her within six months after purchase, or repurchases them within six months after sale, any gains derived therefrom shall belong to the Company, and the Board of the Company shall recover such gains. However, this shall not apply where a securities company holds more than five percent of the Shares as a result of purchasing the remaining Shares after [REDACTED], or in other circumstances as prescribed by the CSRC or the regulatory rules of the place where the Company's Shares are listed. Where the listing rules of the place where the Shares of the Company are listed provide otherwise, such provisions shall prevail. The Shares or other securities of an equity nature

held by Directors, senior management, and natural person Shareholders as referred to in the preceding paragraph shall include those held by their spouses, parents, and children and those held through the accounts of others.

If the Board fails to enforce the provisions as set out in the preceding paragraph, the Shareholders shall be entitled to request the Board to enforce them within 30 days. If the Board fails to enforce within the said period, the Shareholders shall be entitled to directly file a lawsuit with a People's Court in their own names for the benefit of the Company. If the Board fails to act in accordance with the first paragraph, the Directors who are responsible shall be jointly and severally liable in accordance with the law.

**Shareholders and General meetings**

**SHAREHOLDERS**

The Company shall establish a register of Shareholders based on the certificates provided by the securities registration institution, and the register of Shareholders shall be sufficient evidence of a Shareholder's holding of the Company's Shares. The original register of holders of H Shares [REDACTED] in Hong Kong shall be kept in Hong Kong and be available for inspection by Shareholders, provided that the Company may suspend the registration of Shareholders in accordance with applicable laws and regulations and the securities regulatory rules of the place where the Company's Shares are listed. Shareholders shall enjoy rights and assume obligations according to the class of Shares they hold; Shareholders holding Shares of the same class shall enjoy equal rights and assume the same obligations.

When the Company convenes a general meeting, distributes dividends, liquidates or engages in other activities that require confirmation of Shareholder identity, the Board or the convener of the general meeting shall determine the record date for shareholding. The Shareholders registered on the record date shall be the Shareholders entitled to the relevant rights and interests.

The Shareholders of the Company shall have the following rights:

(1) to receive dividends and other forms of distribution of benefits in proportion to the Shares they hold;

(2) to request, convene, preside at, attend or appoint a proxy to attend a general meeting, to speak at the general meeting, and to exercise the corresponding voting rights in accordance with the law (unless an individual Shareholder is required by the Hong Kong Listing Rules or other regulatory rules of the place where the Company's Shares are [REDACTED] to abstain from voting on a particular matter);

(3) to supervise, raise suggestions on or make inquiries about the operations of the Company;

(4) to transfer, gift or pledge the Shares they hold in accordance with laws, administrative regulations, the regulatory rules of the place where the Company's Shares are [REDACTED] such as the Hong Kong Listing Rules, and the Articles of Association;

(5) to inspect and copy the Articles of Association, register of Shareholders, minutes of general meetings, resolutions of Board meetings, financial and accounting reports, and register of bondholders. Shareholders who meet the prescribed conditions may inspect the Company's accounting books and accounting vouchers;

(6) upon the termination or liquidation of the Company, to participate in the distribution of the remaining assets of the Company in proportion to the Shares they hold;

(7) for a Shareholder who dissents from a resolution of the general meeting on the merger or division of the Company, to demand that the Company acquire his or her Shares;

(8) to inspect the Hong Kong branch of the Company's register of Shareholders, provided that the Company may suspend the registration of Shareholders in accordance with provisions equivalent to section 632 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong);

(9) other rights provided for by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules or other regulatory rules of the place where the Shares of the Company are [REDACTED], or the Articles of Association.

In addition to the above rights, Shareholder(s) individually or jointly holding 3% or more of the Shares of the Company for one hundred and eighty consecutive days or more shall have the right to inspect the accounting books and accounting vouchers of the Company. Where a Shareholder requests to inspect the relevant information or obtain materials as mentioned in the preceding article, such Shareholder shall comply with the provisions of laws and administrative regulations such as the Company Law, the Securities Law, the Hong Kong Listing Rules and the securities regulatory rules of the place where the Company's Shares are [REDACTED], and shall provide the Company with written documents certifying the class and number of Shares held. The Company shall provide such information as requested by the Shareholder after verifying the Shareholder's identity. Where an eligible Shareholder requests to inspect the accounting books and accounting vouchers of the Company, a written request shall be submitted to the Company stating the purpose of the inspection. Where the Company has reasonable grounds to believe that a Shareholder's inspection of the accounting books and accounting vouchers is for an improper purpose and may damage the legitimate interests of the Company, the Company may refuse to provide such inspection, and shall, within fifteen days from the date on which the Shareholder submits a written request, provide a written reply to the Shareholder and state the reasons therefor. Shareholders may entrust intermediary agencies such as accounting firms and law firms to inspect accounting books and accounting vouchers; Shareholders and the intermediary agencies such as accounting firms and law firms entrusted by them shall, when inspecting and copying relevant materials, comply with the provisions of laws and administrative regulations concerning the protection of state secrets, trade secrets, personal privacy, personal information, etc.

If the content of a resolution of a general meeting or the Board violates laws or administrative regulations, Shareholders shall have the right to request a People's Court to declare it invalid. If the convening procedures or voting method of a general meeting or a Board meeting violate any laws, administrative regulations or the Articles of Association, or if the content of a resolution violates the Articles of Association, Shareholders shall be entitled to, within sixty days from the date on which the resolution is made, request a People's Court to revoke it. However, cases where the procedures for convening a general meeting or a board meeting or the voting method thereof involve only minor defects which have no material impact on the resolutions shall be excluded. A Shareholder who has not been notified of a general meeting may, within sixty days from the date on which such Shareholder knows or ought to have known the date on which the resolution of the general meeting was made, request the People's Court to revoke the same; where the right of revocation has not been exercised within one year from the date on which the resolution was made, the right of revocation shall be extinguished.

A resolution of a general meeting or the Board shall not be established if any of the following circumstances exists:

(1) no general meeting or Board meeting was held to make the resolution;

(2) the general meeting or Board meeting did not vote on the matter for resolution;

(3) the number of persons attending the meeting or the number of voting rights held did not reach the number of persons or the number of voting rights required by the Company Law or the Articles of Association;

(4) the number of persons consenting to the matter for resolution or the number of voting rights held did not reach the number of persons or the number of voting rights required by the Company Law or the Articles of Association.

Where a resolution of a general meeting or a Board meeting is declared invalid, revoked, or confirmed as not established by a People's Court, the civil legal relationship formed between the Company and a bona fide counterparty based on such resolution shall not be affected.

Where any director or senior management personnel, other than the members of the Audit Committee, violates the provisions of laws, administrative regulations or the Articles of Association in discharging his/her duties and causes losses to the Company, Shareholder(s) holding singly or jointly one percent or more of the voting Shares in the Company for one hundred and eighty consecutive days or more shall have the right to request the Audit Committee in writing to file a lawsuit with a People's Court; where the Audit Committee violates the provisions of laws, administrative regulations or the Articles of Association in discharging its duties and causes losses to the Company, the aforementioned Shareholder(s) may request the Board in writing to file a lawsuit with a People's Court.

Where the Audit Committee or the Board refuses to file a lawsuit upon receipt of the written request of the Shareholder(s) as stipulated in the preceding paragraph, or fails to file a lawsuit within thirty days upon receipt of the request, or in an emergency where failure to immediately file a lawsuit will result in irreparable damage to the interests of the Company, the Shareholder(s) as prescribed in the preceding paragraph shall have the right to directly file a lawsuit with a People's Court in his/her/their own name(s) for the benefit of the Company.

Where any other person infringes the lawful rights and interests of the Company and causes losses to the Company, the Shareholder(s) as prescribed in this Article may file a lawsuit with a People's Court in accordance with the preceding provisions.

If Directors, supervisors, or senior management of the Company's wholly-owned subsidiaries violate laws, administrative regulations, or the provisions of their articles of association when carrying out their duties, causing losses to the Company, or if a third party infringes upon the legitimate rights and interests of the Company's wholly-owned subsidiaries, causing losses, Shareholders who individually or collectively hold one percent or more of the Company's Shares with voting rights for one hundred and eighty consecutive days or more may, in accordance with the provisions of the preceding three paragraphs, make a written request to the supervisory committee or the Board of such wholly-owned subsidiaries to file a lawsuit with a People's Court or directly file a lawsuit with a People's Court in their own names.

Shareholders may file a lawsuit with a People's Court if a director or senior management personnel has violated laws, administrative regulations or the Articles of Association, thereby harming the interests of Shareholders.

Where a controlling Shareholder or actual controller of the Company instructs a director or senior management personnel to engage in an act that is detrimental to the interests of the Company or its Shareholders, it/he/she shall bear joint and several liability with such director or senior management personnel.

The Shareholders of the Company shall have the following obligations:

(1) to comply with laws, administrative regulations, the Hong Kong Listing Rules and other regulatory rules of the place where the Company's Shares are [REDACTED] and the Articles of Association, and to keep the Company's trade secrets confidential;

(2) to pay for the Shares subscribed for in accordance with the subscription terms;

(3) not to withdraw their Shares, except in circumstances prescribed by laws and administrative regulations;

(4) not to abuse Shareholder rights to harm the interests of the Company or other Shareholders; not to abuse the independent legal personality of the Company and the limited liability of Shareholders to harm the interests of the Company's creditors;

(5) other obligations imposed by laws, administrative regulations, the Hong Kong Listing Rules and other regulatory rules of the place where the Shares of the Company are [REDACTED], and the Articles of Association.

Any Shareholder holding five percent or more of the voting Shares of the Company who pledges the Shares held by it shall report such pledge to the Company in writing on the day of its occurrence.

The controlling Shareholders, actual controllers, Directors, and senior management of the Company shall not use their connected (related) relationships to harm the interests of the Company. Anyone who violates this provision and causes losses to the Company shall be liable for compensation.

The controlling Shareholder and the actual controller of the Company owe fiduciary duties to the Company and its other Shareholders. The controlling Shareholder shall strictly exercise its rights as a capital contributor in accordance with the law. The controlling Shareholder shall not use profit distribution, asset restructuring, external investment, appropriation of funds, or loan guarantees to harm the lawful rights and interests of the Company and other Shareholders, and shall not use its controlling position to harm the interests of the Company and its Shareholders.

**General Provisions for General meetings**

The general meeting of the Company shall be composed of all Shareholders. The general meeting is the organ of power of the Company which exercises the following functions and powers according to law:

(1) to elect and replace Directors and decide on matters concerning the remuneration of Directors;

(2) to consider and approve the report of the Board;

(3) to consider and approve the Company's profit distribution plans and plans for making up losses;

(4) to pass resolutions on the increase or reduction of the Company's registered capital;

(5) to pass resolutions on the issuance of corporate bonds;

(6) to pass resolutions on the merger, division, dissolution, liquidation or change of corporate form of the Company;

(7) to amend the Articles of Association;

(8) to pass resolutions on the appointment or dismissal of the accounting firm that undertakes the Company's audit services and on matters concerning its remuneration;

(9) to consider and approve guarantee matters that are subject to approval by the general meeting;

(10) to consider matters concerning the purchase or sale of material assets by the Company within one year that exceed thirty percent of the Company's latest audited total assets;

(11) to consider and approve matters concerning changes in the use of proceeds;

(12) to consider equity incentive plans and employee share plans;

(13) to consider other matters that are required by laws, administrative regulations, departmental rules, the Listing Rules or other regulatory rules of the place where the Shares of the Company are [REDACTED], or the Articles of Association to be decided by the general meeting.

The general meeting may authorize the Board to pass a resolution on the issuance of corporate bonds. The specific implementation of matters relating to the issuance of corporate bonds resolved by the general meeting, or resolved by the Board as authorized by the general meeting, shall comply with the provisions of laws, administrative regulations, the China Securities Regulatory Commission and the Hong Kong Stock Exchange.

Save as otherwise provided by laws, administrative regulations, the regulations of the CSRC, the securities regulatory rules of the place where the Company's Shares are listed or the Articles of Association, the functions and powers of the general meeting referred to in the preceding paragraph shall not be exercised by the Board or other institutions and individuals on its behalf by way of authorization.

The following external guarantee matters of the Company shall be submitted to the general meeting for consideration after being approved by the Board:

(1) any guarantee provided after the total amount of external guarantees provided by the Company and its controlled subsidiaries has reached or exceeded fifty percent of the Company's latest audited net assets;

(2) any guarantee provided after the total amount of external guarantees provided by the Company has exceeded thirty percent of its latest audited total assets;

(3) any guarantee where the amount of guarantees provided by the Company to others within one year exceeds thirty percent of the Company's latest audited total assets;

(4) any guarantee provided for a guaranteed party whose asset-liability ratio exceeds seventy percent;

(5) any single guarantee amount that exceeds ten percent of the Company's latest audited net assets;

(6) any guarantee provided by the Company for its Shareholders, actual controllers and their connected (related) parties;

(7) other guarantees as prescribed by laws, administrative regulations, departmental rules, normative documents, the Listing Rules or other regulatory rules of the place where the Shares of the Company are [REDACTED], or the Articles of Association.

Where the Company provides a guarantee for a wholly-owned subsidiary, or provides a guarantee for a holding subsidiary where other Shareholders of such holding subsidiary provide a guarantee in the same proportion to their respective equity interests, and such guarantee does not harm the interests of the Company, it may be exempted from submission to the Board or the general meeting for consideration.

When the general meeting considers a proposal on providing a guarantee for a Shareholder, actual controller and its related (connected) parties, the said Shareholder or the Shareholders controlled by the said actual controller shall not participate in the voting on the proposal, and the proposal shall be passed by more than half of the voting rights held by the other Shareholders attending the general meeting.

General meetings are divided into annual general meetings and extraordinary general meetings. The annual general meeting shall be held once every year and within six months after the end of the previous financial year.

The Company shall hold an extraordinary general meeting within two months of the occurrence of any of the following events:

(1) when the number of Directors is less than the number required by the Company Law or two-thirds of the number prescribed in the Articles of Association;

(2) when the Company's unrecovered losses reach one-third of its total paid-in share capital;

(3) upon request by Shareholder(s) individually or collectively holding ten percent or more of the Company's Shares with voting rights;

(4) when the Board considers it necessary;

(5) when the Audit Committee proposes that one be convened;

(6) other circumstances as required by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules or other regulatory rules of the place where the Company's Shares are [REDACTED], or the Articles of Association.

**Convening of General meetings**

General meetings shall be convened by the Board. Subject to the consent of more than half of all independent non-executive Directors, the independent non-executive Directors shall have the right to propose to the Board the convening of an extraordinary general meeting. In response to a proposal from the independent non-executive Directors to convene an extraordinary general meeting, the Board shall, in accordance with the provisions of laws, administrative regulations, the Hong Kong Listing Rules and other regulatory rules of the place where the Company's Shares are [REDACTED], and the Articles of Association, provide written feedback expressing its agreement or disagreement to convene the extraordinary general meeting within ten days of receiving the proposal. If the Board agrees to convene an extraordinary general meeting, it shall issue a notice of the meeting within five days after the board resolution is made; if the Board does not agree to convene an extraordinary general meeting, it shall state the reasons and make an announcement.

The Audit Committee shall be entitled to propose to the Board the convening of an extraordinary general meeting, provided that such proposal shall be made in writing. The Board shall, in accordance with the provisions of laws, administrative regulations, the Listing Rules and other regulatory rules of the place where the Company's Shares are [REDACTED], and the Articles of Association, provide written feedback expressing its agreement or disagreement to convene the extraordinary general meeting within ten days of receiving the proposal. If the Board agrees to convene an extraordinary general meeting, it shall issue a notice of the meeting within five days after the board resolution is made. Any change to the original proposal in the notice shall require the consent of the Audit Committee. If the Board does not agree to convene an extraordinary general meeting, or fails to provide feedback within ten days of receiving the proposal, the Board shall be deemed to be unable or to have failed to perform its duty to convene a general meeting, and the Audit Committee may convene and preside over the meeting on its own.

Shareholder(s) individually or collectively holding ten percent or more of the Company's Shares with voting rights are entitled to request the Board to convene an extraordinary general meeting, and shall submit such request to the Board in writing. The Board shall, in accordance with laws, administrative regulations, the Listing Rules and other regulatory rules of the place where the Company's Shares are [REDACTED], and the Articles of Association, provide written feedback expressing its agreement or disagreement to convene an extraordinary general meeting within ten days of receiving the request. If the Board agrees to convene an extraordinary general meeting, it shall issue a notice of the meeting within five days after the board resolution is made. Any change to the original request in the notice shall require the consent of the relevant Shareholders. If the Board does not agree to convene an extraordinary general meeting, or does not provide feedback within ten days of receiving the request, Shareholder(s) individually or collectively holding ten percent or more of the Company's Shares with voting rights are entitled to propose to the Audit Committee that an

extraordinary general meeting be convened, and shall submit such request to the Audit Committee in writing. If the Audit Committee agrees to convene an extraordinary general meeting, it shall issue a notice of the meeting within five days of receiving the request. Any change to the original proposal in the notice shall require the consent of the relevant Shareholders. If the Audit Committee fails to issue a notice of a general meeting within the prescribed period, it shall be deemed that the Audit Committee will not convene and preside over the general meeting, and Shareholder(s) who have individually or collectively held ten percent or more of the Company's Shares with voting rights for ninety consecutive days or more may convene and preside over the meeting on their own. Where the Audit Committee or Shareholders decide to convene a general meeting on their own, they shall notify the Board in writing and, at the same time, complete the necessary reporting, announcement or filing (if required) in accordance with the provisions of applicable regulatory rules of the place where the Company's Shares are [REDACTED], such as the Hong Kong Listing Rules. Prior to the announcement of the resolutions of the general meeting, the proportion of Shares with voting rights held by the convening Shareholders shall not be less than ten percent.

The Audit Committee or the convening Shareholders shall, when issuing the notice of the general meeting and the announcement of the resolutions of the general meeting, submit relevant supporting materials (if required) to the Hong Kong Stock Exchange in accordance with the provisions of the applicable regulatory rules of the place where the Company's Shares are [REDACTED], such as the Listing Rules, and complete the necessary reports or announcements.

**Proposals and Notices of General meetings**

The content of a proposal shall fall within the scope of authority of the general meeting, have a clear topic and specific matters for resolution, and comply with the relevant provisions of laws, administrative regulations, the Hong Kong Listing Rules and other regulatory rules of the place where the Company's Shares are [REDACTED], and the Articles of Association.

When the Company convenes a general meeting, the Board, the Audit Committee and Shareholder(s) holding, individually or collectively, one percent or more of the voting Shares of the Company shall be entitled to submit proposals to the Company.

Shareholder(s) holding, individually or collectively, one percent or more of the voting Shares of the Company may submit an extraordinary proposal in writing to the convener ten days prior to the convening of the general meeting. Extraordinary proposals shall have a clear topic and specific matters for resolution. The convener shall, within two days of receiving a proposal, issue a supplementary notice of the general meeting to announce the content of the extraordinary proposal and submit such extraordinary proposal to the general meeting for consideration; provided that this shall not apply to extraordinary proposals that violate the provisions of laws, administrative regulations, the Hong Kong Listing Rules or other regulatory rules of the place where the Company's Shares are [REDACTED], or the Articles of Association, or that do not fall within the scope of authority of the general meeting. Save as the circumstances specified in the preceding paragraph, the convener shall not modify the proposals listed in the notice of general meeting or add new proposals after issuing the notice of general meeting.

Proposals that are not specified in the notice of the general meeting or not in accordance with the provisions of the Articles of Association of the Company shall not be voted on and resolved by the general meeting.

The convener shall notify all Shareholders by way of announcement at least twenty days prior to the convening of an annual general meeting, and shall notify all Shareholders by way of announcement at least fifteen days prior to the convening of an extraordinary general meeting. In determining the commencement date and the period, the Company shall not include the date on which the meeting is held.

A notice of a general meeting shall include the following:

(1) Time, place and duration of the meeting;

(2) the matters and proposals submitted to the meeting for consideration;

(3) a statement in conspicuous text that all Shareholders are entitled to attend the general meeting and may appoint a proxy in writing to attend the meeting and vote, and that such proxy need not be a Shareholder of the Company;

(4) the record date for shareholding for Shareholders entitled to attend the general meeting;

(5) the names and telephone numbers of the designated liaison contact person of the meeting;

(6) the name and telephone number of the permanent contact person for the meeting;

(7) other requirements stipulated by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's Shares are [REDACTED], and the Articles of Association.

The notice and the supplementary notice of the general meeting shall fully and completely explain all specific contents of all proposals. If the independent non-executive Directors are required to express their opinions on a matter to be discussed, their opinions and the reasons therefor shall be disclosed at the same time as the notice or supplementary notice of the general meeting is issued.

The interval between the record date and the date of the meeting shall be no more than seven working days. Once the record date for shareholding is confirmed, it shall not be changed.

Where the election of Directors is to be discussed at a general meeting, the detailed information of the candidates for director shall be fully disclosed in the notice of the general meeting, which shall include at least the following:

(1) personal particulars such as educational background, working experience and part-time jobs;

(2) whether there is any connected (related) relationship with the Company or its controlling Shareholder and actual controller;

(3) disclosure of the number of the Company's Shares held;

(4) whether he/she has been subject to any penalty by the CSRC or other relevant authorities or any disciplinary action by a stock exchange;

(5) whether he/she meets other qualifications for office as prescribed by laws, administrative regulations, the Listing Rules or other regulatory rules of the place where the Company's Shares are [REDACTED].

Each director candidate shall be put forward as a single proposal.

After a notice of general meeting is given, the general meeting shall not be postponed or canceled, and the proposals set out in the notice of general meeting shall not be canceled without a valid reason. In the event of a postponement or cancelation, the convener shall make an announcement and explain the reason at least two working days prior to the originally scheduled date of the meeting. Where the securities regulatory rules of the place where the Company's Shares are listed have special provisions on the procedures for postponing or canceling a general meeting, such provisions shall prevail, provided that they do not violate domestic regulatory requirements.

**Holding of General meetings**

All Shareholders registered in the register of Shareholders on the record date for shareholding, or their proxies, shall have the right to attend the general meeting and exercise their voting rights in accordance with relevant laws, administrative regulations, the Hong Kong Listing Rules and other regulatory rules of the place where the Company's Shares are [REDACTED], and the Articles of Association.

A Shareholder may attend a general meeting in person, or may appoint a proxy to attend, speak and vote on his/her behalf, and such proxy need not be a Shareholder of the Company.

When a general meeting is convened, all Directors and the secretary to the Board of the Company shall attend the meeting, and the general manager and other senior management personnel shall be present at the meeting.

A general meeting shall be presided over by the chairman of the Board. If the chairman of the Board is unable to perform or fails to perform his/her duties, a director jointly elected by more than half of the Directors shall preside. A general meeting convened by the Audit Committee on its own shall be presided over by the convener of the Audit Committee. Where the convener of the Audit Committee is unable to perform his/her duties or fails to perform his/her duties, a member of the Audit Committee jointly elected by more than half of the members of the Audit Committee shall preside. If a general meeting is convened by the Shareholders themselves, the convener or his/her elected representative shall preside over the meeting.

If, during the holding of a general meeting, the meeting cannot continue because the meeting chairman violates the rules of procedure, the general meeting may, with the consent of Shareholders present at the meeting holding more than half of the voting rights, elect one person to serve as the meeting chairman and continue the meeting.

The Company shall formulate rules of procedure for general meetings, which shall specify in detail the convening and voting procedures of the general meeting, including notice, registration, consideration of proposals, voting, vote counting, announcement of voting results, formation of meeting resolutions, meeting minutes and their signing, etc., as well as the principles for authorization granted by the general meeting to the Board. The content of such authorization shall be clear and specific. The rules of procedure for general meetings shall be an appendix to the Articles of Association, and shall be formulated by the Board and approved by the general meeting.

At the annual general meeting, the Board shall report to the general meeting on its work in the past year. Each independent non-executive director shall also give a work report.

Directors and senior management shall provide explanations and clarifications in response to inquiries and suggestions from Shareholders at general meetings.

The meeting chairman shall, before voting, announce the number of Shareholders and proxies physically present at the meeting and the total number of voting Shares held by them. The number of Shareholders and proxies physically present at the meeting and the total number of voting Shares held by them shall be based on the meeting registration.

Minutes shall be kept of general meetings, for which the secretary to the Board shall be responsible.

The convener shall ensure the truthfulness, accuracy and completeness of the minutes of the meeting. The Directors and Secretary to the Board who attended the meeting, the convener or his representative and the chairman of the meeting shall sign the minutes. The meeting minutes shall be kept together with the attendance register of the Shareholders attending in person, the instruments of proxy for attendance by proxy, and the valid data on voting by network and other means, for a period of ten years.

The convener shall ensure that a general meeting is held continuously until final resolutions have been reached. Where a general meeting is suspended or cannot make a resolution due to special reasons such as force majeure, necessary measures shall be taken to resume the general meeting as soon as possible or to terminate the current general meeting directly, and timely announcements or reports shall be made in accordance with the provisions of laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other regulatory rules of the place where the Company's Shares are [REDACTED].

**Voting and Resolutions of General meetings**

Resolutions of general meeting comprise ordinary resolutions and special resolutions. An ordinary resolution of a general meeting shall be passed by more than half of the voting rights held by the Shareholders (including their proxies) attending the general meeting. A special resolution of a general meeting shall be passed by more than two-thirds of the voting rights held by the Shareholders (including their proxies) attending the general meeting.

The following matters shall be passed by ordinary resolution at a general meeting:

(1) work reports of the Board;

(2) profit distribution plans and loss recovery plans formulated by the Board;

(3) appointments and removals of members of the Board, their remunerations and manner of payments;

(4) other matters except for those required to be passed by special resolution by laws, administrative regulations, the Hong Kong Listing Rules or other regulatory rules of the place where the Company's Shares are [REDACTED], or the Articles of Association.

The following matters shall be passed by special resolution at a general meeting:

(1) increase or reduction of the registered capital of the Company;

(2) the division, spin-off, merger, dissolution and liquidation of the Company;

(3) amendments to the Articles of Association;

(4) the purchase or sale of material assets or the amount of a guarantee by the Company within one year exceeding thirty percent of the Company's latest audited total assets;

(5) equity incentive plans;

(6) other matters that are required by laws, administrative regulations, the Hong Kong Listing Rules or other regulatory rules of the place where the Shares of the Company are [REDACTED], or the Articles of Association to be passed by special resolution, and matters that the general meeting, by ordinary resolution, deems to have a material impact on the Company and require passing by special resolution.

A Shareholder (including a proxy) may exercise such voting rights according to the number of voting Shares he represents, and each share shall carry one vote.

Shares in the Company held by the Company itself shall carry no voting rights and shall not be counted in the total number of voting Shares of Shareholders present at a general meeting.

If a Shareholder's purchase of the Company's voting Shares violates the provisions of paragraphs 1 and 2 of Article 63 of the Securities Law, the portion of Shares exceeding the prescribed proportion shall not have voting rights for thirty-six months after the purchase and shall not be counted in the total number of voting Shares of Shareholders present at a general meeting.

The Board, independent non-executive Directors, Shareholders holding one percent or more of the voting Shares, or an investor protection institution established in accordance with laws, administrative regulations or the provisions of the CSRC may publicly solicit Shareholder voting rights. When soliciting Shareholder voting rights, the persons being solicited shall be fully informed of information such as the specific voting intention. Solicitation of Shareholder voting rights for consideration or in a manner that constitutes consideration in substance shall be prohibited. Except for statutory conditions, the Company shall not impose any minimum shareholding limitation for collecting voting rights.

When the general meeting considers matters relating to connected (related) transactions, connected (related) Shareholders shall not participate in the voting, the number of Shares with voting rights held by them shall not be counted in the total number of valid votes, and they shall not exercise voting rights as proxies for other Shareholders. The announcement of the resolutions of a general meeting shall fully disclose the voting results of the non-connected (non-related) Shareholders.

The list of director candidates shall be submitted as proposals to the general meeting for voting.

When a general meeting votes on the election of Directors, a cumulative voting system may be implemented in accordance with the provisions of the Articles of Association or a resolution of the general meeting. A cumulative voting system shall be implemented when a general meeting elects two or more independent non-executive Directors. Where Directors are elected by the general meeting through cumulative voting, the voting for independent non-executive Directors and other Directors shall be conducted separately, and the elected Directors shall be determined in descending order of the number of votes received based on the number of Directors to be elected. Where the election of Directors is not conducted via the cumulative voting system, each director candidate shall be proposed as a single proposal. The cumulative voting system mentioned above means that when a general meeting elects Directors, each share shall have voting rights equal to the number of Directors to be elected, and the voting rights held by a Shareholder can be used cumulatively.

Except for the cumulative voting system, the general meeting shall vote on all proposals one by one. If there are different proposals on the same matter, they shall be voted on in the chronological order in which they were submitted. Unless a general meeting is suspended or cannot make a resolution due to force majeure or other special reasons, the general meeting shall not shelve or fail to vote on a proposal.

When considering a proposal, the general meeting shall not amend it; otherwise, the relevant amendment shall be deemed a new proposal and cannot be voted on at the current general meeting.

**DIRECTORS AND BOARD**

**General Provisions for Directors**

Directors of the Company shall be natural persons. A person may not serve as a director of the Company if any of the following circumstances applies:

(1) persons without capacity or with limited capacity for civil acts;

(2) where a person has been sentenced to criminal punishment for corruption, bribery, misappropriation of property, embezzlement of property or disruption of the order of the market economy, or has been deprived of political rights due to a crime, and not more than five years have elapsed since the completion of the sentence; or where a person has been sentenced to probation, and not more than two years have elapsed since the expiration of the probation period;

(3) where a person was a director, factory director or manager of a company or enterprise that has been declared bankrupt and liquidated, and was personally responsible for the bankruptcy of such company or enterprise, and not more than three years have elapsed since the date of completion of the bankruptcy and liquidation of such company or enterprise;

(4) where a person was the legal representative of a company or enterprise whose business license was revoked or which was ordered to close down due to violation of law, and was personally responsible therefor, and not more than three years have elapsed since the date of the revocation of the business license or the order to close down;

(5) where a person has a large amount of personal debt that is overdue and has been listed as a judgment debtor subject to enforcement for dishonesty by a People's Court;

(6) where a person has been subject to a securities market ban imposed by the CSRC or the Hong Kong Stock Exchange, and the ban has not yet expired;

(7) where a person has been deemed unsuitable to serve as a director or senior management of a listed company by the securities regulatory rules of the place where the Company's Shares are listed, and the period of unsuitability has not yet expired;

(8) other circumstances stipulated by laws, administrative regulations, departmental rules or the securities regulatory rules of the place where the Shares of the Company are listed.

The election, appointment or engagement of any director in violation of the preceding paragraph shall be null and void. If any of the circumstances in the preceding paragraph arises during a director's term of office, the Company shall remove him/her from his/her position and suspend his/her performance of duties.

Directors shall be elected or replaced by the general meeting and may be removed from office by the general meeting before the expiration of their term of office. The term of office of a Director shall be three years. At the expiry of the term, it shall be renewable upon re-election.

The term of office of a director shall be calculated from the date of his/her appointment until the expiration of the term of office of the current session of the Board. If a director's term of office expires and a successor is not elected in a timely manner, the original director shall continue to perform the duties of a director in accordance with the provisions of laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other regulatory rules of the place where the Company's Shares are [REDACTED], and the Articles of Association, until the elected successor takes office.

Any person appointed by the Board as a Director to fill a casual vacancy on the Board or as an addition to the Board shall hold office only until the first annual general meeting of the Company after his/her appointment, and shall then be eligible for re-election.

A Director may concurrently serve as a member of senior management, but the total number of Directors who concurrently serve as senior management and Directors who serve as employee representatives shall not exceed one-half of the total number of Directors of the Company.

Directors shall comply with laws, administrative regulations and the Articles of Association, owe a duty of loyalty to the Company, shall take measures to avoid conflicts between their own interests and the interests of the Company, and shall not use their positions to seek improper benefits.

Directors shall fulfill the following obligations of loyalty to the Company:

(1) not to misappropriate the Company's property or embezzle the Company's funds;

(2) not to deposit the Company's funds in an account opened in his/her own name or in the name of another individual;

(3) not to use his/her position to solicit bribes or receive other illegal income;

(4) not to enter into contracts or conduct transactions with the Company, whether directly or indirectly, without reporting to the Board or the general meeting and obtaining approval by a resolution of the Board or the general meeting in accordance with the provisions of the Articles of Association;

(5) not to use his/her position to take for himself/herself or for others a business opportunity belonging to the Company, unless he/she has reported to the Board or the general meeting and obtained approval by a resolution of the general meeting, or the Company is unable to take advantage of such business opportunity in accordance with laws, administrative regulations or the Articles of Association;

(6) not to engage in, on his/her own account or on behalf of others, any business that is of the same type as the Company's business, without reporting to the Board or the general meeting and obtaining approval by a resolution of the general meeting;

(7) not to accept and keep for himself/herself commissions from transactions between others and the Company;

(8) not to disclose Company secrets without authorization;

(9) not to use his/her connected (related) relationship to harm the interests of the Company;

(10) other duties of loyalty prescribed by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other regulatory rules of the place where the Shares of the Company are [REDACTED], and the Articles of Association.

Any income obtained by a director in violation of the preceding paragraph shall belong to the Company; if losses are caused to the Company, the director shall be liable for compensation.

Directors shall comply with laws, administrative regulations and the Articles of Association, owe a duty of diligence to the Company, and in performing their duties, shall exercise the reasonable care that a manager should normally exercise for the best interests of the Company.

Directors shall fulfill the following obligations of diligence:

(1) to exercise the rights granted by the Company prudently, conscientiously and diligently, so as to ensure that the Company's business conduct complies with the requirements of national laws, administrative regulations and various national economic policies, and that its business activities do not exceed the business scope specified in its business license;

(2) to treat all Shareholders impartially;

(3) to understand the business operation and the management conditions of the Company in a timely manner;

(4) to sign a written confirmation opinion on the Company's periodic reports; to ensure that the information disclosed by the Company is true, accurate and complete;

(5) to truthfully provide relevant information and materials to the Audit Committee, and not to obstruct the Audit Committee in the exercise of its powers;

(6) other duties of diligence as stipulated by laws, administrative regulations, departmental rules, the regulatory rules of the place where the Company's Shares are [REDACTED] such as the Hong Kong Listing Rules, and the Articles of Association.

If a Director fails to attend two consecutive Board meetings in person and fails to entrust another Director to attend on his/her behalf, he/she shall be deemed unable to perform his/her duties, and the Board shall recommend to the general meeting that he/she be replaced. Subject to the securities regulatory rules of the place where the Company's Shares are listed, a director who attends a meeting of the Board by means of network, video, telephone or other means with equivalent effect shall also be deemed to be attending in person.

A director may resign before the expiration of his/her term. A director who resigns shall submit a written resignation report to the Board.

Save for the circumstances set out in this paragraph, a director's resignation shall take effect on the date the Company receives the resignation report, and the Board will disclose the relevant circumstances within two days:

(1) where the resignation of a director results in the number of members of the Board of the Company falling below the statutory minimum number (including where the number of independent non-executive Directors is less than three);

(2) where the resignation of an independent non-executive director results in the number of independent non-executive Directors falling below one-third of the members of the Board, or there being no independent non-executive director who possesses appropriate professional qualifications or appropriate accounting or related financial management expertise.

In the circumstances set out above, before the newly elected director takes office, the original director shall continue to perform his/her duties as a director in accordance with the laws, administrative regulations, departmental rules, the regulatory rules of the place where the Company's Shares are [REDACTED] such as the Hong Kong Listing Rules, and the provisions of the Articles of Association. In the event of the circumstances set out in the second paragraph, the Company must immediately notify the Hong Kong Stock Exchange and publish an announcement, disclosing the relevant details and reasons. The original nominator of such independent non-executive director or the Board of the Company shall nominate a new candidate for independent non-executive Director within the time limit prescribed by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other regulatory rules of the place where the Shares of the Company are [REDACTED].

The Company shall establish a management system for the resignation of Directors, specifying safeguarding measures for the pursuit of responsibility and recovery of losses in respect of outstanding matters. When a Director's resignation becomes effective or his/her term of office expires, he/she shall complete all handover procedures with the Board. His/her duty of loyalty to the Company and its Shareholders shall not be automatically discharged upon the end of his/her term of office. The confidentiality obligation of a resigned director with respect to the Company's trade secrets shall remain in effect after his/her resignation until such secrets become public information; the duration of other duties of loyalty shall be determined based on the principle of fairness, taking into account the specific circumstances of the relevant matters. If the Director and the Company have reached an agreement on the performance of the duties of loyalty, such duties shall be performed in accordance with the agreement.

Without a provision in the Articles of Association or lawful authorization from the Board, no director shall act in his/her personal name on behalf of the Company or the Board. Where a director is acting in his own name, and a third party reasonably considers that the director is acting on behalf of the Company or the Board, he shall declare his position and capacity in advance.

If a Director, in the course of performing his/her duties for the Company, causes harm to others, the Company shall bear the liability for compensation; if the director acted with intent or gross negligence, he/she shall also bear the liability for compensation. If a Director, in the course of performing his/her duties for the Company, violates any law, administrative regulation,

departmental rule, regulatory rules of the place where the Company's Shares are [REDACTED] such as the Hong Kong Listing Rules, or the Articles of Association, resulting in any loss to the Company, he/she shall be liable for compensation.

**BOARD**

The Company shall have a Board, which shall be accountable to the general meeting.

The Board shall consist of nine Directors, of whom three shall be independent non-executive Directors. The Board shall have a Chairman.

The Board shall exercise the following functions and powers:

(1) to convene general meetings and to report on its work to the general meetings;

(2) to implement the resolutions of the general meetings;

(3) to decide on the Company's business plans and investment plans;

(4) to formulate the Company's proposals for profit distribution and loss recovery;

(5) to formulate plans for the increase or reduction of the Company's registered capital and for the issuance of bonds or other securities and their listing;

(6) to formulate plans for major acquisitions, the acquisition of the Company's own Shares, or the merger, division, dissolution or change of corporate form of the Company;

(7) within the scope of authorization granted by the general meeting, to decide on matters such as the Company's external investments, acquisition and disposal of assets, asset mortgages, external guarantees, wealth management entrustments, connected (related) transactions, and external donations;

(8) to determine the establishment of the Company's internal management structure;

(9) to decide on the appointment or dismissal of the Company's general manager, secretary to the Board and other senior management personnel, and to decide on their remuneration, rewards and punishments; based on the nominations of the general manager, to decide on the appointment or dismissal of the deputy general manager(s), financial officer(s) and other senior management personnel, and to decide on their remuneration, rewards and punishments;

(10) to formulate the basic management systems of the Company;

(11) to formulate proposals for amendments to the Articles of Association;

(12) to manage matters relating to the Company's information disclosure;

(13) to propose to the general meeting the appointment or replacement of the accounting firm that audits the Company;

(14) to hear the work reports of the Company's general manager and to inspect the general manager's work;

(15) other functions and powers conferred by laws, administrative regulations, departmental rules, the regulatory rules of the place where the Company's Shares are [REDACTED] such as the Hong Kong Listing Rules, the Articles of Association or the general meeting.

Matters beyond the scope of authorization of the general meeting shall be submitted to the general meeting for consideration.

The Company may apply for financing from financial institutions such as banks, including but not limited to specific financing business such as credit facilities, borrowings, acceptance bills, letters of guarantee, and letters of credit; the aforementioned matters shall be considered by the Board of the Company. Where the Board has considered and approved an annual financing limit, the Company may arrange specific financing matters within that limit during the year according to its production and operational needs, without the need to submit individual financing matters to the Board for consideration; financing matters exceeding the annual limit shall be subject to separate internal decision-making procedures in accordance with the provisions of the Articles of Association. Where the Company borrows from non-financial institutions and other lawful entities, it shall follow internal decision-making procedures by reference to the preceding provisions of this paragraph.

The Board of the Company shall establish an Audit Committee to exercise the powers and functions of the Supervisory Committee as stipulated in the Company Law. In addition to the Audit Committee, the Board shall establish other special committees such as a nomination committee and a remuneration and appraisal committee (if necessary). Members of the various special committees of the Board shall be determined by the Board by way of election.

The special committees shall be accountable to the Board, perform their duties in accordance with the Articles of Association and the authorization of the Board, and their proposals shall be submitted to the Board for consideration and decision. All members of the special committees shall be Directors, and the specific composition and qualification requirements shall be subject to the provisions of the Company Law and other laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other regulatory rules of the place where the Company's Shares are [REDACTED]. The Board is responsible for formulating the terms of reference for the special committees to regulate the operation of the special committees.

The Board of the Company shall make an explanation to the general meeting regarding any non-standard audit opinion issued by a certified public accountant on the Company's financial reports.

The Board shall formulate rules of procedure for Board meetings to ensure that the Board implements the resolutions of the general meeting, improves work efficiency, and ensures scientific decision-making. The rules of procedure for Board meetings shall be an appendix to the Articles of Association, and shall be formulated by the Board and approved by the general meeting.

The Board shall determine the limits of authority for external investment, acquisition and disposal of assets, asset mortgages, external guarantees, entrusted wealth management, connected (related) transactions, external donations, etc., and establish strict review and decision-making procedures; Major investment projects shall be subject to evaluation by relevant experts and professionals, and shall be reported to the general meeting for approval. Transactions or matters of the Company that are required to be submitted to the Board for consideration under laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other regulatory rules of the place where the Company's Shares are [REDACTED] shall be handled in accordance with the corresponding provisions.

The Chairman of the Board shall be elected by more than half of all Directors of the Board.

The Chairman of the Board shall exercise the following functions and powers:

(1) to preside over general meetings and to convene and preside over meetings of the Board;

(2) to supervise and review the implementation of the resolutions of the Board;

(3) to sign important documents of the Board or other documents that should be signed by the Company's legal representative;

(4) to exercise the functions and powers of the legal representative;

(5) other functions and powers as stipulated by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other regulatory rules of the place where the Shares of the Company are [REDACTED], and the Articles of Association, or as granted by the Board.

If the Chairman of the Company is unable to perform or fails to perform his/her duties, a director shall be jointly elected by more than half of the Directors to perform such duties.

The Board shall hold at least four regular meetings each year, which shall be convened by the Chairman, with notice given to all Directors at least fourteen days prior to the meeting by way of writing, letter, facsimile, email or personal delivery.

Shareholder(s) representing one-tenth or more of the voting rights, one-third or more of the Directors, the Audit Committee, the Chairman, or more than half of the independent non-executive Directors may propose the convening of an extraordinary meeting of the Board. The Chairman shall convene and preside over a Board meeting within ten days of receiving the proposal.

To convene an extraordinary meeting of the Board, the Board office shall issue the meeting notice at least two days prior to the convening of the meeting (excluding the day of the meeting) by way of writing, letter, telephone, facsimile or email. If the notice of the meeting is made indirectly, confirmation shall additionally be made by telephone and the appropriate record thereof shall be made. In an emergency where an extraordinary meeting of the Board needs to be held as soon as possible, the time limit for the meeting notice mentioned above may be waived, and the meeting notice may be given at any time by telephone or other oral means, but the convener shall provide an explanation at the meeting.

A Board meeting may be held only if more than half of the Directors (including their proxies) are present. A resolution of the Board must be passed by more than half of all Directors. Where relevant laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, and other regulatory rules of the place where the Company's Shares are [REDACTED] provide otherwise in respect of matters related to resolutions of the Board, such provisions shall prevail.

Voting on board resolutions shall be on a one vote per person basis. When the votes against and in favor of a proposal are equal, the Board may reconsider and vote on such matter again; if a tie vote occurs three consecutive times, such matter shall be submitted to the general meeting for consideration.

A director who has a connected (related) relationship with an enterprise involved in a matter to be resolved at a Board meeting shall not exercise his/her voting right on that resolution, nor shall he/she exercise voting rights as a proxy for other Directors. Such a Board meeting may be held if attended by more than half of the unconnected (unrelated) Directors, and a resolution passed at such Board meeting must be approved by more than half or two-thirds or more (as the case may be) of the unconnected (unrelated) Directors. If the number of unconnected (unrelated) Directors attending the Board meeting is less than three, the matter shall be submitted to the general meeting for consideration.

The voting method for resolutions of the Board shall be by written poll.

As a general rule, Board meetings shall be held in person. Where necessary, provided that Directors are ensured of fully expressing their opinions and subject to compliance with the regulatory rules of the place where the Company's Shares are listed, a meeting may, with the consent of the convener, be held by video, telephone, facsimile or email. In case the board meeting is not convened in person, the number of Directors present at the meeting shall be calculated based on the Directors shown to be present via video, the Directors shown to be participating in the telephone conference system, the valid ballots actually received via fax or email within the specified time limit, or the valid certificates of attendance submitted by the Directors after the meeting. In the case of voting by correspondence, Directors shall send their written opinions and voting intentions on the

matters for consideration, after signing and confirming the same, to the Board by facsimile, email or other means, based on which the Board shall count the voting results and form resolutions of the Board meeting.

Directors shall attend meetings of the Board in person. If a director is unable to attend for any reason, he/she may appoint another director in writing to attend on his/her behalf. The instrument of proxy shall state the name of the proxy, the matters to be handled, the scope of authorization and the period of validity, and shall be signed or sealed by the appointor. A director who attends a meeting on behalf of another director shall exercise the rights of a director within the scope of authority granted. If a director does not attend a Board meeting in person and does not appoint a proxy to attend the meeting, he/she shall be deemed to have waived the voting rights at the meeting. A director shall not accept appointments from more than two Directors to attend a Board meeting on their behalf at any one Board meeting. When considering connected (related) transaction matters, non-connected (non-related) Directors shall not appoint connected (related) Directors to attend the meeting on their behalf.

The Board shall keep minutes of the decisions on matters discussed at its meetings, and the Directors attending the meeting shall sign the meeting minutes.

The minutes of Board meetings shall be kept as company records for a period of ten years.

**Independent Non-executive Directors**

Independent non-executive Directors must maintain their independence. The following persons shall not serve as independent non-executive Directors:

(1) persons holding a position in the Company or its affiliated enterprises and their spouses, parents, children, and major social relations;

(2) natural person Shareholders who directly or indirectly hold one percent or more of the Company's issued Shares or are among the top ten Shareholders of the Company, and their spouses, parents, and children;

(3) persons employed by a Shareholder who directly or indirectly holds five percent or more of the Company's issued Shares or by one of the Company's top five Shareholders, and their spouses, parents, and children;

(4) persons employed by an affiliated enterprise of the Company's controlling Shareholder or actual controller, and their spouses, parents, and children;

(5) persons who have significant business dealings with the Company, its controlling Shareholder, its actual controller, or their respective affiliated enterprises, or persons who hold a position in an entity that has significant business dealings, or in its controlling Shareholder or actual controller;

(6) persons who provide financial, legal, consulting, sponsorship or other services to the Company, its controlling Shareholder, its actual controller, or their respective affiliated enterprises, including but not limited to all members of the project team of the intermediary providing the services, reviewers at all levels, persons who sign the reports, partners, Directors, senior management and principal persons in charge;

(7) persons who have fallen under any of the circumstances listed in items (1) to (6) within the last twelve months;

(8) other persons who lack independence as prescribed by laws, administrative regulations, the securities regulatory rules of the place where the Company's Shares are listed, and the Articles of Association.

Independent non-executive Directors shall conduct an annual self-examination of their independence and submit the self-examination results to the Board. The Board shall evaluate the independence of the independent non-executive Directors in office on an annual basis and issue a special opinion, which shall be disclosed at the same time as the annual report.

A person serving as an independent non-executive director of the Company shall meet the following conditions:

(1) being qualified to serve as a director of a listed company in accordance with laws, administrative regulations and other relevant provisions;

(2) meeting the independence requirements stipulated in the Articles of Association;

(3) possessing basic knowledge of the operation of listed companies and being familiar with relevant laws, regulations and rules;

(4) having more than five years of work experience in law, accounting, economics or other fields necessary for the performance of the duties of an independent non-executive Director;

(5) having good personal integrity and no record of major dishonesty or other adverse records;

(6) other conditions stipulated by laws, administrative regulations, the CSRC, the Hong Kong Stock Exchange and the Articles of Association.

As members of the Board, independent non-executive Directors shall have a duty of loyalty and diligence to the Company and all Shareholders, and shall prudently perform the following duties:

(1) participating in the decision-making of the Board and expressing clear opinions on matters under discussion;

(2) to supervise potential material conflicts of interest between the Company and its controlling Shareholders, actual controllers, Directors, and senior management, and to protect the legitimate rights and interests of minority Shareholders;

(3) to provide professional and objective advice on the Company's operation and development, and to promote the improvement of the Board' decision-making level;

(4) other duties as prescribed by laws, administrative regulations, the CSRC, the Hong Kong Stock Exchange and the Articles of Association.

Independent non-executive Directors shall exercise the following special powers:

(1) independently hiring intermediary agencies to audit, consult on, or verify specific matters of the Company;

(2) to propose to the Board the convening of an extraordinary general meeting;

(3) to propose the convening of a Board meeting;

(4) to publicly solicit Shareholder rights from Shareholders in accordance with the law;

(5) expressing independent opinions on matters that may harm the interests of the Company or minority Shareholders;

(6) other powers stipulated by laws, administrative regulations, the CSRC, the Hong Kong Stock Exchange and the Articles of Association.

The exercise of the powers listed in items (1) to (3) of the preceding paragraph by independent non-executive Directors shall require the consent of more than half of all independent non-executive Directors.

If the independent non-executive Directors exercise the powers set forth in the first paragraph, the Company shall make timely disclosure. If the above-mentioned powers cannot be exercised normally, the Company shall disclose the specific circumstances and reasons.

The following matters shall be submitted to the Board for consideration after obtaining the consent of the majority of all independent non-executive Directors of the Company:

(1) connected transactions that are subject to disclosure;

(2) plans for changes or exemptions of commitments by the Company and related parties;

(3) decisions made and measures taken by the Board of the acquired listed company in relation to the acquisition;

(4) other matters stipulated by laws, administrative regulations, the CSRC, the Hong Kong Stock Exchange and the Articles of Association.

The Company shall establish a mechanism for special meetings attended exclusively by independent non-executive Directors. Matters such as connected transactions to be considered by the Board shall be subject to prior approval at a special meeting of independent non-executive Directors.

The Company shall convene meetings of independent non-executive Directors on a regular or irregular basis. The matters listed in items (1) to (3) of the first paragraph concerning the powers of independent Directors as prescribed in the Articles of Association, and the matters listed in the Articles of Association which are required to be submitted to the Board for consideration after being approved by more than half of all independent Directors of the Company, shall be considered at a special meeting of independent non-executive Directors.

The special meetings of independent non-executive Directors can study and discuss other matters of the Company if necessary.

Special meetings of independent non-executive Directors shall be convened and presided over by an independent non-executive director jointly recommended by a majority of independent non-executive Directors; if the convener fails to perform or is unable to perform his or her duties, two or more independent non-executive Directors may convene the meeting on their own and recommend one representative to preside over the meeting.

Minutes of the special meeting of independent non-executive Directors shall be prepared pursuant to the regulations, and the opinions of the independent non-executive Directors shall be recorded in the minutes. The independent non-executive Directors shall sign and confirm the minutes of the meeting.

**Senior Management**

The Company shall have a general manager, deputy general managers, a financial officer and a secretary to the Board, who shall be appointed or dismissed by the Board.

The senior management of the Company shall be the general manager, deputy general manager(s) (if any), financial officer, and other senior management personnel as determined by the Board.

The provisions of the Articles of Association concerning the circumstances under which a person may not serve as a director shall also apply to senior management.

The provisions of the Articles of Association regarding the duties of loyalty and diligence of Directors shall also apply to senior management.

A person who holds an administrative position other than director or supervisor in a controlling Shareholder of the Company shall not serve as a senior management personnel of the Company. Senior management personnel of the Company shall only receive remuneration from the Company and not have their salaries paid by a controlling Shareholder on the Company's behalf.

The term of office of the general manager shall be three years, and the general manager may be re-appointed for consecutive terms.

The general manager shall be accountable to the Board and shall exercise the following powers:

(1) to preside over the production, operation and management of the Company, to organize the implementation of resolutions of the Board, and to report to the Board;

(2) to organize the implementation of the Company's annual business plans and investment plans;

(3) To draft proposals for the establishment of the Company's internal management structure;

(4) to draft the Company's basic management system;

(5) to formulate the specific rules and regulations of the Company;

(6) to propose to the Board the appointment or dismissal of the Company's deputy general manager(s), financial officer, secretary to the Board and other senior management personnel;

(7) to decide on the appointment or dismissal of management personnel other than those whose appointment or dismissal is to be decided by the Board;

(8) to consider and approve general connected (related) transactions other than those required to be submitted to the Board or general meeting for approval in accordance with the Articles of Association;

(9) to consider and approve other material transactions, external investments, external guarantees and other matters, except for those required to be submitted to the Board or the general meeting for approval pursuant to laws, regulations, the regulatory rules of the place where the Company's Shares are [REDACTED] such as the Hong Kong Listing Rules, or the Articles of Association;

(10) to decide on the establishment of wholly-owned subsidiaries and/or branch offices of the Company;

(11) other functions and powers as stipulated in the Articles of Association, the securities regulatory rules of the place where the Company's Shares are listed, or as authorized by the Board.

The general manager shall attend Board meetings.

The general manager shall formulate detailed working rules for the general manager, which shall be implemented after being approved by the Board.

The detailed working rules for the general manager shall include the following:

(1) the conditions, procedures and participants of the general manager's office meetings;

(2) the specific duties and division of labor of the general manager and other senior management personnel;

(3) the authority for the use of the Company's funds and assets and the execution of material contracts, and the system for reporting to the Board;

(4) other matters considered necessary by the Board.

The general manager may resign before the expiration of his/her term of office. The specific procedures and methods for the resignation of the general manager shall be stipulated in the employment contract between the general manager and the Company.

Candidates for the position of deputy general manager shall be nominated by the general manager, and the Board of the Company shall convene a meeting to decide on their appointment or dismissal. The deputy general manager(s) shall be accountable to the general manager, perform their respective duties in accordance with the authority granted by the general manager, and assist the general manager in carrying out his/her work.

The Company shall have a secretary to the Board, who shall be responsible for the preparation of the Company's general meetings and Board meetings, the custody of documents, the management of the Company's Shareholder information, and handling information disclosure and investor relations management.

The secretary to the Board shall comply with the relevant provisions of laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other regulatory rules of the place where the Company's Shares are [REDACTED], and the Articles of Association.

Senior management personnel shall be liable for compensation if losses are caused to the Company due to their violation of laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other regulatory rules of the place where the Shares of the Company are [REDACTED], or the Articles of Association when performing their duties for the Company.

Senior management personnel of the Company shall faithfully perform their duties and safeguard the best interests of the Company and all its Shareholders. If any senior management personnel of the Company causes harm to the interests of the Company and its Shareholders due to failure to faithfully perform his/her duties or violation of his/her duty of good faith, he/she shall be liable for compensation in accordance with the law.

**Financial and Accounting Systems, Profit Distribution and Audit**

**Financial and Accounting System and Profit Distribution**

The Company shall prepare the annual financial accounting report within four months from the date of the end of each financial year, and prepare the interim financial accounting report within two months from the date of the end of the first six months of each financial year.

The Company shall not maintain any other accounting books in addition to the statutory accounting books. The Company's funds shall not be deposited in an account opened in any individual's name.

When distributing the after-tax profit for the year, the Company shall set aside ten percent of the profit to be allocated to the Company's statutory reserve fund. If the accumulated amount of the Company's statutory reserve fund is fifty percent or more of the Company's registered capital, no further allocation may be required. If the Company's statutory reserve fund is insufficient to make up for losses from previous years, the profit for the current year shall be used to make up for the losses before any allocation is made to the statutory reserve fund in accordance with the preceding paragraph.

After the Company has allocated funds to the statutory reserve fund from its after-tax profit, it may, upon a resolution of the general meeting, also allocate funds to a discretionary reserve fund from its after-tax profit.

The after-tax profit remaining after the Company has made up for losses and allocated funds to the reserve funds shall be distributed in proportion to the Shares held by the Shareholders, unless all Shareholders unanimously agree not to distribute in proportion to their shareholdings. Where the Company distributes profits to Shareholders in violation of the provisions of the preceding paragraph, the Shareholders shall return the profits distributed in violation of the provisions to the Company; if any loss is caused to the Company, the Shareholders and the responsible Directors and senior management shall be liable for compensation. The Shares of the Company held by the Company shall not be subject to profit distribution.

The reserve funds of the Company shall be used to make up for the Company's losses, expand the Company's production and operation, or be converted into an increase in the Company's registered capital. To make up for the Company's losses, the discretionary reserve fund and the statutory reserve fund shall be used first; if they are still insufficient, the capital reserve fund may be used in accordance with regulations. When the statutory reserve fund is converted into an increase in registered capital, the amount of such fund remaining shall not be less than twenty-five percent of the Company's registered capital before the conversion.

After a resolution on a profit distribution plan is passed by the general meeting, the Board of the Company must complete the distribution of dividends (or Shares) within two months after the general meeting.

The profit distribution policy of the Company is as follows: the Company's profit distribution shall give full consideration to the return to investors, maintain the continuity and stability of the Company's profit distribution policy, while also taking into account the long-term interests of the Company, the overall interests of all Shareholders and the sustainable development of the Company, and shall comply with the relevant provisions of laws, administrative regulations, rules, normative documents, the Hong Kong Listing Rules and other regulatory rules of the place where the Company's Shares are [REDACTED], and the Articles of Association.

**Internal Audit**

The Company shall implement an internal audit system, be equipped with full-time audit personnel, and conduct internal audit supervision of the Company's financial income and expenditure and economic activities.

The Company's internal audit system and the duties of its audit personnel shall be implemented after approval by the Board. The head of audit shall be accountable to and report to the Board.

**MERGER, DIVISION, INCREASE AND DECREASE OF CAPITAL, DISSOLUTION AND LIQUIDATION**

**Merger, Division, Increase and Decrease of Capital**

A merger of the Company may take the form of a merger by absorption or a merger by new establishment. The absorption of other companies by one company is a merger by absorption, and the absorbed company is dissolved. The merger of two or more companies to establish a new company is a merger by new establishment, and all parties to the merger are dissolved.

When the Company merges with a company in which it holds ninety percent or more of the Shares, a resolution of the general meeting of the merged company is not required, but the other Shareholders shall be notified, and such other Shareholders shall have the right to request the company to acquire their equity or Shares at a reasonable price. If the consideration paid by the Company for a merger does not exceed ten percent of the Company's net assets, it may not require a resolution of the general meeting, unless otherwise provided in the Articles of Association. Where the Company's merger does not require a resolution of the general meeting in accordance with the preceding provisions, it shall be considered and approved by a resolution of the Board.

In the event of a merger of the Company, the merging parties shall sign a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten days from the date of the merger resolution, and shall make an announcement within thirty days in a newspaper recognized by the local administration for industry and commerce or on the National Enterprise Credit Information Publicity System. Creditors may, within thirty days of receiving the notice, or for those who have not received the notice, within forty-five days of the announcement, demand that the Company repay its debts or provide a corresponding guarantee.

When the Company is merged, the claims and debts of each party to the merger shall be succeeded to by the company surviving the merger or the new company established subsequent to the merger.

When the Company is divided, its property shall be divided accordingly. In the event of a division of the Company, it shall prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten days from the date on which the resolution on division is made, and shall make an announcement in a newspaper recognized by the local administration for industry and commerce or on the National Enterprise Credit Information Publicity System within thirty days. The debts of the Company prior to the division shall be borne by the companies after the division under joint and several liability. However, this shall not apply where the Company and its creditors have reached a separate written agreement on the settlement of debts before the division. The Company must prepare a balance sheet and an inventory of assets when it reduces its registered capital.

The Company shall notify its creditors within ten days from the date the resolution for the reduction of registered capital has been passed and shall publish a notice in a newspaper recognized by the industrial and commercial administrative authority at the place where the Company is located or the National Enterprise Credit Information Publicity System within thirty days thereof. Creditors may, within thirty days of receiving the notice, or for those who have not received the notice, within forty-five days of the announcement, demand that the Company repay its debts or provide a corresponding guarantee.

The Company's registered capital after a capital reduction shall not be lower than the statutory minimum.

Where the Company still has losses after making up such losses in accordance with the provisions of the Articles of Association or the Company Law, it may make up the losses by reducing its registered capital. Where the registered capital is reduced to make up for losses, the Company shall not make distributions to Shareholders, nor shall it exempt Shareholders from their obligation to make capital contributions or pay for their Shares. If the capital is reduced for the purpose of making up losses, an announcement shall be made in a newspaper or on the National Enterprise Credit Information Publicity System within thirty days from the date on which the resolution to reduce the registered capital is passed by the general meeting.

Where the Company completes a capital reduction in accordance with the provisions of the preceding paragraph, no profit shall be distributed until the cumulative amount of the statutory reserve fund and the discretionary reserve fund reaches fifty percent of the Company's registered capital; in the event of any profit distribution in violation of this provision, the Shareholders shall return the relevant profits, and if losses are caused to the Company, the Shareholders and the responsible Directors and senior management shall be liable for compensation.

The Company shall, in accordance with law, apply for a change in its registration with the company registration authority where a change in any item in its registration arises as a result of any merger or division. Where the Company is dissolved, the Company shall apply for cancelation of its registration in accordance with law. Where a new company is established, the Company shall apply for registration thereof in accordance with law. Where the registered capital of the Company is increased or decreased, the change shall be registered with the company registration authority in accordance with the law.

**Dissolution and Liquidation**

The Company shall be dissolved due to any of the following reasons:

(1) the term of operation stipulated in the Articles of Association expires or other grounds for dissolution stipulated in the Articles of Association arise;

(2) a resolution for dissolution is passed by the general meeting;

(3) the dissolution is necessary for the purpose of any merger or division of the Company;

(4) its business license is revoked, it is ordered to close down or its registration is canceled in accordance with the law;

(5) if the Company's operation and management encounter serious difficulties, and its continued existence would cause major losses to the interests of Shareholders, and the situation cannot be resolved through other means, Shareholders holding ten percent or more of the Company's voting rights may petition a People's Court to dissolve the Company.

If any of the grounds for dissolution set forth in the preceding paragraph arises, the Company shall publicize the grounds for dissolution through the National Enterprise Credit Information Publicity System within ten days.

Where the Company falls under the circumstances set out in items (1) and (2) of the first paragraph of the preceding provision and has not yet distributed its property to Shareholders, it may continue to exist by amending the Articles of Association or by a resolution of the general meeting.

Any amendment to the Articles of Association or resolution at a general meeting pursuant to the preceding paragraph shall be subject to the approval of two-thirds or more of the voting rights held by the Shareholders present at the general meeting.

If the Company is dissolved pursuant to item (1), (2), (4) or (5) of the first paragraph of the preceding provision, it shall establish a liquidation committee within fifteen days from the date on which the ground for dissolution arose and commence liquidation. The liquidation committee shall be composed of Directors or persons determined by the general meeting. If a liquidation committee is not established to carry out liquidation within the time limit, creditors may apply to a People's Court to appoint relevant persons to form a liquidation committee to carry out the liquidation.

The liquidation committee shall notify creditors within ten days of its establishment and make an announcement in a newspaper recognized by the local administration for industry and commerce or on the National Enterprise Credit Information Publicity System within sixty days. Creditors shall declare their claims to the liquidation committee within thirty days of receiving the notice, or for those who have not received the notice, within forty-five days of the announcement.

When declaring a claim, a creditor shall explain the relevant matters of the claim and provide supporting materials. The liquidation committee shall register the claims. During the period of declaration of claims, the liquidation committee shall not repay any debts to the creditors.

After clearing the Company's property and preparing a balance sheet and an inventory of assets, the liquidation committee shall formulate a liquidation plan and submit it to the general meeting or a People's Court for confirmation. The remaining property of the Company, after payment of liquidation expenses, employees' wages, social insurance premiums and statutory compensation, payment of taxes owed, and settlement of the Company's debts, shall be distributed by the Company to the Shareholders in proportion to the Shares they hold. During the liquidation period, the Company remains in existence; however, it shall not commence any business activity that is unrelated to liquidation. The Company's property shall not be distributed to Shareholders before it has been settled in accordance with the preceding paragraph.

If after putting the Company's assets in order and preparing a balance sheet and an inventory of assets, the liquidation committee discovers 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 bankruptcy in accordance with the law. After the People's Court has ruled to declare the Company bankrupt, the liquidation committee shall turn over the liquidation matters to the People's Court.

After the liquidation of the Company is completed, the liquidation committee shall prepare a liquidation report, submit it to the general meeting or a People's Court for confirmation, and submit it to the company registration authority to apply for cancelation of the Company's registration and to announce the termination of the Company.

Where the Company is declared bankrupt in accordance with the law, bankruptcy liquidation shall be carried out in accordance with the laws concerning enterprise bankruptcy.

**Amendment of the Articles of Association**

The Company shall amend the Articles of Association in any of the following circumstances:

(1) after the Company Law or relevant laws, administrative regulations, the Hong Kong Listing Rules or other regulatory rules of the place where the Company's Shares are [REDACTED] are amended, matters stipulated in the Articles of Association conflict with the provisions of the amended laws, administrative regulations, the Hong Kong Listing Rules or other regulatory rules of the place where the Company's Shares are [REDACTED];

(2) the circumstances of the Company have changed, resulting in an inconsistency with matters recorded in the Articles of Association;

(3) the general meeting resolves to amend the Articles of Association.

Where amendments to the Articles of Association passed by a resolution of the general meeting require the approval of the competent authorities, they shall be submitted to the competent authorities for approval. Where the amendments involve matters of company registration, the change shall be registered in accordance with the law.

The Board shall amend the Articles of Association in accordance with the resolution of the general meeting to amend the Articles of Association and the approval opinion of the relevant competent authorities.

## A. FURTHER INFORMATION ABOUT OUR GROUP

### 1. Incorporation

Our Company was established as a limited liability company in the PRC on December 24, 2019 and was converted into a joint stock company with limited liability under the laws of the PRC on December 1, 2025. Our registered office is situated at Room 1801, COFCO Asia Pacific Building, No.5289 Menghai Avenue, Nanshan Street, Qianhai Shenzhen-Hong Kong Cooperation Zone, Shenzhen, Guangdong Province, the PRC. As of the Latest Practicable Date, the registered capital of our Company was RMB20,428,570.

Our Company has established a place of business in Hong Kong at 46/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, and has been registered with the Registrar of Companies in Hong Kong as a non-Hong Kong company under Part 16 of the Companies Ordinance on January 20, 2025. Ms. Ho Wing Nga (何詠雅) has been appointed as the authorized representative of our Company for acceptance of service of process and notices required to be served on our Company in Hong Kong. The address for acceptance of service of process and notices is the same as our registered place of business in Hong Kong.

As our Company was established in the PRC, our operations are subject to the relevant laws and regulations of the PRC. A summary of the relevant aspects of PRC laws and principal regulatory provisions is set out in Appendix Ⅳ to this document. A summary of the Articles of Association is set out in Appendix Ⅴ to this document.

### 2. Changes in the Share Capital of Our Company

For details of changes in the share capital of our Company, see "History, Development and Corporate Structure."

Immediately after the completion of the Share Subdivision, the [REDACTED] (assuming the [REDACTED] is not exercised) and the Conversion of Unlisted Shares into H Shares, our registered share capital will be RMB[REDACTED], consisting of [REDACTED] H Shares, which represent approximately [REDACTED]% of our total issued share capital.

### 3. Changes in the Share Capital of Our Subsidiaries

A summary of the corporate information and particulars of our subsidiaries are set out in Note 35 to the Accountants' Report in Appendix I to this document.

Save as disclosed below, there has been no alteration in the registered share capital of any of our subsidiaries within the two years immediately preceding the date of this document.

***Yueshi Youxuan***

On May 7, 2026, Yueshi Youxuan was established in the PRC with a registered capital of RMB10 million.

***Yueshi Youxuan Supply Chain***

On May 7, 2026, Yueshi Youxuan Supply Chain was established in the PRC with a registered capital of RMB10 million.

***Suzhou Suyue***

One March 6, 2026, Suzhou Suyue was established in the PRC with a registered capital of RMB300 million.

***Wuxi Huanjun***

On December 2, 2025, Wuxi Huanjun was established in the PRC with a registered capital of RMB60 million.

***Wuhan Huanjun***

On November 11, 2025, Wuhan Huanjun was established in the PRC with a registered capital of RMB45 million.

***Yueshi Supply Chain***

On November 5, 2025, the registered capital of Yueshi Supply Chain was increased from RMB510 million to RMB1,000 million.

On April 3, 2025, the registered capital of Yueshi Supply Chain was increased from RMB150 million to RMB510 million.

***Nanjing Yueshi***

On August 4, 2025, Nanjing Yueshi was established in the PRC with a registered capital of RMB100 million.

***Hebei Yidun***

On June 4, 2025, Hebei Yidun was established in the PRC with a registered capital of RMB10 million.

***Guizhou Yueshi***

On March 4, 2025, Guizhou Yueshi was established in the PRC with a registered capital of RMB50 million.

***Jiangsu Chuangcheng***

On December 13, 2024, the registered capital of Jiangsu Chuangcheng was increased from RMB10 million to RMB50 million.

***Shanchuan Zhengxuan***

On November 27, 2024, the registered capital of Shanchuan Zhengxuan was increased from RMB10 million to RMB25 million.

***Hebei Chuangcheng***

On November 22, 2024, Hebei Chuangcheng was established in the PRC with a registered capital of RMB10 million.

**4. Resolutions Passed by Our Shareholders' Meeting in Relation to the [REDACTED]**

At the general meeting of our Company held on December 30, 2025, the following resolutions, among others, were passed by our Shareholders:

(1) each Share of our Company with par value of RMB1.0 will be subdivided into ten Shares with par value of RMB0.1 each upon the [REDACTED];

(2) the [REDACTED] be approved and the Board and its authorized representatives be authorized to handle all matters relating to, among others, the [REDACTED] and the [REDACTED] of the H Shares on the Main Board of the Stock Exchange;

(3) the issuance by our Company of the H Shares with a nominal value of RMB0.1 each and such H Shares be [REDACTED] on the Stock Exchange. The number of H Shares to be issued shall not be more than [REDACTED]% of our enlarged total issued share capital immediately following the Share Subdivision and the [REDACTED] (assuming the [REDACTED] is not exercised) and the number of H Shares to be issued under the [REDACTED] shall not be more than [REDACTED]% of the number of H Shares issued pursuant to the [REDACTED];

(4) subject to the filing with the CSRC, upon completion of the Share Subdivision and the [REDACTED], [REDACTED] Unlisted Shares (assuming the Share Subdivision has been completed) held by [REDACTED] Shareholders be converted into H shares on a one-for-one basis;

(5) subject to the completion of the [REDACTED], the granting of a general mandate to our Board to allot, issue Shares, or sell and/or transfer Shares out of treasury that are held as treasury shares at any time within a period up to the date of the conclusion of the next annual general meeting of our Shareholders or the date on which our Shareholders pass a special resolution to revoke or change such mandate, whichever is earlier, upon such terms and conditions and for such purposes and to such persons as our Board in its absolute discretion deems fit, and to complete all necessary procedures, provided that, the number of Shares to be issued shall not exceed 20% of the number of the Shares in issue (excluding any treasury shares) as at the [REDACTED];

(6) subject to the completion of the [REDACTED], the granting of a general mandate to our Board to exercise all the powers of our Company to repurchase H Shares [REDACTED] on the Stock Exchange at any time within a period up to the date of the conclusion of the next annual general meeting of our Shareholders or the date on which our Shareholders pass a special resolution to revoke or change such mandate, whichever is earlier, and to complete all necessary procedures, provided that, the number of H Shares to be repurchased shall not exceed 10% of the number of the total issued H Shares (excluding any treasury shares) as at the [REDACTED]; and

(7) subject to the completion of the [REDACTED], the conditional adoption of the revised Articles of Association, which shall become effective on the [REDACTED], and the Board be authorized to revise and amend the Articles of Association, in accordance with the requirements of the applicable laws, regulations and the Listing Rules.

**5. Explanatory Statement on Repurchase of Our Own Securities**

The following paragraphs include, among others, certain information required by the Stock Exchange to be included in this document concerning the repurchase of our own securities.

***(1) Reasons for Repurchase***

Our Directors believe that the repurchase of H Shares would be beneficial to and in the best interests of our Company and Shareholders as a whole. It can strengthen the [REDACTED] confidence in our Company and promote a positive effect on maintaining our Company's reputation in the capital market. Such repurchases will only be made when our Board believes that such repurchases will benefit our Company and Shareholders as a whole.

Following a repurchase of Shares, the Company may cancel any repurchased Shares and/or hold them as treasury shares subject to, among others, market conditions and its capital management needs at the relevant time of the repurchases, which may change due to evolving circumstances.

***(2) Exercise of the General Mandate to Repurchase H Shares***

Pursuant to the resolutions passed by the general meeting of our Shareholders held on December 30, 2025, our Board was granted general mandate to repurchase H Shares until the end of the relevant period. The general mandate to repurchase Shares would expire on the date of the conclusion of the next annual general meeting of our Shareholders or the date on which our Shareholders pass a special resolution to revoke or change such mandate, whichever is earlier.

Furthermore, we need to complete necessary procedures with relevant government authorities for the actual grant of the general mandate to repurchase H Shares to our Board, as applicable. The exercise in full of the general mandate to repurchase H Shares (on the basis of [REDACTED] H Shares in issue as of the [REDACTED]) would result in a maximum of [REDACTED] H Shares being repurchased by our Company during the relevant period, being the maximum of 10% of the H Shares in issue (excluding any treasury shares) as of the [REDACTED].

***(3) Source of Funds***

In repurchasing H Shares, our Company intends to apply funds from our Company's internal resources (which may include surplus funds and retained profits) legally available for such purpose in accordance with the Articles of Association and the applicable laws, rules and regulations of the PRC.

Our Company is entitled under the Articles of Association to repurchase our Shares. Any shares to be repurchased will be cancelled or kept as treasury shares if allowed by the Articles of Association and applicable laws and regulations. Any repurchases by our Company may only be made out of either the funds of our Company that would otherwise be available for dividend or distribution or out of the proceeds of a new issue of shares made for such purpose. Our Company may not purchase securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

***(4) Suspension of Repurchase***

A listed company shall not repurchase its shares on the Stock Exchange at any time after inside information has come to its knowledge until the information is made publicly available. In particular, during the period of one month immediately preceding the earlier of: (i) the date of the board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of the company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and (ii) the deadline for the issuer to announce its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules), until the date of the results announcement, the company may not repurchase its shares on the Stock Exchange unless there are exceptional circumstances.

***(5) Trading Restrictions***

A listed company may not issue or announce a proposed issue of new securities for a period of 30 days immediately following a repurchase (other than an issue of securities pursuant to an exercise of warrants, share options or similar instruments requiring the company to issue securities which were outstanding prior to such repurchase) without the prior approval of the Stock Exchange. In addition, a listed company is prohibited from

repurchasing its shares on the Stock Exchange if the purchase price is 5% or more than the average closing market price for the five preceding trading days on which its shares were traded on the Stock Exchange.

A listed company may not repurchase its shares if that repurchase would result in the number of listed securities which are in the hands of the public falling below the relevant prescribed minimum percentage as required by the Stock Exchange.

A listed company is required to procure that the broker appointed by it to affect a repurchase of securities disclose to the Stock Exchange such information with respect to the repurchase made on behalf of the listed company as the Stock Exchange may require.

***(6) Close Associates and Core Connected Persons***

None of our Directors or, to the best of their knowledge having made all reasonable inquiries, any of their close associates have a present intention, in the event the general mandate to repurchase H Shares is approved, to sell any Shares to our Company.

No core connected persons of our Company have notified our Company that they have a present intention to sell Shares to our Company, or have undertaken to do so, if the general mandate to repurchase H Shares is approved.

A listed company shall not knowingly purchase its shares on the Stock Exchange from a core connected person (namely a director, supervisor, chief executive or substantial shareholder of the company or any of its subsidiaries, or a close associate of any of them), and a core connected person shall not knowingly sell their interest in shares of the company to it.

***(7) Status of Repurchased Shares***

Subject to the Articles of Association, the Listing Rules and any other applicable laws and regulations, the H Shares repurchased by our Company will be cancelled or kept as treasury shares and the registered capital of our Company will be reduced by an amount equivalent to the aggregate nominal value of the H Shares if such H Shares were cancelled.

***(8) Takeover Implications***

If, as a result of any repurchase of H Shares, a Shareholder's proportionate interest in the voting rights of our Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of our Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

Save as disclosed above, our Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the general mandate to repurchase H Shares.

***(9) Interim measures***

For any treasury shares of our Company deposited with CCASS pending resale on the Stock Exchange, our Company shall, upon approval by the Board, implement the below interim measures which include (without limitation):

a) procuring its broker not to give any instructions to HKSCC to vote at general meetings for the treasury shares deposited with CCASS;

b) in the case of dividends or distributions (if any and where applicable), withdrawing the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the relevant record date for the dividend or distributions; or

c) taking any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

***(10) General***

Our Company did not hold any treasury shares as of the Latest Practicable Date and will not hold any treasury shares upon the [REDACTED]. Neither the explanatory statement on repurchase of our own securities nor the proposed share repurchase has any unusual features.

If the general mandate to repurchase H Shares was to be carried out in full at any time, there may be a material and adverse impact on our working capital or gearing position (as compared with the position disclosed in our most recent published audited accounts). However, our Directors do not propose to exercise the general mandate to repurchase H Shares to such an extent as would have a material and adverse effect on our working capital or gearing position.

Our Directors will exercise the general mandate to repurchase H Shares in accordance with the Listing Rules and the applicable laws in the PRC.

**6. Restriction on Share Repurchase**

For details of the restrictions on the share repurchase by our Company, see "Appendix V — Summary of the Articles of Association."

## B. FURTHER INFORMATION ABOUT OUR BUSINESS

**1. Summary of Material Contracts**

The following contracts (not being contracts entered into in the ordinary course of business) have been entered into by members of our Group within the two years preceding the date of this document and are or may be material:

(1) the [REDACTED].

**2. Intellectual Property Rights of Our Group**

***(1) Trademarks***

As of the Latest Practicable Date, we were the registered owner of and had the right to use the following trademarks which we consider to be or may be material to our business:

| No. | Trademark | Place of Registration | Registration Number | Registered Owner | Class | Registration Date | Expiry Date |
|---|---|---|---|---|---|---|---|
| 1. | 粤十 | PRC | 61732477 | Yueshi Information | 39 | September 14, 2022 | September 13, 2032 |
| 2. | 粤十 | PRC | 48375243 | Yueshi Information | 39 | May 28, 2021 | May 27, 2031 |
| 3. | 粤十 | PRC | 78143328 | Yueshi Information | 39 | October 7, 2024 | October 6, 2034 |

As of the Latest Practicable Date, we had applied for the registration of the following trademarks which we consider to be material to our business:

| No. | Trademark | Place of Registration | Application Number | Applicant | Class | Application Date |
|---|---|---|---|---|---|---|
| 1. | <br> <br> | Hong Kong | 307280244 | Our Company | 9, 35, 39, 42 | May 15, 2026 |

### *(2) Patents*

As of the Latest Practicable Date, we have registered the following patents which we consider to be or may be material to our business:

| No. | Patent | Patentee | Place of Registration | Class of Patent | Patent Number | Application Date | Grant Date |
|---|---|---|---|---|---|---|---|
| 1. | Graphical User Interface of Cold Chain Logistics Operation Management for Mobile Phone (手機的冷鏈物流運營管理圖形用戶界面) | Yueshi Information | PRC | Design | ZL202130217457.9 | April 16, 2021 | August 27, 2021 |
| 2. | An Intelligent Management Method and System for Cold Chain Logistics Storage (一種冷鏈物流倉儲智能管理方法及系統) | Yueshi Information | PRC | Invention | ZL202410285359.1 | March 13, 2024 | November 12, 2024 |
| 3. | An Intelligent Collaborative Traceability Method and System for Cold Chain Logistics (一種冷鏈物流的智能化協同追溯方法及系統) | Yueshi Information | PRC | Invention | ZL202410396513.2 | April 3, 2024 | November 29, 2024 |
| 4. | An Intelligent Optimization Method, System and Storage Medium for Cold Chain Logistics Transportation Route (一種冷鏈物流運輸路徑智能優化方法、系統及存儲介質) | Yueshi Information | PRC | Invention | ZL202410467825.8 | April 18, 2024 | July 5, 2024 |
| 5. | A Method and System of Intelligent Scheduling Management for Cold Chain Logistics (一種冷鏈物流智能調度管理方法及系統) | Yueshi Information | PRC | Invention | ZL202410785065.5 | June 18, 2024 | September 19, 2025 |
| 6. | A Method and System for Cold Chain Logistics Data Management (一種冷鏈物流數據管理方法及系統) | Yueshi Information | PRC | Invention | ZL202411450906.3 | October 17, 2024 | July 22, 2025 |

| No. | Patent | Patentee | Place of Registration | Class of Patent | Patent Number | Application Date | Grant Date |
|---|---|---|---|---|---|---|---|
| 7. | Intelligent Cold Chain Integrated Management Method and System Based on AI Big Data (基於AI大數據的智慧冷鏈一體化管理方法及系統) | Yueshi Information | PRC | Invention | ZL202411983005.0 | December 31, 2024 | April 22, 2025 |
| 8. | Multi-modal AIGC Cold Chain Logistics Information Processing Method and System (多模態AIGC冷鏈物流信息處理方法及系統) | Yueshi Information | PRC | Invention | ZL202411983017.3 | December 31, 2024 | April 8, 2025 |

### *(3) Copyrights*

As of the Latest Practicable Date, we have registered the following copyrights which we consider to be or may be material to our business:

| No. | Copyright | Registered Owner | Registration Number | Place of Registration | Registration Date |
|---|---|---|---|---|---|
| 1. | Yueshi Cold Storage Management System (粵十冷庫管理系統) | Yueshi Information | 2019SR0328926 | PRC | April 12, 2019 |
| 2. | Yueshi Supply Chain Management System (粵十供應鏈管理系統) | Yueshi Information | 2019SR0328878 | PRC | April 12, 2019 |
| 3. | Yueshi Cold Chain Cloud Software (粵十冷鏈雲軟件) | Yueshi Information | 2019SR0965798 | PRC | September 18, 2019 |
| 4. | Yueshi TMS Transportation Management System (粵十TMS運輸管理系統) | Yueshi Information | 2019SR1294787 | PRC | December 5, 2019 |
| 5. | Cold Chain Cloud Warehouse Software (冷鏈雲倉軟體) | Yueshi Information | 2020SR0431639 | PRC | May 11, 2020 |
| 6. | Yueshi Smart Park Patrol and Inspection Management System (粵十智慧園區巡更巡檢管理系統) | Yueshi Information | 2024SR0105751 | PRC | January 16, 2024 |
| 7. | Yueshi Smart Park Integrated Operation Management System (粵十智慧園區綜合運營管理系統) | Yueshi Information | 2024SR0105760 | PRC | January 16, 2024 |

### *(4) Domain Names*

As of the Latest Practicable Date, we have registered the following domain names which we consider to be or may be material to our business:

| No. | Domain Name | Registrant | Date of Registration | Expiry Date |
|---|---|---|---|---|
| 1 | xxllps.com | Yueshi Information | May 8, 2018 | May 8, 2028 |
| 2 | yshlw.com | Our Company | November 6, 2020 | November 6, 2028 |

## C. FURTHER INFORMATION ABOUT OUR DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

### 1. Disclosure of Interests

#### *(1) Interests and short positions of the Directors and chief executive of our Company in the Shares, underlying shares or debentures of our Company and our associated corporation*

Immediately following the completion of the Share Subdivision and the [REDACTED] (assuming the [REDACTED] is not exercised), the interests or short positions of the Directors and chief executive of our Company in any Shares, underlying shares and debentures of our Company or any of its associated corporations (within the meaning of Part XV of the SFO), which, once the H Shares are [REDACTED], will be required (a) to be notified to our Company and the Stock Exchange pursuant to Division 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); (b) pursuant to section 352 of Part XV of the SFO, to be entered in the register referred to therein; or (c) to be notified to our Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of [REDACTED] Issuers as set out in Appendix C3 to the Listing Rules, are as follows:

*Interests in the Shares of Our Company*

| Name of Director/ chief executive | Nature of interest | Number of Shares held immediately following the Share Subdivision and the [REDACTED] | Description of Shares | Approximate percentage of shareholding in the relevant type of Shares[(1)] | Approximate percentage of shareholding in our total issued share capital[(1)] |
|---|---|---|---|---|---|
| Mr. Chen | Beneficial interest | [REDACTED] | [REDACTED] | [REDACTED]% | [REDACTED]% |
| | Interest in controlled entities[(2)] | [REDACTED] | [REDACTED] | [REDACTED]% | [REDACTED]% |

*Notes:*

(1) The calculation is based on the total number of [REDACTED] H Shares in issue immediately after completion of the Share Subdivision, the [REDACTED] (assuming the [REDACTED] is not exercised) and the Conversion of Unlisted Shares into H Shares. H Shares are ordinary Shares of our Company.

(2) Mr. Chen is the general partner of each of Yueshi Investment and Yueshi Entrepreneurship. Therefore, Mr. Chen is deemed to be interested in the Shares held by Yueshi Investment and Yueshi Entrepreneurship under the SFO.

#### *(2) Interests and short positions of substantial shareholders in the Shares and underlying shares*

*(i) Interests of substantial shareholders in our Company*

Save as disclosed in "Substantial Shareholders" of this document, our Directors are not aware of any other person who will, immediately following the Share Subdivision and the [REDACTED], have an interest or short position in the Shares or underlying shares of our Company which are required to be disclosed to our Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, directly or indirectly, be interested in 10% or more of the nominal value of any class of share capital carrying the rights to vote in all circumstances at the general meetings of our Company.

*(ii) Interests of substantial shareholders in members of our Group (other than our Company)*

So far as the Directors are aware, as of the Latest Practicable Date, the following persons were interested in 10% or more of the nominal value of the share capital carrying rights to vote in all circumstances at general meetings of any member of our Group (other than our Company).

| Our subsidiary | Parties with 10% or more equity interest | Approximate percentage of shareholding |
|---|---|---|
| Shanchuan Zhengxuan | Liu Chongqin (劉崇勤) | 35% |
| Hebei Chuangcheng | Langfang State Owned Assets Service Co., Ltd. (廊坊市國資資產服務有限公司) | 40% |

**2. Particulars of Service Contracts and Letters of Appointment**

Each of our Directors [has entered] into a service contract or letter of appointment with our Company. The service contracts and letters of appointment (a) are for a term of three years commencing from the date on which the relevant Shareholders' approvals for the appointment were obtained; and (b) are subject to termination in accordance with their respective terms. 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, none of our Directors has or is proposed to have a service contract with any member of our Group (excluding agreements expiring or determinable by any member of our Group within one year without payment of compensation other than statutory compensation).

**3. Compensation of Directors**

Save as disclosed in "Directors and Senior Management" and Note 12 to the Accountants' Report as set out in Appendix I to this document, none of our Directors received other remuneration or benefits in kind from our Company in respect of each of the financial years ended December 31, 2023, 2024 and 2025 and the four months ended April 30, 2026.

**4. Agency Fees or Commissions Received**

Save as disclosed in the section headed "[REDACTED]" in this document, none of the Directors or any of the persons whose names are listed under "— D. Other Information — 9. Consents of Experts" below had received any commissions, discounts, agency fee, brokerages or other special terms in connection with the issue or sale of any capital of any member of our Group within the two years immediately preceding the date of this document.

**5. Disclaimers**

(1) None of our Directors or experts referred to under "— D. Other Information — 8. Qualification of Experts" below has any direct or indirect interest in the promotion of our Company, or in any assets which have within the two years immediately preceding the date of this document been acquired or disposed of by or leased to any member of our Group, or are proposed to be acquired or disposed of by or leased to any member of our Group.

(2) None of our Directors is materially interested in any contract or arrangement subsisting at the date of this document which is significant in relation to the business of our Group.

(3) Save as disclosed in "— 1. Disclosure of Interests" in this section, taking no account of Shares which may be taken up under the [REDACTED], none of our Directors or chief executive is aware of any person (not being a Director or chief executive of our Company) who will, immediately following completion of the [REDACTED], have an interest or short position in the Shares or underlying shares of our Company which would fall to be disclosed to our Company under the provisions of Divisions 2 and 3 of Part XV of SFO or be interested, directly or indirectly, in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of our Group.

(4) So far as is known to our Directors, none of our Directors, their respective associates (as defined under the Listing Rules) or our Shareholders who are interested in more than 5% of the issued share capital of our Company has any interest in the five largest customers or the five largest suppliers of our Group.

## D. OTHER INFORMATION

### 1. 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.

### 2. Litigation

During the Track Record Period and up to the Latest Practicable Date, save as disclosed in the sections headed "Risk Factors" and "Business" in this document and so far as our Directors are aware, 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 us, that would have a material adverse effect on our results of operations or financial conditions, taken as a whole.

### 3. Sole Sponsor

The Sole Sponsor satisfies the independent criteria applicable to sponsors as set out in Rule 3A.07 of the Listing Rules. Our Company has entered into an engagement agreement with the Sole Sponsor, pursuant to which our Company agreed to pay an aggregate of US$500,000 to the Sole Sponsor for acting as the sponsor to our Company in connection with the [REDACTED].

The Sole Sponsor has made an application on our behalf to the Stock Exchange for the [REDACTED] of, and permission to [REDACTED] in, our H Shares. All necessary arrangements have been made to enable the H Shares to be admitted into [REDACTED].

### 4. Compliance Advisor

We appointed Shenwan Hongyuan Capital (H.K.) Limited as our compliance advisor effective upon the [REDACTED] in compliance with Rules 3A.19 of the Listing Rules.

### 5. Preliminary Expenses

We have not incurred any material preliminary expenses.

### 6. Promoter

The promoters of our Company are all the then 25 Shareholders of our Company as of December 1, 2025, before our conversion into a joint stock company with limited liability.

Save as disclosed in the section headed "History, Development and Corporate Structure" in this document, within the two years immediately preceding the date of this document, no cash, securities or other benefit has been paid, allotted or given nor is any proposed to be paid, allotted or given to any promoters in connection with the [REDACTED] and the related transactions described in this document.

**7. Taxation of Holders of H Shares**

The sale, purchase and transfer of H Shares are subject to Hong Kong stamp duty if such sale, purchase and transfer is effected on the [REDACTED] of members of our Company, including in circumstances where such transaction is effected on the Stock Exchange. The current rate charged on each of the purchaser and seller is 0.1% of the consideration of or, if higher, of the fair value of our Shares being sold or transferred.

**8. Qualification of Experts**

The following are the qualifications of the experts who have given opinion or advice which are contained in this document:

| Name | Qualifications |
|---|---|
| Shenwan Hongyuan Capital (H.K.) Limited | A licensed corporation under the SFO for Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities as defined under the SFO |
| Commerce & Finance Law Offices | PRC Legal Advisors to the Company as to PRC laws |
| SHINEWING (HK) CPA Limited | Certified public accountants and registered public interest entity auditor |
| Frost & Sullivan (Beijing) Inc., Shanghai Branch Co. | Industry consultant |

**9. Consents of Experts**

Each of the experts as referred to in the paragraph headed "— D. Other Information — 8. Qualification of Experts" in this appendix has given and has not withdrawn its written consent to the issue of this document with the inclusion of its report and/or letter and/or certificates and/or legal opinion (as the case may be), which is made as of the date of this document, and references to its name included herein in the form and context in which it respectively appears.

None of the experts named above has 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 our Company or any of our subsidiaries.

**10. Bilingual Document**

The English language and Chinese language versions of this document are being published separately in reliance upon the exemption provided under Section 4 of the Companies Ordinance (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).

**11. Binding Effect**

This document shall have the effect, if an application is made in pursuance hereof, of rendering all persons concerned bound by all of the provisions (other than the penal provisions) of sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance so far as applicable.

**12. Miscellaneous**

(1) Save as disclosed in the sections headed "History, Development and Corporate Structure," "[REDACTED]" and "Structure of the [REDACTED]" in this document, within the two years immediately preceding the date of this document:

(i) no share or loan capital of our Company or any of our subsidiaries had been issued or agreed to be issued or proposed to be fully or partly paid either for cash or a consideration other than cash;

(ii) no commissions, discounts, brokerages or other special terms had been granted or agreed to be granted in connection with the issue or sale of any share or loan capital of our Company or any of our subsidiaries; and

(iii) no commission had been paid or payable for subscription, agreeing to subscribe, procuring subscription or agreeing to procure subscription of any share in our Company or any of our subsidiaries.

(2) Save as disclosed in the section headed "Structure of the [REDACTED]," no share or loan capital of our Company or any of our subsidiaries had been under option or agreed conditionally or unconditionally to be put under option.

(3) Our Company has no outstanding convertible debt securities or debentures.

(4) There is no restriction affecting the remittance of profits or repatriation of capital by us into Hong Kong from outside Hong Kong.

(5) There are no founder, management or deferred shares nor any debentures in our Company or any of our subsidiaries.

(6) Our Directors confirm that there has been no material adverse change in the financial or trading position of our Group since April 30, 2026 (being the date to which the latest audited consolidated financial statements of our Group were made up).

(7) There has not been any interruption in the business of our Group which may have or has had a significant effect on the financial position of our Group in the 12 months preceding the date of this document.

(8) All necessary arrangements have been made to enable the H Shares to be admitted to [REDACTED].

(9) No company within our Group is listed on any stock exchange or traded on any trading system and at present, and our Group is not seeking or proposing to seek any [REDACTED], or permission to [REDACTED], the share or loan capital of our Company on any other stock exchange.

(10) Our Company is a joint stock company with limited liability and is subject to the PRC Company Law.

(11) There is no arrangement under which future dividends are waived or agreed to be waived.

# APPENDIX VII DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES IN HONG KONG AND ON DISPLAY

## DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES IN HONG KONG

The documents attached to the copy of this document delivered to the Registrar of Companies in Hong Kong for registration were, among other documents:

(a) the written consents referred to in the section headed "Appendix VI — Statutory and General Information — D. Other Information — 9. Consents of Experts" in this document; and

(b) a copy of each of the material contracts referred to in the section headed "Appendix VI — Statutory and General Information — B. Further Information about Our Business — 1. Summary of Material Contracts" in this document.

## DOCUMENTS AVAILABLE ON DISPLAY

Copies of the following documents will be available on display on the website of the Stock Exchange at **www.hkexnews.hk** and our website at **www.yshlw.com** during a period of 14 days from the date of this document:

(a) the Articles of Association;

(b) the Accountants' Report from SHINEWING (HK) CPA Limited, the text of which is set out in Appendix I to this document;

(c) the report on unaudited [REDACTED] financial information of our Group from SHINEWING (HK) CPA Limited, the text of which is set out in Appendix II to this document;

(d) the audited consolidated financial statements of our Group for the three financial years ended December 31, 2023, 2024 and 2025 and the four months ended April 30, 2026;

(e) the legal opinion issued by Commerce & Finance Law Offices, our PRC Legal Advisors, in respect of certain aspects of our Group's operations in the PRC;

(f) the industry report issued by Frost & Sullivan from which information in the section headed "Industry Overview" of this document is extracted;

(g) the material contracts referred to in "Appendix VI — Statutory and General Information — B. Further Information about Our Business — 1. Summary of Material Contracts" in this document;

(h) the service contracts and letters of appointment referred to in "Appendix VI — Statutory and General Information — C. Further Information about our Directors and Substantial Shareholders — 2. Particulars of Service Contracts and Letters of Appointment" in this document;

(i) the written consents referred to in "Appendix VI — Statutory and General Information — D. Other Information — 9. Consents of Experts" in this document; and

(j) the PRC Company Law, PRC Securities Law and Overseas Listing Trial Measures together with their unofficial English translation.