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Application Proof of

Voyager Intelligent Systems Limited
上海寅家電子科技股份有限公司

(the "**Company**")

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

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Voyager Intelligent Systems Limited
上海寅家電子科技股份有限公司

(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[0.10] per H Share**
[REDACTED]	**:**	**[REDACTED]**

Sole Sponsor, [REDACTED], [REDACTED], [REDACTED], [REDACTED] and [REDACTED]

國泰海通 GUOTAI HAITONG | 國泰君安國際 GUOTAI JUNAN INTERNATIONAL

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The **[REDACTED]** is expected to be determined by agreement between the **[REDACTED]** (for itself and on behalf of the **[REDACTED]**) and the Company on the **[REDACTED]**, which is expected to be on or before **[REDACTED]**. The **[REDACTED]** is expected to be not more than HK$**[REDACTED]** per H Share, and is expected to be not less than HK$**[REDACTED]** per H Share, unless otherwise announced. Applicants for the **[REDACTED]** may be required to pay, on application (subject to application channels), the maximum **[REDACTED]** of HK$**[REDACTED]** per H Share, together with brokerage of 1.0%, AFRC transaction levy of 0.00015%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.00565%, subject to refund if the **[REDACTED]** is less than HK$**[REDACTED]** per H Share. If, for any reason, the **[REDACTED]** is not agreed between the Company and the **[REDACTED]** (for itself and on behalf of the **[REDACTED]**) on or before 12:00 noon on **[REDACTED]**, the **[REDACTED]** (including the **[REDACTED]**) will not proceed and will lapse.

The [REDACTED] (for itself and on behalf of the [REDACTED]) may, with our consent, reduce the number of [REDACTED] being offered under the [REDACTED] and/or the indicative [REDACTED] range below that stated in this document at any time 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] being offered under the [REDACTED] and/or the indicative [REDACTED] range will be published on the website of the Stock Exchange at www.hkexnews.hk and on the website of the Company at www.voyager-tech.com not later than the morning of the last day for lodging applications under the [REDACTED]. See "Structure of the [REDACTED]" and "How to Apply for [REDACTED]" for further 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 arise prior to 8:00 a.m. on the [REDACTED]. See "[REDACTED] — [REDACTED] Arrangements and Expenses — Grounds for Termination." It is important that you refer to that section for further details.

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, or to, or for the account or benefit of U.S. persons, except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act. The [REDACTED] are being [REDACTED] and sold outside the United States in offshore transactions in reliance on Regulation S.

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We have adopted a fully **[REDACTED]** for the **[REDACTED]**. We will not provide printed copies of this document to the public in relation to the **[REDACTED]**.

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IMPORTANT

[REDACTED]

IMPORTANT

[REDACTED]

EXPECTED TIMETABLE

[REDACTED]

EXPECTED TIMETABLE

[REDACTED]

EXPECTED TIMETABLE

[REDACTED]

CONTENTS

IMPORTANT NOTICE TO [REDACTED]

This document is issued by us solely in connection with the [REDACTED] and 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 making, and does not constitute, an [REDACTED] or a solicitation of an [REDACTED] to subscribe for or buy any security in any other jurisdiction or in any other circumstances. No action has been taken to permit a [REDACTED] of the [REDACTED] or the distribution of this document in any jurisdiction other than Hong Kong. The distribution of this document and the [REDACTED] and sale of the [REDACTED] in other jurisdictions are subject to restrictions and may not be made except as permitted under the applicable securities laws of such jurisdictions pursuant to registration with or authorization by the relevant securities regulatory authorities or an exemption therefrom.

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SUMMARY

This summary aims to give you an overview of the information contained in this document. As this is a summary, it does not contain all the information that may be important to you. You should read this document in its entirety before you decide to [REDACTED] in the [REDACTED]. 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 "Risk Factors." You should read that section carefully before you decide to [REDACTED] in the [REDACTED].

OVERVIEW

Who We Are

We are an intelligent solutions provider focusing on the R&D and sales of intelligent driving, intelligent cockpit and general robotics solutions and products, leveraging our integrated and cross-domain technologies of visual perception, multi-sensor fusion positioning and navigation, and planning and control. According to Frost & Sullivan, in terms of revenue in 2025, we ranked ninth among all providers of intelligent driving and vision safety solutions in China and fifth among domestic providers in the same market.

Technology is the backbone of our business, and we have been dedicated to innovating, developing, and iterating our technologies since our inception. We are one of the few domestic automotive intelligence solutions providers with driving-cockpit synergy and full-stack in-house R&D capabilities covering visual perception, positioning and navigation, and planning and control technologies, according to Frost & Sullivan. Adopting an integrated software-hardware development approach, we provide customizable solutions and products for different vehicle models while balancing functional requirements, computing-resource requirements, system reliability and costs. According to Frost & Sullivan, we are among the earliest technology companies in China to explore the commercialization of intelligent driving. Leveraging our early-mover advantage, we have established our algorithms-based, software-hardware integrated infrastructure, the VT-Navigara technology platform, with a replicable, iterative and scalable structure enabling us to (i) convert our technologies into mass-production solutions and products efficiently and (ii) extend our technologies to additional application scenarios at relatively low incremental development costs.

We became a member of China Society of Automotive Engineers in 2021 and China Association of Automobile Manufacturers in 2022. In addition, we participated in the formation of multiple guideline and standards, such as the industrial guideline relating to software-defined vehicle service application programming interfaces and the group standards relating to electronic exterior mirrors. In 2024, we were recognized as a "Specialized, Sophisticated, Distinctive and Innovative 'Little Giant' Enterprise" by the Ministry of Industry and Information Technology.

We have maintained long-term cooperation with globally leading OEMs and our solutions and products are deployed in multiple vehicle models of such customers. During the Track Record Period, our solutions and products were adopted in the vehicle models of all of the ten largest OEMs in China, and seven of the ten largest global OEMs, in terms of sales volume.

Note:

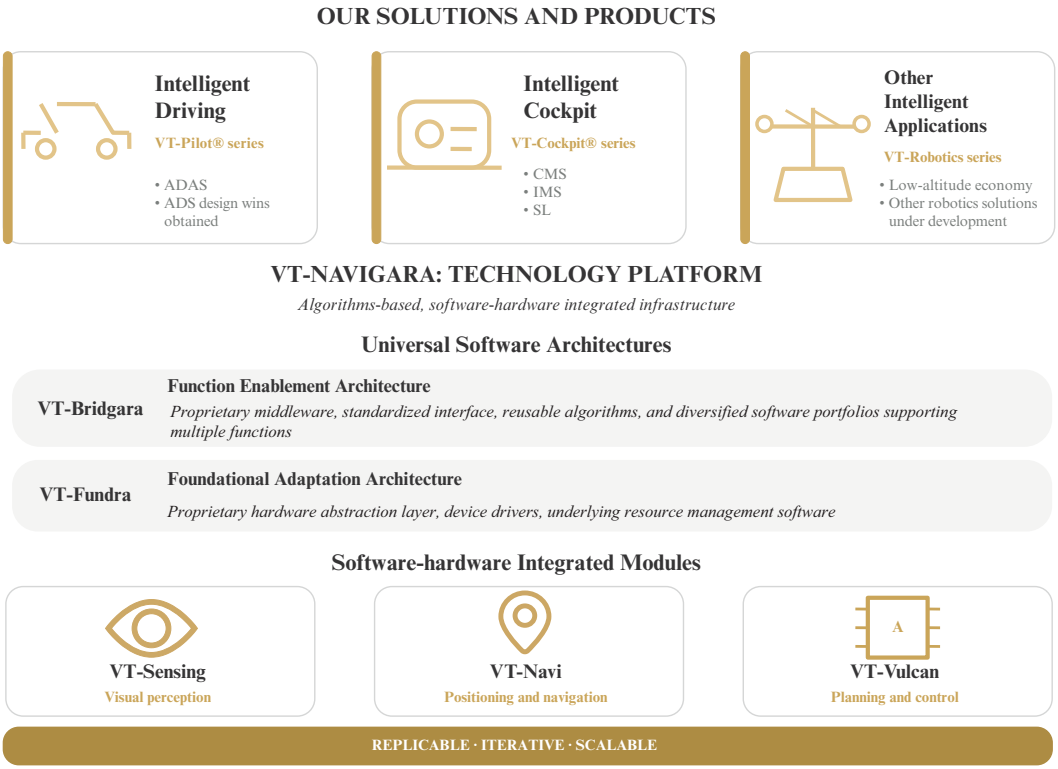
(i) According to Frost & Sullivan

SUMMARY

Our Development Methodologies

We carry out R&D activities pursuant to the following methodologies: (i) integrated software-hardware development across different technology modules; (ii) scalable technologies for mass production; and (iii) replicable and iterative technologies for application extension. See "Business — Our Development Methodologies."

Through these methodologies, we developed our VT-Navigara technology platform and our diverse portfolio of solutions and products. The following chart illustrates the structure of our technology platform and how it contributes to our diverse portfolio. See "Business — Our Technology Platform" and "Business — Our Solutions and Products" for details.

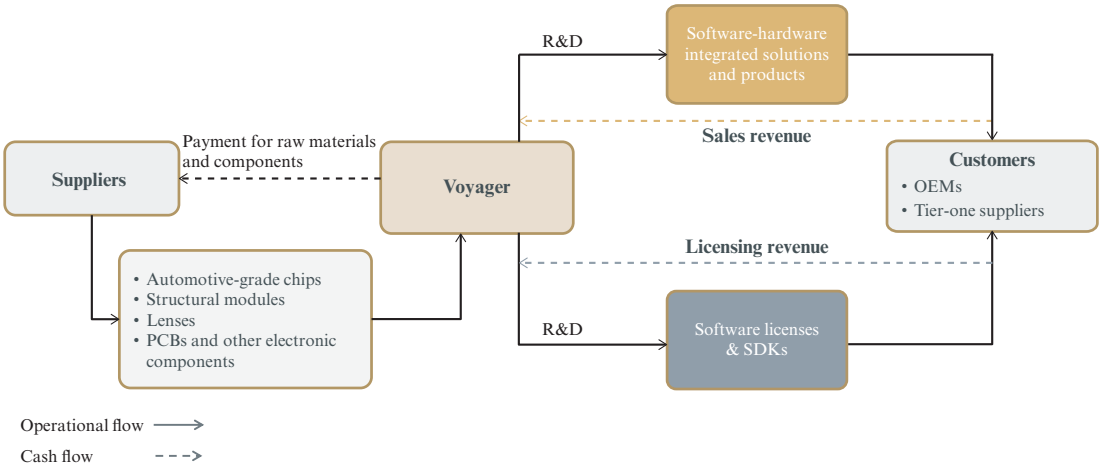


OUR BUSINESS MODEL

We operate as a solutions provider in the intelligent driving and vision safety industry value chain. Upstream, we purchase critical components, including automotive-grade chips, structural modules, lenses, PCBs and other electronic components, leveraging a flexible dual-platform strategy that integrates both domestic and imported chips to ensure supply chain resilience and superior cost-efficiency. Our core activities encompass (i) comprehensive R&D, ranging from advanced vision algorithm development to hardware innovations, (ii) rigorous system integration, (iii) automated production, (iv) strict quality control, and (v) after-sale services. These activities enable us to create comprehensive intelligent driving solutions and intelligent cockpit solutions that enhance vehicle intelligence, safety and in-vehicle experiences, as well as migrate our automotive capabilities to other applications. For details of our competitive strengths compared to our peers, see "— Our Strengths." Downstream, our solutions and products reach the domestic and global market through (i) the sales of our software-hardware integrated solutions and products, which may be offered in standard or customized form to meet specific customer requirements; and (ii) the provision of standalone software and algorithm solutions such as software development kits ("**SDKs**") or software licenses. We supply our solutions and products to (i) original equipment manufacturers ("**OEM**"), collaborating closely with them to customize and integrate our technologies into their vehicle models, (ii) tier-one suppliers, namely automotive component and system suppliers that directly serve OEMs, which integrate our solutions and products for their onward supply to OEMs.

SUMMARY

The following diagram illustrates our business model.



Leveraging our algorithms-based, software-hardware integrated infrastructure, VT-Navigara technology platform, we have developed a diverse offering portfolio, including: (i) intelligent driving solutions under VT-Pilot series, comprising solutions and products covering multiple driving assistance functions such as AEB, ACC and LCC, APA and RPA; (ii) intelligent cockpit solutions under the VT-Cockpit series, comprising in-cabin monitoring systems DMS and CMS, as well as SL solutions and products, which provide functional illumination and visual interaction within the cabin; and (iii) other intelligent solutions under VT-Robotics series, such as the low-altitude economy solutions. See "Business — Our Solutions and Products" for detailed introduction of our diverse offering portfolio.

We sell to OEMs or tier-one suppliers either (i) our software-hardware integrated solutions and products across our business segments in exchange for sales revenue or (ii) software licensing solutions in our intelligent driving solutions business in exchange for licensing revenue.

OUR STRENGTHS

We believe that the following competitive strengths contribute to our success and sustainable growth in the intelligent driving and vision safety industry in China: (i) early-mover in China's automotive intelligence industry with full-stack R&D capabilities; (ii) agile customization and rapid delivery supported by our technology platform; (iii) driving-cockpit synergy with both technical value and commercial value; (iv) deep collaboration with industry-leading customers supporting domestic and overseas expansion; and (v) experienced management and R&D team with strong investor portfolio. See "Business — Our Strengths" for details.

OUR STRATEGIES

We intend to further entrench our competitive strengths and implement the following strategies in pursuit of our vision: (i) further develop our technology capabilities and advance commercial applications; (ii) strengthen customer relationships and broaden customer coverage; (iii) expand overseas market presence; (iv) upgrade our intelligent manufacturing capabilities; and (v) pursue selective strategic investments and acquisitions. See "Business — Our Strategies" for details.

OUR TECHNOLOGY PLATFORM

Technology is the backbone of our business, and we have focused on and invested heavily in our technology R&D since our inception. Leveraging our early-mover advantage, we have established our algorithms-based, software-hardware integrated infrastructure, the VT-Navigara technology platform, which comprises:

- **Two universal software architectures**, including (i) VT-Fundra series, the foundational adaptation architecture, which decouples software from hardware, allows independent R&D of algorithms irrespective of the different hardware environment, and facilitates the migration of software algorithms to different SoC platforms; and (ii) VT-Bridgara series, the function enablement architecture, which facilitates the composition of our proprietary algorithms to modules supporting functions such as navigate on autopilot ("**NOA**"), automatic parking assist ("**APA**"), remote parking assist ("**RPA**"), home parking assist ("**HPA**"), automated valet parking ("**AVP**"), traffic jam pilot ("**TJP**") and highway pilot ("**HWP**"), and the further deployment of such software modules to different operating systems, vehicle models, and application scenarios.

- **Three software-hardware integrated technology modules**, including (i) visual perception modules under VT-Sensing series, (ii) multi-sensor fusion positioning and navigation modules under VT-Navi series; and (iii) planning and control modules under VT-Vulcan series. These technology modules can be composed to provide diverse intelligent driving and intelligent cockpit solutions, as well as solutions beyond automotive sectors such as low-altitude economy, agricultural robots and other general robotics solutions.

Our technology platform is: (i) replicable, as our software-hardware integrated modules and software algorithms can be flexibly applied across different solutions and products, vehicle models and application scenarios; (ii) iterative, as our software-hardware integrated modules and software algorithms can be separately iterated pursuant to the innovations in the underlying technologies and customer feedback; and (iii) scalable, as we can migrate our solutions and products to different SoC platforms and operating systems in a cost-efficient way.

See "Business — Our Technology Platform" for details.

KEY OPERATING METRICS

	Year ended December 31,			Six months ended June 30,	
	2023	2024	2025	2025	2026
Intelligent Driving Solutions					
Number of customers[(i)]	16	18	45	16	32
Number of new design wins	7	11	8	3	9
Sales volume *(units)*	130,373	172,001	416,181	89,005	283,014
Average selling price per unit	685.8	651.5	768.3	794.4	889.5
Intelligent Cockpit Solutions					
Number of customers[(i)]	1	37	39	37	41
Number of new design wins	1	8	17	10	11
Sales volume *(units)*	—[(ii)]	428,551	448,543	209,022	207,835
Average selling price per unit	—[(ii)]	273.4	341.5	271.0	367.0

Notes:

(i) Excluding customers whose revenue in each period of the Track Record Period was less than RMB100,000. A customer that has purchased both our intelligent driving solutions and our intelligent cockpit solutions in a given period is counted in each of the respective categories.

(ii) Not applicable, as our revenue from intelligent cockpit solutions in 2023 was derived from software solutions we provided to Shanghai Yuzhou only.

In November 2025, we launched our low-altitude economy solutions for drones. In 2025 and the six months ended June 30, 2026, we sold 39,623 and 39,209 units of low-altitude economy solutions at an average selling price of RMB194.4 and RMB210.4, generating revenue of RMB7.7 million and RMB8.3 million, respectively.

During the Track Record Period, the number of our customers and new design wins, our sales volume and our average selling price had a general increasing trend, which was in line with our continuous business and revenue growth. Specifically, customers' demand for software-hardware integrated solutions with more advanced configurations also contributed to the general increase in the sales volume and the average selling prices. The number of new design wins of intelligent driving solutions in 2025 is lower than that in 2024, primarily because after securing a major design win with substantial expected order volume in the mid of 2025, we deliberately became more selective in pursuing additional design wins from high-quality customers, focusing on the orderly ramp-up and delivery of the secured design wins and prioritizing opportunities with greater strategic and commercial value. For detailed discussion on the average selling price and sales volume, see "Financial Information — Description of Key Components of Our Results of Operations — Revenue."

OUR CUSTOMERS AND SUPPLIERS

Our Customers

Our customers are primarily domestic and international automotive OEMs and tier-one suppliers. Our strong industry reputation and recognition enable us to maintain long-term business relationships with our customers. Revenue generated from our five largest customers in 2023, 2024, 2025 and the six months ended June 30, 2026 accounted for 93.2%, 60.1%, 51.7% and 54.7% of our total revenue in the same periods, respectively, and revenue generated from our single largest customer in each period of the Track Record Period accounted for 47.5%, 17.0%, 16.4% and 14.8% of our total revenue in the same periods, respectively. See "Business — Our Customers" for details.

Our Suppliers

Our suppliers primarily consist of raw materials and components suppliers, including suppliers for automotive-grade chips, structural module, lens, PCBs and other electronic components, the majority of which are located in the PRC. We maintain stable relationships with our suppliers to ensure the stability of material supply and delivery. Purchases attributable to our five largest suppliers in 2023, 2024, 2025 and the six months ended June 30, 2026 accounted for 54.4%, 42.2%, 44.2% and 42.3% of our total purchases in the same periods, respectively, and purchases attributable to our single largest supplier in each period of the Track Record Period accounted for 34.9%, 12.2%, 17.4%, and 11.9% of our total purchases in the same periods, respectively. See "Business — Our Suppliers" for details.

OVERLAPPING CUSTOMERS AND SUPPLIERS

During the Track Record Period, some of our customers were also our suppliers of raw materials and components. According to Frost & Sullivan, it is not uncommon in the automotive intelligence industry for market participants to be both customers and suppliers to one another, given the industry's multi-tiered supply chain and the specialized capabilities of different players along the value chain. 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 confirmed 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. See "Business — Overlapping Customers and Suppliers" for details.

PRICING

We principally adopt a cost-plus pricing approach, under which we establish baseline prices by reference to the relevant costs plus an appropriate margin, and adjust such prices based on prevailing market conditions and other commercial factors. We regularly assess market conditions and may negotiate price adjustments with customers based on factors such as market competition, customer and project profiles, anticipated order volumes and changes in relevant costs. All prices and adjustments are agreed with customers on normal commercial terms and on an arm's length basis.

Specifically, for software-hardware integrated solutions and products, we primarily consider the relevant hardware and software configurations, technical complexity, prevailing market prices for comparable offerings and anticipated procurement volumes. Where customization or related development services are required, we will further consider project scope, customization and validation requirements, development cycle and resources involved. For software delivered through SDKs or software licenses, we determine license fees primarily based on the technical complexity, adaptation requirements and expected deployment volume.

RISK FACTORS

Our business faces risks including those set out in the section headed "Risk Factors." As different **[REDACTED]** may have different interpretations and criteria when determining the significance of a risk, you should read the "Risk Factors" section in its entirety before you decide to **[REDACTED]** in our **[REDACTED]**. Some of the major risks that we face include: (i) our operational results are subject to risks inherent to the automotive market; (ii) the intelligent driving and vision safety industry in which we operate is highly competitive and we may not be able to compete effectively; (iii) we may not be unable to develop and introduce new solutions and products that adapt to changing market demand and customer needs in a timely manner; (iv) pricing pressures from our customers who possess significant bargaining power may materially and adversely affect our business prospects and results of operations; (v) we have been and intend to continue investing significantly in R&D, which may not generate the results we expect and therefore may adversely affect our short-term cash flow, liquidity and profitability; (vi) we relied on a limited number of major customers during the Track Record Period. The loss of any major customer or a significant reduction in their orders could materially and adversely affect our financial condition; (vii) our historical performance may not be indicative of our future growth or financial results. If we fail to effectively manage the growth of our business or retain key customers, our business, financial condition and results of operations could deteriorate; and (viii) we recorded net losses and had net operating cash outflows during the Track Record Period.

OUR CONTROLLING SHAREHOLDERS

As of the Latest Practicable Date, our Controlling Shareholders comprised: (i) Wenjie Wuhu which held approximately 36.02% of the shareholding in our Company; (ii) Voyager Asset, which held the entire equity interests in Wenjie Wuhu; (iii) Mr. YJ Chen, Ms. Liu and Mr. YY Chen; (iv) Wenzheng Zhicheng which held approximately 1.18% of the shareholding in our Company and was wholly-owned by Mr. YJ Chen; (v) Shanghai Bijie which held approximately 10.76% of the shareholding in our Company whose general partner is Bijie Yunfan holding approximately 63.98% of the partnership interests in Shanghai Bijie; (vi) Bijie Yunfan whose general partner is Mr. YJ Chen holding approximately 0.1% of the partnership interests in Bijie Yunfan; and (vii) Bijie Canghai, whose general partner is Mr. YJ Chen holding approximately 0.1% of the partnership interests in Bijie Canghai.

Immediately following completion of the **[REDACTED]** (without taking into account any H Shares which may be allotted and issued pursuant to the exercise of the **[REDACTED]**), our Controlling Shareholders will together control approximately **[REDACTED]**% of our total issued share capital. In light of the above, our Controlling Shareholders will remain as a group of Controlling Shareholders of our Company immediately following completion of the **[REDACTED]**. See "Relationship with Our Controlling Shareholders" for details.

CONTINUING CONNECTED TRANSACTIONS

We have entered into certain transactions which will constitute partially-exempt continuing connected transactions under Chapter 14A of the Listing Rules following the completion of the **[REDACTED]**. Further particulars about such transactions together with the application for a waiver from strict compliance with the relevant requirements under Chapter 14A of the Listing Rules are set out in the section headed "Connected Transactions."

PRE-[REDACTED] INVESTORS

Our Company obtained a series of investments from the Pre-**[REDACTED]** Investors through equity transfers and subscriptions for increased registered capital of our Company. For further details, see "History, Development and Corporate Structure — Pre-**[REDACTED]** Investments."

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 set out in Appendix I to this document:

Summary of Consolidated Statements of Profit or Loss and Other Comprehensive Income

The following table sets forth a summary of our consolidated statements of profit or loss and other comprehensive income for the periods indicated:

	Year ended December 31,			Six months ended June 30,	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)	*RMB'000*
Revenue	110,633	229,224	480,638	127,346	336,264
Cost of sales	(88,201)	(206,385)	(421,374)	(102,125)	(276,275)
Gross profit	22,432	22,839	59,264	25,221	59,989
Other income and gains	3,806	2,893	3,679	1,829	1,406
Selling and marketing expenses	(8,846)	(22,206)	(27,831)	(14,075)	(13,574)
Administrative expenses	(20,615)	(46,342)	(43,468)	(19,200)	(34,077)
Research and development expenses	(27,853)	(37,534)	(48,724)	(20,519)	(25,037)
Impairment gains (losses) on financial assets, net	(3,101)	2,918	(2,570)	(3,760)	(1,328)
Other expenses	(86)	(1,105)	(419)	(304)	(30)
Finance costs	(6,762)	(13,580)	(16,378)	(7,731)	(9,805)
Finance costs on redemption financial liabilities	(5,735)	(15,468)	(19,311)	(9,195)	(12,630)
Loss before tax	(46,760)	(107,585)	(95,758)	(47,734)	(35,086)
Income tax expense	—	—	—	—	—
Loss for the period	(46,760)	(107,585)	(95,758)	(47,734)	(35,086)
Total comprehensive loss for the period	**(46,760)**	**(107,585)**	**(95,758)**	**(47,734)**	**(35,086)**

Non-IFRS Measures

To supplement our consolidated financial statements, which are presented in accordance with IFRS, we also use adjusted net loss (non-IFRS measure) and adjusted net loss margin (non-IFRS measure) as additional financial measures, which are not required by, or presented in accordance with IFRS. We believe these non-IFRS measures, when shown in conjunction with the corresponding IFRS measures, facilitate comparisons of operating performance from period to period and company to company by eliminating potential impacts of items.

We believe these measures provide useful information to **[REDACTED]** and others in understanding and evaluating our consolidated results of operations in the same manner as they help our management. However, our presentation of adjusted net loss (non-IFRS measure) may not be comparable to similarly titled measures presented by other companies. The use of these non-IFRS measures has limitations as an analytical tool, and you should not consider them in isolation from, or as a substitute for an analysis of, our results of operations or financial condition as reported under IFRS. We define adjusted net loss (non-IFRS measure) as net loss for the year/period adjusted by adding back finance costs on redemption financial liabilities, **[REDACTED]** expenses and amortization of customer relationship and adjusted net loss margin (non-IFRS measure) as adjusted net loss (non-IFRS measure) divided by revenue. The adjustments have been consistently made during the Track Record Period.

The following table reconciles our adjusted net loss (non-IFRS measure) for the year/period indicated with our net loss, or loss for the year/period presented in accordance with IFRS:

	Year ended December 31,			Six months ended June 30,	
	2023	**2024**	**2025**	**2025**	**2026**
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)	*RMB'000*
Loss for the year/period	(46,760)	(107,585)	(95,758)	(47,734)	(35,086)
Add:					
Finance costs on redemption financial liabilities[(i)]	5,735	15,468	19,311	9,195	12,630
Amortization of customer relationship	809	13,957	18,340	9,170	9,170
[REDACTED] expenses	—	—	—	—	**[REDACTED]**
Adjusted net loss (non-IFRS measure)	**(40,216)**	**(78,160)**	**(58,107)**	**(29,369)**	**(3,749)**
Adjusted net loss margin (non-IFRS measure)[(ii)]	**(36.4)%**	**(34.1)%**	**(12.1)%**	**(23.1)%**	**(1.1)%**

Notes:

(i) Finance costs on redemption financial liabilities relate to the redemption rights attached to the shares granted to certain investors, which will be ceased upon the **[REDACTED]**.

(ii) Adjusted net loss margin (non-IFRS measure) equals adjusted net loss (non-IFRS measure) for the year/period divided by revenue for the year/period and multiplied by 100%.

Revenue

During the Track Record Period, we generated revenue primarily from the sales of intelligent driving solutions and intelligent cockpit solutions. During the Track Record Period, substantially all of our revenue was generated from the PRC, as most of our customers are located in the PRC. The following table sets forth the breakdown of our revenue by business segments in absolute amounts and as percentages of our total revenue for the periods indicated.

	Year ended December 31,						Six months ended June 30,			
	2023		2024		2025		2025		2026	
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*	*RMB'000*	*%*	*RMB'000*	*%*
							(Unaudited)			
Intelligent driving solutions	89,407	80.8	112,059	48.9	319,737	66.5	70,706	55.5	251,729	74.9
Intelligent cockpit solutions	21,226	19.2	117,165	51.1	153,200	31.9	56,640	44.5	76,285	22.7
Others[(i)]	—	—	—	—	7,701	1.6	—	—	8,250	2.4
Total	**110,633**	**100.0%**	**229,224**	**100.0%**	**480,638**	**100.0%**	**127,346**	**100.0%**	**336,264**	**100.0%**

Note:

(i) Others included primarily revenue generated from our solutions and products for low-altitude economy. We launched the sales of our low-altitude economy solutions and products in November 2025.

During the Track Record Period, we derived a substantial portion of our revenue from the sales of various series of our intelligent driving solutions to OEMs and tier-one suppliers. In 2023, 2024 and 2025 and the six months ended June 30, 2025 and 2026, revenue from our intelligent driving solutions accounted for 80.8%, 48.9%, 66.5%, 55.5% and 74.9% of our total revenue, respectively.

In April 2024, we completed the acquisition of Shanghai Yuzhou, which is primarily engaged in the R&D and sales of intelligent cockpit solutions. This acquisition made a significant contribution to the business and revenue growth of our intelligent cockpit solutions business. In 2023, 2024 and 2025 and the six months ended June 30, 2025 and 2026, revenue from our intelligent cockpit solutions accounted for 19.2%, 51.1%, 31.9%, 44.5% and 22.7% of our total revenue, respectively.

See "Financial Information — Period to Period Comparison of Results of Operations" for reasons of the fluctuations of our revenue during the Track Record Period.

Gross Profit and Gross Profit Margin

Our gross profit represents our revenue less our cost of sales. Our gross profit margin represents our gross profit divided by our revenue, expressed as a percentage. The following table sets forth a breakdown of our gross profit and gross profit margin by business segments for the periods indicated.

	Year ended December 31,						Six months ended June 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)			
Intelligent driving solutions	8,206	9.2	11,355	10.1	32,575	10.2	13,283	18.8	38,190	15.2
Intelligent cockpit solutions	14,226	67.0	11,484	9.8	25,499	16.6	11,938	21.1	19,659	25.8
Others	—	—	—	—	1,190	15.5	—	—	2,140	25.9
Total	**22,432**	**20.3%**	**22,839**	**10.0%**	**59,264**	**12.3%**	**25,221**	**19.8%**	**59,989**	**17.8%**

Our overall gross profits and gross profit margins were subject to solutions and products mix during the Track Record Period. Specifically, we generated most of our gross profits from our intelligent driving solutions and intelligent cockpit solutions, while our intelligent cockpit solutions had a relatively higher gross profit margins than those of our intelligent driving solutions.

Our intelligent cockpit solutions recorded an extremely high gross profit margin in 2023, primarily because we only provided intelligent cockpit software solutions in 2023 which had a high margin, while after the Acquisition in 2024 we started to provide both software-hardware integrated solutions and software solutions for our intelligent cockpit solutions where software-hardware integrated solutions typically had a lower margin.

See "Financial Information — Period to Period Comparison of Results of Operations" for reasons of the fluctuations of our gross profit and gross profit margin during the Track Record Period.

Summary of Consolidated Statements of Financial Position

	As of December 31,			As of June 30,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Total non-current assets	31,728	249,935	282,461	292,529
Total current assets	226,245	266,432	471,170	606,825
Total assets	**257,973**	**516,367**	**753,631**	**899,354**
Total current liabilities	366,097	668,672	997,137	1,169,366
Total non-current liabilities	6,613	52,657	57,214	65,794
Net current liabilities	**(139,852)**	**(402,240)**	**(525,967)**	**(562,541)**
Net liabilites	**(114,737)**	**(204,962)**	**(300,720)**	**(335,806)**

See "Financial Information — Discussion of Certain Key Items of Consolidated Statements of Financial Position" for details.

Net Current Liabilities

We recorded net current liabilities of RMB139.9 million, RMB402.2 million, RMB526.0 million, RMB562.5 million and RMB580.7 million as of December 31, 2023, 2024, 2025 and June 30 and July 31, 2026, respectively. This was primarily due to (i) our redemption financial liabilities in relation to Pre-**[REDACTED]** Investments; and (ii) our significant operating expenses for our business expansion during the Track Record Period. See "Financial Information — Net Current Liabilities" for details.

Net Liabilities

Our net liabilities increased from RMB300.7 million as of December 31, 2025 to RMB335.8 million as of June 30, 2026, primarily due to (i) loss for the period of RMB35.1 million, and (ii) recognition of redemption financial liabilities of RMB99.0 million. Our net liabilities increased from RMB205.0 million as of December 31, 2024 to RMB300.7 million as of December 31, 2025, primarily due to (i) loss for the period of RMB95.8 million, and (ii) recognition of redemption financial liabilities of RMB70.0 million. Our net liabilities increased from RMB114.7 million as of December 31, 2023 to RMB205.0 million as of December 31, 2024, primarily due to (i) loss for the period of RMB107.6 million, (ii) recognition of redemption financial liabilities of RMB82.9 million, and (iii) non-controlling interests arising from business combination of RMB17.2 million.

Liquidity and Capital Resources

Cash Flows

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

	Year ended December 31,			Six months ended June 30,	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)	*RMB'000*
Net cash flows used in operating activities	(88,567)	(125,582)	(78,064)	(17,291)	(110,100)
Net cash flows used in investing activities	(19,535)	(30,279)	(29,020)	(9,370)	(14,299)
Net cash flows from financing activities	153,341	118,054	136,069	46,571	169,972
Net increase/(decrease) in cash and cash equivalents	45,239	(37,807)	28,985	19,910	45,573
Net foreign exchange differences	—	2	2	(3)	(34)
Cash and cash equivalents at 1 January	4,070	49,309	11,504	11,504	40,491
Total cash and cash equivalents at end of year/period	**49,309**	**11,504**	**40,491**	**31,411**	**86,030**

See "Financial Information — Liquidity and Capital Resources — Cash Flows" for details.

Cash Management Measures

Our net cash outflow from operating activities were primarily due to (i) our losses for the relevant periods, and (ii) the increases in our working capital, in particular our trade and bills receivables, which in line with our business growth. Our cash conversion cycle, calculated as adding our trade and bills receivables turnover days and inventory turnover days less trade and bills payables turnover days, was 86.3 days, 79.8 days, 47.2 days, and 61.1 days in 2023, 2024, 2025 and the six months ended June 30, 2026, respectively. Going forward, we plan to adopt the following measures to improve our operating cash flow position and cash conversion cycle: (i) shorten receivable collection period; (ii) optimize customer mix and focus on products with higher premium; (iii) optimize inventory management to reduce capital occupation; and (iv) strengthen internal control and improve capital efficiency. See "Financial Information — Liquidity and Capital Resources — Our Cash Management Measures" for details.

Key Financial Ratios

The following table sets forth our key financial ratios as of the dates or for the years/periods indicated:

	As of/Year ended December 31,			As of/Six months ended June 30,	
	2023	2024	2025	2025	2026
Gross profit margin[(i)]	20.3%	10.0%	12.3%	19.8%	17.8%
Current ratio[(ii)]	0.6	0.4	0.5	N/A	0.5
Net loss margin[(iii)]	(42.3)%	(46.9)%	(19.9)%	(37.5)%	(10.4)%
Asset-liability ratio[(iv)]	1.4	1.4	1.4	N/A	1.4

Notes:

(i) Gross profit margin equals gross profit divided by revenue in the relevant period and multiplied by 100%.

(ii) Current ratio equals total current assets divided by total current liabilities as of the date indicated.

(iii) Net loss margin equals net loss divided by revenue in the relevant period and multiplied by 100%.

(iv) Asset-liability ratio equals total liabilities divided by total assets as of the date indicated.

BUSINESS SUSTAINABILITY

We achieved substantial business growth while recorded net losses during the Track Record Period. Our loss-making position was primarily due to the following factors: (i) business expansion and ramping up economies of scale; (ii) impact of the acquisition of Shanghai Yuzhou; (iii) finance costs incurred to support working capital requirements; and (iv) finance costs on redemption financial liabilities. Despite our net loss positions throughout the Track Record Period, our proactive endeavors in expansion of solutions and products, cost control and market expansion have contributed to our revenue growth and our business sustainability. Our adjusted net loss margin (non-IFRS measure) narrowed from 36.4% in 2023 to 1.1% in the six months ended June 30, 2026, and our net loss margin narrowed from 42.3% in 2023 to 10.4% in the six months ended June 30, 2026.

To achieve breakeven and our sustained profitable growth in the long term, we aim to continuously (i) drive our revenue growth by, among others, developing and commercializing more advanced solutions and products, deepening existing customer relationships and expanding our customer base, extending our technology platform to new application scenarios, and expanding to overseas markets; (ii) improve our gross profit margin by, among others, enhancing economies of scale, reuse our technology platform, increase the contribution from higher-margin offerings, optimize our supply chain, and realize integration synergies from the acquisition of Shanghai Yuzhou; and (iii) enhance our operating leverage through continued operational efficiency improvement, enabling us to better absorb fixed costs and benefit from scale. See "Business — Business Sustainability" for a detailed discussion of our business sustainability.

COMPETITION

The Chinese intelligent driving and vision safety industry is rapidly evolving and competitive. We primarily compete with other large-scale providers of intelligent driving and vision safety solutions. Although we believe that we have market-leading technologies, we may face competition from a range of companies which may possess more resources and skills in design, development, manufacturing and sales. See "Risk Factors — Risks Relating to Our Business and Industry — The intelligent driving and vision safety industry in which we operate is highly competitive and we may not be able to compete effectively."

According to Frost & Sullivan, in terms of revenue in 2025, we ranked ninth among all providers of intelligent driving and vision safety solutions in China and fifth among domestic providers in the same market. For more information on the competitive landscape of our industry, see "Industry Overview — Overview of China's Intelligent Driving and Vision Safety Solution Industry — Competitive Landscape of China's Intelligent Driving and Vision Safety Solution Industry." We believe that we are strategically well positioned in our market, and we compete favorably with others based on our in-house developed core algorithms, replicable, iterative and scalable technologies and technology platform, software-hardware-integrated design capabilities, advanced in-house R&D capabilities, supply chain management capabilities and mass production capabilities to attract and retain customers and expand our market share. See "— Our Strengths" for details.

LEGAL PROCEEDINGS AND COMPLIANCE

During the Track Record Period and up to the Latest Practicable Date, we had not been and were not a party to any material legal, arbitral or administrative proceedings, and we were not aware of any pending or threatened legal, arbitral or administrative proceedings against us or our Directors that could, individually or in the aggregate, have a material adverse effect on our business, financial condition and results of operations. We may from time to time become a party to various litigation, arbitration or administrative proceedings arising in the ordinary course of our business. See "Risk Factors — We may be involved in administrative penalties, legal proceedings and disputes, which could materially and adversely affect our reputation, business, results of operations and financial condition."

During the Track Record Period and up to the Latest Practicable Date, we had not been and were not involved in any material noncompliance incidents that have led to fines, enforcement actions or other penalties that could, individually or in the aggregate, have a material adverse effect on our business, financial condition and results of operations.

APPLICATION FOR [REDACTED] ON THE STOCK EXCHANGE

We have applied to the Stock Exchange for the granting of the **[REDACTED]** of, and permission to **[REDACTED]**, the H Shares in issue and **[REDACTED]** pursuant to the **[REDACTED]** (including any Shares which may be issued pursuant to the exercise of the **[REDACTED]**) and the H Shares to be converted from Unlisted Shares. Our **[REDACTED]** application is made on the basis that, among other things, we satisfy the market capitalisation/revenue test under Rule 8.05(3) of the Listing Rules.

[REDACTED] STATISTICS[(i)]

	Based on an [REDACTED] of HK$[REDACTED] per H Share	**Based on an [REDACTED] of HK$[REDACTED] per H Share**
[REDACTED] of our H Shares[(ii)]	HK$[REDACTED] million	HK$[REDACTED] million
Unaudited **[REDACTED]** adjusted net tangible assets of the Group per H Share[(iii)]	HK$[REDACTED]	HK$[REDACTED]

Notes:

(i) All **[REDACTED]** statistics in the table are on the assumptions that the **[REDACTED]** is not exercised.

(ii) The calculation of **[REDACTED]** of our H Shares is based on **[REDACTED]** H Shares expected to be in issue immediately after completion of the **[REDACTED]** (assuming the **[REDACTED]** is not exercised).

(iii) See "Appendix IIA — Unaudited **[REDACTED]** Financial Information" for further details regarding the assumptions used and the calculation method.

[REDACTED] EXPENSES

Our **[REDACTED]** expenses primarily include **[REDACTED]** commissions, professional fees paid to legal advisers, the Reporting Accountants and other professional parties for their services rendered in relation to the **[REDACTED]** and the **[REDACTED]**. The estimated total **[REDACTED]** expenses for the **[REDACTED]** are approximately HK$**[REDACTED]** million (comprising HK$**[REDACTED]** million **[REDACTED]**-related expenses, and HK$**[REDACTED]** million non-**[REDACTED]**-related expenses, comprising HK$**[REDACTED]** million fees and expenses of legal advisors and Reporting Accountants and HK$**[REDACTED]** million other fees and expenses), representing approximately **[REDACTED]**% of the gross **[REDACTED]**, based on the mid-point of our indicative **[REDACTED]** range for the **[REDACTED]** and assuming that the **[REDACTED]** is not exercised. During the Track Record Period, we incurred **[REDACTED]** expenses of RMB**[REDACTED]** million, of which RMB**[REDACTED]** million was recognized in our

statements of profit or loss for the six months ended June 30, 2026, and RMB**[REDACTED]** million to be accounted for as a deduction from equity upon the **[REDACTED]**. Subsequent to the Track Record Period, we expect to incur **[REDACTED]** expenses of HK$**[REDACTED]** million prior to and upon completion of the **[REDACTED]**, of which HK$**[REDACTED]** million is expected to be recognized as expenses in our statements of profit or loss, and HK$**[REDACTED]** million is expected to be accounted for as a deduction from equity upon the **[REDACTED]**. The **[REDACTED]** expenses above are the latest practicable estimate for reference only, and the actual amount may differ from this estimate.

DIVIDENDS

We are incorporated under the laws of the PRC. Any dividends we pay will be at the discretion of our Directors and will depend on our future operations and earnings, capital requirements and surplus, general financial condition, contractual restriction and other factors which our Directors consider relevant. Our shareholders in a general meeting may approve any declaration of dividends, which must not exceed the amount recommended by our Board. We do not currently have a formal dividend policy or a predetermined payout ratio.

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. We may pay dividends out of after-tax profits after making up for accumulated losses and contributing to statutory reserve funds as mentioned above. As advised by our PRC Legal Advisors, our PRC companies cannot pay dividends if such companies are in an accumulated loss position.

We neither declared nor paid any dividends during the Track Record Period. See Note 13 to the Accountants' Report in Appendix I to this document. No dividend shall be declared or payable except out of our profits and reserves lawfully available for distribution. Our Directors have the absolute discretion to recommend any dividend subject to our constitutional documents and the relevant laws. We cannot assure you that we will be able to declare dividends of any amount each year or in any year.

FUTURE PLANS AND USE OF [REDACTED]

We estimate that we will receive net **[REDACTED]** from the **[REDACTED]** of approximately HK$**[REDACTED]** million, after deducting **[REDACTED]** commissions, fees and estimated expenses payable by us in connection with the **[REDACTED]**, and assuming an **[REDACTED]** of HK$**[REDACTED]** per Share (being the midpoint of the indicative **[REDACTED]** range) and that the **[REDACTED]** is not exercised. We intend to apply the net **[REDACTED]** for the following purposes: (i) approximately **[REDACTED]**%, or HK$**[REDACTED]** million, will be used for further developing our technology capabilities and advancing relevant commercial applications; (ii) approximately **[REDACTED]**%, or HK$**[REDACTED]** million, will be used for upgrading our intelligent manufacturing capabilities; (iii) approximately **[REDACTED]**%, or HK$**[REDACTED]** million, will be used for the construction of our overseas market presence; and (iv) approximately **[REDACTED]**%, or HK$**[REDACTED]** million, will be used for working capital and general corporate purposes.

See "Future Plans and Use of **[REDACTED]**" in this document for details.

RECENT DEVELOPMENT

Our business operations continued to expand subsequent to the Track Record Period. We continued to achieve strong growth in our current offering under intelligent driving, intelligent cockpit and low-altitude economy applications. In addition, we are also actively exploring additional innovative offerings, such as automotive intelligence solutions and products with higher automation level and more customizable options, as well as more solutions and products beyond automotive sector. For example, we are developing our autonomous agricultural robots, VT-Mow, and expect to launch such product in 2027.

To address increased customer demands and capture the market opportunities, we are constructing a new production facility in Wuhu, Anhui Province, which will primarily support the manufacturing of our intelligent driving solutions and products, and is expected to complete construction in May 2027.

NO MATERIAL ADVERSE CHANGE

Our Directors confirm that, up to the date of this document, (i) there had been no material adverse change in our financial or trading position, indebtedness, mortgage, contingent liabilities, guarantees, prospects, the industry where we operate, our market or regulatory environment to which we are subject since June 30, 2026, being the date of our latest consolidated financial position as set out in the Accountants' Report in Appendix I to this document; and (ii) there has been no event since June 30, 2026 that would materially affect the information shown in the Accountants' Report in Appendix I to this document.

[REDACTED]

[REDACTED]

DEFINITIONS

In this document, unless the context otherwise requires, the following expressions have the following meanings.

"Accountants' Report"	the accountants' report of our Company, the text of which is set forth in Appendix I to this document
"Acting in Concert Agreement"	the acting in concert agreement entered into by YJ Chen, Mr. YY Chen and Ms. Liu on September 14, 2026, the details of which are set out in the paragraph headed "History, Development and Corporate Structure — Acting in Concert Agreement" in 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" or "Articles of Association"	the articles of association of our Company which will become effective on the **[REDACTED]** and as amended from time to time, a summary of which is set out in "Appendix III — Summary of the Articles of Association" to this document
"associate(s)"	has the meaning ascribed to it under the Listing Rules
"Audit Committee"	the audit committee of the Board
"Bijie Canghai"	Wuhu Bijie Canghai Technology Partnership (Limited Partnership) (蕪湖陛捷滄海科技合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on July 27, 2026, with Mr. YJ Chen as the general partner and one of our Controlling Shareholders
"Bijie Yunfan"	Wuhu Bijie Yunfan Technology Partnership (Limited Partnership) (蕪湖陛捷雲帆科技合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on July 20, 2026, with Mr. YJ Chen as the general partner and one of our Controlling Shareholders
"Board" or "Board of Directors"	the board of Directors of our Company
"Business Day" or "business day"	any day (other than a Saturday, Sunday or public holiday in Hong Kong) on which banks in Hong Kong are generally open for normal banking business
"CAGR"	compounded annual growth rate
[REDACTED]	**[REDACTED]**
[REDACTED]	**[REDACTED]**
"close associate(s)"	has the meaning ascribed to it under the Listing Rules
"Companies (WUMP) Ordinance" or "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, modified and supplemented from time to time

"Companies Ordinance"	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, modified and supplemented from time to time
"Company Law" or "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
"Company"	Voyager Intelligent Systems Limited (上海寅家電子科技股份有限公司), a limited liability company established under the laws of the PRC on November 28, 2013, which has been converted into a joint stock limited liability company on February 19, 2019 under the current name
"Compliance Adviser"	Eddid Capital Limited
"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 to it under the Listing Rules and unless the context otherwise requires, means Wenjie Wuhu, Mr. YJ Chen, Ms. Liu, Mr. YY Chen, Voyager Asset, Wenzheng Zhicheng, Shanghai Bijie, Bijie Yunfan and Bijie Canghai
"Conversion of Unlisted Shares into H Shares"	the conversion of **[REDACTED]** Unlisted Shares in aggregate held by all our existing Shareholders into H Shares upon the completion of the **[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
"CSDC"	the China Securities Depository and Clearing Corporation Limited (中國證券登記結算有限責任公司)
"CSRC"	the China Securities Regulatory Commission (中國證券監督管理委員會), a regulatory body responsible for the supervision and regulation of the Chinese national securities markets
"Director(s)"	the director(s) of our Company
"EIT Law"	the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法》) as amended, supplemented or otherwise modified from time to time
"ESG"	Environmental, Social and Corporate Governance
[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

DEFINITIONS

"F&S" or "Frost & Sullivan"	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., our industry consultant, which is an Independent Third Party
[REDACTED]	"**[REDACTED]**
[REDACTED]	**[REDACTED]**
[REDACTED]	**[REDACTED]**
"Group", "we", "us" or "our Group"	our Company and our subsidiaries
"Guide for New Listing Applicants"	the Guide for New Listing Applicants issued by the Stock Exchange effective from January 1, 2024 (as amended, supplemented or otherwise modified from time to time)
[REDACTED]	**[REDACTED]**
"H Share(s)"	ordinary share(s) in the share capital of our Company with a nominal value of RMB0.1 each
"HKD" or "HK$" and "cents"	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
"IFRS"	International Financial Reporting Standards as issued by International Accounting Standards Board
[REDACTED]	**[REDACTED]**
[REDACTED]	**[REDACTED]**
[REDACTED]	**[REDACTED]**
[REDACTED]	**[REDACTED]**
[REDACTED]	**[REDACTED]**
"Hong Kong", "HKSAR" or "HK"	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

[REDACTED]	**[REDACTED]**
[REDACTED]	**[REDACTED]**
[REDACTED]	**[REDACTED]**
[REDACTED]	**[REDACTED]**
"Independent Third Party(ies)"	person(s) or company(ies) and their respective ultimate beneficial owner(s), who/which, to the best of our Directors' knowledge, information and belief, having made all reasonable enquiries, is/are third party(ies) independent of our Company and our connected persons as defined under the Listing Rules
"Industry Report"	the industry report commissioned by us and independently prepared by F&S, summary of which is set forth in the section headed "Industry Overview" in this document
[REDACTED]	**[REDACTED]**
[REDACTED]	**[REDACTED]**
[REDACTED]	**[REDACTED]**
[REDACTED]	**[REDACTED]**
"Latest Practicable Date"	September 20, 2026, being the latest practicable date prior to the printing of this document for the purpose of ascertaining certain information 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, as amended, modified and supplemented from time to time
"Main Board"	the Main Board of the Stock Exchange
"MOFCOM"	the Ministry of Commerce of the PRC (中華人民共和國商務部)
"Mr. YJ Chen"	Mr. Chen Yin-Jen (陳寅仁), an executive Director, chairman of the Board, chief executive officer of our Company, one of our Controlling Shareholders and younger brother of Mr. YY Chen
"Mr. YY Chen"	Mr. Chen Yin-Yuan (陳寅元), one of our Controlling Shareholders and elder brother of Mr. YJ Chen
"Ms. Liu"	Ms. Liu Hsiao-Tsun (劉小村), one of our Controlling Shareholders
"NDRC"	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]**
"PRC" or "Chinese Mainland" or "China"	the People's Republic of China, which for the purpose of this document, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
"PRC Government"	the government of the PRC, including all political subdivisions (including provincial, municipal, and other local or regional government entities) and organisations of such government or, as the context requires, any of them
"PRC Legal Advisor"	Commerce & Finance Law Offices, the legal advisors of our Company as to PRC laws and PRC cybersecurity and data privacy protection laws

"Pre-**[REDACTED]** Investments"	the Pre-**[REDACTED]** investments in our Company undertaken by the Pre-**[REDACTED]** Investors, details of which are set forth in the paragraph headed "History, Development and Corporate Structure — Pre-**[REDACTED]** Investments"
"Pre-**[REDACTED]** Investor(s)"	the investor(s) who participated in our Pre-**[REDACTED]** Investments, details of which are set out in the paragraph headed "History, Development and Corporate Structure — Pre-**[REDACTED]** Investments"
[REDACTED]	**[REDACTED]**
[REDACTED]	**[REDACTED]**
"Regulation S"	Regulation S under the U.S. Securities Act
"Remuneration Committee"	the remuneration committee of the Board
"RMB"	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), which is the PRC government agency responsible for matters relating to foreign exchange administration
"SAMR"	State Administration for Market Regulation of the PRC (中國國家市場監督管理總局) (formerly known as State Administration for Industry and Commerce of the PRC (中國國家工商行政管理總局))
"SASAC"	State-owned Assets Supervision and Administration Commission of the State Council of the PRC (中國國務院國有資產監督管理委員會)
"SAT"	the State Administration of Taxation of the PRC (中華人民共和國國家税務總局)
"SFC"	the Securities and Futures Commission of Hong Kong
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Shanghai Bijie"	Shanghai Bijie Enterprise Management Center (Limited Partnership) (上海陛捷企業管理中心(有限合夥)), a limited partnership established under the laws of the PRC on October 17, 2018, with Bijie Yunfan as the general partner and one of our Controlling Shareholders
"Shanghai Yuzhou"	Shanghai Yuzhou Electrical Equipment Co., Ltd. (上海宇宙電器有限公司), a limited liability company established under the laws of the PRC on July 1, 1981, which has become a direct non-wholly owned subsidiary of our Company since April 2024
"Share Subdivision"	the subdivision of every issued Share with a nominal value of RMB1.0 each into 10 Shares with a nominal value of RMB0.1 each by way of a written resolution passed on June 29, 2026
"Share(s)"	ordinary shares in the capital of our Company with a nominal value of RMB0.1 each, comprising the Unlisted Shares and H Shares

"Shareholder(s)"	holder(s) of the Share(s)
[REDACTED]	**[REDACTED]**
[REDACTED]	**[REDACTED]**
[REDACTED]	**[REDACTED]**
[REDACTED]	**[REDACTED]**
"Sole Sponsor"	the sole sponsor as named in the section headed "Directors and Parties Involved in the **[REDACTED]**"
[REDACTED]	**[REDACTED]**
"sq.m."	square metre
[REDACTED]	**[REDACTED]**
"State Council"	the State Council of the PRC (中華人民共和國國務院)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"subsidiary(ies)"	has the meaning ascribed to it under the Listing Rules
"Takeovers Code"	The Codes on Takeovers and Mergers issued by the SFC, as amended, supplemented or otherwise modified from time to time
"Track Record Period"	the three years ended December 31, 2023, 2024 and 2025 and the six months ended June 30, 2026
"U.S. Securities Act"	the Securities Act of 1933 of the United States, as amended, modified and supplemented from time to time
[REDACTED]	**[REDACTED]**
[REDACTED]	**[REDACTED]**
"United States" or "U.S."	the United States of America
"Unlisted Share(s)"	ordinary share(s) issued by our Company with a nominal value of RMB0.1 each, which is/are not listed on any stock exchange
"US$", "USD" or "U.S. dollars"	United States dollars, the lawful currency of the United States of America
"VAT"	value-added tax
"Voyager Asset"	Voyager Asset Investment Limited (航家投資有限公司), a limited liability company incorporated under the laws of Hong Kong on May 25, 2016, which is owned as to 49.99% by Mr. YJ Chen, 33.33% by Ms. Liu and 16.68% by Mr. YY Chen

"Wenjie Wuhu"	Wuhu Wenjie Electronic Technology Co., Ltd. (蕪湖市穩捷電子科技有限公司) (formerly known as Wenjie (Shanghai) Electronic Technology Co., Ltd. (穩捷(上海)電子科技有限公司)), a limited liability company established under the laws of the PRC on September 6, 2018, which is wholly-owned by Voyager Asset
"Wenzheng Zhicheng"	Shanghai Wenzheng Zhicheng Technology Co., Ltd. (上海穩正贊誠科技有限公司), a limited liability company established under the laws of the PRC on February 27, 2024, which is wholly-owned by Mr. YJ Chen
[REDACTED]	**[REDACTED]**
[REDACTED]	**[REDACTED]**
"%"	per cent

Unless the content otherwise requires, references to "2023", "2024" and "2025" in this document refer to our financial year ended December 31 of such year, respectively.

Certain amounts and percentage figures included in this document were subjected to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.

For ease of reference, the names of Chinese laws and regulations, governmental authorities, institutions, natural persons or other entities (including certain of our subsidiaries) have been included in the document in both the Chinese and English languages and in the event of any inconsistency, the Chinese versions shall prevail. English translations of company names and other terms from the Chinese language are provided for identification purposes only.

For the purpose of this document, references to "provinces" of China include provinces, municipalities under direct administration of the central government and provincial-level autonomous regions.

GLOSSARY OF TECHNICAL TERMS

In this document, unless the context otherwise requires, explanations and definitions of certain terms used in this document in connection with our Group and our business shall have the meanings set out below. The terms and their meanings may not correspond to standard industry meaning or usage of these terms.

"ADAS"	advanced driver assistance system, an electronic system developed to automate, adapt and enhance vehicle systems for safety and better driving, normally featuring up to Level 2+ driving automation on a vehicle supporting human drivers
"ADS"	automated driving system, an electronic system comprising hardware and software that are collectively capable of performing the entire dynamic driving task on a sustained basis, regardless of whether it is limited to a specific operational design domain, used specifically to describe a Level 3 to Level 5 driving automation system
"AOI"	automated optical inspection, an automated inspection process that uses cameras and image-processing software to identify visible defects or irregularities in products or components
"AUTOSAR"	automotive open system architecture, a global automotive development partnership under which standardized software architectures, interfaces and methodologies have been established to enable automotive software to be integrated into vehicle systems and deployed and reused across different electronic control units and hardware platforms
"BEV"	bird-eye view, an elevated view of an object or location from a very steep viewing angle, creating a perspective as if the observer were a bird in flight looking downwards
"BSP"	board support package, a collection of software in foundational adaptation layer, typically including bootloaders, board initialization code, device drivers, hardware abstraction layers and configuration files. It initializes and manages hardware resources and enables an operating system and upper-layer software to operate on a specific hardware platform
"CAGR"	compound annual growth rate
"COB"	chip-on-board, a semiconductor assembly technology where bare integrated circuit chips are mounted directly onto a printed circuit board and then electrically interconnected with thin wires
"domain controller(s)"	a computer that controls a set of vehicle functions related to a specific area or domain. Functional domains that require a domain controller are typically compute-intensive and connected to a large number of input and output devices. Examples of relevant domains include intelligent driving, cockpit, powertrain, chassis and body
"IATF16949"	international technical specification of automotive industry quality management system, which is prepared by International Automotive Task Force (IATF) and ISO (International Organization for Standardization)
"IP69K"	the highest ingress protection rating against dust and water jets, featuring a dust-tight enclosure capable of withstanding close-range, high-pressure and high-temperature water spraying

GLOSSARY OF TECHNICAL TERMS

"LiDAR"	light detection and ranging, a method for determining ranges by targeting an object or a surface with a laser and measuring the time for the reflected light to return to the receiver
"lux"	a unit of illumination that measures the amount of visible light falling on a surface, equal to one lumen per square meter
"OEM"	automotive original equipment manufacturer
"PCB"	printed circuit board, the circuit base board which provides an electrical pathway to components mounted on the board
"PCBA"	printed circuit boards assembly, the PCB after mounting various components, such as resistors, integrated circuits and capacitors, depending on the application and desired characteristics of the board
"SMT"	surface mount technology, a method in which the electrical components are mounted directly onto the surface of a printed circuit board
"SoC"	systems-on-chip, programmable integrated circuit that integrates CPU, memory interfaces, on-chip input/output devices, input/output interfaces and secondary storage interfaces, often alongside other components such as radio modems and a graphics processing unit, all on a single substrate or microchip
"SOP"	start of production, which signifies the transition from the development and testing phase to manufacturing and commercialization, when the solutions are ready for mass production and delivery
"system-level"	the design, analysis, integration or management of a system as a whole, taking into account its overall architecture, constituent components, interfaces and interactions, rather than addressing any individual component or function in isolation.
"tier-one supplier"	automotive system integrator, which supplies assembled components or systems directly to OEMs

FORWARD-LOOKING STATEMENTS

We have included in this document forward-looking statements. Statements that are not historical facts, including statements about our intentions, beliefs, expectations or predictions for the future, are forward-looking statements.

We have included in this document forward-looking statements that are not historical facts but relate to our intentions, beliefs, expectations or predictions for future events and conditions which may not occur. They appear in a number of places throughout this document and include, but are not limited to, statements regarding our intentions, beliefs or current expectations concerning, among other things, our business, results of operations, financial position, liquidity, prospects, growth, strategies and the industries and markets in which we operate or may operate in the future. Even though these statements have been made by our Directors after due and careful consideration and on bases and assumptions that we believe are fair and reasonable at the time, they nevertheless involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. In addition, even if our results of operations, financial position and liquidity as well as the development of the markets and the industries in which we operate are consistent with the forward-looking statements contained in this document, those results or developments may not be indicative of results or developments in subsequent periods. Some of the risks are listed in the section entitled "Risk Factors" and elsewhere in this document. In some cases, you can identify these forward-looking statements by words such as "aim," "anticipate," "believe," "continue," "could," "expect," "intend," "may," "might," "plan," "potential," "predict," "project," "propose," "seek," "should," "will," "would" or similar expressions, or, in each case, their negative or other variations, or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. These forward-looking statements include, without limitation, statements relating to:

- any changes in the laws, rules and regulations of the central and local governments in the PRC and other jurisdictions, and the rules, regulations and policies of the relevant governmental authorities relating to all aspects of our business and our business plans;
- our business and operating strategies and our ability to implement such strategies;
- our ability to control or reduce costs;
- our capability to identify and integrate suitable acquisition targets;
- our future business development, results of operations and financial condition;
- determination of the fair value of our Shares;
- our dividend policy;
- our proposed use of **[REDACTED]** from the **[REDACTED]**;
- our future capital needs and capital expenditure plans;
- capital market development;
- exchange rate fluctuations and restrictions;
- other statements in this document that are not historical facts;
- other factors beyond our control; and
- risks identified under the section entitled "Risk Factors" in this document.

FORWARD-LOOKING STATEMENTS

This document also contains market data and projections that are based on a number of assumptions. The markets may not grow at the rates projected by the market data, or at all. The failure of the markets to grow at the projected rates may materially and adversely affect our business and the **[REDACTED]** of our Shares. In addition, due to the rapidly changing nature of the PRC economy and our industry, projections or estimates relating to the growth prospects or future conditions of the markets are subject to significant uncertainties. If any of the assumptions underlying the market data prove to be incorrect, actual results may differ from the projections based on these assumptions. You should not place undue reliance on these forward-looking statements.

We do not guarantee that the transactions and events described in the forward-looking statements in this document will happen as described, or at all. Actual outcomes may differ materially from the information contained in the forward-looking statements as a result of a number of factors, including, without limitation, the risks and uncertainties set forth in the section entitled "Risk Factors" in this document. You should read this document in its entirety and with the understanding that actual future results may be materially different from what we expect. The forward-looking statements made in this document relate only to events as of the date on which the statements are made or, if obtained from third-party studies or reports, the dates of the respective studies or reports. Since we operate in an evolving environment where new risks and uncertainties may emerge from time to time, you should not rely upon forward-looking statements as predictions of future events. We undertake no obligation, beyond what is required by law, to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made, even when our situation may have changed. All forward-looking statements in this document are qualified by reference to this cautionary statement.

RISK FACTORS

You should carefully consider all of the information in this document, including the risks and uncertainties described below, before making an ***[REDACTED]*** *in our H Shares. The following is a description of what we consider to be our material risks. Any of the following risks could have a material adverse effect on our business, financial condition and results of operations. In any such case, the* ***[REDACTED]*** *of our H Shares could decline, and you may lose all or part of your* ***[REDACTED]****.*

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

We believe there are certain risks and uncertainties involved in our operations, some of which are beyond our control. We have categorized these risks and uncertainties into: (i) risks relating to our business and industry; (ii) risks relating to doing business in the places where we operate; and (iii) risks relating to the **[REDACTED]**.

Additional risks and uncertainties that are presently not known to us or not expressed or implied below or that we currently deem immaterial could also harm our business, financial condition and results of operations. You should consider our business and prospects in light of the challenges we face, including those discussed in this section.

RISKS RELATING TO OUR BUSINESS AND INDUSTRY

Our operational results are subject to risks inherent to the automotive market.

We provide intelligent driving and vision safety solutions and products for vehicle models of the automotive OEMs. As a result, our operational results are subject to the risks inherent to the automotive market. The nature, timing and extent of changes in industry-wide conditions are largely unpredictable. In particular, the automotive market is still rapidly evolving, characterized by changing technologies, prices and competitive landscape, government regulations, industry standards and consumer demand and behaviors. Our future growth is to a certain extent dependent on the demand for, and upon consumers' willingness to purchase, the vehicles of OEMs, which may be affected by a number of factors, many of which are beyond our control, including changes in economic condition, regulatory evolvement, purchasing power, fuel prices and advancements in alternative transportation technologies. For example, in periods of economic downturn or uncertainties, consumers may defer or reduce their spending on new vehicles, which would lead to a decrease in the demand for our solutions and products. If the automotive market does not develop as we expect or develops more slowly than we expect, our business, prospects, financial condition and results of operations will be materially and adversely affected.

The intelligent driving and vision safety industry in which we operate is highly competitive and we may not be able to compete effectively.

The intelligent driving and vision safety industry in which we operate is highly competitive. We primarily compete with other large-scale solutions providers that focus on developing and commercializing intelligent driving and vision safety solutions. Our future success will depend on our ability to emerge and sustain as a leader in our targeted markets by continuing to develop and deliver intelligent driving and vision safety solutions in a timely manner and to effectively compete with existing and new competitors. If we do not have or in the future gain more financial resources, more sophisticated technological capabilities, broader customer base and more stable relationships than our competitors, we may not be able to respond more quickly and effectively to new or changing opportunities, technologies, regulatory requirements or user demand than our competitors.

We may also face competition from new entrants who may offer lower prices or new technologies and solutions, and thus the industry in which we operate may be more competitive in the future. Increased competition could result in lower sales, prices or profit margins or loss of market share. Further, we may be required to make substantial additional investments in R&D, sales and marketing, recruiting and retaining top scientists and innovative talents, and acquiring technologies complementary to, or necessary for, our current and future solutions in order to respond to such competitive threats, and we cannot assure you that such measures will be effective.

If we are unable to compete successfully, or if we need to take costly actions in response to the actions of our competitors, our business, results of operations and financial condition may be materially and adversely affected.

We may not be able to develop and introduce new solutions and products that adapt to changing market demand and customer needs in a timely manner.

Our success depends on our ability to develop and introduce new solutions and products that incorporate and integrate the latest technological advancements. A swift change in the technologies that our customers prefer would significantly affect our business prospects. Failure to adapt to the rapidly evolving technology environment could damage our relationships with customers and lead them to seek alternative sources of supply. To remain competitive, we must continue to enhance and improve the responsiveness, functionality and features of our solutions and products. For example, we have expanded our existing technology capabilities beyond the automotive sector to other application scenarios, such as low-altitude economy. However, there can be no assurance that we will be able to keep up with the technology evolution, or effectively use new technologies, recoup the costs of developing new technologies or adapt our proprietary technologies or solutions in a cost-effective and timely manner to meet customer requirements or emerging industry standards.

We may encounter significant unexpected technical and production challenges or delays in completing the development of new and enhanced solutions and products in a cost-effective manner. As such, we need to invest significant resources in R&D, design innovative, accurate and safety and comfort-enhancing functions that differentiate our solutions and products from those of our competitors, continually improve the reliability of our intelligent driving and cockpit technologies, cooperate effectively on new designs and development with our customers, suppliers and business partners, respond effectively to technological changes and solutions announcements by our competitors and adjust to changing customer requirements, market conditions and regulatory standards quickly and cost-effectively.

If there are delays in, or if we fail to complete as expected or at all, the development of new and enhanced solutions and products, we may not be able to satisfy our customers' requirements, acquire additional design wins with existing or new customers, or achieve broader market acceptance of our solutions and products, and hence our business, results of operations, financial condition and competitive position would be materially and adversely affected.

Pricing pressures from our customers who possess significant bargaining power may materially and adversely affect our business prospects and results of operations.

Many of our current and target customers, such as automotive OEMs, possess significant bargaining power over their suppliers, including us, because they are large corporations with stringent standards for procuring solutions and products and probably have competitive internal solutions. According to Frost & Sullivan, the supply chain for automotive OEMs is highly competitive. The growing competition among established players and new market entrants in such supply chain further exacerbates the pricing pressures we face. As such, we may face continued pricing pressure from automotive OEMs and other customers to reduce prices, and as a result our business, results of operations and financial condition may be materially and adversely affected. Pricing pressures beyond our expectations may further intensify as automotive OEMs pursue restructuring, consolidation and cost-cutting initiatives. Under such circumstances, if we are unable to offset price reductions or introduce new solutions and products with higher sale prices or gross profit margins, our profitability would be materially and adversely affected.

We have been and intend to continue investing significantly in R&D, which may not generate the results we expect and therefore may adversely affect our short-term cash flow, liquidity and profitability.

We are focusing on our R&D efforts across intelligent driving solutions and intelligent cockpit solutions, as well as expanding into new businesses such as drone solutions, autonomous agricultural robots and general robotics solutions. We have been investing heavily in our R&D to maintain our full-stack capabilities in perception, planning, and control algorithms, and to keep pace with the industry's technological evolution. Our research and development expenses were RMB27.9 million, RMB37.5 million, RMB48.7 million, RMB20.5 million and RMB25.0 million in 2023, 2024, 2025 and the six months ended June 30, 2025 and 2026, respectively. We may continue to incur significant research and development expenses in the future.However, there can be no assurance that our efforts will deliver the benefits we anticipate. The results of our development activities are inherently uncertain, and we may not be able to obtain and retain qualified R&D personnel. Even if we succeed in R&D and generate the results we expect, we may still encounter practical difficulties in commercializing our development results. New technologies could render our technologies, technological infrastructure or solutions that we are developing or plan to develop obsolete or unattractive, thereby limiting our ability to recover related development costs, which could adversely affect our revenue, profitability and market share. As such, our R&D efforts may not contribute to our future results of operations and such contribution may not meet our expectations or even cover the costs of our R&D efforts, which may materially and adversely affect our business, results of operations, financial condition and competitive position.

There can be no assurance that our efforts in seeking design wins for our solutions and products will succeed.

We invest significant efforts in obtaining design wins from our initial contact with automotive OEMs to their choosing our solutions and products for incorporation into one or more of their specific vehicle models. We may invest significant resources pursuing, but fail to achieve, a design win for our solutions and products. In addition, after a design win, it is typically difficult for a solution or product that did not receive design win to displace the winner until the automotive OEM has a new demand or request for quotation, because an automotive OEM will generally not change complex technologies already integrated in its systems until a vehicle model is revamped. The company with the winning design may also have an advantage with the automotive OEM henceforth because of its established relationship with the automotive OEM, which would make it more difficult for competitors to win the designs for other vehicle models of the same automotive OEM. In addition, despite the growing number of design wins obtained by us during the Track Record Period, there is no guarantee that such projects will eventually reach mass production nor any guarantee that the respective selling prices and commercial terms of our solutions and products for such projects will be favorable to us. If we fail to obtain design wins in the future or the design wins we obtain are not on acceptable commercial terms, our business, results of operations and financial condition would be adversely affected.

Our existing customers may not purchase our solutions or products in any certain quantity or at any certain price.

We typically receive preliminary estimates from our customers of their anticipated production volumes for the models after we obtain the design win. Those estimates may be revised significantly by our customers, potentially multiple times, and may not be representative of future production volumes. Accordingly, there can be no assurance that these customers will purchase our solutions or products in large quantities or at all and at a price that will be profitable to us. If a vehicle model for which we obtain the design win is unsuccessful or our customer decides to delay, discontinue or reduce production of a vehicle model or the use of our solutions or products in a vehicle model, our sales could be less than what we anticipate, and our anticipation of revenue stream or inventory management may also be adversely impacted. Moreover, pricing estimates are made at the time of a request for quotation, and, as a result, changing market or other conditions may require us to sell our solutions or products for a lower price than we initially expected. If we are unable to save sufficient production cost or introduce solutions or products with additional features and functionality at a higher price to offset price reductions, our business, results of operations and financial condition may be materially and adversely affected.

Our development strategies may not succeed, which may materially and adversely affect our business, financial condition and results of operations.

We have implemented comprehensive business strategies, including developing new technologies and expanding our operations. We have been and will continue introducing new solutions and products and improving existing ones to meet market demand and customer needs. For example, leveraging our accumulated technologies, expertise and experiences, we are expanding into the new industries and application scenarios, such as low-altitude economy, agricultural robots and other general robotics applications. In addition, to address increased customer demands and capture the market opportunities, we are constructing a new production facility in Wuhu, Anhui Province, which will primarily support the manufacturing of our intelligent driving solutions and products, and is expected to complete construction in May 2027.

However, there can be no assurance that our strategies are accurate or correct in terms of aligning with the market development, including technological advancements, industry trends and end-user preferences. If any of our business strategies are proven to deviate from such market development, it could have a negative impact on our business, financial condition and results of operations. In addition, we may fail to obtain the necessary resources to fund our future plans or employ suitable personnel to manage our expanded business. If we are unable to develop and introduce new solutions and products and improve existing solutions and products in a cost-effective and timely manner, our business, financial condition, results of operations and competitive position would be materially and adversely affected.

We relied on a limited number of major customers during the Track Record Period. The loss of any major customer or a significant reduction in their orders could materially and adversely affect our financial condition.

A significant portion of our revenue was derived from a limited number of major customers during the Track Record Period. Our revenue generated from our five largest customers in each period of the Track Record Period amounted to RMB103.0 million, RMB137.8 million, RMB248.6 million and RMB183.8 million, respectively, accounting for 93.2%, 60.1%, 51.7% and 54.7% of our total revenue in 2023, 2024, 2025 and the six months ended June 30, 2026, respectively. Revenue from our single largest customer in each period of the Track Record Period accounted for 47.5%, 17.0%, 16.4%, and 14.8% of our total revenue in the same periods, respectively. We cannot assure you that our existing customers will sustain their current level of business relationships with us. They may decide to discontinue using our solutions and products in their vehicle models, either by developing their own solutions or products or cooperating with our competitors. To the extent that the performance of our solutions or products does not meet customer expectations, or our

relationships with one or more major customers are impaired for any reason, we may lose future business with such customers, and as a result, we may have to find alternative major customers and our ability to generate substantial revenue would be adversely impacted. Additionally, our customers' production levels are influenced by a wide range of factors that may be beyond our control, including supply chain challenges and market conditions. If our major customers reduce or terminate their business with us, or if we are unable to negotiate favorable commercial arrangements with them, or if we fail to secure new customers on favorable terms, our business, results of operations, and financial condition could be materially and adversely affected.

The sales results of our solutions and products will partially depend on the accurate and effective deployment and operation by third parties on, and overall user experience of, the end products.

The sales results of our solutions and products will partially depend on the abilities of OEMs and tier-one suppliers to accurately and effectively deploy and operate our solutions and products on their systems or vehicle models. For example, our intelligent driving solutions control various vehicle functions including steering, navigation and braking, and should be integrated effectively with the other systems of the vehicles developed by the automotive OEMs. Although we did not experience any material issue or receive any material complaint on the interoperability of our solutions and products with the system or vehicle models developed by OEMs or tier-one suppliers during the Track Record Period, there can be no assurance that our solutions and products will always be integrated effectively at the requisite level of interoperability in the vehicle models. In addition, the sales results of a vehicle model depend on the overall user experience of, among other things, human machine interface, vehicle space, vehicle interior and operability, which are all beyond our control. The vehicle models integrated with our solutions and products may generate poor sales results due to poor overall user experience of such vehicle models, which, in turn, may materially and adversely affect the sales results of our solutions.

We may not be able to successfully complete any further acquisitions or enhance post-acquisition performance, which could adversely affect our business prospects.

We may make acquisitions when appropriate opportunities arise in the future. However, acquisition targets may have unknown or contingent liabilities, including liabilities for failure to comply with evolving requirements or interpretations of relevant laws, regulations and rules. We cannot assure you that our due diligence conducted will uncover all material unknown or contingent liabilities or other negative developments, such as bankruptcy, insolvency, liquidation or dissolution, or that the acquisition targets will be viable. In particular, we are subject to the significant risks and uncertainties in connection with target valuation, integration of target's business and brands, and the anticipated benefits, synergies, cost savings, or efficiencies. We may also suffer reputational and financial harm for actual or alleged inferior service or harm that occurred at the acquisition targets prior to our acquisition and need to respond to claims initially as dissatisfied customers will likely pursue their claims against the acquisition targets and us. Moreover, we may suffer reputational and financial harm if the acquisition targets were subject to any administrative penalties prior to our acquisition.

Additionally, our ability to successfully consummate any future acquisitions is subject to various risks and uncertainties, including: (i) there may be significant risks associated with the valuation of acquisition targets, and we may overvalue an acquisition or assume undisclosed liabilities, which could result in significant losses or impairment charges; (ii) failure to identify suitable acquisition targets or have to engage in intense competition for attractive acquisition targets, which may make it difficult to complete such acquisitions on commercially acceptable terms or at all; (iii) failure to obtain sufficient financing on acceptable terms or at all, to fund such acquisitions; and (iv) failure to obtain or secure regulatory approvals and third-party consents necessary to consummate such acquisitions.

Even if we are able to consummate any acquisitions, our ability to grow our business through any future acquisitions remains subject to further risks and uncertainties which could materially and adversely affect our business, financial condition and results of operations, including that: (i) we may fail to successfully integrate the acquisition targets' operations, personnel, technologies, products, and brands with our existing business and operations, which may result in operational disruptions, loss of key personnel, or diminished brand value; (ii) we may fail to effectively manage a larger, growing business, operating in new geographic regions; and (iii) the acquired business may not provide us with the anticipated benefits, synergies, cost savings, or efficiencies we had projected.

If we suffer reputational or financial harm caused by unknown or contingent liabilities of the acquisition targets, or if we are unable to consummate acquisitions and successfully grow our business through any future acquisitions, our business and prospects could be adversely affected. Further, the process of pursuing and consummating acquisitions as well as integrating and managing acquired businesses, whether or not successful, could divert our resources and management attention from our existing business and impair our ability to successfully manage and grow our business organically.

Our historical performance may not be indicative of our future growth or financial results. If we fail to effectively manage the growth of our business, our business, financial condition and results of operations could deteriorate.

We achieved substantial business growth during the Track Record Period. Our revenue increased by 107.2% from RMB110.6 million in 2023 to RMB229.2 million in 2024, by 109.7% to RMB480.6 million in 2025, and further by 164.2% from RMB127.3 million in the six months ended June 30, 2025 to RMB336.3 million in the six months ended June 30, 2026.

However, rapid scaling places significant demands on our supply chain, R&D capacity and workforce, and may lead to unforeseen delays, cost overruns or quality issues. In addition, our future growth depends on factors beyond our control, including: (i) intensifying competition from OEM in-house programs, established tier-one suppliers and new entrants with alternative technologies; (ii) softening demand for vehicle computing solutions in China and other key markets; (iii) extended sales cycles or delays in R&D, testing, certification and commercialization of new solutions and software features; (iv) evolving regulatory requirements for functional safety, cybersecurity, data privacy and over-the-air updates; (v) supply-chain constraints, export controls or tariffs limiting our access to advanced chips or other critical components; (vi) challenges in scaling manufacturing capacity while maintaining quality; (vii) our ability to attract, develop and retain technical talent; (viii) intellectual property disputes or infringement claims; and (ix) macroeconomic or geopolitical events that reduce vehicle production, vehicle electrification or end-customer spending.

Our historical performance may not be indicative of our future growth or financial results. If we fail to effectively manage the growth of our business, our business, financial condition and results of operations could be materially and adversely affected. In particular, our financial condition and results of operations may deteriorate. Because we operate in a nascent, fast-moving industry, our forecasts require significant judgment and are subject to substantial uncertainty, and if the assumptions underlying our growth strategy prove incorrect, our revenue, gross margins, cash flow and overall financial condition could deviate materially from our expectations, and the price of our securities could decline.

We recorded net losses and had net operating cash outflows during the Track Record Period.

In 2023, 2024, 2025 and six months ended June 30, 2025 and 2026, we recorded loss for the year of RMB46.8 million, RMB107.6 million, RMB95.8 million, RMB47.7 million and RMB35.1 million, respectively. Such net losses were primarily attributable to (i) our business expansion and ramping up economies of scale; (ii) impact of the acquisition of Shanghai Yuzhou; (iii) finance costs incurred to support working capital requirements; and (iv) finance costs on redemption financial liabilities. See "Business — Business Sustainability — Factors Contributing to Our Historical Losses" for details. Our ability to grow our business and improve profitability will depend on the performance of our existing solutions and products, the successful implementation of our strategic initiatives, our pricing capabilities, and the commercialization of our expanded solutions and products offerings. Specifically, as we plan to further expand our solutions and products offerings into other industries or application scenarios, such as drones, autonomous agricultural robotics and general-purpose robots, we are expected to incur upfront investment and additional costs and expenses. Our profitability could also be affected by a number of factors, many of which are beyond our control, including regulatory evolvement, changes in economic condition, and industry competition. As a result, if we are unable to effectively manage our business growth, expand our business operations, negotiate favorable pricing arrangement, or control our costs and expenses, we could continue to incur losses and there might not be a specific schedule that we can generate profits.

Furthermore, we recorded net cash outflow in operating activities of RMB88.6 million, RMB125.6 million, RMB78.1 million, RMB17.3 million and RMB110.1 million in 2023, 2024, 2025 and six months ended June 30, 2025 and 2026, respectively. Such net cash outflow in operating activities was primarily due to (i) our losses for the relevant periods and to (ii) the increases in our working capital, in particular our trade and bills receivables, which is in line with our business growth. Given that we expect to continue to invest in research and development, production capacity and market expansion, there can be no assurance that we will be able to generate net cash inflows from operating activities in the future. If we cannot generate sufficient cash inflows from operating activities in the future, our business, results of operations and liquidity may be adversely affected.

We may be exposed to credit risk arising from our trade and bills receivables. Failure to collect our trade and bills receivables in a timely manner or at all could have a material and adverse impact on our business, financial condition, liquidity and prospects.

During the Track Record Period, our trade and bills receivables primarily represent receivables from customers for sales of our solutions and products involving intelligent driving solutions and intelligent cockpit solutions. As of December 31, 2023, 2024, 2025 and June 30, 2026, our trade and bills receivables amounted to RMB72.3 million, RMB114.4 million, RMB261.6 million, RMB311.6 million, respectively. Our trade and bills receivables turnover days were 204.1 days, 148.7 days, 142.8 days, and 154.3 days in 2023, 2024, 2025 and the six months ended June 30, 2026, respectively. See "Financial Information — Discussion of Certain Key Items of Consolidated Statements of Financial Position" for details. We cannot assure you that we will be able to collect all or any of our trade and bills receivables on time, or at all. If the financial condition of our customers deteriorates, or if they delay or default on their payment obligations, we may not be able to receive such customers' payment of uncollected debts in full, or at all, and may be required to record significant impairment losses on trade and bills receivables. The occurrence of such event would materially and adversely affect our financial condition and results of operations.

We may experience supply shortages, long lead times and increased costs of raw materials and key components, any of which could disrupt our supply chain, increase our production costs, adversely affect our profitability and delay deliveries of our solutions and products to customers.

We depend on third-party suppliers to provide individual components such as automotive-grade chips, structural module, lens, PCBs and other electronic components for our solutions and products and we expect to continue to do so for future products. Any shortages or delays in the supply of our raw materials and key components, in particular the automotive-grade chips, whether by specific vendors or by the chip industry generally, could result in occasional price adjustments or cause delays in our production and delivery to customers. Purchases attributable to our five largest suppliers in each period of the Track Record Period accounted for 54.4%, 42.2%, 44.2% and 42.3% of our total purchases in 2023, 2024, 2025 and the six months ended June 30, 2026, respectively, and purchases attributable to our single largest supplier in each period of the Track Record Period accounted for 34.9%, 12.2%, 17.4%, and 11.9% of our total purchases in the same periods, respectively.

We may in the future experience component shortages and price fluctuations of certain key components and materials, and the predictability of the availability and pricing of these components may be limited. Component shortages or pricing fluctuations could be material in the future. In the event of a component shortage, supply interruption or material pricing increase by suppliers of these components, we may not be able to develop alternative sources in a timely manner or at all in the case of limited sources. Developing alternative sources of supply for these components may be time-consuming, difficult, and costly, and we may not be able to source these components on terms that are acceptable to us, or at all, which may increase our production costs and undermine our ability to fill customer orders in a timely manner. The loss of any supplier for any reason could lead to design changes, production delays and potential loss of access to important technologies, any of which could result in quality issues, delays and disruptions in deliveries, negative publicity and damage to our brand. In addition, our suppliers may fail to comply with applicable laws and regulations, or they may be involved in product liability claims or incidents of negative publicity. This could cause delays in shipment of our solutions and products and could adversely affect our relationships with customers.

If we are unable to keep up with demand for our solutions and products because of failing to obtain the materials and components needed to successfully manufacture and deliver our solutions and products in a timely manner, our business could be materially impaired, and market acceptance for our solutions and products could be adversely affected.

We may be subject to the risks associated with international trade policies, export controls and economic sanctions, geopolitics and trade protection measures.

Our business operations are connected with a broad range of international markets, whether directly through our overseas sales or indirectly through the overseas operations and sales of our customers. Unfavorable government policies related to international trade, including economic sanctions, export controls, tariffs and other trade restrictions, or changes in diplomatic relations between China and foreign countries or regions, have the potential to impact the sales of our solutions and products. If key domestic customers face substantial tariff barriers or other trade restrictions when exporting vehicles containing our solutions and products, such as an escalation in global trade disputes or the introduction of targeted measures against electric vehicles or their key components, these customers may seek to pass on a portion of the resulting costs upstream through the supply chain. Recent trade tensions, such as the ongoing U.S.-China trade dispute, have led to significant fluctuations in tariff rates, export controls and other restrictive measures targeting high-technology goods, semiconductors and electronics. Our solutions and products could be incorporated into various types of end products and be imported into the United States, with tariff, if any, to be borne by the importing party. Companies who import the products may wish to pass on the additional tariff to us, their other suppliers or their customers. Even if the tariff is not passed on to us, the reduced competitiveness of our customers' end products could lead to reduction or cancellation of their purchase orders from us.

The Export Administration Regulations (the "**EAR**") regulate U.S. export control, and the Bureau of Industry and Security (the "**BIS**") of the Department of Commerce administers the EAR. The U.S. export control regime regulates the export, reexport, transfer or disclosure of certain items, including commodities, software, and technology to non-U.S. jurisdictions and non-U.S. persons based on the nature of the relevant item, as well as the destination, end-user or end-use. The BIS also maintains lists of individuals and entities subject to enhanced export control restrictions. One such list, the Entity List, includes foreign persons that are subject to specific license requirements and other restrictions under the EAR. In recent years, the United States has added an increasing number of entities to the Entity List and other restricted party lists. Due to the sudden and unpredictable nature of these decisions, it is challenging to foresee developments in this area. The United States has recently strengthened export control and economic sanctions on China, including adding certain PRC entities or individuals onto Entity List and other sanctions lists that limit their access to certain U.S.-origin goods, software, and technologies, items that contain certain portions of U.S.-origin goods, software or technologies, and foreign direct products of certain U.S.-origin software, technologies or equipment. These policies have introduced uncertainties to global supply chains, limited access to critical raw materials and components, and increased production and compliance costs for companies operating in affected industries. If these trade restrictions or geopolitical tensions escalate, we may face additional risks such as reduced access to key markets, strained customer relationships and loss of market opportunities. Furthermore, if the scope of the Entity List or other restricted party lists is expanded, additional customers or other parties relevant to our business may become subject to export control restrictions. Similarly, if the jurisdictional scope or substantive restrictions under the EAR are broadened, our ability to sell products to, or otherwise conduct business involving, certain downstream customers may be adversely affected. Any such developments could result in a reduction in customer demand, disruption to our business relationships or loss of business opportunities, which could in turn adversely affect our business, results of operations and financial condition.

In addition, on August 9, 2023, the Biden Administration issued the Executive Order on Addressing United States Investments in Certain National Security Technologies and Products in Countries of Concern granting the U.S. government the authority to establish and enforce an outbound investment screening regime. On October 28, 2024, the Department of the Treasury issued the Provisions Pertaining to U.S. Investments in Certain National Security Technologies and Products in Countries of Concern (the "**Final Rule**") to implement an Outbound Investment Security Program that restricts certain investments by U.S. persons. The Final Rule, which became effective on January 2, 2025, targets certain investments by U.S. persons involving persons and entities associated with "countries of concern," currently comprising PRC, that engaged in activities in certain sectors such as semiconductors and microelectronics, quantum information technologies or artificial intelligence (which the Final Rule defines as "**covered activities**"). The persons and entities from countries of concern engaged in covered activities are defined as "covered foreign persons." The Final Rule imposes prohibition or notification requirements on a wide range of investments by U.S. persons subject to the Final Rule, which are defined as "covered transactions," include acquisitions of equity interests, certain debt financing, joint ventures, and certain investments as a limited partner in a non-U.S. person pooled investment fund. In December 2025, the U.S. enacted the National Defense Authorization Act for Fiscal Year 2026, which contemplates further rulemaking and potential amendments to the existing outbound investment restrictions framework. If the scope of the Final Rule is further expanded, including through an expansion of the categories of covered activities, covered foreign persons or covered transactions, or a narrowing of the applicable exceptions, certain investments in us by U.S. persons may become subject to additional restrictions, notification requirements or compliance considerations. Any such regulatory developments may increase the compliance burden on U.S. investors, cause certain U.S. persons to adopt a more cautious approach towards **[REDACTED]** in us, adversely affect **[REDACTED]** sentiment towards us and, consequently, negatively impact the **[REDACTED]** or **[REDACTED]** of our H Shares or our ability to raise capital.

Failure to pay the social insurance premium and housing provident funds for and on behalf of our employees in accordance with applicable laws and regulations of the PRC may subject us to penalties and have an adverse impact on our financial conditions and results of operations.

In accordance with the PRC Social Insurance Law (《中華人民共和國社會保險法》) and the Regulations on the Administration of Housing Fund (《住房公積金管理條例》) and other relevant laws and regulations, China has established a social insurance and housing provident fund system. Social insurance includes basic pension insurance, basic medical insurance, work-related injury insurance, unemployment insurance, and maternity insurance. An employer is required to make contributions to the statutory social insurance and housing fund for its employees in accordance with the rates provided under relevant regulations and withhold the contribution amounts to be paid by the employees themselves. Pursuant to applicable PRC laws and regulations, if the employer fails to register and establish an account for housing provident fund contributions, the authority could order the employer to correct it within a prescribed time limit, where failure to do so at the expiration of the time limit shall result in a fine of not less than RMB10,000 nor more than RMB50,000 being imposed. Furthermore, in light of the Article 19(1) of the Supreme People's Court's Interpretation (II) on Several Issues Concerning the Application of Law in Labor Dispute Cases (《最高人民法院關於審理勞動爭議案件適用法律問題的解釋(二)》) (the "**New Judicial Interpretation**"), promulgated on July 31, 2025, and effective as of September 1, 2025, if an employer and an employee agree or the employee undertakes that social insurance contributions need not be paid, the People's Court shall deem such agreement or undertaking invalid. Furthermore, where an employer fails to pay social insurance contributions in accordance with the law, and the employee seeks to terminate the labor contract and claims economic compensation from the employer pursuant to Article 38(3) of the PRC Labor Contract Law, the People's Court shall support such claims, in which case, the employer remains liable for paying economic compensation (calculated as the number of years of employment multiplied by the monthly salary) to the employee, notwithstanding any prior agreement to waive social insurance contributions. See "Regulatory Overview — Laws and Regulations Relating to Labor Protection, Social Insurance and Housing Provident Fund" for details.

We have complied with the statutory social security insurance fund and housing fund obligations applicable to us under the laws and regulations in China in all material aspects during the Track Record Period and up to the Latest Practicable Date. During the Track Record Period and up to the Latest Practicable Date, we did not made full contributions to the social insurance premium and housing provident fund based on the actual salary level of some of our employees as prescribed by relevant laws and regulations. As of the Latest Practicable Date, no competent government authorities imposed administrative actions, fines or penalties on us with respect to this incident or required us to settle the outstanding amount of social insurance payments and housing provident fund contributions. See "Business — Our Employees — Insurance and Housing Provident Fund." However, we cannot assure you that the relevant government authorities will not impose new requirements on us according to laws, regulations or local policies published by the relevant government authorities in the future, such as ordering us to make supplemental social insurance and housing provident fund contributions, imposing late fees or fines on us or ordering us to take other measures, any of which may materially and adversely affect our business, financial condition and results of operations.

We are expanding our business into international markets, which exposes us to legal, regulatory, and economic risks in multiple jurisdictions.

Our business and results of operations are affected by our ability to execute our globalization strategy, which primarily involves actively expanding our footprint in overseas markets, including Europe, Southeast Asia, and South America. Operating internationally subjects us to additional risks and challenges such as: (i) legal, regulatory, political, economic and commercial instability and uncertainty; (ii) changes in foreign tax and tariff rules, regulations and other requirements, such as changes in tax rates and statutory and judicial interpretations of tax laws; (iii) changes in international trade policies and regulations, including those relating to economic sanctions, export

controls and import restrictions, as well as trade barriers such as the imposition of tariffs; (iv) difficulty in coping with possible conflicts of laws resulting from import/export control measures in different jurisdictions where we operate; (v) changes in foreign country regulatory requirements, including data privacy laws; (vi) complexities relating to compliance with foreign anti-bribery, anti-corruption and anti-money laundering regulations and antitrust laws; (vii) difficulty in obtaining or enforcing intellectual property rights; (viii) difficulty in enforcing agreements and collecting overdue receivables through local legal systems; (ix) changes in geopolitical situations, especially those in jurisdictions where we do business; (x) strict foreign exchange controls and cash repatriation restrictions; inflation and/or deflation, and changes in interest rates; (xi) trade customer insolvency and the inability to collect accounts receivable; (xii) misconduct by our customers beyond our control, including but not limited to breaching the agreements with them and laws and regulations of various jurisdictions that are applicable to them; and (xiii) labor disputes and work stoppages at our operations and suppliers; and (xiv) increased costs associated with maintaining the ability to understand local markets and follow their trends.

Our international expansion plans will place increased demands on our operational, managerial and administrative resources. In particular, we face regulatory uncertainties and may incur substantial compliance costs when we enter into a new overseas market. Regulations in different overseas markets could vary significantly. Being compliant with laws and regulations in one jurisdiction does not necessarily mean our business practice would comply with laws and regulations in another jurisdiction and we may need to make adjustments to our business accordingly to comply with local laws. Non-compliance may subject us to sanctions by regulatory authorities, to monetary penalties, or to restrictions on our activities, which may result in a material adverse effect on our business, financial condition and results of operations in the relevant overseas market.

Furthermore, international trade friction, tariffs, and protectionist policies could hinder our ability to export products or reduce the competitiveness of our solutions and products in foreign markets. We also have to closely monitor changes in local laws and international trade policies, and complete all necessary procedures and filings accordingly. If we fail to manage these risks effectively, our international expansion and overall business prospects could be materially and adversely affected.

If we fail to manage our inventory effectively, our results of operations, financial condition and liquidity may be materially and adversely affected.

Our inventories primarily comprise raw materials, work in progress and finished goods. As of December 31, 2023, 2024, 2025 and June 30, 2026, we had inventories net of impairment of RMB54.5 million, RMB85.3 million, RMB99.7 million and RMB94.2 million, respectively. We manage our inventory based on customer demand forecasts and production plans to ensure adequate inventory to meet our customer demand while optimizing relevant costs.

However, our ability to forecast market demand for our solutions could be affected by many factors beyond our control. Actual demand may differ from forecasts due to changes in customer production schedules or market fluctuations. Unpredicted fluctuations in the customer demand for or production plans of our solutions and products may affect our ability to keep sufficient inventories to deliver solutions in a cost-effective and timely manner. If we overestimate demand, our mismanagement of inventory could result in inventory levels in excess of customer demand, inventory write-downs and the sale of excess inventory at discounted prices, particularly given the rapid iteration of automotive electronic products. Conversely, if we underestimate demand, we may face inventory shortages and lose sales opportunities.

Our inventory turnover days were 205.8 days, 123.6 days, 80.1 days and 64.1 days in 2023, 2024, 2025 and the six months ended June 30, 2026, respectively. As our business expands, our inventory obsolescence risk may also rise with the increase in our inventories. As such, we may record inventory provisions in the future. Any failure to effectively manage our inventory could materially and adversely affect our business, financial condition and results of operations.

Our success depends on our ability to attract and retain key management and technical personnel.

Our growth relies on the expertise of our senior management and core R&D team comprising algorithm, software and system engineers. The loss of key personnel or inability to attract new talent could hinder our innovation and business execution. Our ability to compete effectively depends to some extent on our ability to retain and motivate existing employees and attract new talents. We may need to offer higher compensation and other benefits to attract and retain key personnel and our compensation and benefits payments may increase unexpectedly or at a greater rate than expected. If we lose the services of any member of our management or qualified personnel, we may not be able to locate suitable or qualified replacements in a timely manner and/or at reasonable cost, or at all. Our failure to attract and retain key management or qualified personnel and any increase in staffing costs to retain such personnel could have a negative impact on our ability to maintain our competitive position and grow our business, and may have a material adverse effect on our business, financial condition, results of operations and prospects.

Our key employees are subject to confidentiality terms and non-compete arrangements. However, there can be no assurance that such terms or arrangements can be fully enforced. If any of our management or other key personnel joins or establishes a competing business, we may lose some of our customers, which may have a material adverse effect on our business, results of operations and financial condition.

If additional capital for our business growth is not available, we may experience liquidity constraints and our business, results of operations and financial condition may be materially and adversely affected.

Our ability to sustain growth and remain competitive currently requires significant investment in various aspects of our business, including technology development, market expansion and talent acquisition. During the Track Record Period, we primarily funded our cash requirements from bank borrowings and **[REDACTED]** we received from Pre-**[REDACTED]** Investments. However, we may face pressure on our capital position if our future capital requirements exceed our available funds. A shortage of funds may impede our ability to maintain adequate investment in R&D, hinder the adoption of new technologies and delay the development of new solutions and products. Furthermore, inadequate financing may limit our marketing and business expansion efforts, hamper our ability to fulfill our obligations and negatively impact our business prospects, operations and performance. Additionally, a strained financial position may hinder our ability to attract and retain top talents, thereby undermining our competitiveness and hindering our ability to execute our growth strategy.

Furthermore, our financing capacity may be limited by factors beyond our control, such as macroeconomic policies, economic conditions, interest rate environment and market sentiments. If our financing capacity become restricted, we may experience liquidity constraints that could adversely affect our ability to operate and grow our business. As a result, we may require additional capital resources to fund our future growth and development, but we may not be able to obtain financing on commercially favorable terms, or at all. Any failure to secure financing on acceptable terms could negatively impact our business, results of operations, financial condition and prospects. We may also be required to accept unfavorable financing terms, which could dilute our Shareholders' ownership interests, increase our financing costs, or restrict our financial flexibility. Such financing terms may also contain covenants that could limit our operations, including our ability to incur additional debt or make certain investments, which may adversely impact our business.

We are subject to seasonality in the automotive industry.

Our revenue, cash flow and results of operations are affected by seasonal fluctuations in demand for our solutions and products, which are primarily driven by the seasonal nature of the automotive industry which influences our customer demands. For example, given our OEMs customers usually deliver more of their vehicle models towards the year end, it can have an impact on our delivery of our intelligent driving and intelligent cockpit solutions and products in the fourth

quarter of each year. As a result, our delivery of relevant solutions and products typically increase in the second half of the year. See "Business — Seasonality" and "Financial Information — Key Factors Affecting Our Results of Operations — Seasonality." As we believe that this pattern is likely to continue in the foreseeable future, quarterly comparisons of our operating results may not be useful and our results of operations in any particular period will not necessarily be indicative of the results of operations to be expected for any future period. If our growth rate declines or seasonal spending becomes more pronounced, seasonality could have a material impact on our revenue, cash flow and operating results from period to period.

We may not be able to protect our intellectual property rights, and our ability to compete could be harmed if our intellectual property rights are infringed by third parties.

There can be no assurance that we can prevent third parties from infringing upon our intellectual property rights. Unauthorized use of our intellectual properties, unfair competition, defamation or other violations of our rights by our employees and/or third parties may harm our brand and reputation, and the expenses incurred in protecting our intellectual property rights may materially and adversely affect our business. We may, from time to time, be required to institute litigation, arbitration or other proceedings to enforce our intellectual property rights, which may be time-consuming and expensive to resolve and could divert our management's attention regardless of the outcome, and adversely affect our business, financial condition and results of operations.

It can be difficult to register, maintain and enforce intellectual property rights in the jurisdictions where we operate. Laws and regulations are subject to judicial interpretation and enforcement and may not be applied consistently. Preventing any unauthorized use of our intellectual properties is difficult and costly and the steps we take may be inadequate to prevent the misappropriation of our intellectual properties. In addition, our trade secrets may be leaked or otherwise become available to, or be independently discovered by, our competitors. Any failure in protecting or enforcing our intellectual property rights may have a material and adverse effect on our business, financial condition, results of operations and prospects.

We may infringe intellectual property rights of third parties, which can lead to time-consuming and costly intellectual property infringement claims.

We may inadvertently infringe on third-party IP rights, leading to costly litigation or licensing fees. We use open-source software, which carries risks if not managed in compliance with license terms, as the copyright holders of such open-source software may change binding license obligations from time to time unilaterally. In addition, there may be third-party trademarks, patents, copyrights, know-how or other intellectual property rights that are infringed upon by our products, solutions, services or other aspects of our business without our knowledge. Holders of such intellectual property rights may seek to enforce such intellectual property rights against us in the PRC or other jurisdictions. If any third-party infringement claims are brought against us, we may be forced to divert our management's attention and other resources from our business and operations to defend these claims, regardless of their merits.

Additionally, the application and interpretation of the PRC laws relating to intellectual properties, and the procedures and the standards for granting trademarks, patents, copyrights, know-how or other intellectual property rights in the PRC are still evolving, and there can be no assurance that the PRC courts or regulatory authorities would agree with our analysis. If we were found to have violated the intellectual property rights of any third party, we may be subject to liability for our infringing activities or may be prohibited from using such intellectual properties, and we may incur licensing fees or be forced to develop alternatives of our own. In such events, our business, financial condition, results of operations and prospects may be materially and adversely affected.

Confidentiality agreements and non-compete covenants with employees may not adequately protect our proprietary rights.

We have devoted substantial resources to the development of our technology and know-how. Although we enter into employment agreements with confidentiality, non-compete covenants and intellectual property ownership clauses with our key employees, there can be no assurance that these agreements will not be breached, that we will have adequate remedies for any breach in time or at all, or that our proprietary technology, know-how or other intellectual properties will not otherwise become known to third parties. Costly and time-consuming litigation could be necessary to enforce and determine the scope of our proprietary rights, and failure to obtain or maintain protection for our proprietary rights could adversely affect our business, financial condition, results of operations and competitive position.

Undetected defects, errors or bugs of our solutions and products could adversely affect our business, financial condition and results of operations.

Our intelligent driving and intelligent cockpit solutions and products are critical to vehicle safety. We may offer solutions and products that are affected by substandard quality or unsatisfactory performance due to design and manufacturing defects. The consequences of such solution or product defects may be severe and we may be subject to claims for contract breaches or be liable for property damage or even bodily injuries and harms. Any defects, malfunctions, or failure to meet safety standards could lead to accidents, product recalls, legal claims, and significant reputational damage. Besides errors in the design, R&D and production of our solutions and products, defects may also be caused by defective raw materials and components delivered by our suppliers and integrated in our solutions. As we do not have direct control over the quality of the materials and intermediate products manufactured or supplied by third parties, we are exposed to risks relating to the quality of such materials and intermediate solutions. Furthermore, notwithstanding our established quality control and supplier management systems, there is no assurance that we will be able to identify all quality issues, particularly those arising from defective raw materials and components delivered by our suppliers, which could materially and adversely affect our reputation and operation.

In addition, we may manufacture particular solutions or products pursuant to specifications and quality requirements set by our customers. If our solutions or products do not meet the specifications and quality requirements stipulated by our customers, relevant production may be discontinued until the cause of the defect has been identified and remedied, and we may also be subject to litigation, lose customers, suffer negative publicity and our business, results of operations and financial condition could be adversely affected. Furthermore, as our customers may incorporate our solutions or products to their vehicle models, and after their assembly process, sell such vehicle models to end consumers, we may also be exposed to potential product liability claims from end consumers, in case that any safety damage results from the use of our solutions or products even though we do not directly sell to such end consumers.

Therefore, our failure to maintain the consistent quality control throughout our production process may result in the substandard quality or unsatisfactory performance of our solutions or products, which may cause significant damage to our market reputation and lead to a decrease in our sales volume. While we have not experienced any material quality issues leading to fines, product recall orders, or material customer complaints during the Track Record Period, there can be no assurance that we will not experience any material product liability losses in the future, or that we will be able to defend such claims at a contained level of cost.

We are subject to the evolving regulatory requirements regarding the end markets of our solutions and products.

Government regulations have imposed stringent requirements on vehicle safety in general and in the context of intelligent driving. While we believe that the enhancement of automotive safety standards could present a market opportunity for our solutions and products, evolving regulatory requirements could also be challenging to satisfy and may adversely affect our portfolio of solutions and products and business operations. Government safety regulations are subject to changes driven by a number of factors that are beyond our control, including new technologies, adverse publicity regarding recalls and safety risks of intelligent and autonomous driving, accidents involving intelligent and autonomous driving, domestic and foreign political situations, and litigation relating to intelligent and autonomous driving as well as data privacy. New legislation or changes in the regulatory requirements, as well as changes or evolution in court interpretation of those regulations, with respect to the automotive intelligence solutions industry could adversely affect our business, and requires continuous monitoring of laws and regulations and an ongoing compliance process to ensure that we are in compliance with existing laws and regulations in each market where we operate. Our compliance cost could be substantial given the evolving nature and complexity of the relevant laws and regulations.

We may be subject to complex and evolving laws and regulations regarding privacy and data protection.

In recent years, government authorities across the world have been increasingly focusing on privacy and data protection. Particularly in China, the substantial base of our business operations, the PRC government has enacted a series of laws and regulations on the protection of personally identifiable data in the past few years. See "Regulation Overview — Laws and Regulations Relating to Cyber Security, Data Security and Protection of Personal Information" for details. We may be subject to laws and regulations regarding privacy and data protection in China and other areas and jurisdictions. In addition, as our customers expand their footprints globally, they may leverage our solutions in other countries or territories outside China and are thus required to comply with laws and regulations regarding privacy and data protection in such jurisdictions. As a result, we may be required to upgrade our solutions to help them comply with such laws and regulations.

We have adopted various measures to ensure legal compliance. See "Business — Data Security and Privacy" for more information. However, the laws and regulations regarding privacy and data protection in China, are generally complex and evolving, with uncertainty as to the interpretation and application thereof. As such, we cannot assure you that our privacy and data protection measures are, and will be, always considered sufficient under applicable laws and regulations. Additionally, the effectiveness of our privacy and data protection measures is also subject to system failure, interruption, inadequacy, security breaches or cyberattacks. If we are unable to comply with the then-applicable laws and regulations, or to address any privacy and data protection concerns, such actual or alleged failure could damage our reputation, deter current and potential customers from using our solutions and could subject us to significant legal, financial and operational consequences.

We may incur substantial costs to comply with applicable 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.

If we fail to obtain and maintain the requisite licenses and approvals, our results of operation and financial condition may be materially and adversely affected.

The intelligent driving and vision safety industry in which we operate is highly regulated. In accordance with the PRC laws and regulations, we are required to maintain certain approvals, licenses and permits in order to operate our businesses in the PRC. As advised by our PRC Legal Advisor, we had obtained the requisite licenses, permits, approvals and certificates from applicable authorities which are material to our operations, and such licenses, permits, approvals and certificates are valid and effective as of the Latest Practicable Date. See "Business — Licenses,

Approvals and Permits." Nevertheless, there can be no assurance that we will be able to obtain and/or renew all of the approvals, licenses and permits required for our existing business operations upon expiration in a timely manner, or at all. If we fail to obtain or maintain any of the required licenses or approvals or make the necessary filings in any of the jurisdiction where we operate, we may be subject to penalties such as the imposition of fines and discontinuation or restriction of our operations. Any such penalties may disrupt our business operations and materially and adversely affect our business, results of operations and financial condition.

Any failure to offer high-quality maintenance and support services for our customers may harm our relationships with them and, consequently, our business.

As we continue to grow our customer base, we need to be able to continue to provide efficient customer support that meets our customer demand at scale. We may not be able to recruit or retain sufficient qualified support personnel with experiences in supporting customers of our solutions and products. As a result, we may be unable to quickly respond to accommodate short-term increases in customer demand for technical support or maintenance assistance. We also may be unable to modify the future scope of our maintenance services and technical support to compete with changes in the technical services provided by our competitors. Any failure to maintain high-quality maintenance and support services would harm our business. If we experience increased customer demand for support and maintenance, we may face increased costs that might harm our results of operations. If we are unable to provide efficient customer maintenance and support, our business may be harmed. Our ability to attract new customers is highly dependent on our business reputation and positive recommendations from our existing customers. Any failure to maintain high-quality maintenance and support services, or any market perception that we do not maintain high-quality maintenance and support services for our customers, would harm our business.

Our employees and business partners may engage in intentional or negligent misconduct, or violate our internal policies and laws, which could impair the quality of our solutions, products and service, cause us to lose customers or subject us to liabilities.

We risk compromising the quality of our solutions and products if our employees and business partners, such as suppliers of raw materials and components, contract manufacturers and technical service providers, do not perform in accordance with our standards. We have internal policies and guidelines to monitor and ensure the solutions and products delivered to our customers are of satisfactory standard. In addition, we have adopted and strictly implemented a series of procedures designed to verify the integrity and qualifications of our employees before they are engaged, and of partners prior to any cooperation. However, there can be no assurance that such verification procedures will always be effective.

Nevertheless, we cannot guarantee that our employees and business partners will not engage in any intentional or negligent misconduct. Furthermore, we may be exposed to the risks of fraud or other unlawful activities committed by our employees and business partners. Fraud or other unlawful activities by our employees and business partners may include making unauthorized misrepresentation to our customers, misappropriating third-party intellectual property and other proprietary rights, misusing sensitive customer information and engaging in bribery or other unlawful payments. In any such event, we could incur liability to our customers or any other third parties.

Any claims could subject us to costly litigation and affect our financial condition, and may distract the attention of our management regardless of whether the claims have merit. Any claims could result in complaints from our customers or other third parties, regulatory or legal liabilities or damages to our reputation.

RISK FACTORS

Any significant cost overruns may materially and adversely affect our business, financial condition and results of operations.

Cost overruns may stem from unexpected increases in the cost of materials or labor, or technological development challenges that were not anticipated, and can lead to a significant strain on our financial condition. As a result, our financial condition can be adversely affected as we may have to allocate more capital to cover these overruns, potentially leading to the increased debt. This can also affect our creditworthiness and our ability to secure future financing on favorable terms. There is no assurance that our actual costs incurred will not exceed the estimated costs, due to under-estimation of costs, excessive wastage, inefficiency, damage or unforeseen additional costs incurred during the course of our business. Any under-estimation of costs, delay or other circumstances resulting in cost overruns may adversely affect our profitability, business operation and financial performance.

We might experience work stoppage, labor shortage and other labor related matters, which may disrupt our normal operation and adversely affect our reputation and results of operations.

We have implemented comprehensive policies and measures to protect the welfare and working conditions of our employees, including providing competitive remuneration packages, including salary and allowances and performance-based bonuses. See "Business — Our Employees." Despite our best efforts, we cannot guarantee we will not face any labor-related issues, including labor disputes, strikes or the inability to attract and retain qualified workers, which may lead to work stoppages or labor shortages and significantly impact our ability to meet customer demands and fulfill orders within the expected time frames. Furthermore, such labor-related matters could incur addition costs associated with resolving labor disputes, hiring temporary workers or implementing contingent plans to mitigate the impact of labor shortages. These additional expenses, coupled with potential revenue losses from delayed deliveries, may negatively affect our profitability and overall results of operations.

Our risk management and internal control systems may not be adequate or effective.

We have developed and implemented comprehensive risk management and internal control policies that encompass various aspects of our business operations to supervise and address a spectrum of operational, financial, legal and market risks that may be or have been identified. While we seek to improve our risk management and internal control systems on a continuous basis, we cannot assure you that these systems are sufficiently effective. See "Business — Risk Management and Internal Control." Since our risk management and internal control systems depend on implementation by our employees, we cannot assure you that our employees or other related third parties are sufficiently or fully trained to implement these systems, or that their implementation will be free from human error or mistakes. If we fail to timely update, implement and modify, or fail to deploy sufficient human resources to maintain our risk management policies and procedures, our business, results of operations, financial condition and prospects could be materially and adversely affected.

Defects in our software or algorithms, or any malfunction, unexpected system failure, interruption, insufficiency or security breaches of our information technology networks and systems, could materially and adversely affect our reputation, business and results of operations.

Our solutions rely on complex software and algorithms. Despite rigorous testing, our software may contain bugs, errors, or vulnerabilities that are not discovered until after deployment. Such defects could lead to system failures, safety incidents, or negative user experiences, resulting in reputational damage and potential liability.

In addition, we rely on information technology networks and systems for electronic communications among our personnel, customers, manufacturers and suppliers and for synchronization with our manufacturers and logistics providers on demand forecast, order placements and manufacturing and service status and capacity. These information technology

systems, some of which are managed by third parties, may be susceptible to damage, disruptions or shutdowns due to failures during the process of upgrading or replacing software, databases or components, power outages, hardware failures, computer viruses, attacks by computer hackers, telecommunication failures, user errors or catastrophic events. If our information technology systems suffer damage, disruption or shutdown, we may incur substantial costs in repairing or replacing these systems.

Failures in information technology systems, as well as defects in our software and algorithms, especially those related to automotive safety and associated data, could potentially lead to problems with our solutions and products, resulting in physical injuries or even fatalities to drivers, passengers and other individuals. If we do not effectively resolve the issues in a timely manner, our business, results of operations and financial condition may be materially and adversely affected, and we could experience delays in reporting our financial results.

We may be involved in administrative penalties, legal proceedings and disputes, which could materially and adversely affect our reputation, business, results of operations and financial condition.

We operate in a regulated environment and may be involved in administrative penalties, legal proceedings and commercial or contractual disputes in the ordinary course of our business. We cannot assure you that we will not be involved in various legal proceedings, regulatory investigations and other disputes with customers, suppliers, or employees in the future, which may expose us to additional risks and losses.

In addition, we may have to pay legal costs associated with any such disputes, including fees relating to appraisal, auction, execution and legal advisory services. Litigation and other disputes may lead to inquiries, investigations, administrative penalties and proceedings by regulatory authorities and other governmental agencies and may result in damage to our reputation, additional operating costs and diversion of resources and management's attention from our core business. The disruption of our business due to judgments, arbitration and legal proceedings against us, significant administrative penalties, or adverse adjudications in proceedings against our Directors, senior management or key employees may materially and adversely affect our reputation, business, results of operations, financial condition and prospects.

Our leased properties may be subject to non-compliance or challenges that could potentially affect our future use of them.

We have leased certain properties in China for storage, production, employee dormitories and office premises. Pursuant to the Measures for Administration of Lease of Commodity Properties (商品房屋租賃管理辦法), which was promulgated by the Ministry of Housing and Urban-Rural Development of the PRC (中華人民共和國住房和城鄉建設部) on December 1, 2010 and became effective on February 1, 2011, both lessors and lessees are required to file the lease agreements for registration and obtain property leasing filing certificates for their leases.

As of the Latest Practicable Date, 12 of our 14 lease agreements in China had not been registered with the competent authority. While the lack of registration will not affect the validity of the leases under PRC laws and regulations, we may be ordered by the relevant government authorities to register the relevant leases within a prescribed period, failing which we may be subject to a fine ranging from RMB1,000 to RMB10,000 for each non-registered lease. As of the Latest Practicable Date, we had not been subject to any penalties arising from the non-registration of lease agreements. If any of our leases is terminated or becomes unenforceable as a result of challenges from third parties, we would need to seek alternative properties and incur relocation costs. Any relocation could lead to disruptions to our operations and adversely affect our business, financial conditions and results of operations. As our leases expire, we may face difficulties renewing them, either on commercially acceptable terms or at all. Our inability to enter into new leases or renew existing leases on terms acceptable to us could materially and adversely affect our business, results of operations or financial condition. See "Business — Properties — Leased Properties" for details.

Our insurance coverage may not be sufficient to cover all losses or potential claims by our customers which would affect our business, results of operations and financial condition.

We face various risks in connection with our business, and may lack adequate insurance coverage or have no relevant insurance coverage. As of the Latest Practicable Date, we had obtained and maintained insurance policies that we believe are customary for businesses of our size and type and in line with standard commercial practice in China. As of the Latest Practicable Date, we had not maintained product liability insurance, and do not carry any business interruption or litigation insurance. See "Business — Insurance." We cannot guarantee that a product liability claim or other litigation will not be brought against us in the future, or that we will be able to purchase product liability insurance or other related insurance on acceptable terms. If we were to incur substantial losses or liabilities due to fire, explosions, floods or other natural disasters, disruption in our network infrastructure, production facilities or business operations, or any material litigation, our results of operations could be materially and adversely affected. Our current insurance coverage may not be sufficient to prevent us from suffering any loss and there is no certainty that we will be able to successfully claim our losses under our current insurance policy on a timely basis, or at all. If we were held liable for uninsured losses or amounts and claims for insured losses exceeding the limits of our insurance coverage, our business, financial condition and results of operations may be materially and adversely affected.

Negative publicity and allegations involving us, our Shareholders, Directors, officers, employees and business partners may affect our reputation and, as a result, our business, financial condition and results of operations may be negatively affected.

Negative publicity and allegations involving us, our Shareholders, Directors, officers, employees and business partners, or the intelligent driving market as a whole, may materially and adversely harm our brand image and reputation, and cause deterioration in the level of market recognition of, and trust in, the solutions and products provided by us, thereby resulting in reduced sales volumes and revenue, potential loss of business partners as well as the loss of highly qualified personnel with specialized skills. In addition, such negative publicity may come from malicious harassment or unfair competition acts by third parties, which are beyond our control. Such negative publicity may also result in the diversion of management's attention, and governmental investigations or other forms of scrutiny, which may have a material and adverse effect on our business, financial condition, results of operations and prospects.

We are subject to environmental, health, and safety (EHS) regulations. Changes in Environmental, Social and Governance (ESG) compliance requirements could have an adverse impact on our business, operating results and financial condition.

Our manufacturing processes must comply with EHS laws. Violations could lead to fines or production shutdowns. Additionally, with the rising awareness of ESG issues, including with respect to waste disposal, packaging waste, greenhouse gas emissions and environmental protection, more stringent laws and regulations that affect our business operations may be adopted. Accordingly, we may need to devote more effort and resources to ensure our compliance with such laws or regulations. We have adopted a series of measures aiming to ensure our compliance with the ESG-related laws and regulations applicable to us. See "Business — Environmental, Social and Governance." There can be no assurance that these measures can effectively help us to navigate the complex and evolving regulatory environment. Changes in existing ESG-related laws and regulations or the promulgation of new ESG-related laws and regulations may increase our compliance costs, and accordingly may have an adverse impact on our business, results of operations and financial performance.

Our operations may be disrupted by natural disasters, pandemics, or force majeure events.

Our manufacturing facilities are concentrated in specific regions (e.g., Zhejiang, Guangdong and Anhui). Natural disasters or outbreaks could suspend operations and affect delivery. Any future occurrence of force majeure events, natural disasters or outbreaks of epidemics and contagious diseases, including pandemic, avian influenza, severe acute respiratory syndrome, H1N1 influenza or Ebola virus, may materially and adversely affect our business, financial condition and results of operations. An outbreak of an epidemic or contagious disease could result in a widespread health crisis and restrict the level of business activities in affected areas, which may, in turn, materially and adversely affect our business.

Moreover, natural disasters such as snowstorms, earthquakes, fires and floods can cause physical damage to our production facilities, equipment and inventory which could result in production delays, inventory shortages and obsolete, which could increase our impairment and costs for repairs and replacements. Additionally, these events can lead to power outages, communication interruptions and transportation disruptions, further hampering business operations.

Our Controlling Shareholders have substantial influence over our Group and their interests may not be aligned with the interests of our other Shareholders.

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

RISKS RELATING TO DOING BUSINESS IN THE PLACES WHERE WE OPERATE

Changes in economic, political and social conditions, as well as government policies, laws and regulations, and industry practice guidelines in the jurisdictions where we operate could have a material and adverse effect on our business, financial condition, results of operations and prospects.

Substantially all of our business, assets and operations are located in China. Accordingly, our business, financial condition and results of operations are subject to the economic, political, social and regulatory environment in the PRC.

During the past decades, the PRC government has taken various actions to promote the market economy and the establishment of sound corporate governance of business entities. Through strategically allocating resources, controlling the payment of foreign currency denominated obligations, setting monetary policy and providing governmental policy support to particular industry or companies, it also exerts significant influence over China's economic growth.

Our performance has been and will continue to be affected by China's economy, which, in turn, is influenced by the global economy. The uncertainties relating to the global economy as well as the political environment in various regions of the world will continue to impact China's economic growth. There can be no assurance that we will be able to predict all the risks and uncertainties that we face in relation to current economic, political, social and regulatory developments, which might be beyond our control, and materially and adversely affect our business and operations as well as our financial performance.

Changes in currency conversion policies may adversely affect the value of your [REDACTED].

We may convert a portion of our revenue into other currencies to meet our foreign currency obligations, such as payments of operating costs and expenses and payments of dividends declared in respect of our H Shares, if any. Shortages in the availability of foreign currency may restrict our ability to remit sufficient foreign currency to pay dividends, or otherwise satisfy our foreign currency-denominated obligations. Under existing PRC foreign exchange regulations, the foreign exchange expenditure under the current items shall be paid by an institution with its self-owned foreign exchange upon valid documents or with the foreign exchange purchased from any financial institution operating the foreign exchange sale or settlement business in accordance with the administrative provisions of the foreign exchange administrative department of the State Council on the payment and purchase of foreign exchange. In addition, the foreign exchange expenditure under the capital items shall be paid by an institution with its self-owned foreign exchange upon valid documents or with the foreign exchange purchased from any financial institution operating the foreign exchange sale or settlement business in accordance with the administrative provisions of the foreign exchange administrative department of the State Council on the payment and purchase of foreign exchange. If the administrative provisions require the approval of a foreign exchange administrative organ, the approval must be obtained before making foreign exchange Payments.

According to relevant foreign exchange rules, where any material imbalance in international receipts and payments occurs or may occur, the PRC government may implement necessary safeguards and other measures. There can be no assurance that regulations regarding the remittance of RMB into or out of the PRC will not change in the future.

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

Under the current tax laws and regulations in China, non-Chinese resident individuals and non-Chinese resident enterprises are subject to different tax obligations with respect to the dividends paid to them by us and the gains realized upon the sale or other disposition of our H Shares.

Non-Chinese resident individuals are required to pay individual income tax at a rate of 20% under IIT law for the interests, dividends and bonuses they obtain from China. Accordingly, we are required to withhold such tax from dividend payments, unless applicable tax treaties between China and the jurisdiction in which the foreign individual resides reduce or provide an exemption for the relevant tax obligations. Generally, in accordance with the Notice on Matters Concerning the Levy and Administration of Individual Income Tax After the Repeal of Guo Shui Fa [1993] No. 045 issued by the SAT (《國家税務總局關於國税發[1993]045號文件廢止後有關個人所得税徵管問題的通知》), when a tax rate of 10% is not applicable, the withholding company shall: (i) return the excess tax amount pursuant to due procedures if the applicable tax rate is lower than 10%; (ii) withhold such foreign individual income tax at the effective tax rate agreed on if the applicable tax rate is between 10% and 20%; or (iii) withhold such foreign individual income tax at a rate of 20% if no taxation treaty is applicable.

For non Chinese-resident enterprises that do not have establishments or premises in China, and for those who have establishments or premises in China but whose income is not related to such establishments or premises under the EIT law, dividends paid by us and gains realized by such foreign enterprises upon the sale or other disposition of Shares are ordinarily subject to China enterprise income tax at a rate of 20%. In accordance with the Circular on Issues Relating to the Withholding of Enterprise Income Tax by Chinese Resident Enterprises on Dividends Paid to Overseas Non-Chinese 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》) issued by the SAT, such tax rate has been reduced to 10%.

If there is any change to applicable tax laws and regulations or in the interpretation or application of such laws and regulations, the value of your **[REDACTED]** in our H Shares may be materially affected.

We may be subject to additional regulatory requirements under new laws and regulations on overseas [REDACTED] and [REDACTED] issued by PRC government authorities.

On July 6, 2021, the relevant PRC government authorities issued the Opinions on Strictly Cracking Down Illegal Securities Activities in Accordance with the Law (《關於依法從嚴打擊證券違法活動的意見》). These opinions emphasize the need to strengthen the administration over illegal securities activities and the supervision on overseas **[REDACTED]** by China-based companies and propose 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.

On February 17, 2023, the CSRC promulgated the Trial Administrative Measures for 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**") along with five relevant guidelines, which became effective on March 31, 2023. The Overseas Listing Trial Measures require, among others, that PRC domestic companies that seek to initially offer and list securities in overseas markets, either directly or indirectly, shall file the required documents with the CSRC within three business days after its application for overseas listing is submitted. As advised by our PRC Legal Advisors, the **[REDACTED]** will be considered a direct overseas **[REDACTED]** and **[REDACTED]** activity by a PRC domestic company under the Overseas Listing Trial Measures. A rescission of any such approval or filing obtained by us would subject us to sanctions by the CSRC or other PRC regulatory authorities, and such failure may materially adversely affect our ability to finance the development of our business. Furthermore, if the filing procedure with the CSRC under the Overseas Listing Trial Measures is required for any future offerings, listing or any other capital raising activities, we cannot guarantee that we could complete such filing procedure in a timely manner, or at all.

Payment of dividends is subject to laws and regulations in regions where we operate.

Under the PRC laws, dividends may be paid only out of distributable profits. Our distributable profits represent our distributable net profits less appropriations to statutory surplus reserve, general reserve, and discretionary surplus reserve (as approved by our Shareholders' meeting). Our distributable net profit represents the lowest of (i) our net profit attributable to our equity holders for a period plus distributable profits or net of accumulated losses, if any, at the beginning of such period, as determined under PRC GAAP, and (ii) our net profit attributable to our equity holders for the period plus distributable profits or net of accumulated losses, if any, at the beginning of such period, as determined under IFRS Accounting Standards. As a result, we may not have sufficient distributable profits to make dividend distributions to our Shareholders in the future, including in respect of periods where we register an accounting profit. Any distributable profits that are not distributed in a given year are retained and available for distribution in subsequent years.

The service of legal documents or the enforcement of judgments rendered by courts outside the Chinese Mainland in respect of us or our management shall comply with the statutory procedures and requirements of the Chinese Mainland.

[REDACTED] outside the Chinese Mainland should note that the service of legal process or the enforcement of judgments rendered by courts outside the Chinese Mainland in respect of us or our management would be subject to the legal procedures and requirements of the Chinese Mainland. Recognition and enforcement of a judgment issued by a court of another jurisdiction in the Chinese Mainland are governed by the relevant laws, regulations and judicial practices of the Chinese Mainland. Currently, the Chinese Mainland has entered into treaties on reciprocal recognition and enforcement of judgments in certain jurisdictions, and the Chinese Mainland courts may recognize and enforce foreign judgments in accordance with applicable legal provisions and on a case-by-case basis.

On July 14, 2006, China and Hong Kong signed the Arrangement on Reciprocal Recognition and Enforcement of Judgments in Civil and Commercial Matters by the Courts of the Mainland and of the Hong Kong Special Administrative Region Pursuant to Choice of Court Agreements between

Parties Concerned (《最高人民法院關於內地與香港特別行政區法院相互認可和執行當事人協議管轄的民商事案件判決的安排》) ("**Arrangement**"), which came into effect on August 1, 2008. Pursuant to the Arrangement, a party with an enforceable final court judgment rendered by any designated Mainland court or any designated Hong Kong Special Administrative Region court requiring payment of money in a civil and commercial case according to a choice of court agreement in writing may apply for recognition and enforcement of the judgment in the relevant Mainland court or Hong Kong Special Administrative Region court. Similarly, a party with an enforceable final judgment rendered by a Mainland court requiring payment of money in a civil and commercial case pursuant to a choice of court agreement in writing may apply for recognition and enforcement of such judgment in Hong Kong. A choice of court agreement in writing is defined as any agreement in writing entered into between parties after the effective date of the Arrangement, in which a Hong Kong Special Administrative Region court or a Mainland court is expressly identified as the court having sole jurisdiction for the dispute. Therefore, it may not be possible to enforce a Hong Kong Special Administrative Region court's verdict in the PRC if the parties to the dispute did not agree to a written choice of court agreement. On January 18, 2019, the Supreme People's Court of the PRC and Hong Kong Department of Justice entered into the Arrangement on Reciprocal Recognition and Enforcement of Judgments in Civil and Commercial Matters by the Courts of the Mainland and of the Hong Kong Special Administrative Region (《關於內地與香港特別行政區法院相互認可和執行民商事案件判決的安排》) (the "**New Arrangement**"), which seeks to establish a bilateral legal mechanism that provides clarity and certainty for the recognition and enforcement of judgments in a wider range of civil and commercial matters between Hong Kong and Chinese Mainland, based on criteria other than a written choice of court agreement. The Arrangement was superseded upon the effectiveness of the New Arrangement on January 29, 2024 but remained applicable to a "written choice of court agreement" entered into before the New Arrangement taking effect. However, there can be no assurance that all final judgments will be recognized and effectively enforced by the relevant courts.

RISKS RELATING TO THE [REDACTED]

There has been no prior [REDACTED] for our H Shares, and the [REDACTED] and [REDACTED] of our H Shares may be volatile.

Prior to completion of the **[REDACTED]**, there has been no **[REDACTED]** for our H Shares. We have applied to the Stock Exchange for the **[REDACTED]** of, and permission to **[REDACTED]**, our H Shares. However, there can be no assurance that an active **[REDACTED]** market for our H Shares will develop or be sustained after completion of the **[REDACTED]**. Pursuant to applicable PRC laws, all of the Shares in issue as of the date of this document will be subject to a lock-up period of one year from the **[REDACTED]**. If an active **[REDACTED]** for our H Shares does not develop following completion of the **[REDACTED]**, the **[REDACTED]** and **[REDACTED]** of our H Shares could be materially and adversely affected. The **[REDACTED]** is the result of negotiations between our Company and the **[REDACTED]** (for themselves and on behalf of the **[REDACTED]**), which may differ significantly from the **[REDACTED]** at which our H Shares will be **[REDACTED]** following completion of the **[REDACTED]**. The **[REDACTED]** of our H Shares may drop below the **[REDACTED]** at any time after completion of the **[REDACTED]**.

A future or perceived significant increase in the supply of our H Shares in public markets could cause the [REDACTED] of our H Shares to decrease significantly, and dilute shareholdings of holders of H Shares.

The **[REDACTED]** of our H Shares could decline as a result of future sales of a substantial number of our H Shares or other securities relating to our H Shares in the public market, or the issuance of new shares or other securities, or the perception that such sales or issuances may occur. Future sales, or anticipated sales, of substantial amounts of our securities, including any future offerings, could also materially and adversely affect our ability to raise capital at a specific time and

on terms favorable to us. In addition, our Shareholders may experience dilution in their holdings if we issue more securities in the future. New shares or shares-linked securities issued by us may also confer rights and privileges that take priority over those conferred by the H Shares.

Because the [REDACTED] per Share is higher than the net tangible book value per Share, [REDACTED] of our H Shares in the [REDACTED] will experience immediate dilution.

The **[REDACTED]** of our H Shares is higher than the net tangible book value per Share immediately prior to the **[REDACTED]**. Therefore, **[REDACTED]** of our H Shares in the **[REDACTED]** will experience an immediate dilution. Existing Shareholders will receive an increase in the **[REDACTED]** adjusted consolidated net tangible assets value per share of their shares. See Unaudited **[REDACTED]** Financial Information in Appendix II to this document for details.

Our future financing may cause dilution of your shareholding or place restrictions on our operations.

In order to raise capital and expand our business, we may consider offering and issuing additional Shares or other securities convertible into or exchangeable for our Shares in the future other than on a pro rata basis to our then existing Shareholders. As a result, the shareholdings of those Shareholders may experience dilution in net asset value per Share. If additional funds are to be raised through debt financing, certain restrictions may be imposed on our operations, which may further limit our ability or discretion to pay dividends, increase our risks in adverse economic conditions, adversely affect our cash flows or limit our flexibility in business development and strategic plans.

We cannot assure you whether and when we will declare and pay dividends.

Distribution of dividends shall be formulated by our Board of Directors at their discretion and may be subject to Shareholders' approval. A decision to declare or to pay any dividends and the amount of any dividends will depend on various factors, including but not limited to our results of operations, cash flows and financial conditions, operating and capital expenditure requirements, distributable profits as determined under IFRS, our Articles of Association, market conditions, our strategic plans and prospects for business development, contractual limits and obligations, payment of dividends to us by our operating subsidiaries, taxation and any other factor determined by our Board of Directors from time to time as being relevant to the declaration of dividend payments. As a result, there can be no assurance whether, when and in what form we will pay dividends in the future or that we will pay dividends in accordance with our dividend policy. See "Financial Information — Dividend."

Certain facts, forecasts and statistics derived from official government sources contained in this document may not be reliable and the market opportunity estimates may not be accurate.

We have derived certain facts and other statistics in this document, particularly those relating to the general economy, automotive intelligence solutions and semiconductor industries, from information provided by official government sources and other third-party sources. We have not independently verified information and statistics from official government sources, and there can be no assurance as to the accuracy and reliability of such facts and statistics. Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice and other data problems, the statistics herein may be inaccurate. You should consider carefully how much weight or importance you should attach to or place on such facts or statistics.

Market opportunity estimates included in this document, including our ability to capture a meaningful share of the relevant markets, are subject to significant uncertainty and are based on assumptions and estimates that may not prove to be accurate. The variables that go into the calculation of our market opportunity are subject to change over time, and there can be no assurance that our market opportunity estimates will materialize as anticipated. Any expansion in our market depends on a number of factors, including the cost, performance and perceived value associated with our business and those of our competitors. Even if the market in which we compete meets the size

estimates and growth forecasted in this document, our business could fail to grow at similar rates, if at all. Our growth is subject to many factors, including our success in implementing our business strategy, which is inherently subject to certain risks and uncertainties.

Forward-looking statements are subject to risks and uncertainties.

This document contains certain statements and information that are forward-looking and uses forward-looking terminology such as "anticipate," "believe," "could," "going forward," "intend," "plan," "project," "seek," "expect," "may," "ought to," "should," "would" or "will" and similar expressions. You are cautioned that reliance on any forward-looking statement involves risks and uncertainties and that any or all of those assumptions could prove to be inaccurate and as a result, the forward-looking statements based on those assumptions could also be incorrect. In light of these and other risks and uncertainties, the inclusion of forward-looking statements in this document should not be regarded as representations or warranties by us that our plans and objectives will be achieved, and these forward-looking statements should be considered in light of various important factors, including those set forth in this section. Subject to the requirements of the Listing Rules, we do not intend publicly to update or otherwise revise the forward-looking statements in this document, whether as a result of new information, future events or otherwise. Accordingly, 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.

[REDACTED] should read the entire document carefully and should not consider any particular statements in this document or in published media reports without carefully considering the risks and other information contained in this document.

The **[REDACTED]** is being made solely on the basis of the information and representations contained in this document, which are true and accurate to the best of our knowledge and belief. Any information not contained in this document should not be relied upon in making an **[REDACTED]** decision with respect to the securities being **[REDACTED]**.

Prior to the publication of this Document, there has been coverage in the media regarding us and the **[REDACTED]**, which may have contained among other things, certain financial information, projections, valuations and other forward-looking information about us and the **[REDACTED]**. **[REDACTED]** should be aware that information and opinions published by third-party sources may have been based on outdated, incomplete, or inaccurate information. These sources may also have conflicts of interest, and their opinions may not be independent or objective. The media's coverage of our Company and the **[REDACTED]** may be influenced by a wide range of factors, including the bias of individual journalists, the preferences of media outlets and the demands of advertisers.

WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES

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

WAIVER IN RESPECT OF MANAGEMENT PRESENCE IN HONG KONG

Pursuant to Rule 8.12 of the Listing Rules, our Company must have sufficient management presence in Hong Kong, which normally means that at least two 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 may be waived by having regard to, among other considerations, the applicant's arrangements for maintaining regular communication with the Stock Exchange.

Given that (i) our core business operations are principally located, managed and conducted in the PRC under the supervision of executive Directors and senior management; and (ii) our executive Directors and senior management principally reside in the PRC, our Company considers that it would be more practical for the executive Directors and senior management of our Company to remain ordinarily resident in the PRC where our Group has substantial operations. For the above reasons, we do not have, and in the foreseeable future will not have, sufficient management presence in Hong Kong for the purpose of satisfying the requirement under Rule 8.12 of the Listing Rules.

Accordingly, we have applied to the Stock Exchange for, and the Stock Exchange [has granted] us, a waiver from strict compliance with the requirements under Rules 8.12 and 19A.15 of the Listing Rules. We will ensure that there are adequate and efficient arrangements to achieve regular and effective communication between us and the Stock Exchange as well as compliance with the Listing Rules by way of the following arrangements:

(a) we have appointed Ms. Deng Pingting (鄧娉婷) ("**Ms. Deng**") and Ms. Tung Wing Yee Winnie (董穎怡) ("**Ms. Tung**"), our joint company secretaries as the authorized representatives (the "**Authorised Representatives**") for the purpose of Rule 3.05 of the Listing Rules. The Authorised Representatives will act as our principal channel of communication with the Stock Exchange and would be readily contactable by phone and email to deal promptly with enquiries from the Stock Exchange, and will also be available to meet with the Stock Exchange to discuss any matter within a reasonable period of time upon request of the Stock Exchange;

(b) to facilitate communication with the Stock Exchange, we have provided the Authorised Representatives and the Stock Exchange with the contact details of our Directors (i.e. mobile phone number, office phone number, email address and fax number (as applicable)). In the event that any of our Director expects to travel or otherwise be out of office, he or she will provide the phone number of the place of his/her accommodation to the Authorised Representatives, so that the Authorised Representatives would be able to contact all our Directors (including the independent non-executive Directors) promptly at all times if and when the Stock Exchange wishes to contact our Directors. To the best of our knowledge and information, each Director 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 after requested by the Stock Exchange;

(c) we have appointed the Compliance Adviser in compliance with Rules 3A.19 of the Listing Rules. The Compliance Adviser will, among other things and in addition to the Authorised Representatives, provide us with professional advice on continuing obligations under the Listing Rules and act as additional channel of communication of our Company with the Stock Exchange during the period from the **[REDACTED]** to the date on which our Company complies with Rule 13.46 of the Listing Rules in respect of its financial results for the first full financial year immediately after the **[REDACTED]**. The Compliance Adviser will be available to answer enquiries from the Stock Exchange and will act as an additional channel of communication with the Stock Exchange when the Authorised Representatives are not available; and

(d) meetings between the Stock Exchange and our Directors can be arranged through the Authorised Representatives or the Compliance Adviser, or directly with our Directors within a reasonable time frame.

WAIVER IN RESPECT OF JOINT COMPANY SECRETARIES

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

Note 1 to Rule 3.28 of the Listing Rules 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); and

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

Note 2 to Rule 3.28 of the Listing Rules further provides that the Stock Exchange considers the following factors in assessing the "relevant experience" of the individual:

(a) length of employment with the issuer and other issuers and the roles he/she played;

(b) familiarity with the Listing Rules and other relevant laws and regulations including the SFO, the Companies Ordinance, the Companies (Winding Up and Miscellaneous Provisions) Ordinance and the Takeovers Code;

(c) relevant training taken and/or to be taken in addition to the minimum requirement under Rule 3.29 of the Listing Rules; and

(d) professional qualifications in other jurisdictions.

Pursuant to the Guide for New Listing Applicant, the Stock Exchange will consider a waiver application by an issuer in relation to Rules 3.28 and 8.17 of the Listing Rules based on the specific facts and circumstances. Factors that will be considered by the Stock Exchange include:

(a) whether the issuer has principal business activities primarily outside Hong Kong;

(b) whether the issuer was able to demonstrate the need to appoint a person who does not have the Acceptable Qualification (as defined under paragraph 11 of Chapter 3.10 of the Guide for New Listing Applicants) nor Relevant Experience (as defined under paragraph 11 of Chapter 3.10 of the Guide for New Listing Applicants) as a company secretary; and

(c) why the directors consider the individual to be suitable to act as the issuer's company secretary.

Further, pursuant to paragraph 13 of Chapter 3.10 of the Guide for New Listing Applicants, such waiver, if granted, will be for a fixed period of time (the "**Waiver Period**") 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 can be revoked if there are material breaches of the Listing Rules by the issuer.

WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES

We have appointed Ms. Deng as one of the joint company secretaries of our Company. Ms. Deng currently serves as an executive Director and the secretary of the Board and has substantial experience in handling corporate, investor relationship management and administrative matters but personally does not possess any of the qualifications under Rules 3.28 and 8.17 of the Listing Rules and may not be able to solely fulfill the requirements of the Listing Rules. Therefore, our Company has appointed Ms. Tung, who fully meets the requirements stipulated under Rules 3.28 and 8.17 of the Listing Rules to act as one of our joint company secretaries and to provide assistance to Ms. Deng for an initial period of the Waiver Period to enable Ms. Deng to acquire the "relevant experience" under Note 2 to Rule 3.28 of the Listing Rules so as to fully comply with the requirements set forth under Rules 3.28 and 8.17 of the Listing Rules. Please refer to the section headed "Directors and Senior Management" in this document for further biographical details of Ms. Deng and Ms. Tung. The following arrangements have been, or will be, put in place to assist Ms. Deng in acquiring the qualifications and experience as the company secretary of our Company required under Rule 3.28 of the Listing Rules:

(a) Ms. Deng will attend relevant training courses, including briefings on the latest changes to the relevant applicable Hong Kong laws and regulations and the Listing Rules which will be organized by our Company's Hong Kong legal advisers on an invitation basis and seminars organized by the Stock Exchange for **[REDACTED]** issuers from time to time;

(b) each of Ms. Deng and Ms. Tung has confirmed that she will be attending a total of no less than 15 hours of training courses on the Listing Rules, corporate governance, information disclosure, investors relation as well as the functions and duties of the company secretary of a Hong Kong **[REDACTED]** issuer during each financial year as required under Rule 3.29 of the Listing Rules;

(c) Ms. Tung will assist Ms. Deng to enable her to acquire the relevant experience (as required under Rule 3.28 of the Listing Rules) to discharge the duties and responsibilities as the company secretary of our Company;

(d) Ms. Tung will communicate regularly with Ms. Deng on matters relating to corporate governance, the Listing Rules and any other laws and regulations which are relevant to our Company and its affairs. Ms. Tung will work closely with, and provide assistance to, Ms. Deng in the discharge of her duties as a company secretary, including organizing our Company's Board meetings and Shareholders' general meetings;

(e) prior to the expiry of Ms. Deng's initial term of appointment as the company secretary of our Company, we will evaluate her experience in order to determine if she has acquired the qualifications required under Rules 3.28 of the Listing Rules, and whether on-going assistance should be arranged so that Ms. Deng's appointment as the company secretary of our Company continues to satisfy the requirements under Rules 3.28 and 8.17 of the Listing Rules;

(f) we have appointed the Compliance Adviser pursuant to Rules 3A.19 of the Listing Rules which will act as the additional communication channel with the Stock Exchange (for a period commencing on the **[REDACTED]** and ending on the date on which the Company complies with Rule 13.46 of the Listing Rules in respect of its financial results for the first full financial year after the **[REDACTED]**, or until the engagement is terminated, whichever is earlier) and provide professional guidance and advice to the Company (including Ms. Deng) as to the compliance with the Listing Rules and all other applicable laws and regulations; and

(g) the waiver will be revoked if there are material breaches of the Listing Rules by our Company or if Ms. Deng ceased to be assisted by a suitably qualified person who possesses the qualifications as required under Rule 3.28 of the Listing Rules.

Accordingly, we have applied to the Stock Exchange for, and the Stock Exchange [has granted us], a waiver from strict compliance with Rules 3.28 and 8.17 of the Listing Rules. Such waiver will be revoked immediately if and when (i) Ms. Deng ceases to be assisted by a person with qualifications under Rules 3.28 and 8.17 of the Listing Rules throughout the Waiver Period, or (ii) if there are material breaches of the Listing Rules by us. We will liaise with the Stock Exchange before the end of the Waiver Period to enable it to assess whether Ms. Deng, having had the benefit of Ms. Tung's assistance for three years, will have acquired relevant experience within the meaning of Rule 3.28 of the Listing Rules so that a further waiver will not be necessary.

CONTINUING CONNECTED TRANSACTIONS

We have entered into certain transactions which will constitute partially-exempt continuing connected transactions under Chapter 14A of the Listing Rules following the completion of the **[REDACTED]**. Further particulars about such transactions together with the application for a waiver from strict compliance with the relevant requirements under Chapter 14A of the Listing Rules are set out in the section headed "Connected Transactions".

[REDACTED]

[REDACTED]

WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES

[REDACTED]

WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES

[REDACTED]

INFORMATION ABOUT THIS DOCUMENT AND THE [REDACTED]

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[REDACTED]

INFORMATION ABOUT THIS DOCUMENT AND THE [REDACTED]

[REDACTED]

DIRECTORS AND PARTIES INVOLVED IN THE [REDACTED]

DIRECTORS

Name	Address	Nationality
Executive Directors		
Mr. YJ Chen (陳寅仁)	No. 72–6, Fangcao Street 6th Neighborhood, Zhuanyao Village Changhua City Changhua County, Taiwan	Chinese (Taiwan)
Ms. Zeng Li (曾立)	Room 502, No. 149 Lane 1385, Puxiu Road Minhang District Shanghai, PRC	Chinese
Ms. Deng Pingting (鄧娉婷)	Room 107, No. 6 Lane 130, Longjiang Road Yangpu District Shanghai, PRC	Chinese
Mr. Huang Chin-Wen (黃錦文)	5F, No. 30 Alley 16 Lane 71, Jiangnan Street 10th Neighborhood, Gangqian Village Neihu District Taipei City, Taiwan	Chinese (Taiwan)
Non-executive Director		
Mr. Wang Wei (王偉)	No. 34 Dongjian Xincun Pudong New Area Shanghai, PRC	Chinese
Independent non-executive Directors		
Mr. Tao Hong Ming (陶康明)	Flat A, 31/F, Block 12 Discovery Park Tsuen Wan New Territories Hong Kong	Chinese (Hong Kong)
Ms. Tse Kan (謝勤)	Unit 2, 143 Quay Street City Centre (Auckland City) Auckland 1010 New Zealand	Singaporean
Ms. Lin Chih-Chi (林芝琦)	10F., No. 66 Xinfu Street Neighborhood 25, Zhoumeili Village Neihu District Taipei City, Taiwan	Chinese (Taiwan)

For the biographies and other relevant information of our Directors, please refer to the section headed "Directors and Senior Management" in this document.

DIRECTORS AND PARTIES INVOLVED IN THE [REDACTED]

PARTIES INVOLVED IN THE [REDACTED]

Sole Sponsor	**Guotai Junan Capital Limited** 26/F–28/F Low Block Grand Millennium Plaza 181 Queen's Road Central Hong Kong
[REDACTED]	**[REDACTED]**
Legal Advisors to our Company	*As to Hong Kong laws:* **Eric Chow & Co. in Association with Commerce & Finance Law Offices** 3401, Alexandra House 18 Chater Road Central Hong Kong *As to PRC laws:* **Commerce & Finance Law Offices** 12–15th Floor, China World Office 2 No. 1 Jianguomenwai Avenue Beijing PRC *As to PRC cybersecurity and data privacy protection law:* **Commerce & Finance Law Offices** 12–15th Floor, China World Office 2 No. 1 Jianguomenwai Avenue Beijing, PRC *As to U.S. export control, sanctions law and Outbound Investment Security Program:* **Commerce & Finance Law Offices** 12–15th Floor, China World Office 2 No. 1 Jianguomenwai Avenue Beijing, PRC
Legal Advisors to the Sole Sponsor and [REDACTED]	*As to Hong Kong laws:* **Morgan, Lewis & Bockius** 19th Floor Edinburgh Tower, The Landmark 15 Queen's Road Central Hong Kong *As to PRC laws:* **Allbright Law Offices** 9, 11, 12/F Shanghai Tower 501 Yincheng Middle Road Pudong New Area Shanghai, PRC

DIRECTORS AND PARTIES INVOLVED IN THE [REDACTED]

Auditors and Reporting Accountants	**Ernst & Young** 27/F, One Taikoo Place 979 King's Road Quarry Bay Hong Kong
Industry Consultant	**Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.** Suite 2504, Wheelock Square, 1717 Nanjing West Road, Jing'an District, Shanghai PRC
Compliance Adviser	**Eddid Capital Limited** 21/F, CITIC Tower 1 Tim Mei Avenue Central Hong Kong
Receiving Banks	[•]

CORPORATE INFORMATION

Registered Office	Room 3788, Building 2 No. 88 Huangxi West Street Lvxiang Town Jinshan District, Shanghai, the PRC
Headquarters and Principal Place of Business in the PRC	Room 19D, Building G Weijing Center No. 2337 Gudai Road Minhang District Shanghai, the PRC
Principal Place of Business in Hong Kong	Room D, 6/F Ho Lee Commercial Building 38–44 D'Aguilar Street Central, Hong Kong
Company's Website	**www.voyager-tech.com** (*Information contained on this website does not form part of this document*)
Joint Company Secretaries	Ms. Deng Pingting (鄧娉婷) Room 107, No. 6 Lane 130, Longjiang Road Yangpu District Shanghai, the PRC Ms. Tung Wing Yee Winnie (董穎怡) 31/F 148 Electric Road North Point Hong Kong
Authorized Representatives	Ms. Deng Pingting (鄧娉婷) Room 107, No. 6 Lane 130, Longjiang Road Yangpu District Shanghai, PRC Ms. Tung Wing Yee Winnie (董穎怡) 31/F 148 Electric Road North Point Hong Kong
Audit Committee	Ms. Tse Kan (謝勤) (*Chairperson*) Mr. Tao Hong Ming (陶康明) Ms. Lin Chih-Chi (林芝琦)
Remuneration Committee	Mr. Tao Hong Ming (陶康明) (*Chairperson*) Ms. Tse Kan (謝勤) Mr. YJ Chen (陳寅仁)
Nomination Committee	Mr. YJ Chen (陳寅仁) (*Chairperson*) Ms. Tse Kan (謝勤) Mr. Tao Hong Ming (陶康明)

CORPORATE INFORMATION

[REDACTED]

[REDACTED]

Principal Banks

Bank of Communications Shanghai Xinqu Branch
No. 260, New Jinqiao Road
Pudong New Area
Shanghai, PRC

Agricultural Bank of China Limited Shanghai Chongming Branch
No. 32, Renmin Road
Chongming District
Shanghai, PRC

INDUSTRY OVERVIEW

The information and statistics set forth in this section and elsewhere in this document have been extracted from the Frost & Sullivan Report commissioned by us, as well as from various official government publications and other publicly available sources. We have engaged Frost & Sullivan to prepare an independent industry report, the Frost & Sullivan Report, in connection with the ***[REDACTED]****. We believe that the sources of such information are appropriate and have exercised reasonable care in extracting and reproducing such data. We have no reason to believe that any such information is false or misleading, or that any fact has been omitted that would render such information false or misleading. Information derived from official government sources has not been independently verified by us, the Sole Sponsor, the* ***[REDACTED]****, the* ***[REDACTED]*** *and the* ***[REDACTED]****, any of their respective directors or advisers, or any other person or party involved in the* ***[REDACTED]****, and no representation is made as to its accuracy.*

OVERVIEW OF CHINA'S AUTOMOTIVE INTELLIGENCE INDUSTRY

Driven by a new round of technological revolution and industrial transformation, the global automotive industry is accelerating its transition towards an intelligent development stage characterized by software-defined functions and intelligent control. With continuous breakthroughs in AI, automotive-grade semiconductors, high-precision sensors and communication technologies, automobiles are gradually transforming from single-purpose means of transportation into intelligent mobile terminals integrating sensing, decision-making and interaction functions. Major automotive markets globally regard intelligentization as a key direction for future industry competition. Leveraging its new energy vehicle industry chain foundation, digital economy environment and policy guidance, China has developed a relatively comprehensive industry ecosystem in the large-scale application of intelligent driving functions and the adoption of intelligent cockpit features. The penetration rate of intelligent vehicles in China, equipped with both intelligent driving and intelligent cockpit solutions or products, is expected to rise from approximately 60% in 2025 to over 90% by 2030. As the level of automotive intelligentization continues to increase, demand for related software and hardware systems is expected to expand continuously, becoming an important driver supporting the medium-to long-term growth of the industry.

Automotive intelligentization is mainly reflected in two core directions, namely intelligent driving and intelligent cockpit. Intelligent driving constructs an environmental perception system based on multi-sensor fusion and combines high-computing-power computing platforms with algorithm models to achieve real-time decision-making and control of vehicle driving paths and dynamic behaviors, significantly improving vehicle safety and traffic operating efficiency while laying the foundation for advanced intelligent driving. As intelligent driving levels continue to increase, systems are subject to higher requirements for environmental perception accuracy, driver takeover capabilities and the efficiency of coordination between in-vehicle and external information, driving cockpit vision safety products to gradually become an important extension of intelligent driving systems. Cockpit vision safety products represented by DMS, OMS and CMS provide key supplementary information on human factors and the surrounding environment for intelligent driving systems by monitoring driver and occupant status in real time and enhancing the visualization of the external environment, thereby improving overall active safety. Meanwhile, intelligent cockpit ambient lighting can be linked with functions such as ADAS warnings, blind-spot alerts and fatigue warnings, transmitting risk information to drivers in a more intuitive visual manner through dynamic lighting effects and color changes, improving human-machine interaction efficiency and reducing drivers' cognitive burden, thereby further enhancing overall vision safety capabilities in intelligent driving scenarios. The development of intelligent driving and intelligent cockpit jointly drives demand for related software and hardware products, including sensor modules, domain controllers, algorithm software and vision safety functional modules. Meanwhile, with the maturation of platform-based technology architectures and general-purpose algorithm capabilities, the above software and hardware technologies are gradually extending to a broader range of intelligent mobile terminal applications, demonstrating strong replicability and application potential in emerging scenarios such as general-purpose robotics, thereby providing new growth opportunities and expanding the application boundaries of intelligent driving-related technologies.

OVERVIEW OF CHINA'S INTELLIGENT DRIVING SOLUTION INDUSTRY

Introduction to Intelligent Driving Solution

Intelligent driving solutions refer to comprehensive system solutions that use multi-sensor fusion systems and AI algorithms to conduct real-time perception, semantic understanding and dynamic modeling of the surrounding environment of a vehicle, and rely on in-vehicle computing platforms to perform path planning and vehicle control. Such solutions generally comprise core components including perception systems, decision-making and planning algorithms, and execution and control systems, and can operate in coordination with connected vehicle systems, intelligent cockpit systems and cloud platforms, thereby improving driving safety, driving comfort and traffic operating efficiency.

In terms of functional classification, intelligent driving solutions are generally categorized into different levels of increasing complexity, up to L5. Currently, ADAS have entered the stage of large-scale mass production, while L3-L5 autonomous driving solutions (ADS) remain primarily at the stages of road testing and demonstration applications in specific areas. L2+ is currently widely recognized by the industry. Although it has not been formally defined, its functions have exceeded the traditional L2 level and are gradually approaching L3 capabilities. Typical applications include highway navigation on autopilot (highway NOA), urban NOA, home-zone parking assist (HPA) and highway assist (HWA). In addition, certain industry participants and markets also use concepts such as traffic jam pilot (TJP) and highway pilot (HWP) to describe certain advanced intelligent driving functions designed for specific road and traffic scenarios based on their actual functional performance.

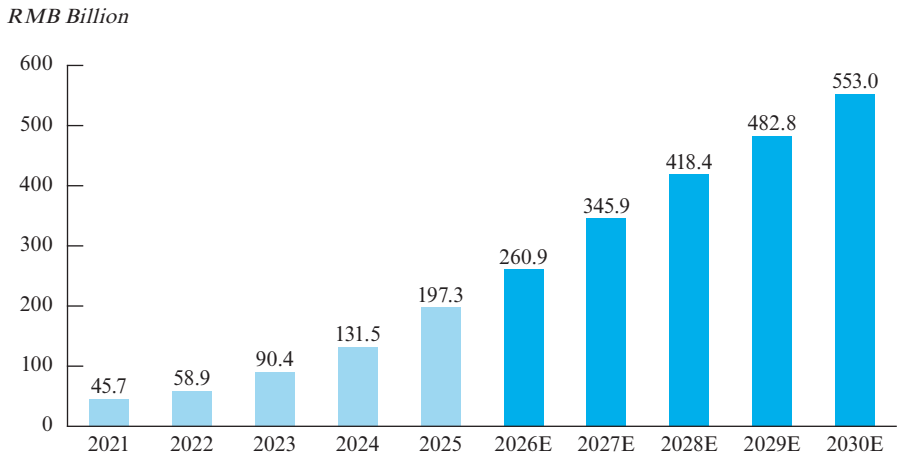
- **L0:** Primarily provides basic environmental perception and warning functions, such as lane departure warning (LDW), forward collision warning (FCW), blind spot detection (BSD);
- **L1:** Enables vehicle control in either the lateral or longitudinal dimension, such as adaptive cruise control (ACC) or lane centering control (LCC);
- **L2:** Enables simultaneous control in both the longitudinal and lateral dimensions, such as ACC and LCC, and supports functions in parking scenarios such as automated parking assist (APA), remote parking assist (RPA) and reverse driving assist (RDA);
- **L3:** Enables conditional automated driving, under which the system performs all driving tasks within specified scenarios, while the driver is required to take over the vehicle upon a system request;
- **L4:** Enables highly automated driving within specific areas or under specific operating conditions without human intervention, with typical applications including Automated Valet Parking (AVP);
- **L5:** Refers to fully automated driving under all road and environmental conditions without human intervention.

Market Size of China's Intelligent Driving Solution Industry

Against the backdrop of the intelligent transformation of the automotive industry, China's intelligent driving solutions market has maintained rapid growth, increasing from RMB45.7 billion in 2021 to RMB197.3 billion in 2025, representing a CAGR of 44.1%. Driven by the strengthening of active safety features, differentiated competition among OEMs and rising consumer awareness of safety, more intelligent driving functions are rapidly expanding from mid-to-high-end vehicle models to mass-market models, while continuing to improve in terms of perception accuracy, system stability and adaptability to complex scenarios. China's intelligent driving solutions market is also expected to maintain a steady growth trajectory, reaching RMB553.0 billion by 2030.

Market Size of China's Intelligent Driving Solution Industry, in terms of Revenue, 2021–2030E

	CAGR 2021–2025	CAGR 2026E–2030E
China's Intelligent Driving Solution Industry	44.1%	20.7%



Source: CAAM, Frost & Sullivan

Market Drivers and Development Trends of China's Intelligent Driving Solution Industry

Policy and Regulatory Drivers

The improvement of national policies and regulatory frameworks represents an important external driver for the development of the intelligent driving industry. In recent years, China has successively introduced the "Notice on Launching Pilot Programs for Market Access and Road Traffic of Intelligent Connected Vehicles" (《關於開展智能網聯汽車准入和上路通行試點工作的通知》) and the "Work Plan for Stable Growth of the Automotive Industry (2025–2026)" (《汽車行業穩增長工作方案(2025–2026年)》), supporting qualified intelligent driving functions in conducting large-scale pilot programs within designated areas and scenarios. China also issued the first batch of market access permits for L3 conditional automated driving vehicle models at the end of 2025. Meanwhile, Beijing, Shanghai, Shenzhen, Chongqing and other cities have opened high-level autonomous driving demonstration zones and expanded road testing permissions, accelerating the transition of technologies from testing to mass production. Internationally, the European Union has established a legislative framework for intelligent driving through the "Sustainable and Smart Mobility Strategy" and the "General Safety Regulation (GSR)", while the U.S. National Highway Traffic Safety Administration (NHTSA) has promoted exemptions and regulatory harmonization for autonomous vehicles and expanded commercialization pilots in states including California and Texas. As regulatory frameworks evolve from a "testing-oriented" approach towards an "market access-oriented" approach, intelligent driving solution providers with system integration capabilities and front-end mass production experience are expected to have certain first-mover advantages.

Continued Adoption of Intelligent Driving Functions Driving Demand Growth

Over the next five years, ADAS is expected to remain a mainstream configuration for automotive intelligentization, with the penetration rate of ADAS expected to reach approximately 70% globally and approximately 80% in China by 2030. As L2 and above intelligent driving functions are gradually deployed on a large scale, intelligent driving is expected to expand from differentiated configurations for high-end vehicle models to a broader range of vehicle models and price segments. Application scenarios are also expected to extend from basic functions such as adaptive cruise control and lane keeping to more complex scenarios such as highway NOA, urban NOA and intelligent parking. The continued increase in functional complexity and expansion of

application scenarios are expected to raise requirements for environmental perception, computing, decision-making and vehicle control, thereby driving demand for intelligent driving solutions including cameras, domain controllers, algorithm software and multi-sensor fusion, and providing a demand foundation for the continued expansion of the intelligent driving solutions market.

Continuous Evolution of Intelligent Driving Domain Controller Technology

Intelligent driving domain controllers have become a core computing unit for L2 and above systems, performing functions including multi-sensor fusion, path planning and vehicle control. Mainstream architectures currently use dedicated intelligent driving domain controllers together with cockpit domain controllers to separate perception and interaction functions, and have been deployed at scale in L2 and certain L2+ vehicle models. However, such architectures still have limitations in terms of computing resource utilization and cross-system coordination. With the maturation of high-computing-power automotive-grade chips and the advancement of centralized electronic and electrical architectures, intelligent driving is evolving from dedicated domain controllers for individual functions towards platform-based and centralized architectures, with "cockpit-driving integration" and "integrated cockpit, driving and parking" gradually becoming key development directions. Through unified computing platforms and software architectures, perception, decision-making and interaction can be coordinated and optimized, enabling intelligent driving information to interact with in-vehicle systems and further improving safety and user experience. Meanwhile, the application of multimodal models and end-to-end algorithms is further enhancing system-level coordination, while placing higher requirements on domain controllers in terms of real-time performance, stability and continuous iteration capabilities. This is driving platform-based solutions with software-hardware coordination and multi-function integration capabilities to become increasingly important in industry competition.

Competitive Landscape of China's Intelligent Driving Solution Industry

The participants in the intelligent driving solution industry can be broadly divided into two categories: (i) OEMs with in-house research and development capabilities, and (ii) independent third-party solution providers (the "providers").

OEMs with in-house research and development capabilities generally leverage their advantages in vehicle manufacturing, system integration and user data to independently develop hardware and software systems related to intelligent driving and vision safety, and incorporate such systems as an important component of vehicle-level differentiation.

Solution providers primarily adopt a business model of providing standardized or customized solutions to multiple OEMs. Their core competitive strengths lie in visual perception algorithm capabilities, multi-sensor and in-vehicle and external visual system integration capabilities, cockpit-driving collaborative development capabilities, automotive-grade product validation capabilities and experience in large-scale mass production. Compared with the in-house development model of OEMs, solution providers generally offer greater flexibility in terms of customer coverage and technical adaptability, and can provide solutions across different levels based on different vehicle platforms and application scenarios. As OEMs face challenges including high R&D investment, increasing technological complexity and shorter product iteration cycles in the development of intelligent vehicles, an increasing number of OEMs are establishing long-term cooperation relationships with solution providers.

In 2025, the top 10 Chinese providers in China's intelligent driving solutions market accounted for an aggregate market share of 9.3% by revenue, indicating a relatively fragmented market. The Company ranked ninth among such providers.

Ranking of Chinese Providers in Intelligent Driving Solution Industry in China, in terms of Revenue, 2025

Ranking	Company Name	Revenue (RMB Billion)	Market Share
1	Company A	~9.5	4.8%
2	Company B	~2.3	1.2%
3	Company C	~2.1	1.1%
4	Company D	~1.2	0.6%
5	Company E	~1.0	0.5%
6	Company F	~0.8	0.4%
7	Company G	~0.5	0.2%
8	Company H	~0.4	0.2%
9	**The Company**	**~0.3**	**0.2%**
10	Company I	~0.2	0.1%
Top 10		**~18.3**	**~9.3%**
Market Total		**197.3**	

Source: Annual reports of listed companies, Frost & Sullivan

Notes:

1. Company A was established in 1986, is headquartered in China and is listed on the Shenzhen Stock Exchange. It is principally engaged in the R&D, design, production and sales of automotive electronic products and related solutions, with its business covering intelligent cockpit, intelligent driving and connected services.

2. Company B was established in 2016 and is headquartered in China. It is principally engaged in the R&D, production and sales of intelligent driving systems and related hardware and software products, with its business covering ADAS and ADS, and provides integrated intelligent driving hardware and software solutions.

3. Company C was established in 2016, is headquartered in China and is listed on the Hong Kong Stock Exchange. It is principally engaged in the R&D and commercialization of intelligent driving-related technologies and solutions, with its business covering ADAS and ADS.

4. Company D was established in 2003, is headquartered in China and is listed on the STAR Market of the Shanghai Stock Exchange. It is principally engaged in the R&D, production and sales of automotive electronic products and related solutions, with its business covering intelligent driving, intelligent cockpit, body and comfort domain, and powertrain and chassis domain.

5. Company E was established in 2016, is headquartered in China and is listed on the Hong Kong Stock Exchange. It is principally engaged in the R&D, production and sales of intelligent driving solutions and related hardware and software products, with its major products including intelligent driving domain controllers, intelligent front-view cameras and related intelligent driving solutions.

6. Company F was established in 2016 and is headquartered in China. Its principal businesses cover intelligent driving solutions and autonomous driving solutions, with its major products including intelligent driving domain controllers, sensors and related algorithm software.

7. Company G was established in 2014, is headquartered in China and is listed on the Hong Kong Stock Exchange. It is principally engaged in the R&D and commercialization of intelligent driving and intelligent cockpit solutions, with its business covering intelligent driving solutions, intelligent cockpit solutions and vehicle-road coordination.

8. Company H was established in 2015 and is headquartered in China. It principally provides intelligent driving solutions based on computer vision and artificial intelligence technologies, covering AI algorithm models and integrated intelligent driving hardware and software solutions.

9. Company I was established in 2012 and is headquartered in China. It is principally engaged in the R&D, production and sales of intelligent driving-related products.

Entry Barriers of China's Intelligent Driving Solution Industry

The intelligent driving solution industry has relatively high overall barriers to entry. In terms of technology development, intelligent driving involves multiple technical areas, including environmental perception, multi-sensor fusion, decision-making and planning, and vehicle control, which require high levels of algorithm accuracy, real-time performance and adaptability to complex

scenarios. As L2+ and higher-level intelligent driving functions continue to develop, system complexity and technical requirements are also increasing. In terms of automotive-grade validation and mass production, relevant products are subject to functional safety requirements, road testing and long-term validation by OEMs, while maintaining stable performance across different vehicle models and complex operating conditions. Mature capabilities in engineering development, system integration and large-scale mass production generally require extensive experience and long-term accumulation. In terms of customer qualification, intelligent driving solutions typically participate in joint development at an early stage of vehicle model development and are selected for specific vehicle programs. OEMs generally place significant emphasis on suppliers' track records in mass production, technological iteration capabilities and stable delivery capabilities. New entrants therefore typically require a relatively long period to complete technology validation, project introduction and mass production capability development, making it relatively challenging to secure projects for core vehicle models.

OVERVIEW OF CHINA'S INTELLIGENT COCKPIT SOLUTION INDUSTRY

Introduction to Intelligent Cockpit Solution

Intelligent cockpit solutions refer to comprehensive solutions for automotive cockpits equipped with intelligent in-vehicle products and systems. They comprise hardware and software incorporating the major components of intelligent cockpits, and provide drivers and passengers with multimodal intelligent perception and interaction, as well as an immersive digital automotive experience through intelligent interaction between people and vehicles and through the relevant products and services.

Intelligent cockpit solutions mainly comprise: 1) cockpit human-machine interaction (HMI) products, including cockpit infotainment systems, driver information display systems and head-up displays (HUDs), etc.; 2) cockpit domain controlling products; and 3) cockpit vision safety products, including DMS, OMS, CMS and cockpit ambient lighting.

Cockpit vision safety products use in-vehicle cameras, infrared sensors and intelligent algorithms to perceive and analyze the status of drivers and occupants in real time, enabling the monitoring and warning of key indicators such as fatigue, distracted driving and abnormal behavior. They collect information on the surrounding environment through external cameras and, together with in-vehicle displays and visual interaction, enable visualization of the external environment. Meanwhile, cockpit ambient lighting can provide intuitive vision safety warnings based on vehicle and driving status. Through multi-dimensional visual perception and active warnings, cockpit vision safety products enable monitoring of in-vehicle personnel status, perception of the external environment and safety information alerts, and can work in coordination with intelligent driving solutions to further enhance vehicle safety capabilities.

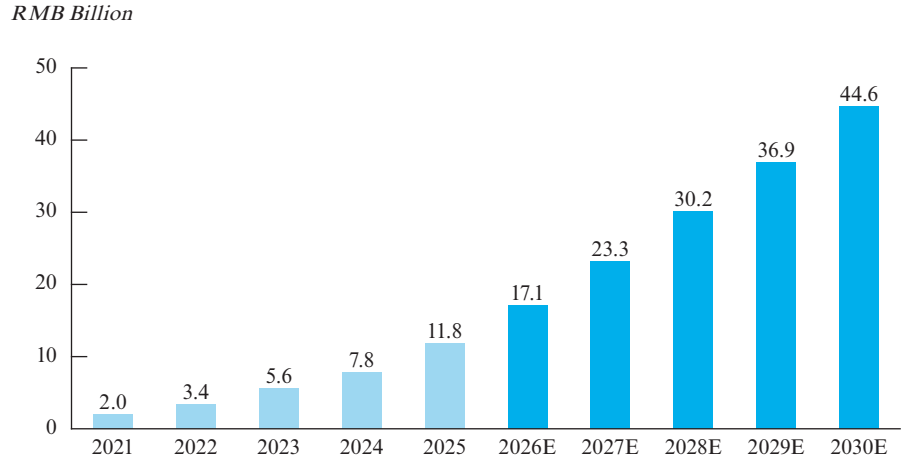
Market Size of China's Intelligent Cockpit Solution Industry

The China's intelligent cockpit industry has continued to expand, with the market size by revenue increasing from RMB68.6 billion in 2021 to RMB173.6 billion in 2025, representing a CAGR of 26.1%. Driven by the continued penetration of intelligent features across more vehicle models and the development of intelligent cockpit functions toward multimodal interaction, intelligent displays and other applications, the market is expected to maintain its growth trajectory and reach RMB358.6 billion by 2030, representing a CAGR of 15.1% from 2026.

The market size of cockpit vision safety products in China increased from RMB2.0 billion in 2021 to RMB11.8 billion in 2025. Looking ahead, with the continued penetration of new energy vehicles and the increasing level of automotive intelligentization, application scenarios such as driver and occupant status monitoring, environmental perception and vision safety warnings are expected to further deepen, driving continued growth in demand for cockpit vision safety products. The market size of cockpit vision safety products in China is expected to reach RMB44.6 billion by 2030, representing a CAGR of 27.0% from 2026 to 2030.

Market Size of China's Cockpit Vision Safety Products Industry, in terms of Revenue, 2021–2030E

	CAGR 2021–2025	CAGR 2026E–2030E
China's Cockpit Vision Safety Products Industry	55.7%	27.0%



Source: CAAM, Frost & Sullivan

Market Drivers and Development Trends of China's Intelligent Cockpit Solution Industry

Upgrading of Regulations and Safety Standards

As countries continue to place greater emphasis on road traffic safety and in-vehicle occupant protection, functions related to DMS and OMS are gradually evolving from recommended features into important functions under regulations and new vehicle safety assessment systems. Major automotive markets globally continue to improve relevant regulations and new vehicle assessment standards, strengthening requirements for functions such as driver status monitoring, distracted driving warnings, and occupant and child presence detection. China has also continued to improve its safety regulatory and new vehicle safety assessment systems for intelligent vehicles, further increasing the focus on in-vehicle monitoring capabilities. Against this backdrop, OEMs are gradually incorporating IMS into the basic electronic and electrical architecture of vehicle models and promoting the penetration of related functions from high-end vehicle models into a broader range of vehicle models and price segments. This is expected to drive continued increases in the installation rate of IMS and provide a stable long-term demand foundation for market growth.

Evolution of Intelligent Cockpits Towards Perception, Safety and Multi-Function Integration

The increasing level of automotive intelligentization is driving the functions performed by intelligent cockpits to gradually extend from traditional information display and entertainment interaction towards driver and occupant perception, safety alerts and scenario-based interaction. DMS and OMS use visual perception technologies to identify driver attention, fatigue status and occupant status, while products such as CMS and cockpit ambient lighting provide vehicle status and risk information through image display, lighting effects and other means. Meanwhile, with the continued upgrading of cockpit domain controlling systems and the vehicle's electronic and electrical architecture, various cockpit functions are becoming increasingly integrated and coordinated. Cockpit systems are gradually evolving from relatively independent functional modules towards unified computing, unified interaction and multi-function integration, driving the simultaneous improvement of cockpit safety and user experience.

Entry Barriers of China's Intelligent Cockpit Solution Industry

The intelligent cockpit solution industry has relatively high overall barriers to entry, which are mainly reflected in product development, supply chain coordination and platform-based development capabilities. In terms of product development, intelligent cockpits encompass a wide range of cockpit products, placing comprehensive requirements on capabilities in hardware and software development, visual perception, algorithms and human-machine interaction. In terms of supply chain coordination and cost control, intelligent cockpits involve various types of core components, including chips, sensors and display modules. Suppliers need to establish a stable upstream supply chain and improve cost control and supply stability through large-scale procurement and coordinated optimization of hardware and software. In terms of platform-based development, different vehicle models vary in terms of chip platforms, electronic and electrical architectures and functional configurations. Suppliers therefore need to have strong modular design and cross-model adaptation capabilities, and improve development efficiency and shorten project cycles through the reuse of products and hardware and software platforms. Accordingly, the comprehensive capabilities in product development, supply chain management and platform-based development generally require long-term project experience and accumulation of mass production experience, thereby forming relatively high barriers to entry in the industry.

OVERVIEW OF CHINA'S INTELLIGENT DRIVING AND VISION SAFETY SOLUTION INDUSTRY

Introduction to Intelligent Driving and Vision Safety Solution

Intelligent driving and vision safety solutions are automotive intelligentization solutions centered on intelligent driving solutions and extended to incorporate cockpit vision safety products. Such solutions enhance vehicle active safety through functions including in-vehicle and external visual perception, driver and passenger status monitoring, environmental perception and vision safety warnings, enabling coordination of vision safety between the inside and outside of the vehicle as well as cockpit-driving collaborative control, and promoting the development of automotive intelligentization towards higher safety levels and an improved user experience.

Providers of intelligent driving and vision safety solution generally meet the following characteristics:

- Centered on intelligent driving solutions business
- Extended to include at least one type of cockpit vision safety product (DMS/OMS/CMS/cockpit ambient lighting)

Value Chain and Technology Stack of Intelligent Driving and Vision Safety Solution Industry

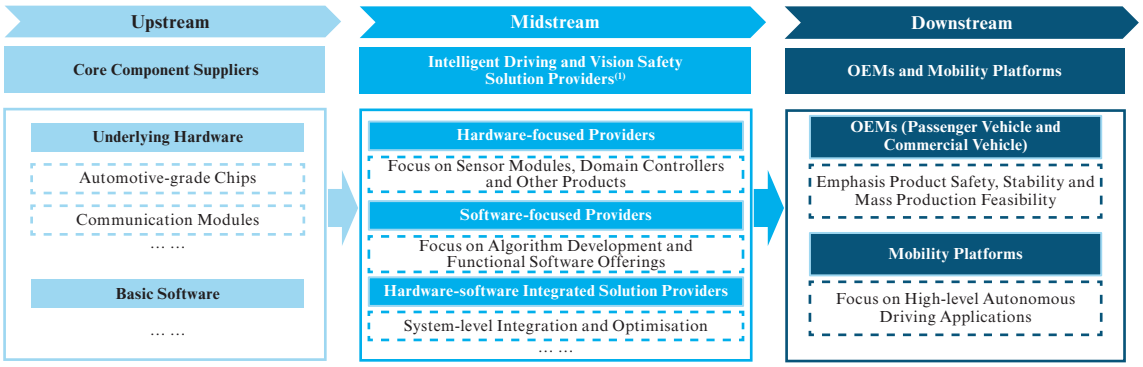
The upstream of the industry mainly comprises suppliers of core components, including automotive-grade chips, communication modules and basic software. This segment focuses on underlying hardware and basic software capabilities, which determine the technological ceiling of intelligent driving and vision safety solution in terms of computing power, communication stability and other aspects. Among them, automotive-grade chips are core upstream components, with a high cost share and significant technological barriers, directly determining the system's computing power, algorithm execution efficiency and real-time response capabilities. Communication modules support data interaction between vehicles and the cloud, while basic software provides underlying support for algorithm deployment and system operation.

The midstream of the industry mainly comprises intelligent driving and vision safety solution providers, which can be divided into three categories based on their business models: hardware-focused providers, software-focused providers and hardware-software integrated solution providers. Hardware-focused providers concentrate on products such as sensor modules and domain controllers, while software-focused providers focus on algorithm development and functional software delivery. Hardware-software integrated solution providers, including the

Company, possess both algorithm capabilities and hardware platform design capabilities, enabling system-level integration and optimization. The hardware-software integrated model can create synergistic advantages in computing power allocation, interface adaptation and system stability, helping improve product delivery efficiency and large-scale mass production capabilities. As the industry evolves from functional modularization towards platform-based development, the competitive focus of midstream companies is gradually shifting from individual product capabilities towards overall architecture design and continuous iteration capabilities.

The downstream of the industry mainly comprises passenger vehicle and commercial vehicle OEMs, as well as emerging mobility platforms such as Robotaxi. OEMs are the core application participants for intelligent driving and vision safety solution. They participate in the functional definition and system integration of solutions at the vehicle development stage and have relatively high requirements for product safety, stability and mass production feasibility. Mobility platforms such as Robotaxi place greater emphasis on the application of high-level autonomous driving within designated areas and scenarios and have higher requirements for algorithm maturity and system redundancy capabilities. Currently, downstream customers generally establish long-term cooperation with solution providers through pre-installation project nomination, forming a collaborative model from joint development to large-scale mass production. As the industry upgrades towards system-level solutions, industry competition is gradually shifting from hardware stacking towards comprehensive solution capabilities centered on platform-based architectures and algorithm capabilities. Downstream customers are also placing greater emphasis on the system integration capabilities and long-term technological development potential of midstream companies when selecting suppliers.

Industry Chain of Intelligent Driving and Vision Safety Solution Industry



Source: Frost & Sullivan

Note:

(1) Company's position in the industry chain

In terms of specific technical architecture, intelligent driving and vision safety solution can be further divided into five mutually coordinated core hardware and software layers, extending from perception input to decision-making and execution, and ultimately forming a closed-loop data system that constitutes a comprehensive intelligent driving and vision safety architecture.

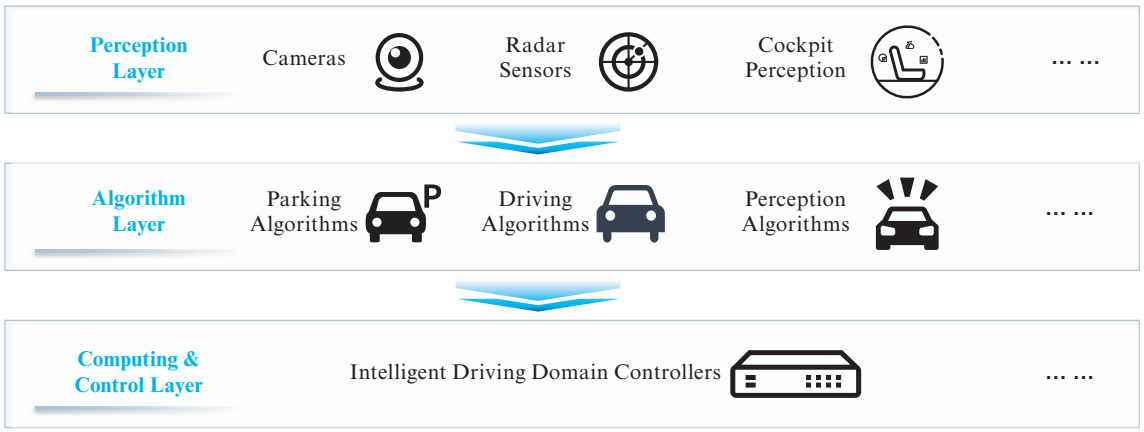
Perception Layer: This layer mainly comprises sensing hardware such as cameras, including front-view cameras, surround-view cameras and in-cockpit cameras, and radar, including ultrasonic radar, millimeter-wave radar and LiDAR, which are used to monitor the external traffic environment of vehicles as well as the status of drivers and occupants inside the vehicle. As higher-level intelligent driving functions place greater requirements on safety redundancy and interactive experience, leading companies are accelerating the development of integrated in-cockpit and external perception solutions to enhance comprehensive perception capabilities covering environmental information, driving behavior and occupant status.

Algorithm Layer: This layer represents the core technical module of intelligent driving and vision safety solution and encompasses various algorithm systems for driving, parking and perception. It mainly includes multi-source perception fusion inside and outside the vehicle, environmental and object recognition, status monitoring and warnings, path planning and control, as well as related AI-based analytical algorithms. By processing and modeling data collected by the perception layer, it enables comprehensive assessment of road environments, traffic participants, driver and occupant status, and generates corresponding driving decisions and safety warnings. As L2+ intelligent driving functions accelerate their penetration into large-scale mass production, algorithm capabilities are gradually becoming a key area of industry competition. Leading companies typically develop proprietary algorithm systems and adopt decoupled designs between algorithms and software architectures to enable efficient adaptation and deployment across various mainstream chip platforms and hardware architectures, thereby better meeting OEMs' differentiated customization requirements.

Computing & Control Layer: This layer mainly comprises automotive-grade domain controllers and edge computing units, providing computing power for algorithm execution and serving as an important link between perception and execution. As multi-sensor fusion and increasingly complex models are introduced, intelligent driving and vision safety solutions are subject to higher requirements for computing density and real-time performance, driving the evolution of domain controllers from distributed towards centralized architectures. This layer is directly related to the reliability and safety of the intelligent driving system, with its core focus on system response speed, operational accuracy and redundancy capability. Leading companies develop proprietary domain controller products and promote deeper integration between hardware computing platforms and underlying algorithms, improving computing resource utilization and overall system performance through hardware-software integration.

Full-stack Hardware-software Integrated Capability: Based on the three layers of perception, algorithms, computing & control, leading companies are developing full-stack vision safety integrating hardware and software. At the architecture level, on the one hand, deeper integration between hardware computing platforms and underlying algorithms strengthens cross-layer coordination and improves system performance and response accuracy. On the other hand, decoupled designs between core algorithms and software architectures enable independent development and flexible deployment of functional modules. Meanwhile, under constrained computing resources, hardware-software co-optimization enables improved perception and decision-making performance, allowing customers to benefit from solutions that combine cost-effectiveness and high reliability. Over time, this supports the development of sustainable competitive advantages centered on system integration capabilities and accumulated data.

Technology Stack of Intelligent Driving and Vision Safety Solution



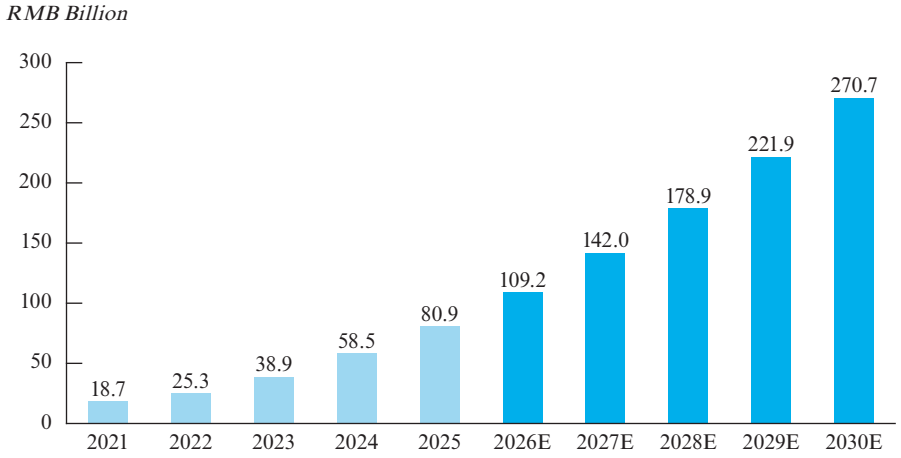
Source: Frost & Sullivan

Market Size of China's Intelligent Driving and Vision Safety Solution Industry

Against the backdrop of the intelligent transformation of the automotive industry and the shift towards comprehensive vehicle safety, China's intelligent driving and vision safety solution market has maintained rapid growth. From 2021 to 2025, the market size of intelligent driving and vision safety solution in China increased from RMB18.7 billion to RMB80.9 billion, representing a CAGR of 44.3% during the period. In 2025, the penetration rate of ADAS among automobile sales in China exceeded 60%, becoming a key driver of market expansion. Driven by strengthened regulatory requirements for active safety features, differentiated competition among OEMs and rising consumer awareness of safety, a broader range of ADAS functions, as well as vision safety products such as CMS and DMS/OMS, are expected to become increasingly integrated and accelerate their penetration from mid-to-high-end vehicle models into mass-market models, while continuing to improve in terms of perception accuracy, system stability and adaptability to complex scenarios. China's intelligent driving and vision safety solution market is expected to maintain steady growth and reach RMB270.7 billion by 2030.

Market Size of China's Intelligent Driving and Vision Safety Solution Industry, in terms of Revenue, 2021–2030E

	CAGR 2021–2025	CAGR 2026E–2030E
China's Intelligent Driving and Vision Safety Solution Industry	44.3%	25.5%



Source: CAAM, Frost & Sullivan

Note: The above market size includes the relevant revenue of companies whose core business is intelligent driving solutions and which have extended their business into cockpit vision safety products. It excludes the revenue of companies whose core business is non-intelligent driving solutions, such as companies that focus solely on cockpit vision safety products.

Market Drivers and Development Trends of China's Intelligent Driving and Vision Safety Solution Industry

Policy and Regulatory Drivers

As intelligent driving functions continue to advance towards L2 and higher levels, vehicles are subject to increasingly stringent requirements for safety capabilities such as environmental perception, driver status monitoring and human-machine coordination. The relevant regulatory framework is also continuously evolving, driving safety requirements for intelligent driving from functional testing towards more comprehensive system-level safety and compliance requirements. In April 2026, the Ministry of Industry and Information Technology completed the preparation and publicized the draft for approval of China's first mandatory national standard for L2 combined

driving assistance, "Safety Requirements for Combined Driving Assistance Systems of Intelligent Connected Vehicles" (《智能網聯汽車組合駕駛輔助系統安全要求》), which is proposed to take effect on January 1, 2027. The draft further strengthens requirements for continuous monitoring of drivers' hand position and gaze, accelerating the integration of cockpit vision safety functions such as DMS with intelligent driving systems. Against this backdrop, intelligent driving solution providers are gradually extending their offerings into cockpit vision safety products and integrating products such as DMS, OMS and CMS into intelligent driving solutions. By supplementing information on driver and occupant status, the external environment and vision safety warnings, such solutions further enhance the perception dimensions of intelligent driving systems and support safety decision-making, risk warnings and human-machine coordination. As regulatory requirements for intelligent driving continue to become more detailed, the role of cockpit vision safety products in enhancing intelligent driving solutions is becoming increasingly prominent, driving market demand to evolve from individual intelligent driving functions towards integrated solutions combining intelligent driving and vision safety.

Multi-source Perception Fusion Driving the Upgrade of Vision Safety Capabilities

Vision safety capabilities are evolving from single-source visual perception towards multi-source information fusion, scenario understanding and closed-loop risk response. On the external perception side, improvements in camera pixel resolution, high dynamic range and imaging capabilities under low-light and backlight conditions have increased the importance of cameras in functions such as object recognition, lane marking and traffic sign detection. Edge computing is also increasingly introduced to perform certain preprocessing and preliminary recognition tasks, reducing reliance on the computing power of domain controllers. Within multi-sensor fusion frameworks, the complementary relationship between cameras and radar is becoming increasingly important, while their integration with IMU and high-precision navigation algorithms is further strengthening. This enables perception capabilities to extend from basic environmental recognition towards dynamic positioning and motion-state perception, improving continuity and stability under complex operating conditions. On the in-cockpit perception side, coordination between external environmental perception information and DMS/OMS-related information helps establish a more comprehensive profile of driving behavior, thereby enhancing capabilities in fatigue detection, takeover strategies and risk anticipation. Against this backdrop, establishing a closed-loop system of "training, deployment, feedback and re-optimization" is gradually becoming an important technical capability for solution providers. Leading companies leverage continuous operational feedback from mass-produced vehicle models and conduct model optimization and version iterations on unified platforms, continuously improving the adaptability and stability of algorithms across different scenarios. Such closed-loop optimization capabilities not only support improvements in functional reliability as L2+ evolves towards L3, but also constitute technical barriers that are difficult to replicate through short-term investment.

Visual Perception Technologies Evolving towards an Integrated Architecture

As intelligent driving and cockpit visual functions continue to expand, automotive visual perception technologies are evolving from independent development around individual functions towards an integrated architecture based on unified underlying platforms. Under traditional development models, in which different sensors are developed separately, centralized electronic and electrical architectures can lead to duplication of hardware and software resources, placing greater requirements on system costs, computing resource utilization and development efficiency. Against this backdrop, visual sensors, core algorithms and computing resources are becoming increasingly integrated, while the overall technology architecture is gradually evolving towards modularization, platform-based development and hardware-software co-development. Integrated technology platforms improve adaptability to different chip platforms and vehicle electronic and electrical architectures through the modularization and decoupling of middleware, underlying hardware and operating systems, reducing the complexity of system integration and vehicle model adaptation. Meanwhile, platform-based architectures facilitate the sharing and reuse of underlying algorithms, software frameworks and hardware resources across different visual functions and vehicle models,

reducing duplicated development and shortening project development cycles. On this basis, visual perception technologies can be rapidly migrated and deployed at scale across different application scenarios and vehicle platforms, enhancing suppliers' cross-platform delivery and mass production capabilities. This further drives the competitive focus of the industry from the development of individual visual functions towards platform-based, integrated and system-level solution capabilities.

Competitive Landscape of China's Intelligent Driving and Vision Safety Solution Industry

In 2025, the top 10 providers in China's intelligent driving and vision safety solution market accounted for an aggregate market share of 48.1% by revenue. The Company ranked ninth among such providers, with a market share of 0.6%. Meanwhile, among the ranked providers, the Company recorded the highest year-on-year revenue growth in 2025.

Ranking of Providers in Intelligent Driving and Vision Safety Solution Industry in China, in terms of Revenue, 2025

Ranking	Company Name	Revenue (RMB Billion)	Market Share	Year-on-year revenue growth rate for 2025
1	Company J	~11.0	13.6%	~10%
2	Company A	~9.7	12.0%	~30%
3	Company K	~6.0	7.4%	~20%
4	Company L	~4.0	4.9%	~-10%
5	Company M	~3.0	3.7%	~-10%
6	Company B	~2.3	2.8%	~80%
7	Company D	~1.5	1.9%	~40%
8	Company G	~0.6	0.8%	~10%
9	**The Company**	**~0.5**	**0.6%**	**~100%**
10	Company I	~0.4	0.4%	~70%
Top 10		**~38.9**	**~48.1%**	
Market Total		**80.9**		

Source: Annual reports of listed companies, Frost & Sullivan

Notes:

1. Company J was established in 1886 and is headquartered in Germany. It is principally engaged in the R&D, production and sales of automotive technologies and related products and solutions, with its business covering intelligent driving, vehicle motion control, automotive electronics and automotive software.

2. Company K was established in 1923, is headquartered in France and is listed on Euronext Paris. It is principally engaged in the R&D, production and sales of automotive components, systems and related solutions, with its business covering intelligent driving, electrification, lighting systems and automotive aftermarket services.

3. Company L was established in 1994, is headquartered in Ireland and is listed on the New York Stock Exchange. It is principally engaged in the R&D, design and production of automotive electronics and related hardware and software solutions, with its business covering intelligent perception, software and automotive connectivity systems.

4. Company M was established in 2025, is headquartered in Germany and is listed on the Frankfurt Stock Exchange. It is principally engaged in the R&D, production and sales of automotive electronics and related hardware and software solutions, with its business covering intelligent driving, safety and motion control, user experience, and automotive electrical and electronic architectures and networks.

In 2025, the top five Chinese providers in China's intelligent driving and vision safety solution market accounted for an aggregate market share of 18.0%, and the Company ranked fifth among such providers.

Ranking of Chinese Providers in Intelligent Driving and Vision Safety Solution Industry in China, in terms of Revenue, 2025

Ranking	Company Name	Revenue (RMB Billion)	Market Share
1	Company A	~9.7	12.0%
2	Company B	~2.3	2.8%
3	Company D	~1.5	1.9%
4	Company G	~0.6	0.8%
5	**The Company**	**~0.5**	**0.6%**
Top 5		**~14.6**	**~18.0%**
Market Total		**80.9**	

Source: Annual reports of listed companies, Frost & Sullivan

In 2025, the top 3 specialized providers in China's intelligent driving and vision safety solution market accounted for an aggregate market share of 4.2% by revenue, among which the Company ranked third.

Ranking of Specialized Providers in Intelligent Driving and Vision Safety Solution Industry in China, in terms of Revenue, 2025

Ranking	Company Name	Revenue (RMB Billion)	Market Share
1	Company B	~2.3	2.8%
2	Company G	~0.6	0.8%
3	**The Company**	**~0.5**	**0.6%**
Top 3		**~3.4**	**~4.2%**
Market Total		**80.9**	

Source: Annual reports of listed companies, Frost & Sullivan

Note: Specialized Providers in China's intelligent driving and vision safety solution industry refer to companies that derive more than 50% of their total revenue from the intelligent driving and vision safety solution segment.

Entry Barriers of China's Intelligent Driving and Vision Safety Solution Industry

The intelligent driving and vision safety solution industry has multi-dimensional barriers to entry covering technology, qualification and validation, customer cooperation and supply chain. At the technical level, the industry involves multiple areas, including in-vehicle and external visual perception, core algorithms, computing platforms and system integration, placing high requirements on multi-source perception fusion, hardware-software coordination and cross-platform adaptation capabilities. New entrants typically require a relatively long period to establish comprehensive technology development and system integration capabilities. In terms of qualification and validation, automotive-grade products are required to comply with relevant requirements such as functional safety and safety of the intended functionality, and undergo long-cycle road testing and validation under complex operating conditions. Companies therefore need to have sustained product validation and mass-production quality management capabilities. In terms of customer cooperation, intelligent driving and vision safety solution typically participate in project development at an early stage of vehicle development and work closely with vehicle electronic and electrical architectures. OEMs generally place significant emphasis on suppliers' historical mass production experience, project delivery capabilities and long-term stability, while new entrants typically need to undergo relatively long technology validation and project introduction cycles. In terms of supply chain and cost control, mature suppliers can leverage large-scale procurement, platform-based product reuse and long-term collaboration with core component suppliers to enhance cost control and supply assurance capabilities, thereby developing certain advantages in large-scale delivery.

Core Raw Material Prices Analysis of China's Intelligent Driving and Vision Safety Solution Industry

Automotive-grade chips are the most critical raw materials for intelligent driving and vision safety solution, accounting for approximately 40% of total costs. Affected by the pandemic, the global automotive-grade chip shortage in 2021 and 2022 drove up chip prices. Since 2023, supply has gradually recovered. Together with technological breakthroughs and capacity expansion among Chinese domestic chip manufacturers, overall chip prices have gradually declined. In 2025, the prices of Chinese domestic chips with computing power of below 15 TOPS, such as those used in L2 and below products and intelligent cockpit perception and interaction products, were approximately USD15–45 per unit, while certain high-computing-power chips with computing power of above 200 TOPS, such as those used in L2+ and higher-level products and high-end intelligent cockpit SoCs, were priced at approximately USD220–550 per unit. Overall, the development of Chinese domestic chips is expected to continue to drive a moderate decline in related chip procurement costs. Looking ahead, as domestic chip manufacturers in China continue to make breakthroughs in advanced process technologies, automotive-grade certification and ecosystem compatibility, they are expected to further support stable chip supply and drive a steady decline in the prices of automotive-grade chips with comparable computing power levels.

OVERVIEW OF EMERGING APPLICATION SCENARIOS

Overview of China's Drone and Intelligent Robot Industries

As policies related to the low-altitude economy continue to advance and drone technologies continue to mature, drones are expanding from consumer applications such as aerial photography and entertainment towards specialized scenarios such as logistics delivery, inspection, emergency rescue, agricultural operations and urban governance. Technologies including visual perception, AI algorithms and real-time computing have become important foundations for drones to achieve autonomous flight, target recognition and adaptability to complex environments, sharing strong technological commonalities with intelligent vehicles in terms of perception, analysis and decision-making. China's civil drone market is expected to grow from over RMB200 billion in 2026 to over RMB400 billion by 2030, representing a CAGR of over 20% during the period. This provides substantial room for visual intelligence technologies to extend from automotive applications to low-altitude mobility terminals.

Continued advances in AI, machine vision, sensors and autonomous mobility technologies are driving intelligent robots to evolve from conventional devices executing pre-programmed tasks into intelligent terminals capable of autonomously perceiving their environments, understanding tasks and performing decision-making and execution. In scenarios including manufacturing, warehousing and logistics, commercial services and specialized operations, robots need to identify targets, adjust operating paths and perform precise operations based on dynamic environments, placing higher requirements on multimodal perception, visual recognition, intelligent algorithms, real-time computing and motion control capabilities. China's intelligent robots market is expected to grow from over RMB95 billion in 2026 to over RMB430 billion by 2030, representing a CAGR of over 45% during the period.

Agricultural robots further demonstrate the application potential of visual intelligence technologies in unstructured environments. Compared with highly standardized industrial production lines with relatively controllable environments, agricultural production is affected by factors including crop growth conditions, terrain, lighting and weather. Robots therefore need to perform crop recognition, positioning, path planning and precision operations, placing relatively high requirements on visual perception, target recognition and autonomous decision-making capabilities. China's agricultural robotics market is expected to grow from over RMB5.5 billion in 2026 to over RMB30 billion by 2030, representing a CAGR of over 50% during the period.

From an underlying technology perspective, drones, intelligent robots and intelligent vehicles share strong technological commonalities in environmental perception, target recognition, real-time computing and autonomous decision-making, providing a foundation for the extension of technologies developed for intelligent vehicles to other intelligent terminals. For example, drones need to identify crops, terrain and obstacles, while intelligent robots need to identify workpieces, personnel and dynamic environments. Their requirements for multimodal perception, visual recognition and real-time decision-making are highly similar to those of intelligent driving. With the continued development of deep-learning-based visual algorithms, edge computing and multi-sensor fusion technologies, visual perception, algorithm and hardware-software coordination capabilities accumulated in intelligent driving can be further migrated to drones and intelligent robots to support environmental perception, target recognition, path planning and autonomous operations.

For suppliers with mature visual perception and intelligent driving solution capabilities, the reuse of underlying technologies and algorithm capabilities can help reduce the technical development costs and validation cycles associated with entering new application scenarios and accelerate the extension of relevant capabilities into emerging intelligent terminals for low-altitude mobility and autonomous operations. Accordingly, intelligent vehicles are expected to remain an important application scenario for the continued iteration of visual perception technologies and further drive the expansion of related technologies into drones, intelligent robots and other fields, creating opportunities to extend technological capabilities and business applications from individual automotive applications towards multiple terminals and scenarios.

Source of Information

We commissioned Frost & Sullivan to conduct a market study on the China's Intelligent Driving and Vision Safety Solution Industry and to prepare the Frost & Sullivan Report. Frost & Sullivan is an independent global consulting firm established in New York in 1961, specializing in industry research and market strategy services. We have agreed to pay Frost & Sullivan a fee of RMB700,000 for the preparation of the Frost & Sullivan Report.

In preparing the Frost & Sullivan Report, Frost & Sullivan conducted extensive primary research, including discussions with certain leading industry participants regarding prevailing market conditions, as well as interviews with relevant stakeholders. Frost & Sullivan also conducted secondary research, which included reviewing company reports, independent research publications, and data drawn from its own research databases. Frost & Sullivan derived estimates of total market size through historical data analysis based on macroeconomic statistics, taking into account the key industry drivers described above. Its market engineering forecasting methodology combines a variety of forecasting techniques with a system based on market engineering measurement, and relies upon the expertise of its analyst team in integrating key market factors identified during the course of the study. These factors mainly include expert opinion forecasting methods, integrated market drivers and constraints, integrated market challenges, integrated market engineering measurement trends, and integrated econometric variables.

The Frost & Sullivan Report has been prepared on the basis of the following assumptions: (i) the social, economic and political environments in the world and China are expected to remain stable during the forecast period; and (ii) the key drivers relevant to the industry are likely to drive market growth during the forecast period.

This section, together with other sections of this document, contains selected information extracted from the Frost & Sullivan Report for the purpose of providing prospective **[REDACTED]** with a more comprehensive understanding of the industry in which we operate. Our Directors confirm that, to the best of their knowledge and after reasonable inquiry, there has been no material adverse change in the overall market information since the date of publication of the Frost & Sullivan Report that could materially qualify, contradict or affect such information.

Our business have been and will continue to be governed by relevant the People's Republic of China (the "**PRC**") laws and regulations. The PRC government authorities promulgate and enforce relevant PRC laws and regulations, including national and regional laws and regulations. This section contains a summary of the major regulatory and legal requirements that are currently relevant to the Company's business. As the relevant PRC laws and regulations are still evolving, it is difficult for us to predict the impact of such changes on our business and the additional compliance costs.

REGULATIONS ON OVERSEAS LISTINGS

On February 17, 2023, upon approval by the State Council, the China Securities Regulatory Commission (the "**CSRC**") released 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 "**Trial Administrative Measures**") and five supporting guidelines, which came into effect on March 31. 2023. The Trial Administrative Measures significantly reformed the regulatory system of the direct or indirect offering of securities and listing by PRC domestic enterprises in overseas markets to a filing system.

According to the Trial Administrative Measures, (i) a domestic enterprise in the PRC that directly or indirectly issues securities outside the PRC or lists and trades its securities outside the PRC shall file with the CSRC and submit the relevant materials; if a domestic enterprise fails to comply with the procedures for filing, or if there are false records, misleading statements or material omissions in the filed materials, such domestic enterprise may be subject to administrative penalties such as rectification order, warnings, fines, and so forth, and the controlling shareholders, actual controllers, officers in charge and other persons directly responsible who instigate others to do the aforesaid illegal acts or concealing the relevant matters that have led to the occurrence of the aforesaid circumstances may also be subject to administrative penalties such as warnings, fines, and so forth; (ii) the direct overseas issuance of shares and listing of a domestic enterprise refers to the overseas issuance and listing of shares of a joint stock limited company registered and established in the PRC: and (iii) any domestic joint stock limited company shall file a report with the CSRC within three working days after the submission of its application for an overseas listing. A PRC domestic enterprise that fails to complete the filing in accordance with the Trial Administrative Measures may be ordered to make corrections, given a warning and fined not less than RMB l million and not more than RMB10 million by the CSRC.

Domestic companies' overseas offering and listing must comply with China's laws and rules on foreign investment, state-owned asset administration, etc., and shall not disrupt domestic market order or harm national/public interests or domestic investors' legitimate rights. They shall abide by applicable laws (including Company Law and Accounting Law), improve internal control and standardize corporate governance; comply with secrecy laws, prohibit disclosing state/work secrets, and ensure legal provision of personal/important data to overseas parties. The Trial Administrative Measures prohibit such activities if, among others, fund-raising is prohibited, it endangers national security, there are recent related crimes, ongoing investigations without conclusion, or material equity ownership disputes.

On February 24, 2023, the CSRC, together with other governmental authorities, released the Provisions on Strengthening the Confidentiality and Archives Administration Related to the Overseas Securities Offering and Listing 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》) (the "**Confidentiality and Archives Administration Provisions**"), which became effective from March 3l, 2023 and aims to expand the applicable scope of the regulation to indirect overseas offerings and listings by PRC domestic companies and emphasize the confidentiality and archive management duties of PRC domestic companies during the process of overseas offerings and listings. The Confidentiality and Archives Administration Provisions require, among others, that PRC domestic enterprises seeking to offer and list securities in overseas markets, either directly or indirectly, shall establish the confidentiality and archives system, and shall complete approval and filing procedures with competent authorities, if such PRC

domestic enterprises or their overseas listing entities provide or publicly disclose documents or materials involving state secrets and work secrets of PRC government agencies to relevant securities companies, securities service institutions, overseas regulatory agencies and other entities and individuals.

REGULATIONS RELATING TO THE H SHARE FULL CIRCULATION

"Full circulation" means listing and circulating on the Stock Exchange of the domestic unlisted shares of an domestic H-share listed company, including domestic unlisted shares held by domestic shareholders prior to overseas listing, domestic unlisted shares additionally issued after overseas listing, and unlisted shares held by foreign shareholders. On November 14, 2019, the CSRC issued the Guidelines for the "Full Circulation" Program for Domestic Unlisted Shares of (《H股公司境內未上市股份申請「全流通」業務指引》) (the "**H-share Listed Companies"Guidelines for the Full Circulation**"), which was revised on August 10, 2023. The Guidelines for the Full Circulation allows certain qualified H-share listed companies and H-share companies intended for listing to apply to the CSRC for full circulation.

According to the Guidelines for the Full Circulation, shareholders of domestic unlisted shares may determine by themselves through consultation the amount and proportion of shares, for which an application will be filed for circulation, provided that the requirements in the relevant laws and regulations and the policies for state-owned asset administration, foreign investment and industry regulation are met, and the H-share listed company may be entrusted to file with the CSRC. And domestic companies limited by shares that have not been listed may file with the CSRC for full circulation at the time of their initial public offering and listing overseas. Moreover, according to the Trial Administrative Measures, shareholders holding unlisted shares in China shall apply for converting domestic unlisted shares held by them into overseas listed shares and listing them on overseas trading venues for circulation in accordance with the relevant provisions of the CSRC, and entrust the domestic enterprises to file with the CSRC.

On December 31, 2019, China Securities Depository and Clearing Corporation Limited and Shenzhen Stock Exchange 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**"), governing cross-border transfer registration, deposit and holding maintenance, transaction entrustment, settlement and other related businesses. On September 20, 2024, China Securities Depository and Clearing (Hong Kong) Limited (the "**China Clearance (Hong Kong)**") also issued the Guidelines for H-share "Full Circulation" Business (《H股「全流通」業務指南》). On June 27, 2025, Shenzhen Branch of China Securities Depository and Clearing Corporation Limited revised and issued the Guidelines for H-share "Full Circulation" Business of Shenzhen Branch of China Securities Depository and Clearing Corporation Limited (《中國證券登記結算有限責任公司深圳分公司H股「全流通」業務指引》), which took effect on June 30, 2025.

REGULATIONS AND POLICIES RELATING TO THE AUTONOMOUS DRIVING AND INTELLIGENT CONNECTED VEHICLE INDUSTRY

In order to implement the National Standardization Development Outline (《國家標準化發展綱要》), promote the high-quality development of the intelligent connected vehicle industry, and accelerate the construction of an automobile power, the MIIT has revised and improved the Guidelines for the Construction of the National Connected Vehicle Industry Standard System (Intelligent Connected Vehicles) based on the development of the intelligent connected vehicle technology industry, further formed the Guidelines for the Construction of the National Connected Vehicle Industry Standard System (Intelligent Connected Vehicles) (2023 Edition) (《國家車聯網產業標準體系建設指南(智能網聯汽車)(2023年版)》), which provided that the government will establish a standard system for intelligent connected vehicles that adapts to China's national conditions and is in line with international standards in stages based on the current status of intelligent connected vehicle technology, industry needs, and future development trends. Moreover, regarding the stage 1 to 2025, the government will systematically form a system of standards for intelligent connected

vehicles that can support the combined driving assistance and general functions of autonomous driving and formulate and revise over 100 relevant standards for intelligent connected vehicles to satisfy the demand for standardization of intelligent connected automobile technology, industry development and government administration. Regarding the stage 2 to 2030, a standard system for intelligent connected vehicles that can support the coordinated development of single-vehicle intelligence and connected vehicle empowerment will be fully formed, and the government will formulate and revise more than 140 standards related to intelligent connected vehicles, and establish an implementation effect evaluation and dynamic improvement mechanism to satisfy the demand for full-scene application of combined driving assistance, autonomous driving and networked functions. Furthermore, the government will establish and improve a safety guarantee system, as well as a support system for software, hardware, and data resources. The coordination of international standards and regulations in key areas such as autonomous driving will reach an advanced level.

As one of the priority basic general standards proposed in the guidelines for the construction of the standard system, the Taxonomy of Driving Automation for Vehicles (《汽車駕駛自動化分級》) was promulgated by the State Administration for Market Regulation and the National Standardization Administration on August 20, 2021 and became effective on March 1, 2022, which refers to the corresponding standard of Society of Automotive Engineers, and stipulates that the standards for autonomous driving can be divided into: Level 0 (emergency assistance), Level 1 (partial driver assistance), Level 2 (combined driver assistance), Level 3 (conditionally automated driving), Level 4 (highly automated driving) and Level 5 (fully automated driving). The Ministry of Transport's Guidelines on Promoting the Development and Application of Road Traffic Autonomous Driving Technology (《關於促進道路交通自動駕駛技術發展和應用的指導意見》), promulgated on December 20, 2020 and currently in effect. This guideline aims to promote the implementation of the Intelligent Vehicle Innovation Development Strategy, focusing on key tasks such as autonomous driving technology R&D, intelligent upgrading of road infrastructure, pilot demonstration applications (including cargo transportation and passenger travel scenarios) and safety risk prevention, and sets a development goal to achieve important breakthroughs in technology R&D and pilot application by 2025.

In January 2022, the Ministry of Transport and the Ministry of Science and Technology jointly issued the Outline for the Mid- to Long-Term Development of Technological Innovation in the Transportation Sector (2021–2035) (《交通領域科技創新中長期發展規劃綱要(2021–2035年)》), outlining initiatives to promote the development and large-scale application of autonomous driving technology.

According to the Interim Provisions on Radio Management of Automobile Radar (《汽車雷達無線電管理暫行規定》) promulgated by the MIIT on November 16, 2021 and effective from March 1, 2022, the automobile radar equipment manufactured or imported for domestic sale or use shall comply with the RF Technical Requirements for Automobile Radar and apply for the radio type approval of the radio transmitting equipment from the national radio administration agency.

In addition, the MIIT and the State Administration for Market Regulation (SAMR) jointly issued the Notice on Further Strengthening the Management of Intelligent Connected Vehicle (ICV) Product Access, Recall and Software Over-the-Air (OTA) Upgrade (《關於進一步加強智能網聯汽車產品准入、召回及軟件在線升級管理的通知》, hereinafter referred to as the "**Notice**") in February 2025. The Notice aims to refine the management of ICVs with combined driving assistance systems and OTA functions, consolidate the main responsibility of enterprises for product quality and safety, and promote the high-quality development of the ICV industry. It specifies requirements including strengthening ICV product access and recall management, conducting sufficient testing and verification for products and OTA upgrades, implementing classified management of OTA upgrade activities, establishing an information sharing mechanism for OTA filing, and improving the incident and accident reporting and research mechanism.

REGULATORY OVERVIEW

LAWS AND REGULATIONS RELATING TO COMPANY ESTABLISHMENT AND FOREIGN INVESTMENT

The Company Law of the PRC (《中華人民共和國公司法》), promulgated by the Standing Committee of the National People's Congress of the PRC (the "**SCNPC**") on December 29, 1993, last amended on December 29, 2023 and came into effect on July 1, 2024, governs the establishment, operation and management of companies in the PRC, including foreign-invested companies. Unless foreign investment laws provide otherwise, foreign invested companies shall abide by the Company Law of the PRC.

The Foreign Investment Law of the People's Republic of China (《中華人民共和國外商投資法》, the "**FIL**"), which was promulgated on March 15, 2019 and became effective on January 1, 2020, and the Implementing Regulations of the Foreign Investment Law of the People's Republic of China (《中華人民共和國外商投資法實施條例》), which was promulgated in December 2019 and became effective, are the principal laws and regulations governing foreign investment in the PRC and replace three previous major laws on foreign investments in China, namely, the Sino-foreign Equity Joint Venture Law of the People's Republic of China (《中華人民共和國中外合資經營企業法》), the Sino-foreign Cooperative Joint Venture Law of the People's Republic of China (《中華人民共和國中外合作經營企業法》) and the Wholly Foreign-owned Enterprise Law of the People's Republic of China (《中華人民共和國外資企業法》), together with their respective implementing rules and auxiliary provisions.

Key regulations governing foreign investment and company establishment in China include the Interim Provisions on Guiding Foreign Investment Direction (《指導外商投資方向規定》), promulgated by the State Council on February 11, 2002 and effective on April 1, 2002. The Special Administrative Measures for Foreign Investment Access (Negative List) (2024 Edition)(《外商投資準入特別管理措施(負面清單)(2024年版)》), jointly issued by the National Development and Reform Commission (NDRC) and the Ministry of Commerce (MOFCOM), took effect on November 1, 2024, reducing restrictive measures to 29 items and eliminating all restrictions in the manufacturing sector. The Catalogue of Industries Encouraging Foreign Investment (2025 Edition) (《鼓勵外商投資產業目錄(2025年版)》), released by NDRC and MOFCOM on December 15, 2025 and effective on February 1, 2026, guides foreign investment into priority sectors. In summary, the Negative List serves as the core regulatory and management tool for foreign investment access in China, playing a pivotal role in standardizing and facilitating foreign investment activities. It uniformly prescribes the special administrative measures that foreign investors must comply with when entering the Chinese market, clarifying the specific areas, conditions, and requirements that need special approval or restriction, thereby providing clear and transparent guidance for foreign investors to make investment decisions. Importantly, areas outside the Negative List implement equal treatment for both domestic and foreign investors, without imposing any additional restrictive measures beyond those applicable to domestic enterprises. This practice fully embodies China's pre-entry national treatment plus negative list management system, which not only simplifies the investment access process, reduces institutional transaction costs for foreign investors, but also further optimizes China's foreign investment environment, enhances its attractiveness to global capital, and lays a solid institutional foundation for attracting more high-quality foreign capital to participate in China's high-quality economic development.

Pursuant to the FIL, "foreign investment" refers to investment activities conducted by foreign natural persons, foreign enterprises or other foreign organizations directly or indirectly in the PRC, which include the following circumstances: (i) foreign investors setting up foreign-invested enterprises in the PRC solely or jointly with other investors, (ii) foreign investors obtaining shares, equity interests, property portions or other similar rights and interests of enterprises within the PRC, (iii) foreign investors investing in new projects in the PRC solely or jointly with other investors, and (iv) investment made by foreign investors in other methods as specified in laws, administrative regulations, or as stipulated by the State Council.

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

The Measures for the Security Review of Foreign Investment (《外商投資安全審查辦法》) was promulgated by NDRC and MOFCOM on December 19, 2020 and became effective on January 18, 2021. China has established a working mechanism for conducting security reviews of foreign investment, which is responsible for organizing, coordinating, and guiding such reviews. The office of the working mechanism is located in the National Development and Reform Commission. Led by the National Development and Reform Commission and MOFCOM, the working mechanism is responsible for the daily work of the security reviews of foreign investment. The Measures for the Security Review of Foreign Investment define foreign investment as direct or indirect investment by a foreign investor in China, which includes (i) investment in new onshore projects or establishment of enterprises individually or with foreign investors; (ii) acquisition of equity or asset of onshore companies by merger and acquisition; and (iii) onshore investment by and through any other means. Investment in key areas with bearing on national security, such as major equipment manufacturing, important information technology and internet products and services, key technologies and other important areas, which results in the acquisition of actual control of investee companies, shall be filed with the working mechanism office before such investment is carried out.

LAWS AND REGULATIONS RELATING TO IMPORT AND EXPORT MANAGEMENT

China Import and Export Management

In accordance with the Foreign Trade Law of the People's Republic of China (《中華人民共和國對外貿易法》) promulgated by the NPCSC on May 12, 1994 and latest amended and effective on March 1, 2026, and the Notice on Matters Relating to the Filing of Consignees and Consignors of Imported and Exported Goods (《海關總署企業管理和稽查司關於進出口貨物收發貨人備案有關事宜的通知》) issued by the General Administration of Customs of the People's Republic of China on January 3, 2023 and effective on the same date, the consignee or consignor of imported or exported goods applying for filing should obtain the qualification of the market entity, but no filing for foreign trade operators is required.

According to the Customs Law of the People's Republic of China (《中華人民共和國海關法》) promulgated by the NPCSC on January 22, 1987, and amended on July 8, 2000, June 29, 2013, December 28, 2013, November 7, 2016, November 4, 2017, and April 29, 2021, respectively, the consignee of imported goods, the consignor of exported goods, and the owner of inbound and outbound goods are the taxpayers of customs duties. For the imported and exported goods, unless otherwise provided for, customs declaration and tax payment procedures may be completed by the consignee or consignor of the imported and exported goods, or the consignee or consignor of import and export goods may entrust a customs declaration enterprise to complete the customs declaration and tax payment procedures. The consignees and consignors for imported or exported goods and the customs brokers engaged in customs declaration shall be filed with the customs in accordance with the law. Customs declaration units refer to the consignee or consignor of the imported and exported goods and the customs declaration enterprises filed with the customs in accordance with the Regulations of the People's Republic of China on the Administration of the Record of Customs Declaration Units (《中華人民共和國海關報關單位備案管理規定》) promulgated by the General Administration of Customs of the People's Republic of China on November 19, 2021 and becoming effective as of January 1, 2022. Where the consignee or consignor of imported or exported goods or a customs declaration enterprise applies for filing, it shall obtain the qualification of market entities.

The Regulations of the People's Republic of China on the Administration of the Import and Export of Goods (《中華人民共和國貨物進出口管理條例》), revised on March 10, 2024 and effective May 1, 2024, is a core regulation governing cross-border cargo trade. It establishes a unified administration system, adheres to free import and export with fair order, clarifies state control over prohibited, restricted and licensed goods, and sets out key arrangements for quota, licensing and customs supervision, providing a legal basis for regulating cross-border trade and safeguarding national security and public interests.

U.S. Export Control Laws and Regulations

The U.S. export control system, implemented principally through the Export Administration Regulations ("EAR") by the Department of Commerce, imposes licensing requirements, end-use and end-user restrictions, foreign direct product controls, and list-based prohibitions on dealings with designated parties.

Items Subject to the EAR

Subject to the exclusions set forth in § 734.3(b), an item is "subject to the EAR" if it falls within the jurisdictional scope set out in § 734.3(a), which includes the following categories:

(1) items located in the United States, as well as U.S.-origin items wherever located;

(2) certain foreign-produced commodities, software or technology that incorporate, are bundled with, or are commingled with controlled U.S.-origin commodities, software or technology, where no de minimis level applies or the applicable de minimis threshold under §734.4 is exceeded; or

(3) certain foreign-produced items that are direct products of specified technology or software, or are produced by a complete plant or major component of a plant that is itself a direct product of specified technology or software, where the applicable requirements under §734.9 are satisfied.

Entity List Restrictions

The Entity List identifies persons or addresses of persons reasonably believed to be involved, or to pose a significant risk of being or becoming involved, in activities contrary to the national security or foreign policy interests of the United States. The entries are added to the Entity List pursuant to sections of part 744 (Control Policy: End-User and End-Use Based) and part 746 (Embargoes and Other Special Controls) of the EAR. According to EAR § 744.16, no person may, without a license from BIS, export, reexport, or transfer (in-country) any item included in the License Requirement column of an entry on the Entity List (supplement no. 4 to part 744 of the EAR) when an entity associated with that entry, or any entity using an address of high diversion risk associated with that entry, is a party to a transaction as described in § 748.5(c) through (f) of the EAR. The specific license requirements applicable to each listed entity or address of high diversion risk are set forth in the relevant entry on the Entity List.

LAWS AND REGULATIONS RELATING TO PRODUCT QUALITY AND TORT LIABILITY

Pursuant to the Product Quality Law of the PRC (《中華人民共和國產品質量法》) promulgated on February 22, 1993 and latest amended on December 29, 2018 by the SCNPC, the seller shall be responsible for the repair, replacement or return of the product sold if (i) the product sold does not possess the properties for use that it should possess, and no prior and clear indication is given of such a situation; (ii) the product sold does not conform to the applied product standard as carried on the product or its packaging; or (iii) the product sold does not conform to the quality indicated by such means as a product description or physical sample. If a consumer incurs losses as a result of purchased products, the seller shall compensate for such losses.

On May 28, 2020, the Civil Code of the PRC (《中華人民共和國民法典》) (the "**Civil Code**") was adopted by the SCNPC, which became effective on January 1, 2021, according to which, a manufacturer or a commercial seller is subject to liability for harm to persons or property caused by the product defects. The infringed may seek compensation from the manufacturer or the commercial seller. Where the infringed seeks compensation from the commercial seller, the commercial seller shall have the right to make a claim against the liable manufacturer after it has made compensation.

LAWS AND REGULATIONS RELATING TO CYBER SECURITY, DATA SECURITY AND PROTECTION OF PERSONAL INFORMATION

Pursuant to the National Security Law of the PRC (《中華人民共和國國家安全法》) promulgated by the SCNPC on February 22, 1993 and latest amended and became effective on July 1, 2015, the state shall establish systems and mechanisms for national security review and supervision, conduct national security review on key technology, network information technology products and services related to state security, so as to prevent and neutralize state security risks in an effective way. The SCNPC promulgated the Cybersecurity Law of the PRC (《中華人民共和國網絡安全法》) (the "**Cybersecurity Law**") on November 7, 2016, which was most recently revised on October 28, 2025 and came into effect on January 1, 2026.The Cybersecurity Law requires network operators to perform certain functions related to cyber security protection and strengthen the network information management. When collecting and using personal information, in accordance with the Cybersecurity Law, network operators shall abide by the "lawful, justifiable and necessary" principles. Network operators shall collect and use personal information by announcing rules for collection and use, expressly notify the purpose, methods and scope of such collection and use, and obtain the consent of the person whose personal information is to be collected. Network operators shall not disclose, tamper with or destroy personal information that it has collected, or disclose such information to others without prior consent of the person whose personal information has been collected, unless such information has been processed to prevent specific person from being identified and such information from being restored.

The Data Security Law of the People's Republic of China (the "**Data Security Law**",《中華人民共和國數據安全法》) was passed 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 permits or even criminal liabilities.

The Personal Information Protection Law of the PRC (the "**Personal Information Protection Law**",《中華人民共和國個人信息保護法》) 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) the processing is necessary to respond to public health emergencies or protect a natural person's life, health and property safety under emergency circumstances; (v) the personal information that has been made public is processed within a reasonable scope in accordance with the Personal Information Protection Law; (vi) personal information is processed within a reasonable scope to conduct news reporting, public opinion-based supervision and other activities in the public interest; 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, inclusion in relevant credit record, or even criminal liabilities.

The Several Provisions on Administration of Automobile Data Security (For Trial Implementation) (《汽車數據安全管理若干規定(試行)》) (the "**Provisions on Automobile Data Security**") was jointly promulgated by the CAC, the MIIT and other government authorities on August 16, 2021 and became effective on October 1, 2021. In accordance with the Provisions on Automobile Data Security, automobile data include both personal information and important data involved in the process of automotive design, production, sales, use, operation and maintenance. "Important data" means data that may endanger national security, public interest, the legitimate rights and interests of individuals and organizations once tampered with, destroyed, divulged, or illegally acquired or used. Automobile data processors are defined as entities that carry out automobile data processing activities, including automobile manufacturers, components and parts and software suppliers, dealers, maintenance organizations, and mobility service enterprises. They shall carry out automobile data processing activities (including the collection, storage, use, processing, transmission, provision, and disclosure of automobile data) in accordance with the Provisions on Automobile Data Security. The automobile data processors shall carry out risk assessments for their important data processing activities and submit a report to relevant government authorities. Important data shall be stored in China in accordance with the law. Automobile data processors that have to carry out cross-border data transfers due to business needs shall pass the security assessment organized by the CAC in conjunction with the relevant authorities under the State Council, and shall follow the purpose, scope, mode, and type and size of the data specified in the security assessment of cross-border data transfers.

On July 7, 2022, the CAC issued the Measures for the Security Assessment of Cross-border Transfer of Data (《數據出境安全評估辦法》), which became effective on September 1, 2022. The Provisions on Promoting and Regulating Cross-border Data Flow (《促進和規範數據跨境流動規定》), took effective on March 22, 2024, stipulate that non-CIIO data processors transferring non-sensitive personal information of 100,000 to less than 1 million individuals, or sensitive personal information of fewer than 10,000 individuals cumulatively since January 1 of the current year, must conclude a standard contract or obtain personal information protection certification. However, exemptions from security assessments, standard contracts, and certifications are granted for transfers necessary for: (i) concluding or performing contracts (e.g., cross-border e-commerce or payments); (ii) cross-border HR management; (iii) protecting life, health, and property in emergencies; or (iv) non-CIIOs transferring non-sensitive personal information of fewer than 100,000 individuals annually.

The Cybersecurity Data Security Administration Regulations (《網絡數據安全管理條例》), adopted at the 40th executive meeting of the State Council on August 30, 2024 and promulgated on September 24, 2024, took effect on January 1, 2025. As a core regulation governing network data security, it regulates network data processing activities, implements classified and hierarchical protection of network data, and clarifies obligations of data processors, including personal information protection, important data security and cross-border data management. In addition, The Regulations stipulate that "entrusted processing" refers to network data processing activities in which a network data processor entrusts an individual or organization to process network data in accordance with the agreed purpose and method. When a network data processor entrusts the processing of personal information and important data to another network data processor, it shall specify to the recipient, through a contract or otherwise, the processing purpose, method, scope, and security protection obligations, etc., and supervise the recipient's performance of such obligations. Records of entrusting the processing of personal information and important data to another network data processor shall be retained for at least three years. The network data recipient shall fulfill its network data security protection obligations and process personal information and important data in accordance with the agreed purpose, method, scope, etc. Before entrusting the processing of important data, the processor of important data shall conduct a risk assessment, except where such activities are performed in fulfillment of statutory duties or obligations.

On December 28, 2021, thirteen PRC governmental and regulatory agencies, including the Cyberspace Administration of China (the "**CAC**"), promulgated the Measures for Cyber Security Review (《網絡安全審查辦法》), came into effect on February 15, 2022. The Measures for Cyber Security Review specify that the procurement of network products and services by operators of critical information infrastructure and the activities of data processing carried out by Internet platform operators that raise or may raise "national security" concerns are subject to cyber security review by Office of Cyber Security Review established by the CAC. Before a critical information infrastructure operator purchases internet products and services, it should assess the potential risk of national security that may arise from using such products and services. If such use of products and services may give rise to national security concerns, it should apply for a cyber security review by the Cyber Security Review Office. Where network products and services or data processing activities are considered by members of the Cybersecurity Review Working Mechanism to affect or potentially affect national security, the Office of Cyber Security Review shall, upon approval by the Central Cybersecurity and Informatization Commission in accordance with procedures, conduct review in compliance with relevant regulations. In addition, Internet platform operators that possess the personal data of over one million users and seek to list overseas must declare and undergo cybersecurity review with the Office of Cyber Security Review. Our PRC Legal Advisor made a telephonic consultation on a named basis with the China Cybersecurity Review, Certification and Market Regulation Big Data Center (中國網絡安全審查認證和市場監管大數據中心, CCRC) which is the competent authority entrusted by the CAC to set up cybersecurity review consultation hotline. The CCRC confirmed that the term "listing in a foreign country" under the Cybersecurity Review Measures does not apply to listings in Hong Kong, and thus the obligation to proactively apply for cybersecurity review by an entity seeking listing in a foreign country shall not be applicable to the proposed **[REDACTED]**.

On March 20, 2026, the MIIT and nine other departments jointly issued the Interim Measures for the Administration of AI Technology Ethics Review and Services (人工智能科技倫理審查與服務辦法(試行)), which came into effect on the date of issuance. The measures apply to AI technology activities carried out within the territory of the PRC that may pose ethical risks. Conducting AI technology activities shall comply with AI technology ethics principles, including enhancing human welfare, respecting life rights, upholding fairness and impartiality, reasonably controlling risks, maintaining transparency, protecting privacy and security, and ensuring controllability and trustworthiness. The measures serve as a refinement of the Provisions on the Administration of Science and Technology Ethics Review (for Trial Implementation) in the AI field, providing targeted provisions tailored to the characteristics of AI technology with respect to ethics principles, review priorities, and the coordination of expert re-review procedures, thereby better addressing the practical needs of AI technology ethics review. Violations of the measures shall be investigated and punished in accordance with the Cybersecurity Law, the Data Security Law, the PIPL, the Science and Technology Progress Law, and other applicable laws and regulations.

LAWS AND REGULATIONS RELATING TO INTELLECTUAL PROPERTY

Trademarks

According to the Trademark Law of the People's Republic of China (《中華人民共和國商標法》) promulgated by the SCNPC on August 23, 1982, and most recently amended on April 23, 2019 (cmts: latest amended on June 26, 2026 and will become effective on January 1, 2027), the Trademark Office of the State Administration for Industry and Commerce Authority, or the SAIC, under the State Council is responsible for the registration and administration of trademarks in China. The SAIC has established a Trademark Review and Adjudication Board for resolving trademark disputes. Registered trademarks are valid for ten years from the date the registration is approved. A registrant may apply to renew a registration within twelve months before the expiration date of the registration. If the registrant fails to apply in a timely manner, a grace period of six additional months may be granted. If the registrant fails to apply before the grace period expires, the registered trademark shall be deregistered. Renewed registrations are valid for ten years. On April 29, 2014, the State Council issued the revised Implementing Regulations of the Trademark Law of the People's Republic of China (《中華人民共和國商標法實施條例》), which specifies the requirements for the application of trademark registration and renewal.

Patent

According to the Patent Law of the People's Republic of China (《中華人民共和國專利法》), or the Patent Law, which was promulgated by the SCNPC on March 12, 1984 and most recently amended on October 17, 2020 (with such amendment taking effect on June 1, 2021), and the Implementation Rules of the Patent Law of the People's Republic of China (《中華人民共和國專利法實施細則》), or the Implementation Rules of the Patent Law, promulgated by the State Council on June 15, 2001, most recently revised on December 11, 2023, and implemented on January 20, 2024, the patent administrative department under the State Council is responsible for the administration of patent-related work nationwide and the patent administration departments of the provincial, autonomous regions or municipal governments are responsible for the administration of patents within their respective administrative areas. The Patent Law and the Implementation Rules of the Patent Law provide for three types of patents, namely "inventions," "utility models" and "designs". Invention patents are valid for twenty years, utility model patents are valid for ten years and design patents are valid for fifteen years, in each case from the date of application. The Chinese patent system adopts a "first come, first file" principle, which means that where more than one person files a patent application for the same invention, a patent will be granted to the person who files the application first. An invention or a utility model must possess novelty, inventiveness and practical applicability to be patentable. Third parties must obtain consent or a proper license from the patent owner to use the patent. Otherwise, the unauthorized use constitutes an infringement on the patent rights.

Copyright and Software Registration

The Copyright Law of the PRC (《中華人民共和國著作權法》) (the "**Copyright Law**"), which first became effective on June 1, 1991, and was latest amended in 2020 and became effective on June 1, 2021, provides that PRC citizens, legal persons, or other organizations shall, whether published or not, own copyright in their copyrightable works, which include, among others, works of literature, art, natural science, social science, engineering technology and computer software. Copyright owners enjoy certain legal rights, including the right of publication, right of authorship and right of reproduction. The Copyright Law extends copyright protection to Internet activities, products disseminated over the internet and software products. In addition, the Copyright Law provides for a voluntary registration system administered by the China Copyright Protection Center.

The Computer Software Protection Regulations (《計算機軟件保護條例》) promulgated by the State Council on June 4, 1991 and amended in 2001, 2011 and 2013 respectively, aim to protect the rights and interests of computer software copyright owners, adjust the interests in the development, dissemination and use of computer software, encourage the development and application of computer software, and boost the development of the software industry and the informatization of the national economy. In accordance with the Computer Software Protection Regulations, Chinese citizens, legal persons or other organizations shall be entitled to the copyright for software developed by them, whether published or not. A software copyright owner may apply for registration with the software registration agency recognized by the copyright administrative department under the State Council. The registration certificate issued by the software registration agency is the preliminary proof of the registered matters.

According to the Measures for the Registration of Computer Software Copyright (《計算機軟件著作權登記辦法》) promulgated by the National Copyright Administration on February 20, 2002 was included in and revised by the Computer Software Protection Regulations which was amended by the State Council on January 30, 2013 and entered into force on March 1, 2013, the National Copyright Administration shall be in charge of the registration and administration of software copyrights nationwide and the China Copyright Protection Center has been recognized as a software registration agency.

Domain Names

According to the Measures for the Administration of Internet Domain Names (《互聯網域名管理辦法》) promulgated by the MIIT on August 24, 2017, which came into effect on November 1, 2017, the MIIT shall be responsible for the supervision and management of China's Internet domain name service. Domain name registrations shall be handled through the domain name service agencies established in accordance with the relevant provisions, and the applicants become domain name holders upon successful registration.

Trade Secrets

According to the Anti-Unfair Competition Law of the People's Republic of China (《中華人民共和國反不正當競爭法》), promulgated by the SCNPC on September 2, 1993, most recently revised on June 27, 2025, and came into force on October 15, 2025, the term "trade secrets" refers to technical information, operational information, and other commercial information that is unknown to the public, has commercial value, and is maintained as secrets by its right holders.

Under the Anti-Unfair Competition Law of the People's Republic of China, operators are prohibited from infringing others' trade secrets by: (i) obtaining the trade secrets from the right holders by any unfair methods by theft, bribery, fraud, intimidation, electronic intrusion or other improper means; (ii) disclosing, using or permitting others to use the trade secrets of the right holders obtained illegally under item (i) above; (iii) disclosing, using or allowing others to use trade secrets obtained by him/her in violation of confidentiality obligations or the right holders' requirements on keeping such trade secrets confidential; or (iv) obtaining, disclosing, using or allowing others to use the right holders' trade secrets by instigating, inducing or helping others to violate the confidentiality obligations or the holders' requirements on keeping such trade secrets confidential. Where a third party knows or should have known that an employee, former employee of the trade secret owner, or any other entity or individual has committed the illegal acts specified in the first paragraph of this Article, but still obtains, discloses, uses or allows others to use such trade secret, the third party shall be deemed to have infringed upon the trade secret. The party whose trade secrets are being infringed may petition for administrative corrections, and regulatory authorities may stop any illegal acts and fine the infringing party.

REGULATIONS ON LAND, PLANNING AND ENGINEERING CONSTRUCTION

Land

According to the Land Administration Law of the PRC (《中華人民共和國土地管理法》) promulgated by the SCNPC Standing Committee on June 25, 1986 and latest amended on August 26, 2019, and the Regulations for the Implementation of the Land Administration Law of the PRC (《中華人民共和國土地管理法實施條例》) promulgated by the State Council on December 27, 1998 and latest revised on July 2, 2021, the land of the PRC is either State-owned or collectively-owned. Except for land which is legally owned by the State or has been expropriated as State-owned according to law, all of which is collectively-owned. The State-owned land use rights may be used by third parties through grant, allocation, lease, capital contribution and other forms. Third parties who have obtained the State-owned land use rights may legally use, profit from and dispose of the State-owned land use rights within the statutory use term and planned use scope. Permanent buildings cannot be built on the land for temporary use, and the term of use of the land shall generally not exceed two years.

Planning

According to the Urban and Rural Planning Law of the PRC (《中華人民共和國城鄉規劃法》) promulgated by the SCNPC on October 28, 2007 and latest amended on April 23, 2019, if the construction of buildings, structures, roads, pipelines and other projects is carried out in the planning area of a city or a town, the construction entity or individual shall apply to the competent authority of urban and rural planning of the people's government of the city or county or the

people's government of the town as determined by the people's government of the province, autonomous region or municipality directly under the central government of the PRC for a construction project planning permit. The construction entity shall carry out the construction in accordance with the planning conditions and submit the relevant completion acceptance information to the urban and rural planning authority within six months after the completion acceptance.

Engineering construction

According to the Construction Law of the PRC (《中華人民共和國建築法》) promulgated by the SCNPC on November 1, 1997 and latest amended on April 23, 2019, prior to the commencement of construction work, the construction entity shall apply to the construction administrative authority of the people's government at or above the county level where the project is located for a construction permit in accordance with the relevant provisions of the State, except for small-scale projects under the quota as determined by the construction administrative authority. A construction project shall be delivered for use only after it has passed the acceptance examination. A construction project shall not be delivered for use without acceptance or with unqualified acceptance. All of our facilities should comply with relevant laws and regulations related to land, planning and engineering construction.

LAWS AND REGULATIONS RELATING TO LEASING

According to the Civil Code of the People's Republic of China (《中華人民共和國民法典》) which was promulgated by NPC on May 28, 2020 and became effective on January 1, 2021, an owner of immovable or movable property is entitled to possession, use, earnings, and disposal of such property in accordance with the law. Subject to the consent of the lessor, the lessee may sublease the leased premises to a third party. Where a lessee subleases the premises, the lease contract between the lessee and the lessor remains valid. The lessor is entitled to terminate the lease if the lessee subleases the premises without the consent of the lessor. In addition, if the ownership of the leased premises changes during the lessee's possession in accordance with the terms of the lease contract, the validity of the lease contract shall not be affected.

Pursuant to the Law on Administration of Urban Real Estate of the People's Republic of China (《中華人民共和國城市房地產管理法》), which was promulgated by the SCNPC on July 5, 1994 and latest amended on August 26, 2019, and became effective on January 1, 2020, in case of house leasing, the lessor and lessee are required to enter into a written lease contract, containing such provisions as the leasing term, usage, rental and repair liabilities, as well as other rights and obligations of both parties, and go through registration and filing procedures with the real estate administration department. According to the Administrative Measures for Commercial Housing Leasing (《商品房屋租賃管理辦法》), which was promulgated by the Ministry of Housing and Urban-Rural Development of the People's Republic of China on December 1, 2010, and became effective on February 1, 2011, without the above-mentioned registration, the competent department of construction (real estate) shall order corrections within a specified time limit. If corrections are not made by the deadline, a fine may be imposed on the lessor and the lessee.

LAWS AND REGULATIONS RELATING TO ENVIRONMENTAL PROTECTION

According to the Catalogue of Classified Management of Pollutant Discharge Permits for Stationary Pollution Sources (《固定污染源排污許可分類管理名錄》) promulgated by the Ministry of Ecology and Environment on December 20, 2019 and came into effect on the same day, the PRC implements key management, simplified management and registration management of pollutant discharge permits based on factors such as the amount of pollutants generated, the amount of pollutants discharged and the degree of impact on the environment of the pollutant discharging entities. For pollutant discharging entities subject to registration management, applications for pollutant discharge permits are not required.

According to the Regulations on the Administration of Permitting of Pollutant Discharges (《排污許可管理條例》), which was promulgated by the State Council on January 24, 2021 and came into effect on March 1, 2021, enterprises and other production operators that implement pollutant discharge licencing management (the "**pollutant discharging entities**") shall apply for pollutant discharge permits, and shall not discharge pollutants without obtaining the pollutant discharge permits. Pollutant discharging entities are classified into key management and simplified management according to the amount of pollutants discharged and the degree of impact on the environment. The pollutant discharge permit is valid for five years. If a pollutant discharging entity intends to continue to discharge pollutants, it shall submit an application for renewal to the approving authority 60 days before the expiration of the pollutant discharge permit.

The Measures for the Administration of Pollutant Discharge Permits (《排污許可管理辦法》), promulgated by the Ministry of Ecology and Environment on April 1, 2024 and effective on July 1, 2024, is a core regulation governing pollutant discharge management. It regulates the application, approval and implementation of pollutant discharge permits, clarifies the obligations of pollutant discharge entities, and implements classified management for pollutant discharge. It aims to standardize pollutant discharge management, safeguard ecological environment security and public interests, repealing the Measures for the Administration of Pollutant Discharge Permits (Trial).

According to the Administrative Regulations on the Environmental Protection of Construction Projects (《建設項目環境保護管理條例》) (the "**Environmental Protection Rules of Construction Projects**"), promulgated by the State Council on November 29, 1998 and amended on July 16, 2017, and other relevant environmental protection laws and regulations, construction units shall compile or fill out an environmental impact report, an environmental impact statement, or an environmental impact registration form prior to the commencement of any construction project and submit it to the relevant environmental protection administration authority for approval or record-filing. Construction entities may entrust a technical entity to conduct an environmental impact assessment of its construction projects and prepare environmental impact reports and environmental impact statements on construction projects. If a construction entity has the technical capability of environmental impact assessment, it may carry out the above activities itself.

According to the Environmental Protection Rules of Construction Projects, after the completion of a construction project for which the environmental impact report or the environmental impact statement has been prepared, the construction entity shall, in accordance with the standards and procedures established by the competent administrative department of environmental protection under the State Council, conduct acceptance checks of the environmental protection facilities and prepare an acceptance report, and announce the acceptance report according to law except for circumstances where there is a need to keep confidentiality pursuant to the provisions of the State. Any construction project for which the environmental impact report or the environmental impact statement has been prepared can not be put into operation or use until its environmental protection facilities have passed the inspection and acceptance.

The Interim Measures for Environmental Protection Inspection and Acceptance upon Completion of Construction Projects (《建設項目竣工環境保護驗收暫行辦法》) was promulgated and implemented by the former Ministry of Environmental Protection (now the Ministry of Ecology and Environment) on November 20, 2017. The Measures stipulates the procedures and standards for construction entities to carry out independent environmental protection inspection and acceptance upon the completion of construction projects.

LAWS AND REGULATIONS RELATED TO PRODUCT QUALITY AND TORT LIABILITY

Pursuant to the Product Quality Law of the PRC (《中華人民共和國產品質量法》) promulgated on February 22, 1993 and latest amended on December 29, 2018 by the SCNPC, the seller shall be responsible for the repair, replacement or return of the product sold if (i) the product sold does not possess the properties for use that it should possess, and no prior and clear indication is given of such a situation; (ii) the product sold does not conform to the applied product standard as carried on the product or its packaging, or (iii) the product sold does not conform to the quality indicated by such means as a product description or physical sample. If a consumer incurs losses as a result of purchased products, the seller shall compensate for such losses.

Pursuant to the Implementing Measures for the Administrative Regulations on the Recall of Defective Auto Products (Revised in 2020) (《缺陷汽車產品召回管理條例實施辦法(2020年修訂)》), the manufacturers of automobiles and automobile trailers shall be responsible for recalling defective automobiles. And we, as the auto part manufacturer, shall report information concerning defective automobiles to the State Administration for Market Regulation and notify the Automobile Manufacturers, The State Administration for Market Regulation and entrusted market regulatory departments shall have the power to conduct on-the-spot investigations on the premises of auto part manufacturers, and auto part manufacturers shall render assistance during a defective automobile investigation and furnish relevant information as required in the investigation.

LAWS AND REGULATIONS RELATING TO WORK SAFETY

Under relevant construction safety laws and regulations, including the PRC Work Safety Law (《中華人民共和國安全生產法》), which was promulgated by the SCNPC on June 29, 2002, last amended on June 10, 2021, and effective on September 1, 2021, production and operating business entities must establish objectives and measures for work safety and improve the working environment and conditions for workers in a planned and systematic way. A work safety protection scheme must also be set up to implement the work safety job responsibility system. In addition, production and operating business entities must arrange work safety training and provide their employees with protective equipment that meets national or industrial standards. Automobile and components manufacturers are subject to such environmental protection and work safety requirements.

Pursuant to the Work Safety Law, and the Measures for the Supervision and Administration of "Three Simultaneities" for Safety Facilities of Construction Projects (《建設項目安全設施「三同時」監督管理辦法》), which was promulgated by the State Administration of Work Safety (now has been adjusted to the Ministry of Emergency Management) on April 2, 2015 and became effective on May 1, 2015, production and operation entities are responsible for the construction of the safety facilities of construction projects. The safety facilities of a construction project must be designed, constructed and put into production and use simultaneously with the main part of the project. Investment in safety facilities shall be brought into the budgetary estimate of the construction project.

LAWS AND REGULATIONS RELATING TO FIRE PROTECTION

Fire Protection Design Review and Final Acceptance

According to the Interim Provisions on the Administration of Examination and Acceptance of Fire Protection Design of Construction Projects (《建設工程消防設計審查驗收管理暫行規定》), which was promulgated by the Ministry of Housing and Urban-Rural Development on April 1, 2020 and became effective on June 1, 2020, and was latest amended on August 21, 2023, the fire protection design review system shall apply to special construction projects for movie theaters, reading rooms in public libraries, commercial indoor fitness and recreation venues, outpatient buildings in hospitals, teaching buildings, libraries and canteens in universities, production and processing workshops in labor-intensive enterprises, temples and churches, each of which has a gross floor area of more than 2,500 square meters. Where an as-built special construction project undergoes the final acceptance formalities, the construction entity shall file an application for fire protection final inspection with

the competent department of fire protection design review and final acceptance; where the project fails to undergo or pass the fire protection design review, it shall be prohibited from being put into use. The recordation and random inspection system shall apply to the classified management of other construction projects. Any other construction project that fails to pass the random inspection conducted under the law shall cease to be used.

According to the Fire Protection Law of the People's Republic of China (《中華人民共和國消防法》) promulgated by the SCNPC on April 29, 1998 and latest amended on April 29, 2021, where a construction project subject to fire protection acceptance according to law that has not undergone or failed to pass the fire protection acceptance shall not be put into use; and any other construction project that failed to pass the random inspection conducted under the law shall cease to be used. Where any of the following conduct is committed in violation of any provision of this Law, the competent housing and urban-rural development department and the fire protection and rescue authority shall, in accordance with their respective powers, order cessation of construction or use, or suspension of production or business, and impose a fine of not less than RMB30,000 nor more than RMB300,000: a construction project that is subject to fire protection design review according to law has not undergone or failed to pass the review and is under construction without authorization; a construction project that is subject to fire protection acceptance inspection according to law has not undergone or failed to pass the fire protection acceptance and is put into use without authorization; and any other construction project that failed to pass the random inspection conducted under the law has not ceased to be used.

REGULATIONS ON ANTI-MONOPOLY AND ANTI-UNFAIR COMPETITION

Pursuant to the Anti-Monopoly Law (《中華人民共和國反壟斷法》) promulgated by the SCNPC on August 30, 2007, which was amended on June 24, 2022 and became effective on August 1, 2022, where the concentration of business operators reaches the filing thresholds stipulated by the State Council, business operators shall file a declaration with the SAMR, and no concentration shall be implemented until the SAMR clears the anti-monopoly filing. On February 7, 2021, the Anti-Monopoly Committee of the State Council promulgated the Anti-monopoly Guidelines for the Platform Economy Sector (《關於平台經濟領域的反壟斷指南》) (the "**Anti-monopoly Guideline**"), aiming to improve anti-monopoly administration on online platforms. The Anti-monopoly Guideline, operating as the compliance guidance under the existing PRC anti-monopoly regulatory regime for platform economy operators, specifically prohibits certain acts of the platform economy operators that may have the effect of eliminating or limiting market competition, such as concentration of undertakings.

Pursuant to the Anti-Unfair Competition Law (《中華人民共和國反不正當競爭法》) promulgated by the SCNPC on September 2, 1993, which was amended on June 27, 2025 and became effective on October 15, 2025, operators are prohibited from engaging in unfair competition activities such as market confusion, commercial bribery, false or misleading commercial promotion, infringement on trade secrets, and illegitimate premium sales. Any operator in violation of the Anti-Unfair Competition Law may be ordered to cease illegal activities, eliminate the adverse effect thereof or compensate for the damages caused to any other party. The competent authorities may also confiscate any illegal gains or impose fines on these operators.

LAWS AND REGULATIONS RELATING TO FOREIGN EXCHANGE

Under the Foreign Exchange Administration Regulations of the People's Republic of China (《中華人民共和國外匯管理條例》) which was latest amended in 2008 and various regulations issued by the State Administration of Foreign Exchange and other relevant PRC government authorities, Renminbi is freely convertible for current account items, such as trade-related receipts and payments, interest and dividends. For capital account items, such as direct equity investment, loan or investment return, except for those expressly exempted by laws and regulations, RMB shall not be convertible into foreign currencies which can be remitted to regions outside China unless prior approval from the SAFE or its provincial counterparts is obtained.

Pursuant to the Circular on Matters Concerning the Administration of Funds of Domestic Enterprises Listed Overseas (《關於境內企業境外上市資金管理有關問題的通知》) issued by the People's Bank of China and the State Administration of Foreign Exchange on December 26, 2025, funds raised through overseas listing and repatriated in foreign currencies may be freely converted into Renminbi and utilized at the discretion of the enterprise. The overseas-listed entity may independently select the means of exchange rate risk management within the territory of China. This Circular supports banks as the primary entities in directly handling the registration formalities for the overseas listing of domestic enterprises, appropriately relaxes the time limit requirements for registration of issuance and listing, secondary offerings, share reductions and other related activities, and further standardizes the administration of raised funds. It explicitly stipulates that in principle, all funds raised from overseas listing as well as proceeds derived from share reductions or transfers shall be repatriated to the territory of China. In cases where there are remaining funds remitted overseas by shareholders for share subscriptions, or where the relevant transactions are not consummated, such funds shall be repatriated to China in a timely manner. Enterprises that meet certain specified conditions are permitted to retain the raised funds for use outside the territory of China. Upon the implementation of this Circular on April 1, 2026, the Circular of the State Administration of Foreign Exchange on Matters Concerning Foreign Exchange Administration for Overseas Listing (《國家外匯管理局關於境外上市外匯管理有關問題的通知》) shall be simultaneously abolished.

On March 30, 2015, SAFE promulgated the Notice on Reforming the Administration of Foreign Exchange Settlement of 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》), or SAFE Circular 19, which took effect on June 1, 2015 and was further revised in 2019 and 2023. According to SAFE Circular 19, foreign currency capital contribution to an FIE in its capital account may be converted into RMB on a discretional basis.

On June 9, 2016, the SAFE promulgated the Circular on Reforming and Regulating Policies on the Management of the Settlement of Foreign Exchange 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》), or SAFE Circular 16, which was amended on December 4, 2023. SAFE Circular 16 provides for the discretionary foreign exchange settlement for all domestic institutions. Discretionary foreign exchange settlement means the foreign exchange capital in the capital account which has been confirmed by relevant policies to be subject to the discretional foreign exchange settlement (including foreign exchange capital, foreign loans and funds remitted from the proceeds from the overseas listing) can be settled at banks based on the actual operational needs of the domestic institutions. The proportion of discretionary foreign exchange settlement of the foreign exchange capital is temporarily determined as 100%.

LAWS AND REGULATIONS RELATING TO LABOR PROTECTION, SOCIAL INSURANCE AND HOUSING PROVIDENT FUND

Pursuant to the Social Insurance Law of the PRC (《中華人民共和國社會保險法》) which was promulgated on October 28, 2010 and with effect from July 1, 2011 and latest amended on December 29, 2018, and the Interim Regulations on the Collection of Social Insurance Fees (《社會保險費徵繳暫行條例》) issued by the State Council on January 22, 1999 and last amended on March 24, 2019, employees shall participate in basic pension insurance, basic medical insurance and unemployment insurance. Basic pension, medical and unemployment insurance contributions shall be paid by both employers and employees. Employees shall also participate in work-related injury insurance and maternity insurance. Work-related injury insurance and maternity insurance contributions shall be paid by employers rather than employees. Pursuant to the Notice of the General Office of the State Council on Issuing the Plan for the Pilot Program of Combined Implementation of Maternity Insurance and Basic Medical Insurance for Employees (《國務院辦公廳關於印發〈生育保險和職工基本醫療保險合併實施試點方案〉的通知》) and the Opinions of the General Office of the State Council on Comprehensively Promoting the Implementation of the Combination of Maternity Insurance and Basic Medical Insurance for Employees (《國務院辦公廳關於全面推進生育保險和職工基本醫療保險合併實施的意見》) promulgated on January 19, 2017 and March 6, 2019, respectively, maternity

insurance and basic medical insurance for employees shall be consolidated. According to the Social Insurance Law of PRC, employers must carry out social insurance registration at the local social insurance agency, provide social insurance and pay or withhold the relevant social insurance premiums for or on behalf of employees. For employers failing to conduct social insurance registration, the administrative department of social insurance shall order them to make corrections within a prescribed time limit; if they fail to do so within the time limit, employers shall have to pay a penalty over one time but no more than three times of the amount of the social insurance premium payable by them. Where an employer fails to pay social insurance premiums in full or on time, the social insurance premium collection agency shall order it to pay or make up the balance within a prescribed time limit, and shall impose a daily late fee at the rate of 0.05% of the outstanding amount from the due date; if still failing to pay within the time limit prescribed, a fine of one time to three times the amount in default will be imposed on them by the competent administrative department.

Pursuant to the Regulations on the Administration of Housing Provident Fund (《住房公積金管理條例》), which was promulgated by the State Council on April 3, 1999, latest amended and became effective on March 24, 2019 (cmts: latest amended on August 10, 2026 and will become effective on September 20, 2026), the housing provident fund contributed by an employee and his/her employer for the employee shall be owned by the employee. An employer should undertake registration of payment and deposit of the housing provident fund in the Housing Provident Fund Management Center and open a housing provident fund account for each employee in a commissioned bank after verification by the Housing Provident Fund Management Center. Where an employer fails to register the housing fund contributions or fails to go through the procedures of setting up housing fund accounts for its own employees, it shall be ordered by the Housing Provident Fund Management Center to do so within a certain period of time; where it fails to do so, it shall be subject to a fine of not less than RMB10,000 and not more than RMB50,000. Where an employer fails to pay or underpays the housing provident fund, the Housing Provident Fund Management Center shall order the employer to pay the fund within a certain period of time; where the employer fails to do so, the Housing Provident Fund Management Center may apply to the people's court for compulsory execution.

LAWS AND REGULATIONS RELATING TO LABOR DISPATCH

Pursuant to the Interim Provisions on Labor Dispatch (《勞務派遣暫行規定》) issued on January 24, 2014, and implemented on March 1, 2014, by the Ministry of Human Resources and Social Security, employers may only use dispatched workers for temporary, ancillary, or substitute positions. The aforementioned temporary positions shall mean positions lasting for no more than six months; ancillary positions shall mean positions of non-major business that serve positions of major business; and substitute positions shall mean positions that can be substituted by other workers for a certain period during which the workers who originally hold such positions are unable to work as a result of full-time study, being on leave or other reasons. Pursuant to the Interim Provisions on Labor Dispatch, employers should strictly control the number of dispatched workers, and the number of the dispatched workers shall not exceed 10% of the total amount of their employees. Pursuant to the Labor Contract Law, where rectification is not made within the stipulated period, the employers may be subject to a penalty ranging from RMB5,000 to RMB10,000 per dispatched worker exceeding the 10% threshold.

REGULATIONS RELATING TO FOREIGN DEBTS

A loan made by foreign investors as shareholders in an FIE is considered to be a foreign debt in the PRC and is regulated by various laws and regulations, including the Foreign Exchange Administrative Regulation, the Interim Provisions on the Management of Foreign Debts (《外債管理暫行辦法》) which was promulgated by the SAFE, the NDRC and the Ministry of Finance, or the MOF, on January 8, 2003 effective from March 1, 2003 and further amended effective from September 1, 2022, and the Administrative Measures for Examination and Registration of Medium and Long-term Foreign Debts of Enterprises (《企業中長期外債審核登記管理辦法》) promulgated by

the NDRC on January 5, 2023, effective on February 10, 2023 and amended by the Notice of the SAFE on Abolishing and Amending the Normative Documents Related to the Reform of the Registered Capital Registration System (《國家外匯管理局關於廢止和修改涉及註冊資本登記制度改革相關規範性文件的通知》) on May 4, 2015. Under these rules, a shareholder loan in the form of foreign debt made to a Chinese entity does not require the prior approval of the SAFE. However, such foreign debt must be registered with and recorded by local banks. SAFE Circular 28 provides that a non-financial enterprise in the pilot areas may register a permitted amount of foreign debts, which is equivalent to twice the non-financial enterprise's net assets, at the local foreign exchange bureau. Such non-financial enterprise may incur foreign debts within the permitted amount and directly handle the relevant banking procedures without registering each foreign debt. However, the non-financial enterprise shall report its international income and expenditure regularly.

REGULATIONS ON DIVIDEND DISTRIBUTION

Under applicable PRC laws and regulations, foreign investment enterprises in China may pay dividends only out of their accumulated profits, if any, determined in accordance with PRC accounting standards and regulations. In addition, foreign investment enterprises in China are required to allocate at least 10% of their respective accumulated after-tax profits each year, if any, to fund statutory reserve funds unless these reserves have reached 50% of the registered capital of the respective enterprises. A PRC company may, at its discretion, allocate a portion of its after-tax profits based on the PRC accounting standards to other reserve funds. These reserves are not distributable as cash dividends. A PRC company shall not distribute any profits until any losses from prior fiscal years have been offset and the reserve funds have been funded. Profits retained from prior fiscal years may be distributed together with distributable profits from the current fiscal year.

LAWS AND REGULATIONS RELATING TO TAXATION

Enterprise Income Tax Law

Under the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得税法》) (the "**EIT Law**"), which became effective on January 1, 2008 and was latest amended and implemented on December 29, 2018, a uniform enterprise income tax rate of 25% applies to the income of all resident enterprises and non-resident enterprises that have set up institutions or establishments in the PRC that originates from China or the income derived from the regions outside China, but which have substantial connection with the said institutions or establishments. Enterprises that qualify as "High and New Technology Enterprises" which are strongly supported by China, are entitled to a preferential tax rate of 15%. Pursuant to the Measures for the Administration of Accreditation of High and New Technology Enterprises (《高新技術企業認定管理辦法》) (the "**Accreditation Measures**") amended in January 2016, the Ministry of Science and Technology of the People's Republic of China, the Ministry of Finance and the provincial counterparts of the State Taxation Administration determine whether an enterprise qualifies as a "High and New Technology enterprise" under the EIT Law. In making such determination, these governmental authorities take into account, among other things, the ownership of the core technology, whether the technology that plays a central role in supporting the enterprise's major products or services falls within the scope under the High and New Technology Fields with Strong Support by China (《國家重點支持的高新技術領域》), the ratio of research and development personnel to the total number of employees, the ratio of research and development expenses to the sales revenue in the same period, and the ratio of the revenue from products or services produced by high and new technology to the total revenue in the same period. The certificate of a "High and New Technology enterprise" is valid for a term of three years.

Dividends Withholding Tax

According to the EIT Law and the EITIR, dividends paid by foreign-invested companies 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 otherwise provided in the relevant tax agreements entered into with the central government of the PRC. Pursuant to the Arrangement Between the Mainland of China 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》) promulgated on August 21, 2006, if a Hong Kong resident enterprise is determined by the competent PRC tax authority to have satisfied the relevant conditions and requirements under such tax arrangement, 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 EIT Law and the EITIR.

However, based on the Notice of the State Taxation Administration 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 by the STA and effective on February 20, 2009, if the relevant PRC tax authorities determine, in their discretion, that a company benefits from such reduced income tax rate due to a structure or arrangement that is primarily tax-driven, such PRC tax authorities may adjust the preferential tax treatment. Based on the Notice of the State Taxation Administration on the Recognition of Beneficial Owners in Tax Treaties (《國家税務總局關於税收協定中「受益所有人」有關問題的公告》), which was promulgated by the STA on February 3, 2018 and came into effect on April 1, 2018, a comprehensive analysis will be used to determine beneficial ownership based on the actual situation of a specific case combined with certain principles, and if an applicant was obliged to pay more than 50% of its income to a third country (region) resident within 12 months of the receipt of the income, or the business activities undertaken by an applicant did not constitute substantive business activities including substantive manufacturing, distribution, management and other activities, the applicant was unlikely to be recognized as a beneficial owner to enjoy tax treaty benefits.

Furthermore, the Administrative Measures for Convention Treatment for Non-resident Taxpayers (《非居民納税人享受協定待遇管理辦法》), which became effective on January 1, 2020, require that non-resident taxpayers claiming treaty benefits shall be bandied in accordance with the principles of "self-assessment, claiming for the enjoyment of treaty benefits, and retention of the relevant materials for future inspection." Where a non-resident taxpayer self-assesses and concludes that it satisfies the criteria for claiming treaty benefits, it may enjoy treaty benefits at the time of tax declaration or at the time of withholding through a withholding agent, simultaneously gather and retain the relevant materials pursuant to the provisions of these Measures for future inspection, and subject to subsequent administration by relevant competent tax authorities.

Value-added Tax

On December 25, 2024, the Value-Added Tax Law of the People's Republic of China (《中華人民共和國增值税法》) (the VAT Law) was adopted by the Standing Committee of the National People's Congress. Subsequently, the supporting Implementation Regulations of the Value-Added Tax Law of the People's Republic of China (《中華人民共和國增值税法實施條例》) (the Implementation Regulations) were adopted at the executive meeting of the State Council on December 19, 2025. Both the VAT Law and the Implementation Regulations came into force simultaneously on January 1, 2026. The Provisional Regulations of the People's Republic of China on Value-Added Tax (《中華人民共和國增值税暫行條例》) and the Detailed Rules for the Implementation of the Provisional Regulations of the People's Republic of China on Value-Added Tax (《中華人民共和國增值税暫行條例實施細則》) have been repealed simultaneously.

The VAT Law explicitly stipulates that units and individuals that sell goods, services, intangible assets, or immovable properties within the territory of China, or import goods into China, are taxpayers of value-added tax. It retains the three statutory tax rates of 13%, 9%, and 6%, as well as the zero tax rate applicable to exports. With the exception of an extremely limited number of scenarios such as Sino-foreign cooperative exploitation of oil and gas resources, the 5% levy rate has been fully abolished. The levy rate applicable to projects adopting the simplified tax calculation method shall, in principle, be unified at 3%. A clause on VAT credit refund has been added, allowing enterprises to choose either to carry forward the VAT credits for offsetting future tax liabilities or to apply for a refund in accordance with relevant provisions.

In addition, the statutory non-VAT taxable items are explicitly enumerated in Article 6 of the VAT Law, which includes four categories, namely: (1) wages and salaries; (2) administrative and institutional fees; (3) compensation for expropriation and requisition; and (4) deposit interest. Notably, no general catch-all provision is included. Compared with the non-taxable items specified in the Circular of the Ministry of Finance and the State Taxation Administration on Comprehensively Launching the Pilot Program for the Replacement of Business Tax with Value-Added Tax, adjustments have been made to the scope of non-taxable items. Specifically, compensation for expropriation has been reclassified from a VAT-exempt item to a statutory non-VAT taxable item. As a result, such compensation payments are no longer required to be declared as income in VAT returns.

The Implementation Regulations have strengthened the VAT administration over natural persons (including individual industrial and commercial households and other individuals) engaged in business activities, and systematically established and enhanced the withholding obligations of payers. Article 35 of the Implementation Regulations clearly stipulates that where a natural person conducts a taxable transaction in compliance with relevant provisions, the domestic unit making the payment shall act as the withholding agent, bearing the statutory obligation to withhold and remit VAT in accordance with the law. Failure to fulfill this obligation may expose the withholding agent to severe administrative or criminal risks. If a withholding agent fails to perform its withholding duty, it may be subject to a fine of up to three times the amount of tax that should have been withheld but was not, pursuant to Article 69 of the Tax Collection Administration Law. In serious cases, the withholding agent may be involved in a criminal offense of tax evasion under the second paragraph of Article 201 of the Criminal Law.

Article 53 of the Implementation Regulations formally incorporates the General Anti-Avoidance Rule (GAAR), which has been maturely applied in the field of income tax, into the VAT regime. Where a taxpayer implements an arrangement lacking reasonable commercial purpose that results in the reduction, exemption, or deferral of VAT payment, or leads to an early or excessive VAT refund, the tax authorities may make adjustments in accordance with the Tax Collection Administration Law and other relevant laws and regulations.

The VAT Law and the Implementation Regulations have also established the destination principle and the domestic seller principle at the legislative level, aligning with international tax jurisdiction determination principles. Based on these principles, China shall exercise VAT jurisdiction over the sale of financial commodities, services, or intangible assets, provided that either the purchaser is located within the territory of China or the place of consumption (or the place of issuance for financial commodities) is situated in China.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

OVERVIEW

We are an intelligent solutions provider focusing on the R&D and sales of intelligent driving, intelligent cockpit and general robotics solutions and products, leveraging our integrated and cross-domain technologies of visual perception, multi-sensor fusion positioning and navigation, and planning and control. According to Frost & Sullivan, in terms of revenue in 2025, we ranked ninth among all providers of intelligent driving and vision safety solutions in China and fifth among domestic providers in the same market.

Our history can be traced back to November 2013 when Mr. YJ Chen established our Company in the PRC. In February 2019, our Company, formerly known as Yinjia Electronic Technology (Shanghai) Co., Ltd. (寅家電子科技(上海)有限公司) was converted from a limited liability company into a joint stock limited liability company, and was renamed Voyager Intelligent Systems Limited (上海寅家電子科技股份有限公司). The ongoing and expanding success of our Group has been predominantly driven by the dedication and efforts of our management team, which is led by Mr. YJ Chen, an executive Director, the chairman of the Board and the chief executive officer of our Company. For details of the background and industry experience of Mr. YJ Chen, please refer to the paragraph headed "Directors and Senior Management — Board of Directors — Executive Directors" in this document.

To support our expansion and strategic needs, there has been a series of equity transfers and capital increases since the establishment of our Company, including the introduction of certain influential institutional and individual investors to invest in our Company. Please refer to the paragraph headed "Pre-**[REDACTED]** Investments" in this section for details.

MILESTONES

The following table sets forth our key corporate and business development milestones:

Year	Milestone(s)
2013	Our Company was established in Shanghai, the PRC.
2014–2016	Commercialisation of our first-generation surround-view system, becoming a domestic supplier of vision perception products for a leading international premium automotive brand.
2017–2019	Secured design wins for our intelligent driving solutions from a number of leading automotive OEMs in the PRC. Cumulative shipments of our intelligent driving solutions exceeded 100,000 units. During the same period, our VT-Pilot® took its initial shape.
2019	In February 2019, our Company was converted into a joint stock limited liability company.
2020–2022	Strengthening manufacturing capabilities and expanding overseas. In 2022, our Group began exporting intelligent driving solutions, further diversifying its customer base.
2021	Our Company was accredited as a 2020 specialized, refined, distinctive, and innovative enterprise in Shanghai (上海市"專精特新"中小企業). Our first intelligent production base was established in Jiaxing, Zhejiang Province, the PRC. We were recognized as an excellent supplier of a leading Japanese automotive OEM.
2023–2025	Strategically acquired Shanghai Yuzhou to accelerate the expansion of our VT-Cockpit product portfolio. Formed a joint venture with MEKRA Lang to lead the development of intelligent cockpit solutions overseas. Broadened the application scope of our solutions, achieving commercial deployments in low-altitude economy and general robotics.
2024	Our Company was accredited as a "Specialized, Sophisticated, Distinctive and Innovative 'Little Giant' Enterprise" ("專精特新"小巨人) by the Ministry of Industry and Information Technology.
2025	Our Group was awarded the Second Prize of the "Engineering Technology Research Achievement Award" by the Ministry of Education (教育部工程技術研究成果獎二等獎).

OUR MAJOR SUBSIDIARIES

The following sets out information of our major subsidiaries as of the Latest Practicable Date:

No.	Subsidiary	Equity interest held directly or indirectly by our Company	Date of establishment	Place of establishment	Principal business activities
1.	Shanghai Yinjia Qiyuan Intelligent Technology Co., Ltd. (上海寅家啟遠智能科技有限公司) (Formerly known as Shanghai Jusheng Intelligent Technology Co., Ltd. (上海矩升智能科技有限公司)	100.00%	August 30, 2019	PRC	Sale of automotive components
2.	Yinjia Electronic Technology (Xiamen) Co., Ltd. (寅家電子科技(廈門)有限公司)	100.00%	July 18, 2022	PRC	R&D intelligence
3.	Wuhu Yinjia Automotive Parts Co., Ltd. (蕪湖寅家汽車零部件有限公司)	100.00%	February 21, 2024	PRC	Manufacture
4.	Suzhou Yinyu Electronic Technology Co., Ltd. (蘇州寅宇電子科技有限公司)	100.00%	February 27, 2024	PRC	R&D intelligence
5.	Yinjia Electronic Technology (Zhejiang) Co., Ltd. (寅家電子科技(浙江)有限公司)	98.00%	June 5, 2020	PRC	Manufacture
6.	Wuhu Ruishida Optical Technology Co., Ltd. (蕪湖瑞視達光學科技有限公司)	70.60%	October 10, 2019	PRC	Manufacture and sale of automotive components
7.	Shanghai Yuzhou Electrical Equipment Co., Ltd. (上海宇宙電器有限公司)	70.11%	July 1, 1981	PRC	Sale of automotive components
8.	Yuzhou Electrical Equipment (Dongguan) Co., Ltd. (宇宙電器(東莞)有限公司)	70.11%	October 19, 2022	PRC	Manufacture

ESTABLISHMENT AND CORPORATE DEVELOPMENT

Establishment of our Company

Our Company, formerly known as Yinjia Electronic Technology (Shanghai) Co., Ltd. (寅家電子科技(上海)有限公司), was established in the PRC as a limited liability company with a registered capital of US$1.0 million, wholly-owned by Mr. YJ Chen, on November 28, 2013.

Equity transfers and capital increase in 2016

Pursuant to an equity transfer agreement dated June 16, 2016, Mr. YJ Chen transferred (i) 6% equity interest in our Company to Mr. Feng Guanhua (馮冠華) ("**Mr. Feng**") for a consideration of US$60,000 (equivalent to RMB390,000); (ii) 43% equity interest in our Company to Fortune Asset Investment Limited (置裕投資有限公司) ("**Fortune Asset**") at a consideration of US$430,000 (equivalent to RMB2,795,000); and (iii) 51% equity interest in our Company to Voyager Asset for a consideration of US$510,000 (equivalent to RMB3,315,000). The considerations for the equity transfers were determined on an arm's length basis with reference to the then paid-up capital of our Company.

Pursuant to an equity transfer agreement dated July 6, 2016, Fortune Asset transferred 15.05% equity interest in our Company to Max Tone Investment Limited (盛通投資有限公司) ("**Max Tone**") for a consideration of US$150,500. The consideration for the equity transfer was determined on an arm's length basis with reference to the then paid-up capital of our Company.

Pursuant to a capital increase agreement dated July 6, 2016 entered into among Voyager Asset, Fortune Asset, Max Tone and Mr. Feng, the registered capital of our Company increased from US$1.0 million to RMB10.0 million, which was subscribed by the then existing Shareholders in proportion to their respective equity interest in our Company.

Upon completion of the above equity transfers and capital increase, the shareholding structure of our Company was as follows:

Shareholders	Registered capital subscribed for *(RMB)*	Percentage of subscribed registered capital *(%)*
Voyager Asset	5,100,000	51.00
Fortune Asset	2,795,000	27.95
Max Tone	1,505,000	15.05
Mr. Feng	600,000	6.00
Total	10,000,000	100.00

Equity transfers and capital increase in 2018

On November 22, 2018, the following parties entered into equity transfer agreements involving equity transfer in our Company:

(i) Voyager Asset entered into an equity transfer agreement with each of Wenjie Wuhu and Shanghai Bijie, respectively. Pursuant to the equity transfer agreements, Voyager Asset transferred 26% equity interest in our Company to Wenjie Wuhu for a consideration of RMB2,600,000; and 25% equity interest in our Company to Shanghai Bijie for a consideration of RMB2,500,000. The considerations for the equity transfers were determined on an arm's length basis with reference to the corresponding paid-up capital of our Company;

(ii) Fortune Asset entered into an equity transfer agreement with Wenjie Wuhu, pursuant to which Fortune Asset transferred 27.95% equity interest in our Company to Wenjie Wuhu for a consideration of RMB2,453,671.80. The considerations for the equity transfers were determined on an arm's length basis with reference to the corresponding paid-up capital of our Company;

(iii) Max Tone entered into an equity transfer agreement with Wenjie Wuhu pursuant to which Max Tone transferred 15.05% equity interest in our Company to Wenjie Wuhu for a consideration of RMB1,222,746.35. The considerations for the equity transfers were determined on an arm's length basis with reference to the corresponding paid-up capital of our Company; and

(iv) Mr. Feng entered into an equity transfer agreement with Wenjie Wuhu pursuant to which Mr. Feng transferred 6% equity interest in our Company to Wenjie Wuhu for a consideration of RMB367,872.30. The considerations for the equity transfers were determined on an arm's length basis with reference to the corresponding paid-up capital of our Company.

Pursuant to a capital increase agreement dated November 22, 2018, Wenjie Wuhu agreed to subscribe for RMB50,000 registered capital in our Company for a consideration of RMB23.0 million, which was determined on an arm's length basis with reference to the business operations of our Company.

Conversion into a joint stock limited liability company

Pursuant to the shareholders' resolutions of our Company dated January 28, 2019, the then existing Shareholders agreed to convert our Company into a joint stock limited liability company with a registered capital of RMB10,050,000 divided into 10,050,000 Shares with a nominal value of RMB1.00 each. Upon completion of registration with the Shanghai Municipal Market Supervision Administration on February 19, 2019, our Company was converted into a joint stock limited liability company and renamed as Voyager Intelligent Systems Limited (上海寅家電子科技股份有限公司).

The shareholding structure of our Company immediately following our conversion into a joint stock limited liability company was as follows:

Shareholders	Number of Shares	Percentage of shareholding (%)
Wenjie Wuhu	7,550,000	75.12
Shanghai Bijie	2,500,000	24.88
Total	10,050,000	100.00

Series A financing and share transfer

On December 4, 2020, our Company, Wenjie Wuhu, Shanghai Bijie, Mr. YJ Chen and Zhejiang Jingxing Entrepreneurship Investment Co., Ltd. (浙江景興創業投資有限公司) ("**Zhejiang Jingxing**") entered into an investment agreement pursuant to which Zhejiang Jingxing agreed to subscribe for 598,214 Shares for a consideration of RMB10.0 million, which was determined on an arm's length basis with reference to the then valuation of our Company.

On December 31, 2020, our Company, Wenjie Wuhu, Shanghai Bijie, Mr. YJ Chen and Changzhou Xin Weilai Venture Capital Co., Ltd. (常州鑫未來創業投資有限公司) ("**Changzhou Xin Weilai**") entered into an investment agreement pursuant to which Changzhou Xin Weilai agreed to subscribe for 598,214 Shares for a consideration of RMB10.0 million, which was determined on an arm's length basis with reference to the then valuation of our Company.

On January 18, 2021, our Company, Wenjie Wuhu, Shanghai Bijie, Mr. YJ Chen and Shanghai Dengjunhe Enterprise Management Partnership (Limited Partnership) (上海登君和企業管理合夥企業(有限合夥)) ("**Shanghai Dengjunhe**") entered into an investment agreement. Shanghai Dengjunhe subscribed for 717,858 Shares for a consideration of RMB12.0 million, which was determined on an arm's length basis with reference to the then valuation of our Company.

On November 30, 2021, Shanghai Bijie and Suzhou Junzheng Entrepreneurship Investment Partnership Enterprise (Limited Partnership) (蘇州君正創業投資合夥企業(有限合夥)) ("**Suzhou Junzheng**") entered into a share transfer agreement pursuant to which Shanghai Bijie transferred 245,268 Shares to Suzhou Junzheng at a consideration of RMB6,150,000, which was determined on an arm's length basis with reference to the then valuation of our Company.

Upon completion of series A financing and the equity transfer in 2021, the shareholding structure of our Company was as follows:

Subscribers	Number of Shares	Percentage of shareholding (%)
Wenjie Wuhu	7,550,000	63.10
Shanghai Bijie	2,254,732	18.85
Shanghai Dengjunhe	717,858	6.00
Changzhou Xin Weilai	598,214	5.00
Zhejiang Jingxing	598,214	5.00
Suzhou Junzheng	245,268	2.05
Total	11,964,286	100.00

Series B financing

On April 24, 2023, our Company, Mr. YJ Chen, the then existing Shareholders, Shenzhen Fuhai Pilot Venture Capital Partnership (Limited Partnership) (深圳市富海領航創業投資合夥企業(有限合夥)) ("**Fuhai Pilot**"), Shenzhen Capital Group Co., Ltd. (深圳市創新投資集團有限公司) ("**SCGC**"), Shanghai Hongtu Zhixing Entrepreneurship Investment Center (Limited Partnership) (上海紅土智行創業投資中心(有限合夥)) ("**Shanghai Hongtu**"), Shenzhen Hi Tech Investment Fuhai Phase II Private Venture Capital Fund Partnership (Limited Partnership) (深圳市高新投福海二期私募創業投資基金合夥企業(有限合夥)) ("**Fuhai Phase II**") and Shenzhen HTI Venture Capital Co., Ltd (深圳市高新投創業投資有限公司) ("**Shenzhen HTI**") entered into a shareholder agreement and

capital increase agreement, pursuant to which (i) Fuhai Pilot agreed to subscribe for 477,375 Shares for a consideration of RMB19.95 million; (ii) SCGC agreed to subscribe for 119,643 Shares for a consideration of RMB5.0 million; (iii) Shanghai Hongtu agreed to subscribe for 358,928 Shares for a consideration of RMB15.0 million; (iv) Fuhai Phase II agreed to subscribe for 119,643 Shares for a consideration of RMB5.0 million; and (v) Shenzhen HTI agreed to subscribe for 358,928 Shares for a consideration of RMB15.0 million. The considerations for the subscriptions were determined on an arm's length basis with reference to the pre-money valuation of our Company in the amount of RMB500.0 million.

Upon completion of series B financing, the shareholding structure of our Company was as follows:

Shareholders	Number of Shares	Percentage of shareholding (%)
Wenjie Wuhu	7,550,000	56.35
Shanghai Bijie	2,254,732	16.83
Shanghai Dengjunhe	717,858	5.36
Changzhou Xin Weilai	598,214	4.46
Zhejiang Jingxing	598,214	4.46
Fuhai Pilot	477,375	3.57
Shenzhen HTI	358,928	2.68
Shanghai Hongtu	358,928	2.68
Suzhou Junzheng	245,268	1.83
SCGC	119,643	0.89
Fuhai Phase II	119,643	0.89
Total	13,398,803	100.00

Series B+ financing

On December 27, 2023, our Company, Mr. YJ Chen, the then existing Shareholders, Jiaorong Zhenghai Zhiche (Anhui) Equity Investment Fund Partnership Enterprise (Limited Partnership) (交融正海智車(安徽)股權投資基金合夥企業(有限合夥)) ("**Jiaorong Zhenghai**"), Pinghu Xingcao Industrial Investment Co., Ltd. (平湖市興曹實業投資有限公司) ("**Xingcao Industrial**"), Huitongda Network Co., Ltd. (匯通達網絡股份有限公司) ("**Huitongda Network**") and Nanjing Huijufu Enterprise Management Partnership (Limited Partnership) (南京匯聚賦企業管理合夥企業(有限合夥)) ("**Nanjing Huijufu**") entered into a shareholder agreement and capital increase agreement, pursuant to which (i) Jiaorong Zhenghai agreed to subscribe for 1,067,362 Shares for a consideration of RMB47.0 million; (ii) Xingcao Industrial agreed to subscribe for 227,098 Shares for a consideration of RMB10.0 million; (iii) Huitongda Network agreed to subscribe for 227,098 Shares for a consideration of RMB10.0 million; and (iv) Nanjing Huijufu agreed to subscribe for 45,420 Shares for a consideration of RMB2.0 million. The considerations for the subscriptions were determined on an arm's length basis with reference to the pre-money valuation of our Company in the amount of RMB590.0 million.

On May 30, 2024, our Company, Mr. YJ Chen, the then existing Shareholders, Suzhou Xiangcheng District Xiangju Intelligent Vehicle Internet Industry Entrepreneurship and Investment Center (Limited Partnership) (蘇州市相城區相聚智能車聯網產業創業投資中心(有限合夥)) ("**Suzhou Vehicle Internet**") and Suzhou Huanxiu Lake Xincheng Industrial Investment Development Partnership (Limited Partnership) (蘇州環秀湖鑫誠產業投資發展合夥企業(有限合夥)) ("**Suzhou Xincheng**") entered into a shareholder agreement and capital increase agreement with, pursuant to which each of Suzhou Vehicle Internet and Suzhou Xincheng agreed to subscribe for 340,648 Shares for a consideration of RMB15.0 million. The considerations for the subscriptions were determined on an arm's length basis with reference to the pre-money valuation of our Company in the amount of RMB659.0 million.

On May 30, 2024, our Company, Mr. YJ Chen, the then existing Shareholders and Wenzheng Zhicheng entered into a shareholder agreement and capital increase agreement, pursuant to which Wenzheng Zhicheng agreed to subscribe for 246,457 Shares for a consideration of

RMB10,852,447.21. The consideration for the subscription was determined on an arm's length basis with reference to the pre-money valuation of our Company in the amount of RMB659.0 million.

On July 27, 2024, our Company, Mr. YJ Chen, the then existing Shareholders and Huaibei Xin Neng Wang Lian Industry Fund Partnership (L.P.) (淮北市新能網聯產業基金合夥企業(有限合夥)) ("**HXNWL**") entered into a shareholder agreement and capital increase agreement, pursuant to which HXNWL agreed to subscribe for 681,296 Shares for a consideration of RMB30.0 million. The consideration for the subscription was determined on an arm's length basis with reference to the pre-money valuation of our Company in the amount of RMB699.9 million.

On October 9, 2025, our Company, Mr. YJ Chen, the then existing Shareholders and Tongxiang Wuzhen Zhenghai Changhong Venture Capital Partnership Enterprise (Limited Partnership) (桐鄉烏鎮正海長宏創業投資合夥企業(有限合夥)) ("**Wuzhen Zhenghai**") entered into a shareholder agreement and capital increase agreement, pursuant to which Wuzhen Zhenghai agreed to subscribe for 1,589,689 Shares for a consideration of RMB70.0 million. The consideration for the subscription was determined on an arm's length basis with reference to the pre-money valuation of our Company in the amount of RMB729.9 million.

Upon completion of series B+ financing, the shareholding structure of our Company was as follows:

Shareholders	Number of Shares	Percentage of shareholding (%)
Wenjie Wuhu	7,550,000	41.56
Shanghai Bijie	2,254,732	12.41
Wuzhen Zhenghai	1,589,689	8.75
Jiaorong Zhenghai	1,067,362	5.88
Shanghai Dengjunhe	717,858	3.95
HXNWL	681,296	3.75
Changzhou Xin Weilai	598,214	3.29
Zhejiang Jingxing	598,214	3.29
Fuhai Pilot	477,375	2.63
Shenzhen HTI	358,928	1.98
Shanghai Hongtu	358,928	1.98
Suzhou Xincheng	340,648	1.87
Suzhou Vehicle Internet	340,648	1.87
Wenzheng Zhicheng	246,457	1.36
Suzhou Junzheng	245,268	1.35
Huitongda Network	227,098	1.25
Xingcao Industrial	227,098	1.25
SCGC	119,643	0.66
Fuhai Phase II	119,643	0.66
Nanjing Huijufu	45,420	0.25
Total	18,164,519	100.00

Series C financing and share transfers

On November 25, 2025, Changzhou Xin Weilai, as vendor, entered into a share transfer agreement with Mr. Yip Chun Kwan (葉鎮坤) ("**Mr. Yip**"), as purchaser, pursuant to which Mr. Yip agreed to acquire a total of 598,214 Shares from Changzhou Xin Weilai for a total consideration of RMB14,003,397.26, which was determined on an arm's length basis with reference to Changzhou Xin Weilai's investment principal of RMB10.0 million for the subscription of 598,214 Shares in our Company, plus a certain percentage of annualized return.

On April 7, 2026, our Company, Mr. YJ Chen, the then existing Shareholders and Chongqing Rongchang District Science and Technology Innovation Industry Private Equity Investment Fund Partnership (Limited Partnership) (重慶市榮昌區科技創新產業私募股權投資基金合夥企業(有限合夥)) ("**Rongchang Science**") entered into a shareholder agreement and capital increase agreement,

pursuant to which Rongchang Science agreed to subscribe for 685,454 Shares for a consideration of RMB40.0 million. The consideration for the subscription was determined on an arm's length basis with reference to the pre-money valuation of our Company in the amount of RMB1.06 billion.

Series Pre-[REDACTED] financing

On June 18, 2026, our Company, Mr. YJ Chen, the then existing Shareholders, Guangzhou NewMargin LLP (廣州聯界廿五投資合夥企業(有限合夥)) ("**Guangzhou NewMargin LLP**"), Wuhu Fanchang Chungu Industrial Investment Fund Co., Ltd. (蕪湖市繁昌春谷產業投資基金有限公司) ("**Chungu Industrial Investment**"), Shenzhen Danheng Xingchan No. 2 Venture Capital Partnership (Limited Partnership) (深圳市丹恆興產二號創業投資合夥企業(有限合夥)) ("**Shenzhen Danheng**") and Sichuan Tianfu Xinyun Digital Economy Development Fund Co., Ltd. (四川省天府芯雲數字經濟發展基金有限公司) ("**Xinyun Development Fund**") entered into a shareholder agreement and capital increase agreement, pursuant to which (i) Guangzhou NewMargin LLP agreed to subscribe for 753,999 Shares for a consideration of RMB100.0 million; (ii) Chungu Industrial Investment agreed to subscribe for 753,999 Shares for a consideration of RMB100.0 million; (iii) Shenzhen Danheng agreed to subscribe for 452,399 Shares for a consideration of RMB60.0 million; and (iv) Xinyun Development Fund agreed to subscribe for 150,800 Shares for a consideration of RMB20.0 million. The considerations for the subscriptions were determined on an arm's length basis with reference to the pre-money valuation of our Company in the amount of RMB2.5 billion.

Share Subdivision

Pursuant to the resolutions of the Shareholders dated June 29, 2026, our Shareholders resolved to implement the Share Subdivision, pursuant to which each Share shall be subdivided into 10 Shares with a nominal value of RMB0.1 each. Upon completion of the Share Subdivision on July 1, 2026, the total number of issued Shares increased from 20,961,170 Shares to 209,611,700 Shares.

Share transfers in August 2026

On August 13, 2026, Shenzhen Danheng entered into a share transfer agreement with Danling Innovative Industry Revitalization Fund Partnership (Limited Partnership) (丹棱縣創新產業振興基金合夥企業(有限合夥)) ("**Danling Innovative**") and Chengdu Zhongke Hengyue Enterprise Management Consulting Partnership (Limited Partnership) (成都中科恒粵企業管理諮詢合夥企業(有限合夥)) ("**Chengdu Zhongke**"), pursuant to which Shenzhen Danheng transferred, for nil consideration, (i) 4,222,390 Shares (equivalent to RMB422,239 unpaid registered capital) to Danling Innovative, and (ii) 301,600 Shares (equivalent to RMB30,160 unpaid registered capital) to Chengdu Zhongke, on a basis that such shares remained unpaid at the time of the transfers and the corresponding unpaid capital contribution obligations attaching to the shares shall be assumed by Danling Innovation and Chengdu Zhongke, respectively. Such transfers were effected for investment restructuring purposes of Shenzhen Danheng.

Upon completion of series C financing, series pre-**[REDACTED]** financing, share transfers and the Share Subdivision, the shareholding structure of our Company was as follows:

Shareholders	Number of Shares	Percentage of shareholding (%)
Wenjie Wuhu	75,500,000	36.02
Shanghai Bijie	22,547,320	10.76
Wuzhen Zhenghai	15,896,890	7.58
Jiaorong Zhenghai	10,673,620	5.09
Guangzhou NewMargin LLP	7,539,990	3.60
Chungu Industrial Investment	7,539,990	3.60
Shanghai Dengjunhe	7,178,580	3.42
Rongchang Science	6,854,540	3.27
HXNWL	6,812,960	3.25
Zhejiang Jingxing	5,982,140	2.85
Mr. Yip	5,982,140	2.85
Fuhai Pilot	4,773,750	2.28
Danling Innovative	4,222,390	2.01
Shenzhen HTI	3,589,280	1.71
Shanghai Hongtu	3,589,280	1.71

Shareholders	Number of Shares	Percentage of shareholding (%)
Suzhou Xincheng	3,406,480	1.63
Suzhou Vehicle Internet	3,406,480	1.63
Wenzheng Zhicheng	2,464,570	1.18
Suzhou Junzheng	2,452,680	1.17
Huitongda Network	2,270,980	1.08
Xingcao Industrial	2,270,980	1.08
Xinyun Development Fund	1,508,000	0.72
SCGC	1,196,430	0.57
Fuhai Phase II	1,196,430	0.57
Nanjing Huijufu	454,200	0.22
Chengdu Zhongke	301,600	0.14
Total	209,611,700	100.00

MAJOR ACQUISITIONS, DISPOSALS AND MERGERS

Based on the strategic insights derived from the extensive experience and expertise of our Group's management in the electronics and automotive industries as well as mergers and acquisitions and financial management, our Group believes that pursuing strategic mergers and acquisitions represents a strategic approach to foster business development and expand its customer base and market share. In particular, suppliers of automotive parts are generally subject to stringent and prolonged review process before being admitted as an approved supplier of automotive manufacturers. This evaluation generally covers major factors, including amongst others, the length of business relationship, track record, pricing competitiveness, product quality and capability to fulfil the quality standards, requirements, and specifications of the automotive manufacturers. The management of our Group was confident that we can effectively leverage and integrate the customer base of potential target companies by means of horizontal expansion. This approach not only enhances our Group's market positioning but also facilitates its access to new customer segments, thereby driving sustainable growth in a highly competitive landscape. In adherence to our strategic business strategies, our Company acquired an aggregate of approximately 70.11% equity interest in Shanghai Yuzhou during the Track Record Period (the "**Acquisition**"). The Acquisition was completed in 2024.

Background of Shanghai Yuzhou

Shanghai Yuzhou is a limited liability company established in Shanghai, the PRC on July 1, 1981. Shanghai Yuzhou is principally engaged in the research, development, and production of automotive interior ambient lighting. Shanghai Yuzhou offers a wide array of automotive interior ambient lighting products, including point, line (both direct and reflective), and surface light sources, interior ambient lights, sunroof ambient lights, exterior charging indicator lights, illuminated water jet features, door handle lights, and ambient light controllers. The products are equipped with several functional effects, such as music synchronization, flowing breath patterns, welcome and farewell lighting, and multi-color switching.

Shanghai Yuzhou was recognized as a high-tech enterprise (高新技術企業) and obtained international certifications such as IATF 16949 for its automotive industry quality management systems and ISO 14001 for its environmental management systems. Given the long operating history since 1981 and its industry credentials accumulated over the years, Shanghai Yuzhou was admitted as an approved supplier of automotive parts for well-known automotive manufacturers.

Consummation of the Acquisition

In 2024, our Group acquired an aggregate of approximately 70.11% equity interest in Shanghai Yuzhou through the Equity Transfer (as defined below) and Capital Contribution (as defined below). Shanghai Yuzhou became a direct non-wholly owned subsidiary of our Company and its financial results have been consolidated into the financial results of our Group since April 2024.

In 2024, our Company, as purchaser, entered into an equity transfer agreement (the "**Equity Transfer Agreement**") with Mr. Li Juenan (李覺男) ("**Mr. Li**"), the legal representative, a shareholder and a director of Shanghai Yuzhou, and Dongguan Yingyu Enterprise Management Consultancy Centre (Limited Partnership) (東莞市盈宇企業管理諮詢中心(有限合夥)) ("**Dongguan Yingyu**") as vendors, to acquire a total of 56.5166% equity interest in Shanghai Yuzhou (the "**Equity Transfer**"). Each of Mr. Li and Dongguan Yingyu was an Independent Third Party prior to completion of the Equity Transfer.

Pursuant to the Equity Transfer Agreement, our Company agreed to: (i) acquire 28.2708% equity interest (equivalent to RMB13,011,471 unpaid registered capital) in Shanghai Yuzhou from Dongguan Yingyu for nil consideration on the basis that the equity interest held by Dongguan Yingyu had not been paid at all at the time of the Equity Transfer; and (ii) acquire 28.2458% fully-paid equity interest (equivalent to RMB13,000,000 paid-up registered capital) in Shanghai Yuzhou from Mr. Li for a total consideration of RMB13,000,000 (the "**Consideration**"). The Consideration was determined through arm's length negotiation between our Company and Mr. Li based on the total registered capital of Shanghai Yuzhou in the amount of RMB46,024,496. Upon completion of the Equity Transfer, Shanghai Yuzhou was owned as to approximately 56.5166%, 43.0489% and 0.4346% by our Company, Dongguan Yingyu and Mr. Li, respectively. As of the Latest Practicable Date, Dongguan Yingyu was held as to approximately 66.67% and 33.33% by Mr. Li and Mr. Zhao Yu (趙玉), respectively.

In 2024, our Company, Mr. Li and Dongguan Yingyu also entered into a capital contribution agreement pursuant to which our Company agreed to make capital contribution to Shanghai Yuzhou in the amount of RMB20,920,225.45 for 31.25% equity interest in Shanghai Yuzhou (the "**Capital Contribution**") (based on the total equity interest as enlarged by the Capital Contribution). The business registration for the Capital Contribution was completed in August 2024. Upon completion of the Capital Contribution, Shanghai Yuzhou was owned as to approximately 70.1051%, 29.5961% and 0.2988% by our Company, Dongguan Yingyu and Mr. Li, respectively.

Synergies resulting from the Acquisition

Our Group was able to capitalize on the synergies arising from the integration of Shanghai Yuzhou's customer base, technology, manufacturing capacity and product offerings, resulting in substantial growth following the completion of the Acquisition.

(A) Technology synergy

According to the Industry Report, the automotive industry in the PRC has placed increasing emphasis on cockpit ambiance and its seamless integration with intelligent driving and intelligent cockpit solutions. Particularly, lighting systems in the automotive industry have transcended from their traditional purposes as mere illumination or decorative components to a sophisticated medium for human-machine interaction. Ambient lighting has become a core carrier for multimodal interaction within the intelligent cockpit and a critical medium for driving status feedback and safety alerts. Ambient lighting can be controlled by the cockpit domain controller and can interact with inputs from ADAS, navigation, voice assistants, and driver monitoring systems. By deeply integrating with intelligent cockpit and intelligent driving systems, lighting systems now facilitate dynamic, scenario-based functions that represent an important trend toward intelligent vehicles.

In response to the growing market trend, our Group has conducted research and development with Shanghai Yuzhou subsequent to completion of the Acquisition. As a result of our research and development initiatives, we have successfully incorporated ambient lighting with features such as gesture recognition, touch panel control, and dynamic warning flashes, into our intelligent driving and intelligent cockpit solutions, thereby enabling us to deliver a more advanced "intelligent cockpit", where lighting, sound and screens function cohesively. This significantly enhanced our value proposition by offering a broader and more technologically diverse range of integrated intelligent driving and intelligent cockpit solutions, which yields several key benefits, including: improved safety profile through better visibility and user experience, enhanced aesthetic appeal that enriches the overall driving environment, and a cohesive approach that aligns with contemporary consumer preferences for both safety and style.

(B) Synergy in customer base

By expanding and enhancing its product offerings which better meet the needs and requirements of automotive manufacturers, our Group successfully capitalized the synergy in customer base resulting from the Acquisition by establishing business relationship with a number of

Shanghai Yuzhou's customers and/or their associated brands with whom our Group had no prior business relationship before the Acquisition. Immediately following completion of the Acquisition, our Group commenced selling its intelligent driving and intelligent cockpit solutions to Shanghai Yuzhou's customers through two complementary channels: (a) direct sales by securing admission as an approved supplier of Shanghai Yuzhou's customers; and (b) indirect sales through Shanghai Yuzhou by leveraging its existing approved supplier status with certain automotive manufacturers.

(C) Sales and procurement synergy

Following completion of the Acquisition, our Group has achieved a comprehensive consolidation of sales channels and supply chain management with Shanghai Yuzhou. By centralizing these functions, our Group has eliminated operational redundancies and leveraged economies of scale, allowing for more agile responses to market demands and supply chain fluctuations.

According to Rule 4.05A of the Listing Rules, the acquisition of Shanghai Yuzhou would have been classified at the date of application for our **[REDACTED]** as a major transaction under Chapter 14 of the Listing Rules. For further details of the financial performance of Shanghai Yuzhou, please refer to the historical financial information of Shanghai Yuzhou set out in Note 41 to the Accountants' Report in Appendix I to this document.

During the Track Record Period and up to the Latest Practicable Date, save as disclosed above, we did not have any major acquisition, disposal or merger.

PRE-[REDACTED] INVESTMENTS

Summary of Pre-[REDACTED] Investments

The following table sets forth a summary of the details of the Pre-**[REDACTED]** Investments:

Name of investor	Date of investment/ capital increase/ equity transfer agreement	Number of Shares subscribed or acquired	Amount of consideration paid *(RMB)*	Date of final payment of full consideration	Cost per Share paid under the Pre-[REDACTED] Investments (approximate) *(RMB)*	Discount to the [REDACTED] *(Note 2)* (approximate) *(%)*	Post-money valuation of our Company (approximate) *(RMB'million)*
Series A financing							
Zhejiang Jingxing	December 4, 2020	598,214	10,000,000	December 16, 2020	16.72	**[REDACTED]**	200.00
Shanghai Dengjunhe	January 18, 2021	717,858	12,000,000	March 19, 2021	16.72	**[REDACTED]**	
Series B financing							
Fuhai Pilot	April 24, 2023	477,375	19,950,000	May 23, 2023	41.79	**[REDACTED]**	559.95
SCGC	April 24, 2023	119,643	5,000,000	May 31, 2023	41.79	**[REDACTED]**	
Shanghai Hongtu	April 24, 2023	358,928	15,000,000	May 8, 2023	41.79	**[REDACTED]**	
Shenzhen HTI	April 24, 2023	358,928	15,000,000	May 31, 2023	41.79	**[REDACTED]**	
Fuhai Phase II	April 24, 2023	119,643	5,000,000	June 6, 2023	41.79	**[REDACTED]**	
Series B+ financing							
Wuzhen Zhenghai	October 9, 2025	1,589,689	70,000,000	December 5, 2025	44.03	**[REDACTED]**	799.85
Jiaorong Zhenghai	December 27, 2023	1,067,362	47,000,000	December 29, 2023	44.03	**[REDACTED]**	
HXNWL	July 27, 2024	681,296	30,000,000	August 15, 2024	44.03	**[REDACTED]**	
Suzhou Xincheng	May 30, 2024	340,648	15,000,000	June 28, 2024	44.03	**[REDACTED]**	
Suzhou Vehicle Internet	May 30, 2024	340,648	15,000,000	June 29, 2024	44.03	**[REDACTED]**	
Huitongda Network	December 27, 2023	227,098	10,000,000	January 4, 2024	44.03	**[REDACTED]**	
Xingcao Industrial	December 27, 2023	227,098	10,000,000	September 13, 2023	44.03	**[REDACTED]**	
Nanjing Huijufu	December 27, 2023	45,420	2,000,000	January 5, 2024	44.03	**[REDACTED]**	
Series C financing							
Rongchang Science	April 7, 2026	685,454	40,000,000	June 24, 2026	58.36	**[REDACTED]**	1,100.00
Series Pre-[REDACTED] financing							
Guangzhou NewMargin LLP	June 18, 2026	753,999	100,000,000	August 28, 2026	132.63	**[REDACTED]**	2,780.00
Chungu Industrial Investment	June 18, 2026	753,999	100,000,000	July 1, 2026	132.63	**[REDACTED]**	
Xinyun Development Fund	June 18, 2026	150,800	20,000,000	June 29, 2026	132.63	**[REDACTED]**	
Share transfer							
Suzhou Junzheng	November 30, 2021	245,268	6,150,000	June 30, 2026	25.07	**[REDACTED]**	
Mr. Yip	November 25, 2025	598,214	14,003,397	June 30, 2026	23.41	**[REDACTED]**	
Danling Innovative	August 13, 2026	4,222,390 *(Note 1)*	56,000,000	August 19, 2026	13.26 *(Note 1)*	**[REDACTED]**	
Chengdu Zhongke	August 13, 2026	301,600 *(Note 1)*	4,000,000	August 20, 2026	13.26 *(Note 1)*	**[REDACTED]**	

Lock-up period : Subject to a lock-up period of 12 months following the **[REDACTED]** pursuant to the PRC Company Law.

Basis of consideration : The consideration for the Pre-**[REDACTED]** Investments were based on arm's length negotiations between us and the Pre-**[REDACTED]** Investors after taking into account various considerations, for details, please refer to "Establishment and corporate development" in this section.

Use of proceeds from the Pre-**[REDACTED]** Investments	:	We utilized the proceeds from the Pre-**[REDACTED]** Investments (other than the transfers of Shares between our Shareholders where our Group did not receive any proceeds) for the operations and general working capital purposes of our Group. As of the Latest Practicable Date, approximately **[REDACTED]**% of the funds raised from the Pre-**[REDACTED]** Investments have been utilized.
Strategic benefits to our Company	:	Our Directors were of the view that (i) our Company would benefit from the additional capital provided by the Pre-**[REDACTED]** Investors and their market influence, knowledge and experience, and (ii) the Pre-**[REDACTED]** Investments demonstrated the Pre-**[REDACTED]** Investors' confidence in the operation and development of our Group.

Notes:

1. The number of Shares acquired and the cost per Share paid under the Pre-**[REDACTED]** Investments have not been adjusted to reflect the Share Subdivision.
2. Calculated based on the **[REDACTED]** of HK$**[REDACTED]** per **[REDACTED]**, being the mid-point of the indicative **[REDACTED]** range and taking into account, the effect of Share Subdivision.

Special Rights of the Pre-[REDACTED] Investors

Pursuant to the respective capital increase agreements and equity transfer agreements of the Pre-**[REDACTED]** Investments, the Pre-**[REDACTED]** Investors were granted certain special rights including, but not limited to, pre-emptive rights, redemption rights, divestment rights, liquidation preferences, right to appoint Directors, rights of first refusal, anti-dilution rights and information rights.

In anticipation of the **[REDACTED]**, the Pre-**[REDACTED]** Investors entered into a supplemental agreement with our Company dated September 10, 2026, pursuant to which, among others, each of the Pre-**[REDACTED]** Investors irrevocably and unconditionally agreed that certain of the special rights granted to the Pre-**[REDACTED]** Investors, including redemption rights, divestment rights and liquidation preferences, shall be terminated from the day immediately preceding the date on which our Company submits its first filing of the **[REDACTED]** application to the Stock Exchange. In the event that (i) our Company terminates or withdraws the **[REDACTED]** application; or (ii) if the **[REDACTED]** application is not accepted or is not approved, and our Company does not resubmit a **[REDACTED]** application within six (6) months from the date of such non-acceptance or non-approval; or (iii) if our Company fails to complete the **[REDACTED]** within 24 months after the date of its first submission of the **[REDACTED]** application to the Stock Exchange, these special rights shall be automatically reinstated. All the remaining special rights, including but not limited to pre-emptive right, right of first refusal and right of co-sale, shall be terminated upon the **[REDACTED]**.

Sponsors' Confirmation

On the basis that (i) the consideration for the Pre-**[REDACTED]** Investments were settled at least 28 clear days prior to the date of the first submission of the **[REDACTED]** application to the Stock Exchange; and (ii) all special rights granted to the Pre-**[REDACTED]** Investors shall cease to be effective and be discontinued upon or before the **[REDACTED]**, the Sole Sponsor confirms that the Pre-**[REDACTED]** Investment is in compliance with Chapter 4.2 of the Guide for New Listing Applicants.

INFORMATION ON PRE-[REDACTED] INVESTORS

The background information of our Pre-**[REDACTED]** Investors is set out below.

Shanghai Dengjunhe

Shanghai Dengjunhe is a limited partnership established in the PRC and is principally engaged in capital investment services. Shanghai Dengjun Asset Management Co., Ltd. (上海登君資產管理有限公司), which is equally owned by Ms. Wu Yingzangdeng (烏英藏登) and Ms. Cui Junli (崔君麗), serves as its general partner and holds 4.0% of the partnership interests. Shanghai Dengjunhe has five limited partners and is held as to 32.0% by Ms. Liang Yuyan (梁玉燕) and 30.0% by Shanghai Amo Network Technology Co., Ltd. (上海阿卯網絡科技有限公司), a company wholly owned by Ms. Wu Yingzangdeng. Save for disclosed above, no other limited partner holds 30.0% or more of the partnership interests.

Zhejiang Jingxing

Zhejiang Jingxing is a limited liability company established under the laws of the PRC, which is principally engaged in venture capital and venture capital management. Zhejiang Jingxing is wholly-owned by Shanghai Jingxing Industry Investment Co., Ltd. (上海景興實業投資有限公司), which is in turn wholly-owned by Zhejiang Jingxing Paper Joint Stock Co., Ltd. (浙江景興紙業股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002067).

Suzhou Junzheng

Suzhou Junzheng is a limited partnership established under the laws of the PRC and is principally engaged in capital investment services. Its general partner is Ms. Yang Xiaofei (楊曉菲), who holds 10.0% of the partnership interest in Suzhou Junzheng. Ms. Sun Linzhen (孫玲貞) is the only limited partner, and she holds 90.0% of the partnership interest.

Fuhai Pilot

Fuhai Pilot is a limited partnership established in the PRC and is principally engaged in investment venture capital investment in unlisted enterprises. Its general partner is Oriental Fortune (Wuhu) Equity Investment Fund Management Enterprise (Limited Partnership) (東方富海(蕪湖)股權投資基金管理企業(有限合夥)) ("**Wuhu Management**"), which holds 1% partnership interest in Fuhai Pilot. Wuhu Management is owned as to 95.0% and 5.0% by Shenzhen Oriental Fortune Capital Investment Management Co., Ltd. (深圳市東方富海投資管理股份有限公司) ("**Oriental Fortune Capital**") and Shenzhen Oriental Fortune Venture Capital Investment Management Co., Ltd. (深圳市東方富海創業投資管理有限公司) ("**Dongfang Fuhai**"), respectively. Dongfang Fuhai is in turn wholly-owned by Oriental Fortune Capital.

Fuhai Pilot has three limited partners, with the largest limited partner, Shanghai Fujie Hongya Management Consulting Partnership (Limited Partnership) (上海富捷洪亞管理諮詢合夥企業(有限合夥)) ("**Hongya Management**"), holding approximately 47.62% of the partnership interests. Hongya Management is owned as to 50.0% and 50.0% by Ms. Chen Yulan (陳玉蘭) and Ms. Wang Yanping (王艷萍). None of the other two limited partners of Fuhai Pilot holds more than 30.0% of the partnership interests.

Shenzhen HTI and Fuhai Phase II

Shenzhen HTI is a limited liability company established under the laws of the PRC, which is principally engaged in investment and asset management. It is wholly-owned by Shenzhen HTI Group Co., Ltd. (深圳市高新投集團有限公司) ("**Shenzhen HTI Group**") which is ultimately controlled by the State-Owned Assets Supervision and Management Commission of the Shenzhen Municipal People's Government (深圳市人民政府國有資產監督管理委員會) ("**SZGZW**").

Fuhai Phase II is a limited partnership established in the PRC and is principally engaged in venture capital fund. Its general partner is Shenzhen High Tech Investment Zhengxuan Equity Investment Fund Management Co., Ltd. (深圳市高新投正軒股權投資基金管理有限公司) ("**Shenzhen Zhengxuan**"), holding 1% equity interest in Fuhai Phase II. Shenzhen Zhengxuan is owned as to 60.0% and 40.0% by Shenzhen HTI Group and Shenzhen Zhengxuan Investment (Holdings) Co., Ltd. (深圳市正軒投資有限公司), respectively.

Fuhai Phase II has two limited partners, namely Shenzhen Fuhai Phase II Industrial Innovation Investment Partnership (Limited Partnership) (深圳市福海二期產業創新投資合夥企業(有限合夥)) ("**Shenzhen Fuhai Phase II Industrial**") and Shenzhen HTI Group, holding 58.33% and 40.67% partnership interest, respectively. Shenzhen Fuhai Phase II Industrial is managed by Shenzhen Fuhai Zhigu Industrial Technology Co., Ltd. (深圳市福海智谷產業科技有限公司) which is ultimately controlled by Ms. Huang Xiaojuan (黃小娟).

SCGC and Shanghai Hongtu

Shanghai Hongtu is a limited partnership established in the PRC which focuses on private equity investment with Yingtan Hongtu Creative Investment Management Limited Partnership (鷹潭紅土優創投資管理有限合夥企業) ("**Yingtan Hongtu**") as its general partner holding 1.12% partnership interest therein, which is in turn indirectly wholly-owned by SCGC. Shanghai Hongtu has nine limited partners and is owned as to 33.52% by SCGC, and eight limited partners, none of which holds 30% or more partnership interest. SCGC is ultimately responsible for the investment decisions of Shanghai Hongtu.

SCGC, originally co-founded by SZGZW which still directly holds 28.2% equity interest in SCGC as its largest shareholder, with a group of private partners in 1999. SCGC is now a state-owned and independently managed venture capital investment institution with a primary focus on investments in innovative high-tech companies in the emerging industries in their start-up or growth stage, including but not limited to investments in IT, new media, healthcare, new energy, environment protection, chemical engineering, new material, advanced manufacturing consumer goods. Other major shareholders of SCGC include (1) Shenzhen Galaxy Real Estate Development Co., Ltd. (深圳市星河房地產開發有限公司), a company ultimately controlled by Mr. Huang Chulong (黃楚龍), an Independent Third Party businessman, holding 20.00% equity interest in SCGC, (2) Shenzhen Capital Holdings Co., Ltd. (深圳市資本運營集團有限公司), which is

wholly-owned by SZGZW and holds 12.79% equity interest in SCGC, and (3) Shanghai Dazhong Public Utilities (Group) Co., Ltd. (上海大眾公用事業(集團)股份有限公司), a company listed on the Stock Exchange (stock code: 1635) and the Shanghai Stock Exchange (stock code: 600635), holding 10.80% equity interest in SCGC. Save as disclosed above, SCGC has no other shareholder which individually holds more than 10% equity interest in SCGC.

Jiaorong Zhenghai

Jiaorong Zhenghai is a limited partnership established in the PRC, which is principally engaged in non-publicly offered securities investment. Its general partners are Bank of Communications Capital Management Co., Ltd. (交銀資本管理有限公司) ("**BCCMC**") and Shanghai Royalsea Capital Management Ltd. (上海正海資產管理有限公司) ("**Shanghai Royalsea**"). BCCMC is wholly-owned by Bank of Communications Financial Assets Investment Co., Ltd. (交銀金融資產投資有限公司) ("**BOCFAI**"). Shanghai Royalsea is ultimately controlled by Mr. Wang Zhengdong (王正東).

Jiaorong Zhenghai has six limited partners, with the largest limited partner, BOCFAI, holding approximately 49.95% of the partnership interests. BOCFAI is wholly-owned by Bank of Communications Co., Ltd. (交通銀行股份有限公司), a company listed on the Stock Exchange (stock code: 3328) and the Shanghai Stock Exchange (stock code: 601328). None of the other limited partners of Jiaorong Zhenghai holds more than 30.0% of the partnership interests.

Wuzhen Zhenghai

Wuzhen Zhenghai is a limited partnership established in the PRC, which is principally engaged in investment and asset management. Its general partner is Shanghai Royalsea Capital Management Ltd. (上海正海資產管理有限公司) ("**Shanghai Royalsea**"), which is ultimately controlled by Mr. Wang Zhengdong (王正東).

Wuzhen Zhenghai has two limited partners, with the largest limited partner, Yunxiang Wuzhen (Tongxiang) Equity Investment Co., Ltd. (雲享烏鎮(桐鄉)股權投資有限公司) ("**Yunxiang Wuzhen**"), holding approximately 69.3% of the partnership interests. Yunxiang Wuzhen is wholly-owned by Tongxiang Wuzhen Renjia Science and Technology Innovation Industry Development Group Co., Ltd. (桐鄉市烏鎮人家科創產業發展集團有限公司), a company wholly owned by Tongxiang Finance Bureau (桐鄉市財政局). The other limited partner of Wuzhen Zhenghai does not hold more than 30.0% of the partnership interests.

Huitongda Network

Huitongda Network is a joint stock company established in the PRC with limited liability and listed on the Main Board of the Stock Exchange (stock code: 9878). Huitongda Network is principally engaged in the sales of a comprehensive suite of merchandise in the PRC and provision of intelligent business and marketing subscription service, offering merchant solutions and rendering other various related services. According to the 2025 annual report of Huitongda Network, Huitongda Network is owned as to approximately 27.37%, 12.83% and 12.67% by Mr. Wang Jianguo (汪建國), Hangzhou Haoyue Enterprise Management Co., Ltd. (杭州灝月企業管理有限公司) ("**Hangzhou Haoyue**") and Mr. Xu Xiuxian (徐秀賢), respectively. Hangzhou Haoyue is ultimately controlled by Taobao Holding Limited, which is a direct wholly-owned subsidiary of Alibaba Group Holding Limited, a company listed on the Stock Exchange (stock code: 9988) and the New York Stock Exchange (stock code: BABA).

Nanjing Huijufu

Nanjing Huijufu is a limited partnership established in the PRC, and is principally engaged in commercial services. Its general partner is Ms. Zhang Ye (張葉), holding 50.0% of the partnership interests. Nanjing Huijufu has two limited partners, with the largest limited partner, Ms. Hua Aijin (花愛錦), holding approximately 40.0% of the partnership interests. The other limited partner of Nanjing Huijufu does not hold more than 30.0% of the partnership interests.

Suzhou Vehicle Internet

Suzhou Vehicle Internet is a limited partnership established in the PRC, which is principally engaged in investment and asset management. Its general partner is Suzhou Xiangcheng Private Equity Fund Management Co., Ltd. (蘇州市相城私募基金管理有限公司) ("**Xiangcheng Private Equity**") which holds 1% partnership interest in Suzhou Vehicle Internet and is ultimately controlled by Suzhou Xiangcheng District State-owned Assets Supervision and Administration Office (蘇州市相城區國有資產監督管理辦公室) ("**SZXCGZW**").

Suzhou Vehicle Internet has six limited partners, with two limited partners hold 30% or more partnership interests, namely Suzhou Tongyuan Investment Development Co., Ltd. (蘇州通源投資發展有限公司) ("**Suzhou Tongyuan**") and Suzhou Tailian Venture Capital Center (Limited Partnership) (蘇州太聯創業投資中心(有限合夥)) ("**Suzhou Tailian**"), respectively. Suzhou Tongyuan is wholly-owned by Suzhou Xiangcheng Municipal Construction Investment (Group) Co., Ltd. (蘇州市相城市政建設投資(集團)有限公司) which is ultimately controlled by SZXCGZW. Suzhou Tailian is owned as to 78.0% and 21.9% by Suzhou High Speed Rail New City Innovation and Entrepreneurship Investment Co., Ltd. (蘇州高鐵新城創新創業投資有限公司) and Suzhou Changjiang Daduhui Conference & Exhibition Co., Ltd. (蘇州長江大都會發展有限公司), both of which are ultimately controlled by SZXCGZW. None of the other limited partners of Suzhou Vehicle Internet holds more than 30.0% of the partnership interests.

Suzhou Xincheng

Suzhou Xincheng is a limited partnership established in the PRC, and is principally engaged in venture capital fund. Its general partner is Suzhou High Speed Railway Xincheng Private Equity Fund Management Co., Ltd. (蘇州高鐵鑫誠私募基金管理有限公司) ("**High Speed Railway Xincheng**") holding 1% partnership interest in Suzhou Xincheng. High Speed Railway Xincheng is wholly owned by Suzhou High Speed Rail New City Innovation and Entrepreneurship Investment Co., Ltd. (蘇州高鐵新城創新創業投資有限公司), and ultimately controlled by SZXCGZW.

Suzhou Xincheng has one limited partner, which is Suzhou High-speed Rail New Town Economic Development Co., Ltd. (蘇州高鐵新城經濟發展有限公司) ("**High-speed Rail New Town**"), holding approximately 99.0% partnership interest. High-speed Rail New Town is ultimately controlled by SZXCGZW.

Xingcao Industrial

Xingcao Industrial is a limited liability company established under the laws of the PRC, which is principally engaged in investment and asset management. It is wholly-owned by Pinghu Xingqiao Construction Co., Ltd. (平湖市興橋建設有限公司) ("**Pinghu Xingqiao**") which is owned as to 60.0% and 40.0% by Pinghu Investment Development Co., Ltd. (平湖市投資發展有限公司) which is ultimately controlled by Pinghu Municipal Finance Bureau (平湖市財政局) and Pinghu Xinzhiyuan Development and Construction (Group) Co., Ltd. (平湖市新智園開發建設(集團)有限公司) which is wholly-owned by Pinghu City Caoqiao Sub-district Government Service Centre (平湖市曹橋街道政務服務中心).

HXNWL

HXNWL is a limited partnership established in the PRC, and is principally engaged in capital investment services. Its general partner is Shanghai Nuotie Asset Management Co., Ltd. (上海諾鐵資產管理有限公司) ("**SHNT**"). SHNT is ultimately controlled by the State owned Assets Supervision and Administration Commission of Anhui Provincial People's Government (安徽省人民政府國有資產監督管理委員會).

HXNWL has four limited partners, with the largest limited partner, Beijing Natong Municipal Engineering Co., Ltd. (北京納通市政工程有限責任公司) ("**Beijing Natong**"), holding 47.0% of the partnership interests. Beijing Natong is owned as to 51.0% and 49.0% by Anhui Hengna Holding Group Co., Ltd. (安徽恆納控股集團有限責任公司), which is controlled by Mr. Li Jie (李傑) and Huaibei Xiangshan Industrial Investment Group Co., Ltd. (淮北相山工業投資集團有限責任公司), which is controlled by Huaibei City Xiangshan District Finance Bureau (淮北市相山區財政局), respectively. None of the other limited partner of HXNWL holds more than 30.0% of the partnership interests.

Rongchang Science

Rongchang Science is a limited partnership established in the PRC and is principally engaged in equity investment through private equity funds. Its general partner is Chongqing Three Gorges Private Equity Fund Management Co., Ltd. (重慶三峽私募股權投資基金管理有限公司), a company ultimately controlled by State-owned Assets Supervision and Administration Commission of Wanzhou District, Chongqing (重慶市萬州區國有資產監督管理委員會), holding 0.5% partnership interest in Rongchang Science.

Rongchang Science has one limited partner, which is Chongqing Hongye Industrial Group Co., Ltd. (重慶宏燁實業集團有限公司) ("**Chongqing Hongye**"), holding approximately 99.5% partnership interest. Chongqing Hongye is ultimately wholly-owned by State owned Assets Supervision and Administration Commission of Rongchang District (重慶市榮昌區國有資產監督管理委員會).

Mr. Yip

Mr. Yip is an independent individual investor, who invested in our Company with a view to benefiting from our future growth, and became aware of the potential investment opportunity in our Group through our financing activities.

Guangzhou NewMargin LLP

Guangzhou NewMargin LLP is a limited partnership established in the PRC, which is principally engaged in capital investment. Its general partner is Guangzhou NewMargin Wujie Investment Co., Ltd. (廣州聯創無界投資有限公司) ("**Guangzhou NewMargin**"), which holds 0.01% partnership interest in Guangzhou NewMargin LLP. Guangzhou NewMargin is wholly-owned by Mr. He Jinsong (何勁松). Guangzhou NewMargin LLP has one limited partner, Mr. Cui Junjie (崔君杰), who holds 99.99% partnership interest in Guangzhou NewMargin LLP.

Chungu Industrial Investment

Chungu Industrial Investment is a limited liability company established under the laws of the PRC, which is principally engaged in investment and asset management. Chungu Industrial Investment is indirectly wholly-owned by the State-Owned Assets Supervision and Administration Commission of the People's Government of Fangchang District, Wuhu City (蕪湖市繁昌區政府國有資產監督管理委員會).

Danling Innovative

Danling Innovative is a limited partnership established in the PRC and is principally engaged in capital investment services. Shenzhen Qianhai Hengbang Equity Investment Co., Ltd. (深圳前海恆邦股權投資有限公司) ("**Shenzhen Qianhai**") serves as its general partner and holds 0.50% of the partnership interests. Ms. Cao Zhijun (曹志軍) holds 52.00% of the equity interests in Shenzhen Qianhai. Danling Innovative has two limited partners. Danling Development Holding Group Co., Ltd. (丹棱發展控股集團有限公司) is the largest limited partner, holding 90.00% of the partnership interests, and is the only limited partner holding 30.00% or more of the partnership interests. Danling County State-owned Assets Supervision and Administration Bureau (丹棱縣國有資產監督管理局) holds 82.32% of the equity interests in Danling Development Holding Group Co., Ltd.

Chengdu Zhongke

Chengdu Zhongke is a limited partnership established in the PRC and is principally engaged in enterprise management consulting. Mr. Yang Jinsong (楊金松) serves as its general partner and holds 55.56% of the partnership interests. Chengdu Zhongke has one limited partner, Mr. Zhang Zhi (張志), holding 44.44% of the partnership interests.

Xinyun Development Fund

Xinyun Development Fund is a limited liability company established under the laws of the PRC on December 30, 2021, with registered capital of RMB2.83 billion, which is principally engaged in investment and asset management. Xinyun Development Fund is owned as to approximately 35.34% by Sichuan Xingshu Qiyuan Strategic Emerging Industry Equity Investment Fund Partnership (Limited Partnership) (四川興蜀啟元戰略新興產業股權投資基金合夥企業(有限合夥)), which is ultimately controlled by the State-Owned Assets Supervision and Administration Commission of the People's Government of Sichuan Province (四川省政府國有資產監督管理委員會), 35.34% by Sichuan Industrial Investment Guidance Fund Co., Ltd. (四川省產業投資引導基金有限公司), which is ultimately controlled by the Department of Finance of Sichuan Province (四川省財政廳), 14.13% by Chengdu High-tech New Economy Venture Capital Co., Ltd. (成都高新新經濟創業投資有限公司), 14.13% by Mianyang Fucheng Investment Group Co., Ltd. (綿陽富誠投資集團有限公司) and 1.06% by Sichuan Hongxin Equity Investment Fund Management Co., Ltd. (四川弘芯股權投資基金管理有限公司).

Independence of the Pre-[REDACTED] Investors

To the best knowledge of our Directors, each of the Pre-**[REDACTED]** Investors and their ultimate beneficial owners is an Independent Third Party save and except for their interest in our Company through the Pre-**[REDACTED]** Investments and as disclosed above.

ACTING IN CONCERT AGREEMENT

On September 14, 2026, Mr. YJ Chen, Mr. YY Chen and Ms. Liu (collectively, the "**Concert Parties**") entered into the Acting in Concert Agreement, pursuant to which they confirmed that they had been acting in concert with respect to the management and operation of our Group since January 22, 2019 and agreed to continue acting in concert, provided that, if no consensus can be reached, they shall act according to the decision of Mr. YJ Chen. The Acting in Concert Agreement shall remain valid until the date on which either party no longer holds, directly or indirectly, any shareholding interest in our Company, or the parties agree to terminate the Acting in Concert Agreement, whichever is earlier.

PUBLIC FLOAT

Pursuant to Rule 19A.13A(1) of the Listing Rules, where the expected market value at the time of **[REDACTED]** of our Company's H Shares does not exceed HK$6 billion, at least 25% of the total number of H Shares must at the time of the **[REDACTED]** be held by the public. Based on the **[REDACTED]** of HK$**[REDACTED]** per **[REDACTED]**, being the high-end of the **[REDACTED]** range and assuming the **[REDACTED]** is not exercised, the expected **[REDACTED]** of our Company's H Shares shall be HK$**[REDACTED]** billion.

Immediately upon completion of the **[REDACTED]**, assuming that (i) **[REDACTED]** H Shares are issued and sold in the **[REDACTED]**; (ii) the **[REDACTED]** is not exercised; and (iii) the Conversion of Unlisted Shares into H Shares is completed, save and except the **[REDACTED]** H Shares controlled by our substantial shareholders, details of which are set forth in the section headed "Substantial shareholder" in this document, representing approximately **[REDACTED]**% of our total issued share capital which shall not be counted towards our public float, the remaining **[REDACTED]**% of our total issued share capital shall be counted towards our public float. Therefore, our Company shall be able to meet the minimum public float requirement under Rule 19A.13A(1) of the Listing Rules.

FREE FLOAT

Rule 19A.13C of the Listing Rules provides that, where a new applicant is a PRC issuer with no other **[REDACTED]** shares at the time of **[REDACTED]**, normally the portion of H shares for which **[REDACTED]** 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 **[REDACTED]**, 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 **[REDACTED]** (excluding treasury shares), with an expected market value at the time of **[REDACTED]** of not less than HK$50,000,000; or (b) have an expected market value at the time of **[REDACTED]** of not less than HK$600,000,000. Immediately upon completion of the **[REDACTED]**, assuming that (i) **[REDACTED]** H Shares are issued and sold in the **[REDACTED]**; (ii) the **[REDACTED]** is not exercised; and (iii) the Conversion of Unlisted Shares into H Shares is completed, the expected **[REDACTED]** of the H Shares being held by the public and not subject to any disposal restrictions at the time of **[REDACTED]** under Rule 19A.13C of the Listing Rules shall amount to approximately HK$**[REDACTED]** million and represent more than 10% of the total number of issued shares in the class to which H Shares belong at the time of **[REDACTED]** (assuming an **[REDACTED]** of HK$**[REDACTED]** per **[REDACTED]**, being the low-end of the indicative **[REDACTED]** range). Accordingly, our Company shall comply with the free float requirement under Rule 19A.13C of the Listing Rules at the time of the **[REDACTED]**.

[REDACTED] OF OUR COMPANY

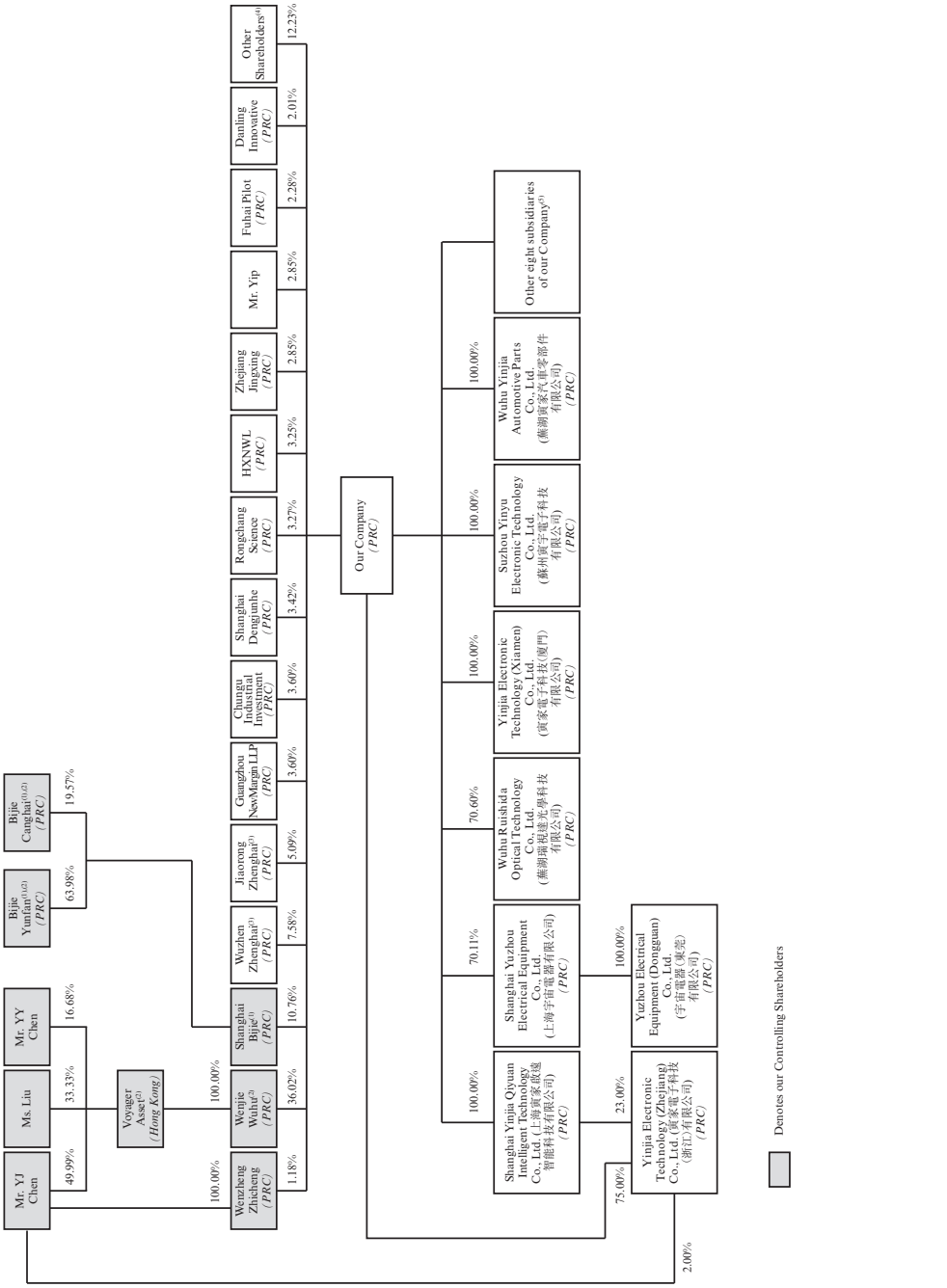
The following table is a summary of the **[REDACTED]** of our Company:

	As of the Latest Practicable Date		**Immediately following completion of the [REDACTED] and conversion of the Unlisted Shares into H Shares (assuming the [REDACTED] is not exercised)**	
Shareholder	**Number of Unlisted Shares**	**Percentage of shareholding in the Unlisted Shares**	**Number of H Shares**	**Percentage of shareholding**
		%		%
Wenjie Wuhu	75,500,000	36.02	**[REDACTED]**	**[REDACTED]**
Shanghai Bijie	22,547,320	10.76	**[REDACTED]**	**[REDACTED]**
Wuzhen Zhenghai	15,896,890	7.58	**[REDACTED]**	**[REDACTED]**
Jiaorong Zhenghai	10,673,620	5.09	**[REDACTED]**	**[REDACTED]**
Guangzhou NewMargin LLP	7,539,990	3.60	**[REDACTED]**	**[REDACTED]**
Chungu Industrial Investment	7,539,990	3.60	**[REDACTED]**	**[REDACTED]**
Shanghai Dengjunhe	7,178,580	3.42	**[REDACTED]**	**[REDACTED]**
Rongchang Science	6,854,540	3.27	**[REDACTED]**	**[REDACTED]**
HXNWL	6,812,960	3.25	**[REDACTED]**	**[REDACTED]**
Zhejiang Jingxing	5,982,140	2.85	**[REDACTED]**	**[REDACTED]**
Mr. Yip	5,982,140	2.85	**[REDACTED]**	**[REDACTED]**
Fuhai Pilot	4,773,750	2.28	**[REDACTED]**	**[REDACTED]**
Danling Innovative	4,222,390	2.01	**[REDACTED]**	**[REDACTED]**
Shenzhen HTI	3,589,280	1.71	**[REDACTED]**	**[REDACTED]**
Shanghai Hongtu	3,589,280	1.71	**[REDACTED]**	**[REDACTED]**
Suzhou Xincheng	3,406,480	1.63	**[REDACTED]**	**[REDACTED]**
Suzhou Vehicle Internet	3,406,480	1.63	**[REDACTED]**	**[REDACTED]**
Wenzheng Zhicheng	2,464,570	1.18	**[REDACTED]**	**[REDACTED]**
Suzhou Junzheng	2,452,680	1.17	**[REDACTED]**	**[REDACTED]**
Huitongda Network	2,270,980	1.08	**[REDACTED]**	**[REDACTED]**
Xingcao Industrial	2,270,980	1.08	**[REDACTED]**	**[REDACTED]**
Xinyun Development Fund	1,508,000	0.72	**[REDACTED]**	**[REDACTED]**
SCGC	1,196,430	0.57	**[REDACTED]**	**[REDACTED]**
Fuhai Phase II	1,196,430	0.57	**[REDACTED]**	**[REDACTED]**
Nanjing Huijufu	454,200	0.22	**[REDACTED]**	**[REDACTED]**
Chengdu Zhongke	301,600	0.14	**[REDACTED]**	**[REDACTED]**
Sub-total	209,611,700	100.00	**[REDACTED]**	**[REDACTED]**
[REDACTED] taking part in the **[REDACTED]**	—	—	**[REDACTED]**	**[REDACTED]**
Total	209,611,700	100.00	**[REDACTED]**	100.00

CORPORATE STRUCTURE

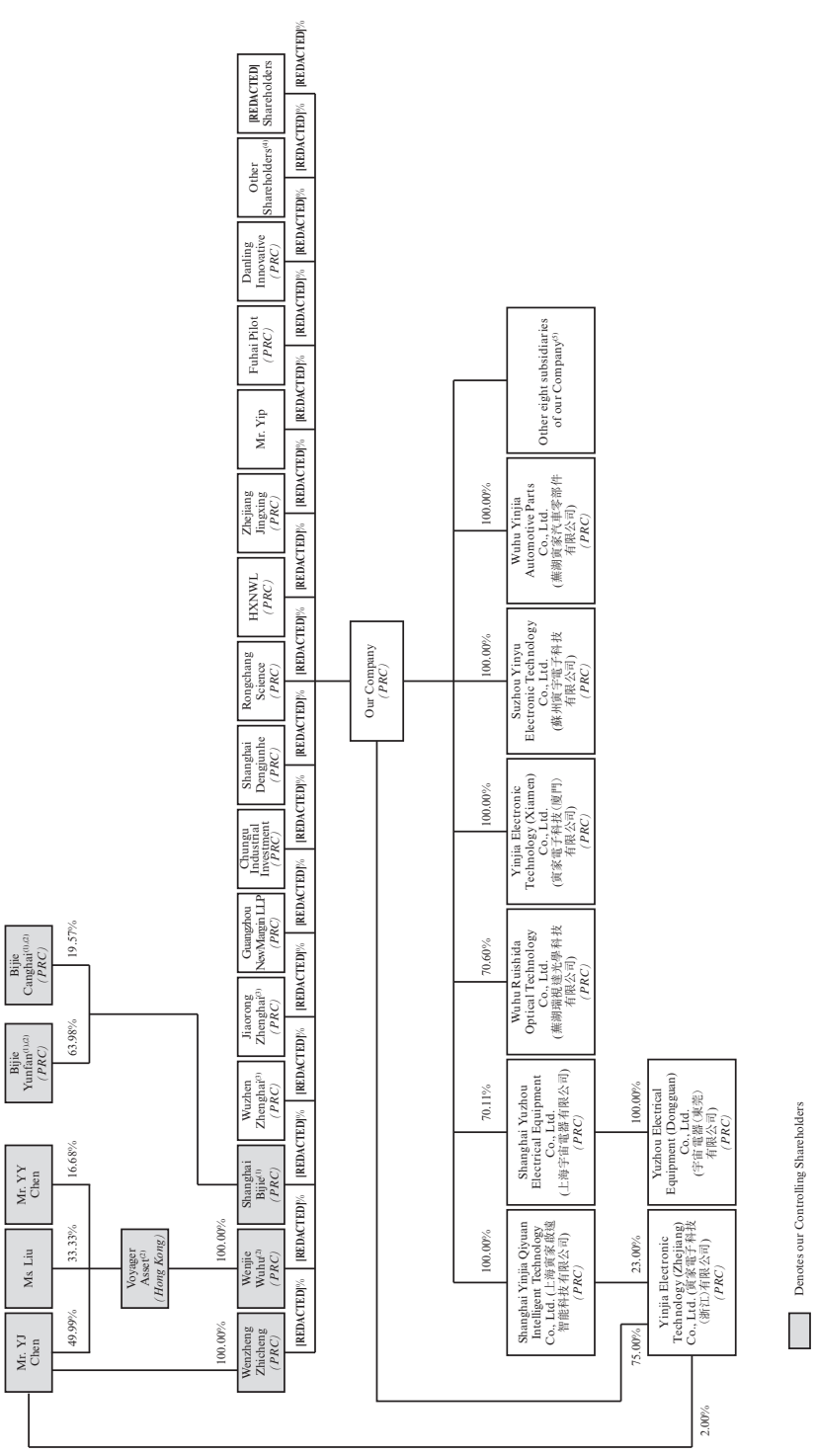
Corporate structure immediately before completion of the [REDACTED]

The following chart illustrates the shareholding structure and simplified corporate structure of our Group immediately prior to the completion of the **[REDACTED]** and conversion of the Unlisted Shares into H Shares:



Corporate structure immediately following completion of the [REDACTED]

The following chart illustrates the shareholding structure and simplified corporate structure of our Group immediately following the completion of the **[REDACTED]** and conversion of the Unlisted Shares into H Shares (assuming the **[REDACTED]** is not exercised):



Notes:

1. Shanghai Bijie is controlled by Bijie Yunfan as its general partner, which holds approximately 63.98% partnership interests in Shanghai Bijie. Bijie Yunfan is in turn controlled by Mr. YJ Chen as its general partner holding approximately 0.1% of the partnership interests in Bijie Yunfan. Besides, Shanghai Bijie is owned as to 19.57% by Bijie Canghai, whose general partner is Mr. YJ Chen holding approximately 0.1% of the partnership interests in Bijie Canghai. As of the Latest Practicable Date, none of the limited partners of Shanghai Bijie held 30% or more of its partnership interests.
2. On September 14, 2026, Mr. YJ Chen, Mr. YY Chen and Ms. Liu (collectively, the "**Concert Parties**") entered into the Acting in Concert Agreement, pursuant to which they confirmed that they had been acting in concert with respect to the management and operation of our Group since January 22, 2019 and agreed to continue acting in concert, provided that, if no consensus can be reached, they shall act according to the decision of Mr. YJ Chen. The Acting in Concert Agreement shall remain valid until the date on which either party no longer holds, directly or indirectly, any shareholding interest in our Company, or the parties agree to terminate the Acting in Concert Agreement, whichever is earlier. By virtue of the Acting in Concert Agreement, the Concert Parties are collectively interested in the Shares held by Wenzheng Zhicheng, Wenjie Wuhu and Shanghai Bijie.
3. Shanghai Royalsea Capital Management Ltd. (上海正海資產管理有限公司) is the general partner of both Wuzhen Zhenghai and Jiaorong Zhenghai.
4. Each of these Shareholders held less than 2% of our total issued share capital as of the Latest Practicable Date.
5. The shareholding structure only indicates our major subsidiaries. As of the Latest Practicable Date, our Company has in total 16 subsidiaries in the PRC.

OVERVIEW

Who We Are

We are an intelligent solutions provider focusing on the R&D and sales of intelligent driving, intelligent cockpit and general robotics solutions and products, leveraging our integrated and cross-domain technologies of visual perception, multi-sensor fusion positioning and navigation, and planning and control. According to Frost & Sullivan, in terms of revenue in 2025, we ranked ninth among all providers of intelligent driving and vision safety solutions in China and fifth among domestic providers in the same market.

Technology is the backbone of our business, and we have been dedicated to innovating, developing, and iterating our technologies since our inception. We are one of the few domestic automotive intelligence solutions providers with driving-cockpit synergy and full-stack in-house R&D capabilities covering visual perception, positioning and navigation, and planning and control technologies, according to Frost & Sullivan. Adopting an integrated software-hardware development approach, we provide customizable solutions and products for different vehicle models while balancing functional requirements, computing-resource requirements, system reliability and costs. According to Frost & Sullivan, we are among the earliest technology companies in China to explore the commercialization of intelligent driving. Leveraging our early-mover advantage, we have established our algorithms-based, software-hardware integrated infrastructure, the VT-Navigara technology platform, with a replicable, iterative and scalable structure enabling us to (i) convert our technologies into mass-production solutions and products efficiently and (ii) extend our technologies to additional application scenarios at relatively low incremental development costs.

We became a member of China Society of Automotive Engineers in 2021 and China Association of Automobile Manufacturers in 2022. In addition, we participated in the formation of multiple guideline and standards, such as the industrial guideline relating to software-defined vehicle service application programming interfaces and the group standards relating to electronic exterior mirrors. In 2024, we were recognized as a "Specialized, Sophisticated, Distinctive and Innovative 'Little Giant' Enterprise" by the Ministry of Industry and Information Technology.

We have maintained long-term cooperation with globally leading OEMs and our solutions and products are deployed in multiple vehicle models of such customers. During the Track Record Period, our solutions and products were adopted in the vehicle models of all of the ten largest OEMs in China, and seven of the ten largest global OEMs, in terms of sales volume.

Note:

(i) According to Frost & Sullivan

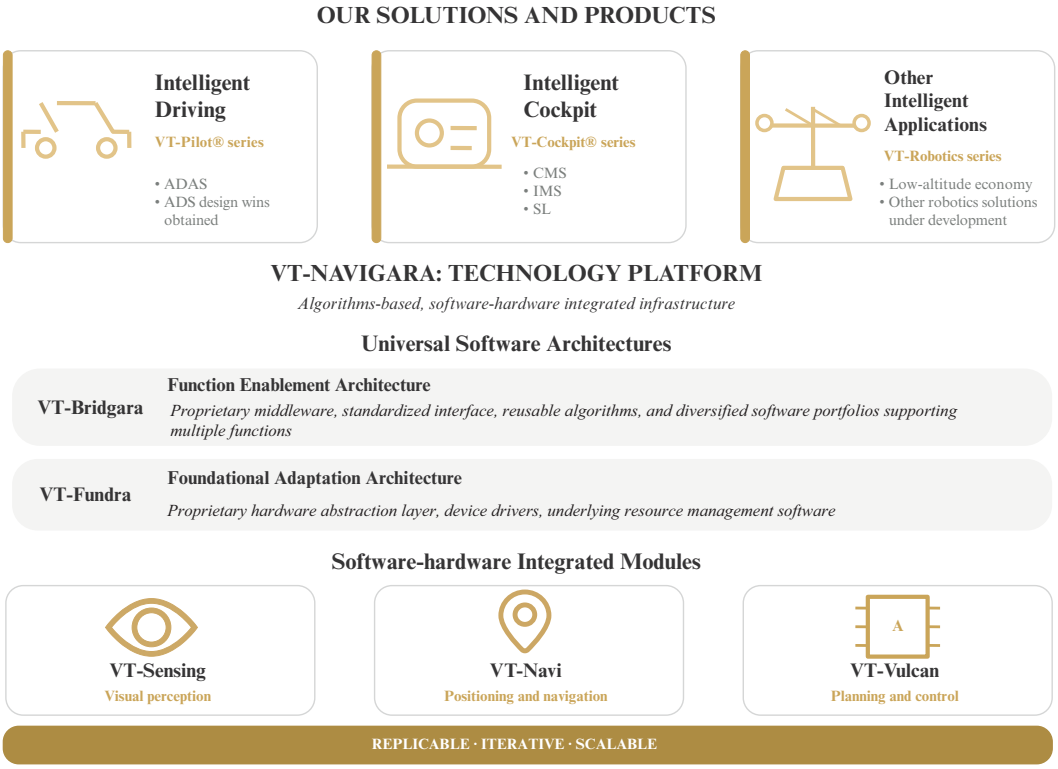
Our Development Methodologies

- ***Integrated software-hardware development across different technology modules.*** Visual perception provides the environmental and spatial inputs for intelligent driving and vision safety functions, multi-sensor fusion positioning and navigation provide information on vehicle's position, movement and direction, and planning and control determine how the relevant information is translated into vehicle actions. As the performance of these functions depends on both software algorithms and the underlying hardware, we adopt a software-hardware integrated development approach. This approach allows us to develop and offer system-level solutions and products with customizable functions and scalable mass production delivery, reducing repetitive component-level adaptation, shortening development cycles and improving system reliability within the available computing resources.

- ***Scalable technologies for mass production.*** We regard successful mass production as an important validation of a technology's commercial viability. Accordingly, we developed our VT-Navigara technology platform to support the conversion of our technologies into mass-production solutions. Our algorithms-based, software-hardware integrated infrastructure, VT-Navigara technology platform, comprises (i) two universal software architectures, namely the foundational adaptation architecture under VT-Fundra series and the function enablement architecture under VT-Bridgara series and (ii) three software-hardware integrated modules, namely visual perception under VT-Sensing series, positioning and navigation under VT-Navi series, and planning and control under VT-Vulcan series. See "— Our Business Model" for details. This structure of VT-Navigara technology platform allows us to configure customer-specific solutions primarily by selecting and adapting existing software-hardware integrated modules and algorithms modules, subject to project-specific validation, rather than rebuilding the technology architecture for each project. As a result, we can shorten platform-migration and solution-development cycles and facilitate a more efficient transition from design win to SOP, achieving scalability of our technologies.

- ***Replicable and iterative technologies for application extension.*** Technologies developed for intelligent driving and cockpit can be applied to additional applications as they share similar technological requirements for environmental perception, positioning, path planning and real-time control. As a result, we have developed our VT-Navigara technology platform comprising technologies that (i) can be flexibly replicated across different solutions and products, vehicle models and application scenarios; and (ii) can be separately iterated pursuant to the innovations in the underlying technologies and customer feedback. See "— Our Technology Platform" for details. Built to meet the automotive industry's stringent requirements for safety, reliability, system-level validation and homologation requirements, our technologies and technology platform can address the challenges posed by complex and dynamic operating environment in automotive sector, and are readily replicable to other applications beyond automotive applications. We are therefore actively exploring additional and emerging application scenarios, such as low-altitude economy and general robotics. We expect such efforts to broaden our revenue streams in a cost-efficient method.

Through these methodologies, we developed our VT-Navigara technology platform and our diverse portfolio of solutions and products. The following chart illustrates the structure of our technology platform and how it contributes to our diverse portfolio. See "— Our Technology Platform" and "— Our Solutions and Products" for details.



Our Market Opportunities

Automotive intelligence is becoming a key driver of the next-generation automotive industry. As the largest automobile market in the world, China provides significant opportunities for the commercialization of intelligent driving and vision safety technologies. According to Frost & Sullivan, the size of intelligent driving and vision safety solutions market in China increased from RMB18.7 billion in 2021 to RMB80.9 billion in 2025, representing a CAGR of 44.3%, and is expected to reach RMB270.7 billion in 2030 from RMB109.2 billion in 2026, representing a CAGR of 25.5%. As a solutions provider of intelligent driving and vision safety technologies with full-stack in-house R&D capabilities, we believe we are well positioned to benefit from the following market opportunities:

- ***Increasing market penetration and broader adoption across vehicle segments.*** According to Frost & Sullivan, the penetration rate of intelligent vehicles (being vehicles equipped with intelligent driving and intelligent cockpit solutions or products) in China is expected to increase from approximately 60.0% in 2026 to over 90.0% in 2030. As intelligent driving and intelligent cockpit functions extend from premium vehicles to mass-market models, solutions providers with automotive-grade mass-production and system-integration capabilities, like us, are expected to acquire a broader range of vehicle programs.

- ***Growing adaptation of vision-centric and multi-sensor fusion approach.*** Driven by OEMs' needs to deploy intelligent driving solutions at scale and cost-efficiently, a vision-centric and multi-sensor fusion approach, which uses cameras as the principal source of environmental information and other sensors for complementary inputs, has become one of the principal technical approaches, according to Frost & Sullivan. Cameras capture rich environmental information at manageable hardware cost, while accumulated image and video data further supports the continued training and iteration of visual perception algorithms. Together with advances in image processing, perception algorithms and edge computing, these features enable vision-centric solutions to achieve a better balance among functional performance, computing requirements and hardware costs. We are well-positioned to capture the relevant market opportunities, leveraging our VT-Sensing visual perception and vision-computing integration technologies, in-house camera manufacturing, VT-Navi multi-sensor fusion capabilities, software algorithms capabilities.

- ***Transferability of intelligent vehicle technologies to other application scenarios.*** According to Frost & Sullivan, technologies developed for intelligent vehicles demonstrate a high degree of transferability and extensibility across a wide array of industries and applications, such as low-altitude economy, agricultural robots and other general robotics, which share similar requirements for environmental perception, positioning, obstacle avoidance, path planning and motion control. In China, (i) the civil drone market, being the most mature and widely-deployed segment within the low-altitude economy, is expected to grow from approximately RMB200.0 billion in 2026 to more than RMB400.0 billion in 2030, representing a CAGR of over 20.0%, (ii) the agricultural robotics market is expected to grow from approximately RMB5.5 billion in 2026 to more than RMB30.0 billion in 2030, representing a CAGR of over 50.0%, and (iii) the intelligent robot market is expected to grow from approximately RMB95.0 billion in 2026 to more than RMB430.0 billion in 2030, representing a CAGR of over 45.0%, according to the same source. Our VT-Navigara technology platform provide us with the foundation for adapting selected perception, positioning, planning and control technologies to these relevant application scenarios, facilitating our exploration of new businesses and revenue streams.

Our Solutions and Products Matrix Across Multiple Application Scenarios

We provide solutions and products across three business segments: VT-Pilot series for intelligent driving solutions, VT-Cockpit series for intelligent cockpit solutions and VT-Robotics series for general robotics solutions. These business segments are built on our VT-Navigara technology platform, whose replicable, iterative and scalable structure enable us to deliver (i) customizable hardware-software integrated solutions; and (ii) standalone software solutions such as software licensing and software development kits ("**SDKs**").

- ***VT-Pilot series — intelligent driving solutions***. We provide intelligent driving solutions through our VT-Pilot series which integrate our proprietary (i) software algorithms; (ii) visual perception modules; (iii) positioning and navigation modules; and (iv) planning and control modules, i.e. domain controllers, with configurations supporting either intelligent driving functions alone or both intelligent driving and intelligent cockpit functions on a single platform. As of the Latest Practicable Date, we had achieved mass production of intelligent driving solutions covering multiple driving assistance functions, such as 360° around view monitor, transparent chassis, automatic emergency braking ("**AEB**"), adaptive cruise control ("**ACC**"), lane centering control ("**LCC**"), automatic parking assist ("**APA**") and remote parking assist ("**RPA**"). Leveraging our VT-Navigara technology platform, we are able to develop additional solutions for broader and more complex driving scenarios.

- ***VT-Cockpit series — intelligent cockpit solutions.*** We provide intelligent cockpit solutions through our VT-Cockpit series, which integrates optical, imaging, display and visual perception technologies to support vision safety, in-cabin monitoring and human-vehicle interaction. Our VT-Cockpit series primarily comprises (i) camera monitoring systems ("**CMS**"), which use external cameras and in-cabin displays to replace conventional exterior mirrors; (ii) in-cabin monitoring system ("**IMS**") comprising driving monitoring system ("**DMS**") and occupant monitoring systems ("**OMS**"), which monitors driver and occupant's in-cabin behaviors and conditions; and (iii) smart lighting ("**SL**") solutions and products, which provide functional illumination and visual interaction within the cabin.

- ***VT-Robotics series — general robotics solutions***. Leveraging our replicable, iterative and scalable technology platform and our experience and expertise gained from our intelligent driving and intelligent cockpit solutions businesses, we have extended our proprietary visual perception, positioning and multi-sensor fusion, and planning and control capabilities beyond automotive applications to our VT-Robotics series enabling us to serve general robotics applications, such as our solutions to drones in low-altitude economy, which was launched in November 2025 and generated revenue of RMB7.7 million and RMB8.3 million in 2025 and the six months ended June 30, 2026, respectively.

Our Mass Production Capabilities and Financial Performance

Our automotive-grade mass production are supported by our R&D, manufacturing, sales and customer support capabilities. Our typical development cycle from prototype to start of production ("**SOP**") for a new vehicle model was approximately six to nine months, faster than industry average of nine to 24 months, according to Frost & Sullivan. In 2023, 2024, 2025 and the six months ended June 30, 2025 and 2026, we had 17, 55, 88, 53 and 77 customers and obtained 8, 19, 25, 13 and 20 new design wins respectively. During the Track Record Period, we delivered a total of over 2.0 million units of solutions and products.

Our revenue was RMB110.6 million, RMB229.2 million, RMB480.6 million, RMB127.3 million and RMB336.3 million in 2023, 2024, 2025 and the six months ended June 30, 2025 and 2026, respectively, and our gross profit amounted to RMB22.4 million, RMB22.8 million, RMB59.3 million, RMB25.2 million and RMB60.0 million in the same periods, respectively.

OUR STRENGTHS

Early-mover in China's automotive intelligence industry with full-stack R&D capabilities

The commercialization of our automotive intelligence business can be traced back to 2014 when we launched our first-generation surround-view system. Over years of operations, we have established a diverse offering portfolio covering both intelligent driving and intelligent cockpit solutions and products. Leveraging our early-mover advantages, we have developed full-stack in-house R&D capabilities covering multiple technologies for automotive intelligence, namely visual perception under VT-Sensing series, positioning and navigation under VT-Navi series, planning and control under VT-Vulcan series. We are (i) among the earliest technology companies in China to explore the commercialization of automotive intelligence solutions and (ii) one of the few domestic automotive intelligence solutions providers with driving-cockpit synergy and full-stack R&D capabilities covering visual perception, positioning and planning and control technologies, according to Frost & Sullivan.

- ***Visual perception.*** Our visual perception capabilities cover multiple aspects, including optics, imaging, camera calibration, object detection, tracking and ranging, lane recognition and BEV-based perception. According to Frost & Sullivan, we are among the earliest domestic companies to adopt a BEV architecture for perception modeling. Our BEV algorithms combine inputs from multiple cameras and sensors into a unified spatial representation for downstream planning and control. In 2023, we introduced our vision-computing integration strategy, which emphasize (i) embedding computing capabilities into camera modules and (ii) performing software-hardware integrated optimization to process selected visual data at the source. In 2025, we launched our vision-computing integrated modules in which we deploy suitable perception algorithms on processors embedded in our sensing modules to perform preprocessing, feature extraction and intelligent analysis at the data source, reducing raw-data transmission and repetitive computation and shortening the processing path from environmental sensing to downstream decision-making.

- ***Multi-sensor fusion positioning and navigation.*** Our multi-sensor fusion positioning and navigation capabilities help maintain accurate vehicle-position information throughout a maneuver, supporting reliable execution of the planned action. Specifically, we use fusion algorithms to combine inertial and geomagnetic information with satellite and visual positioning data, supporting more continuous positioning where satellite signals are intermittent.

- ***Planning and control.*** Our planning and control capabilities ensure that what the system perceives is converted into steering, braking and acceleration commands in a timely manner. In addition to conventional intelligent driving domain controllers, we have developed controllers supporting both intelligent driving and intelligent cockpit functions on a single platform.

Our R&D capabilities have enabled us to extend our offering to intelligent cockpit solutions and products, including CMS, DMS, OMS and SL. According to Frost & Sullivan, we are an early mover to initiate the R&D for and achieve the mass production of CMS in China. By combining optical, imaging, display and visual perception technologies, we have been able to address external visibility, driver and occupant monitoring and in-cabin visual interactions through a universal technical foundation. In addition, our full-stack R&D capabilities support the development and mass-production delivery of automotive-grade solutions and products that balance functionality, computing requirements, reliability and cost-efficiency, and provide a technical foundation for exploring intelligent applications beyond the automotive sector.

As of the Latest Practicable Date, we had 121 registered patents, 30 registered trademarks and 49 software copyrights in China, covering multiple categories such as visual perception, autonomous parking, smart lighting, in-cabin interactions, domain controllers and calibrations.

Agile customization and rapid delivery supported by our technology platform

Vehicle programs differ in multiple respects including vehicle models, electronic and electrical ("**E/E**") architectures, sensor configurations, computing platforms, operating systems, functional requirements, target costs and development schedules. Our broad solution offerings, technology platform, agile development process and multi-chip adaptation capabilities enable us to customize our solutions and respond rapidly to these differing requirements.

- ***Broad offerings built on our technology platform.*** In 2017, we introduced the concept of "technology shelf" to manage chip and operating-system adaptation, reusable software and algorithms, and scenario-specific products through standardized interfaces, which guided us to gradually establish our algorithms-based, software-hardware integrated infrastructure — the VT-Navigara technology platform. See "— Overview" for details. VT-Navigara allows us to configure customized solutions without rebuilding the architecture for each project and support iterative, replicable and scalable deployment across vehicle programs and application scenarios. Leveraging this architecture, we have built our diverse solutions and products, providing customers with broad offerings covering intelligent driving, intelligent cockpit and other application scenarios. See "— Our Technology Platform" and "— Our Solutions and Products" for more details.

- ***Rapid delivery cycle supported by agile development.*** Our agile development approach supports rapid responses to changes in vehicle specifications and project schedules, enabling a more responsive delivery cycle. We participate in customer projects early in the product-definition and pre-development stages, enabling us to develop our solutions and products synchronously with the customer's vehicle program. Leveraging our VT-Navigara technology platform, we organize cross-functional project teams so that multiple tasks such as hardware design, software adaptation and algorithm development can proceed concurrently, where appropriate, rather than following a linear "order-to-delivery" development process. This approach allows changes to requirements and technical issues to be addressed earlier, supports customers' timely vehicle launches and strengthens our competitiveness in securing and delivering different vehicle programs for customers from a wide array of industries.

- ***Flexible configuration options supported by multi-chip adaptation.*** We have adapted our software and algorithms to six domestic automotive-grade SoC platforms, four mainstream international automotive-grade SoC platforms, and four mainstream automotive operating systems. These multi-chip, domestic-international dual-track adaptation capabilities (i) allow customers to select configurations based on functional and computing requirements, planned budgets and supply-chain arrangements of different vehicle models; and (ii) enhance our ability to maintain continuous supply and delivery amid geopolitical uncertainties or industry-wide chip shortages.

Driving-cockpit synergy with both technical value and commercial value

We have developed integrated portfolios comprising our intelligent driving solutions, the VT-Pilot series, and intelligent cockpit solutions, the VT-Cockpit series. The two series serve different functions but share similar automotive-grade R&D and engineering capabilities, creating both technical value and commercial value.

- ***Technical value.*** Achieving driving-cockpit synergy requires full-stack capabilities to reconcile the different requirements of intelligent driving and intelligent cockpit functions: (i) intelligent driving functions comprise safety-critical driving tasks which require accurate and timely execution and must be protected from resource contention, while (ii) intelligent cockpit functions involve dynamically changing workloads across display, in-cabin interaction and video processing. Addressing these requirements calls for resource isolation, including for computing power, memory and bandwidth, as well as coordinated scheduling and priority control across hardware and software. To achieve this driving-cockpit synergy, we have worked out the following solutions: (i) at the hardware level, we configure computing resources according to the characteristics of driving and cockpit workloads; (ii) at the system level, our proprietary middleware, runtime systems and resource-scheduling mechanisms classify tasks, isolate resources and prioritize safety-critical functions; and (iii) at the application level, we align the optimization of visual-data processing, model execution, video transmission and display

to reduce data conversion, duplicative computation and interface overhead across different automotive intelligence systems. These capabilities support stable execution of safety-critical functions while maintaining responsive cockpit interactions.

- ***Commercial value.*** The breadth of our intelligent automotive portfolios allows customers to select different combinations of intelligent-driving and intelligent-cockpit functions according to the vehicle model, customization requirements and specific budgets. In addition, our driving-cockpit integrated system design can reduce the overall system complexity, repeated development and interface adaptation among different controllers and software modules, allowing customers to balance safety, performance, cost, power consumption and development cycles. Moreover, our broad portfolio allows us to expand our collaborations with customers to other categories of solution and products with minimal re-development costs. Such expansion can deepen our relationship with customers and increase our coverage within customers' supply chains.

Deep collaboration with industry-leading customers supporting domestic and overseas expansion

We have established collaboration with customers comprising leading domestic and international OEMs and tier-one suppliers. With a proven record of mass-production and familiarity with different customers' technical and quality requirements, we are well positioned to deepen long-term cooperation and expand our presence in domestic and overseas markets.

- ***Deep and stable customer relationships.*** Automotive solutions must undergo extensive performance, durability, electromagnetic compatibility, functional-safety and vehicle-level testing, while suppliers must provide stable delivery, quality management and technical support throughout the relevant vehicle model's lifecycle. Through years of cooperation with industry-leading customers and our accumulated project experience, we have developed a deep understanding of customers' specifications, quality requirements and validation processes, supporting continued and stable cooperation. In addition, we have moved beyond conventional supplier-purchaser relationship into strategic collaboration across successive vehicle programs and product iterations. For instance, we have established a joint-venture company, Wuhu Ruishida, with Customer A, to facilitate closer project collaboration and broader business engagement with such customer. We also entered into a framework cooperation agreement with a German solutions provider of commercial vehicle vision system in August 2026, for joint development, production and commercialization of digital vision system solutions. See "— Research and Development — R&D Collaboration" for details.

- ***Extensive coverage of leading industry players and renowned projects.*** During the Track Record Period, our solutions and products were adopted in the vehicle models of all of the ten largest OEMs in China, and seven of the ten largest global OEMs, in terms of sales volume. We obtained 8, 19, 25, 13 and 20 new design wins in 2023, 2024, 2025 and the six months ended June 30, 2025 and 2026, respectively, and 17, 55, 88, 53 and 77 customers in the same periods, respectively.

- ***Recognition from leading international OEMs and global partners.*** In 2016, we entered into the supplier shortlist of a leading Japanese automotive OEM and was recognized as its excellent supplier in 2021. This qualification demonstrates our product reliability, engineering capabilities and ability to meet international automotive standards. In 2025, we established a joint venture with MEKRA Lang, a global CMS provider for commercial vehicles, facilitating our expansion in overseas markets.

Experienced management and R&D team with strong investor portfolio

Our founder, Chairman of the Board, and chief executive officer, Mr. YJ Chen, has over 22 years of experience in the electronics and automotive industries internationally and previously held senior positions in multinational corporations such as Fujitsu Limited (富士通株式会社) (TYO: 6702) ("**Fujitsu**") and Rakuten Group, Inc. (樂天株式会社). Mr. YJ Chen is recognized as "2026 Forbes China Pioneer Innovator in Industry Development". Led by Mr. YJ Chen, our visionary management team has developed a deep understanding of industry trends and OEM's needs, and is closely involved in determining the technical roadmap for our offerings. Our management team comprises experienced professionals from leading domestic and international automotive OEMs and technology companies, with diverse expertise in technology R&D, market development, supply chain management, finance and capital markets, providing a solid foundation for our long-term and sustainable development.

Our R&D team comprises professionals from renowned companies such as Fujitsu, Huada Semiconductor Co., Ltd. (華大半導體有限公司), and ZTE Corporation (中興通訊股份有限公司). As of June 30, 2026, our R&D team comprised 153 employees, specializing in various disciplines, including electronics, automation, automotive electronics, computer science, AI, mechanical engineering and software. As of June 30, 2026, among our R&D specialists, 64.1% held a bachelor's degree and 16.3% held a master's degree. Combining scientific and algorithm expertise with automotive-grade engineering and mass-production experience, our R&D team can convert technological innovations into validated and manufacturable solutions, coordinate development across technical and commercial functions and respond promptly to evolving customer requirements.

Moreover, since our establishment, we have received recognition and support from a diversified group of investors from professional investment institutions, industry funds, local government-guided funds, and listed companies. See "History, Development and Corporate Structure" for details. This strong and diverse investor portfolio provides comprehensive support for our business development, achieving synergies in capital investment, market channels, and technology development.

OUR STRATEGIES

Further develop our technology capabilities and advance commercial applications

We intend to continue to develop and iterate our technology capabilities and apply them to additional products and application scenarios, with a view to maximizing the commercial value of our technology investments and creating additional revenue streams. We plan to take the following initiatives among others:

- ***Further develop vision-computing integrated module.*** Currently, we provide vision-computing integrated modules, which can capture the image of the environment and perform tasks such as object detection, object tracking, distance measurement and driver status recognition. Going forward, we plan to further upgrade our vision-computing integrated module to independently perform more advanced functions such as trajectory prediction, planning and decision-making that would otherwise be handled by a separate domain controller. To support this upgrade, we plan to strengthen our AI technology to improve our perception algorithms, vision models and closed-loop data processing capabilities. In addition, to support the computing requirements of the more advanced vision-computing integrated module to be developed, we plan to in-house design chip that is smaller in size but offers comparable or greater computing power, and engage qualified third parties to conduct the adaptation, tape-out, testing and validation for the chip.

- ***Develop next-generation driving-cockpit solutions.*** Building on our existing capability to coordinate selected intelligent driving and intelligent cockpit functions within a unified architecture, we plan to reduce the computing power required to support interactions between intelligent driving and intelligent cockpit functions, in order to provide customers with more cost-efficient options. To achieve this goal, we plan to further optimize our driving, cockpit and driving-cockpit coordination algorithms, enhance the reuse of perception data and computation results, and optimize the allocation of computing power, memory and bandwidth among multiple intelligent driving and intelligent cockpit functions.

- ***Expand the application scenarios of our vision-computing integration technology***. Our vision-computing integrated technology is designed to address the challenge of higher computing performance with lower energy consumption. Our solutions can facilitate "perception-as-decision" by allowing the relevant modules to process data at the edge, thereby reducing centralized controller computing requirements and energy consumption. This approach is well suited to compact intelligent mobile platforms, such as small drones, electric vertical take-off and landing ("**eVTOL**") aircraft and humanoid robots, which have limited capacity to carry large batteries but require high levels of intelligence and extended operating time. As such, we plan to extend the application scenarios of vision-computing integration technology beyond the automotive sector, such as low-altitude economy and general robotics with a view to expanding our revenue streams.

- ***Develop agricultural robots integrating automotive capabilities.*** Leveraging our visual perception, positioning and navigation, coverage path planning and motion control capabilities developed in automotive scenarios, we plan to continue to develop the VT-Mow series for autonomous agricultural robots. In addition to the autonomous lawn-mowing robots under development, we plan to use crop-condition and growth data to support targeted operations and develop other autonomous agricultural robots capable of performing more comprehensive tasks such as sowing, spraying and harvesting. By extending our automotive-grade perception, decision-making and control capabilities into agricultural applications, we expect to create a new growth avenue beyond the automotive sector.

Strengthen customer relationships and broaden customer coverage

We intend to deepen our collaborations with existing customers to expand our coverage across additional solutions and products, vehicle models and vehicle programs, while continuing to explore new customers to further grow our business.

- ***Expand business with existing customers***. We plan to expand our business with existing customers by (i) extending solutions and products developed for one vehicle model to other models of the same customer, and (ii) cross-selling. Drawing on our understanding of the E/E architectures, technical standards, system interfaces and validation requirements of existing customers, we can leverage our VT-Navigara technology platform to reuse validated modules for each new vehicle model of the same customer with minimal re-development costs. In addition, our driving-cockpit synergistic capabilities, arising from shared visual-perception, computing, middleware and automotive-grade engineering capabilities, allow us to extend efficiently from an existing engagement into related functions in other domains and provide coordinated or integrated solutions.

- ***Deepen collaborations with customers.*** Going beyond our current involvement starting at the pre-development and product-definition stages, we plan to launch joint innovation laboratories and pre-research programs with key customers, aiming to participate in defining their next-generation E/E architectures, secure long-term orders and deepen our cooperation with them. We also intend to support customers' overseas vehicle programs by adapting our solutions to the relevant vehicle platforms and destination-market requirements. These initiatives are expected to increase the number of solutions and products and design wins obtained from customers and deepen our participation in their supply chains.

- ***Broaden our customer base.*** We plan to strengthen our sales and customer acquisition capabilities and pursue design wins with additional domestic and international customers. We will leverage our mass-production track record, broad solution portfolio, technology platform and compatibility with multiple SoC platforms to demonstrate our capabilities to prospective customers. We also intend to identify potential opportunities and expand our customer base through word-of-mouth by our existing customers, technology cooperations, and industry exhibitions.

Expand overseas market presence

We intend to expand our overseas market presence by (i) developing overseas market networks, localized development and customer service capabilities, and (ii) supporting the overseas vehicle programs of our existing customers.

- ***Develop local market networks and local delivery capabilities***. We plan to expand our global market presence in Europe, Southeast Asia and South America through collaborations with overseas OEMs and tier-one suppliers possessing established customer access, business development networks and after-sales capabilities. We may establish such collaborations through technology-licensing arrangements or joint ventures. We also plan to develop localized engineering, technical-support, after-sales and, where commercially appropriate, pilot-production capabilities to adapt our solutions to local vehicle models, validate local manufacturing processes and compliance requirements, and provide timely support to overseas customers. In addition, we plan to enhance our brand recognition by participating in industry exhibitions, publishing press releases in industry media and undertaking other marketing activities.

- ***Support existing customers' overseas vehicle programs.*** We plan to continue supporting the international expansion and export programs of our existing customers by adjusting our existing solutions in China, according to the local vehicle models, operating conditions and market-access requirements of the relevant overseas markets. We plan to manufacture the relevant products at our domestic production bases in accordance with applicable overseas technical, safety, certification and quality requirements, and export such products for use in the relevant overseas vehicle programs, as appropriate.

Upgrade our intelligent manufacturing capabilities

We intend to enhance the automation, flexibility and digital capabilities of our manufacturing system.

- ***Improve production-line automation and flexibility.*** We plan to introduce high-precision automated assembly equipment, intelligent logistics systems and flexible mixed-production lines capable of manufacturing different product categories, such as domain controllers, cameras and CMS modules. These initiatives are expected to enable faster changeovers among different solutions and products, improve production scheduling efficiency and allow us to respond more flexibly to diverse customer orders.

- ***Enhance digital production and intelligent quality control.*** We plan to upgrade our manufacturing execution system and digital technology to achieve (i) full-lifecycle supply chain management from the receipt of raw materials to shipment of finished solutions and products; and (ii) efficient real-time monitoring of multiple manufacturing facilities and production plants. In addition, we plan to develop AI-enabled visual-inspection algorithms to reduce reliance on manual inspection, identify defects more consistently, and further improve product yield and automotive-grade consistency. These initiatives are expected to enhance production efficiency and reduce operational errors.

Pursue selective strategic investments and acquisitions

We intend to pursue strategic investments and acquisitions selectively to strengthen our technology platform and facilitate the extension of our automotive-grade perception and control capabilities into agricultural, logistics and other robotics applications.

- ***Focus on capabilities that extend our technology platform.*** We will primarily consider (i) companies possessing scenario-specific data and algorithms for robotics applications, and (ii) companies possessing technologies relating to key execution components, motion-control units or specialized sensors for robots and other intelligent mobile platforms. These capabilities can extend our visual perception, positioning, decision-making, system-integration and mass-production capabilities and facilitate the migration of our automotive technologies to other applications.

- ***Apply a disciplined evaluation framework.*** We will evaluate potential targets based on multiple factors, including their technological capabilities, application scenarios of their solutions, commercialization potential, market synergies, management capabilities and financial conditions. Any potential investment or acquisition will be subject to appropriate due diligence, internal approval and applicable regulatory requirements.

As of the Latest Practicable Date, we did not have any identified acquisition target.

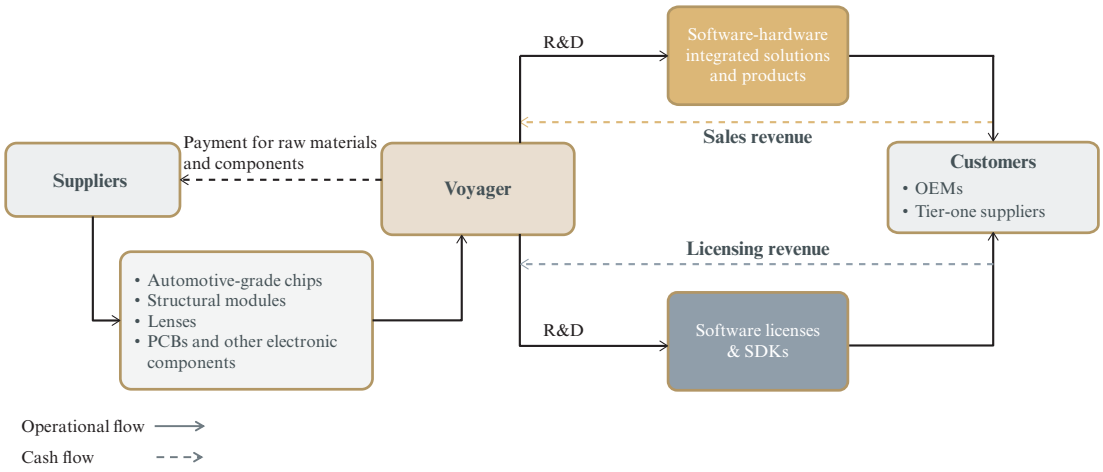
OUR BUSINESS MODEL

We are an intelligent solutions provider focusing on the R&D and sales of intelligent driving, intelligent cockpit and general robotics solutions and products, leveraging our integrated and cross-domain technologies of visual perception, multi-sensor fusion positioning and navigation, and planning and control. According to Frost & Sullivan, in terms of revenue in 2025, we ranked ninth among all providers of intelligent driving and vision safety solutions in China and fifth among domestic providers in the same market.

We operate as a solutions provider in the intelligent driving and vision safety industry value chain. Upstream, we purchase critical components, including automotive-grade chips, structural modules, lenses, PCBs and other electronic components, leveraging a flexible dual-platform strategy that integrates both domestic and imported chips to ensure supply chain resilience and superior cost-efficiency. Our core activities encompass (i) comprehensive R&D, ranging from advanced vision algorithm development to hardware innovations, (ii) rigorous system integration, (iii) automated production, (iv) strict quality control, and (v) after-sale services. These activities enable us to create comprehensive intelligent driving solutions and intelligent cockpit solutions that enhance vehicle intelligence, safety and in-vehicle experiences, as well as migrate our automotive capabilities to other applications. For details of our competitive strengths compared to our peers, see "— Our Strengths." Downstream, our solutions and products reach the domestic and global market through (i) the sales of our software-hardware integrated solutions and products, which may be offered in standard or customized form to meet specific customer requirements; and (ii) the provision of standalone software and algorithm solutions such as software development kits ("**SDKs**") or software licenses. We supply our solutions and products to (i) original equipment manufacturers ("**OEM**"),

collaborating closely with them to customize and integrate our technologies into their vehicle models, (ii) tier-one suppliers, namely automotive component and system suppliers that directly serve OEMs, which integrate our solutions and products for their onward supply to OEMs.

The following diagram illustrates our business model.



Leveraging our algorithms-based, software-hardware integrated infrastructure, VT-Navigara technology platform, we have developed a diverse offering portfolio, including: (i) intelligent driving solutions under VT-Pilot series, comprising solutions and products covering multiple driving assistance functions such as AEB, ACC and LCC, APA and RPA; (ii) intelligent cockpit solutions under the VT-Cockpit series, comprising in-cabin monitoring systems DMS and CMS, as well as SL solutions and products, which provide functional illumination and visual interaction within the cabin; and (iii) other intelligent solutions under VT-Robotics series, such as the low-altitude economy solutions.

We sell to OEMs or tier-one suppliers either (i) our software-hardware integrated solutions and products across our business segments in exchange for sales revenue or (ii) software licensing solutions in our intelligent driving solutions business in exchange for licensing revenue.

The following table sets forth a breakdown of our revenue by business segments in absolute amount and as a percentage of our total revenue for the periods indicated:

	Year Ended December 31,						Six months ended June 30,			
	2023		2024		2025		2025		2026	
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*	*RMB'000* (unaudited)	*%*	*RMB'000*	*%*
Intelligent driving solutions	89,407	80.8	112,059	48.9	319,737	66.5	70,706	55.5	251,729	74.9
Intelligent cockpit solutions	21,226	19.2	117,165	51.1	153,200	31.9	56,640	44.5	76,285	22.7
Others[(i)]	—	—	—	—	7,701	1.6	—	—	8,250	2.4
Total	**110,633**	**100.0%**	**229,224**	**100.0%**	**480,638**	**100.0%**	**127,346**	**100.0%**	**336,264**	**100.0%**

Note:

(i) Others included primarily revenue generated from our solutions and products for low-altitude economy. We launched the sales of our low-altitude economy solutions in November 2025.

See "Financial Information — Description of Key Components of our Results of Operations — Revenue" for the fluctuations of our revenue during the Track Record Period.

OUR TECHNOLOGY PLATFORM

Technology is the backbone of our business, and we have focused on and invested heavily in our technology R&D since our inception. Leveraging our early-mover advantage, we have established our algorithms-based, software-hardware integrated infrastructure, the VT-Navigara technology platform, which comprises:

- **Two universal software architectures**, including (i) VT-Fundra series, the foundational adaptation architecture, which decouples software from hardware, allows independent R&D of algorithms irrespective of the different hardware environment, and facilitates the migration of software algorithms to different SoC platforms; and (ii) VT-Bridgara series, the function enablement architecture, which facilitates the composition of our proprietary algorithms to modules supporting functions such as NOA, APA, RPA, HPA, AVP, TJP and HWP, and the further deployment of such software modules to different operating systems, vehicle models, and application scenarios.

- **Three software-hardware integrated technology modules**, including (i) visual perception modules under VT-Sensing series, (ii) multi-sensor fusion positioning and navigation modules under VT-Navi series; and (iii) planning and control modules under VT-Vulcan series. These technology modules can be composed to provide diverse intelligent driving and intelligent cockpit solutions, as well as solutions beyond automotive sectors such as low-altitude economy, agricultural robots and other general robotics solutions.

Our technology platform is: (i) replicable, as our software-hardware integrated modules and software algorithms can be flexibly applied across different solutions and products, vehicle models and application scenarios; (ii) iterative, as our software-hardware integrated modules and software algorithms can be separately iterated pursuant to the innovations in the underlying technologies and customer feedback; and (iii) scalable, as we can migrate our solutions and products to different SoC platforms and operating systems in a cost-efficient way.

VT-Bridgara Series — Function Enablement Architecture

VT-Bridgara is our function enablement architecture comprising software modules and interfaces that enable our software algorithms to perform intelligent driving and intelligent cockpit functions, facilitates the deployment of our software algorithms across different operating systems and vehicle models, and reduces repeated development for each individual projects.

VT-Bridgara comprises the following self-developed components: (i) middleware; (ii) standardized interfaces; and (iii) a library of reusable software and algorithm modules. The middleware provides universal mechanisms for data access, inter-module communication and service invocation. It acts as a universal software bridge between the operating system and software algorithms performing intelligent driving and/or intelligent cockpit functions, allowing the algorithms to be migrated to a different operating system with limited modifications. The standardized interfaces define how individual software and algorithm modules receive and output data and interact with other modules. In this way, these interfaces allow software algorithms developed for one vehicle model to be reused and reconfigured for other vehicle models with limited adaptation. In addition, VT-Bridgara integrates and configures certain third-party components, such as commercial middleware or automotive open system architecture ("**AUTOSAR**") components, which provide general industry-standard communication and software-management functions.

Through experience and capabilities accumulated in years of automotive-grade development, we have developed a library of reusable software algorithms covering calibration, visual perception, fusion positioning and mapping, planning, decision-making and control, which can be composed into software modules supporting functions such as NOA, APA, RPA, HPA, AVP, TJP and HWP. Our functional software algorithms are (i) compatible with various mainstream SoC platforms and operating systems; and (ii) can be applied across a wide array of different applications scenarios, including intelligent driving solutions, intelligent cockpit solutions, low-altitude economy solutions, and agricultural robots and other general robotics solutions under development.

Set out below are our principal innovative and self-developed algorithms, which can be deployed in and adapted for different application scenarios based on customers' sensor configurations, chip computing power, functional scope and safety requirements:

Optimal path planning algorithm. Our proprietary scatter-point path planning algorithm generates parking routes that a vehicle can practically execute, taking into account its position heading, steering constraints and surrounding obstacles. It evaluates alternative forward, reversing and turning maneuvers to identify an efficient, collision-avoiding route, enabling parking at arbitrary angles in constrained spaces.

Multi-sensor fusion algorithm. Leveraging our proprietary multi-sensor fusion algorithm, our VT-Navi module can (i) provide fused data output generated by six-axis IMU, three-axis magnetic sensor, air pressure sensor, motion coprocessor, cameras, millimeter-wave radars, ultrasonic sensors, and GNSS, and further (ii) match detections of the same object identified by multiple sensors, providing more reliable information under the relevant conditions. Through data fusion, such algorithm therefore can enhance the continuity of perception, positioning and object tracking under complex lighting, occlusion, adverse weather and limited satellite-signal conditions.

AI-powered adaptation algorithm. Our self-adaptation algorithms evaluate intelligent driving performance using data collected by the vehicle's sensors, such as speed, following distance and acceleration and deceleration patterns. Following an initial phase summarizing and analyzing driving habits, such as braking time, they adjust vehicle control parameters in real time and within pre-established safety boundaries, optimizing performance for the specific driving scenario and the individual driver's style without requiring remote over-the-air updates.

BEV-based algorithms. We have developed a suite of algorithms built on a bird's eye view ("**BEV**") representation, being a unified top-down three-dimensional model of the vehicle's surroundings reconstructed from multiple sensors' inputs:

- *Perception*. By combining the inputs of multiple cameras and multi-modal sensors, our BEV perception architecture can enable our solutions and products to infer objects in areas occluded from any single sensor. The BEV perception architecture ensures consistent detection of object position, scale and orientation across different views, enabling more robust detection and tracking.

- *Positioning* and *mapping*. Our BEV-based simultaneous localization and mapping ("**SLAM**") algorithms can eliminate perspective distortion of forward-facing views, improving positioning and mapping accuracy. They can also reduce the storage required for feature points (being distinctive visual elements extracted from sensor data) for a 100 m indoor parking lot from approximately 20 MB to 200 KB, reducing positioning latency to 60 ms.

- *Calibration*. Our BEV-based calibration algorithm performs (i) initial calibration, aligning a vehicle's sensors automatically within five to six seconds while the vehicle is driving on the road, compared with ten to 15 minutes stationary under conventional end-of-line calibration; and (ii) dynamic calibration of four to six fisheye cameras while the vehicle is in motion, continuously correcting cumulative errors caused by long-term driving and vibration.

Intelligent interaction algorithms. For our IMS solutions, our intelligent interaction algorithms can detect facial characteristics, identify whether the driver is fatigued or distracted, and interact with other in-cabin functions accordingly, such as adjusting ambient lighting, music or brightness of the screen. For our CMS solutions, our intelligent interaction algorithms can optimize image quality in low-light environments, identify blind spots and alert the driver, enhance images in adverse weather, denoise images in real time and adjust brightness adaptively.

VT-Fundra Series — Foundational Adaptation Architecture

VT-Fundra is our foundational adaptation architecture comprising software modules that connect VT-Bridgara with the underlying hardware and operating environment. It decouples VT-Bridgara software and algorithms from different underlying hardware and operating environments, allow these software and algorithms to be developed and iterated largely independent of specific hardware configurations, and facilitate the deployment of our software algorithms to different SoC platforms. As of the Latest Practicable Date, our typical SoC platform migration and validation cycle was approximately three months.

VT-Fundra comprises the following self-developed components: (i) a hardware abstraction layer ("**HAL**"); (ii) device drivers; and (iii) underlying resource management software. When the software algorithms in VT-Bridgara issue requests to HAL for camera images, IMU measurements, other sensors inputs, vehicle-network messages or computing resources, HAL transmit the request to the corresponding device driver. The driver further retrieves the requested data and returns such data to software algorithms in VT-Bridgara through HAL. Separately, our underlying resource management software allocates the underlying recourses such as computing power, memory and communication bandwidth to different software functions based on their real-time requirements.

In addition, VT-Fundra also integrates, adapts and configures certain component from third parties, such as hypervisors that provide the basic operating environment and system isolation, bootloaders and other board support packages ("**BSP**") that enable the operating system to run on a particular computing platform.

VT-Sensing Series — Visual Perception Modules

Our VT-Sensing series encompass software-hardware integrated camera modules leveraging vision perception technologies that have entered mass production. Our camera modules, i.e., the Vs-S series, Vs-I series and Vs-G series, can perform visual perception tasks with reliability and high precision, covering vehicle surround-view, front-view, side-view, rear-view and in-cabin monitoring applications. In addition, all of our camera modules can be manufactured with a vision-computing integrated structure, which features an vision-computing integrated design that enables images to be processed within the module, reducing data transmission to the separate domain controller.

Camera Modules

Our camera modules comprise Vs-S series, Vs-I series and Vs-G series, incorporating our capabilities in optical design, image sensor selection, module packaging, image signal processing ("**ISP**") tuning and automotive-grade environmental adaptation.

We offer these camera modules with varying performance specifications. Such diverse portfolios allow our customers to select products that best suit their performance requirements and budget. We have optimized our visual perception modules in terms of both hardware and software, enabling stable image output in demanding conditions such as backlighting, low illumination, glare, rapid transitions between light and dark, and vehicle vibration. Our mature visual perception modules possess the following characteristics, among others:

- *Environmental reliability*. Our visual perception modules can operate across a wide range of temperature from -40°C to as high as 105°C. Our camera modules under VT-Sensing series can achieve the protection rating of IP69K, featuring dust-tight and resistant to high-pressure, high-temperature water jets.

- *Advanced manufacturing and high precision*. In addition to conventional packaging process, our visual perception modules can also be manufactured with the chip-on-board ("**COB**") process, a packaging process enabling reduced module thickness, improved optical performance and enhanced image quality. For COB-based modules, we apply 6-axis active alignment ("**AA**") correction to enhance assembly precision and imaging performance. Our COB process can suppress packaging deviation within a 10-micron range, allowing our visual perception modules to deliver high-precision images necessary for deep learning and fine-grained image analysis, which in turn facilitate active spatial awareness. In addition, our adoption of precise 6-axis AA correction have led to improvement in optical center precision, which reduces 3D offset, enhancing image sharpness across the entire field of view particularly at the edges, minimizing parallax errors in multi-camera systems, and ensuring consistent lens-to-sensor positioning, which is critical for camera performance and the safety of automotive intelligent driving solutions.

- *Integrated design approach*. In designing our camera modules, we selects and matches the lens, image sensors, exposure control algorithms and ISP algorithms as an integrated system, and evaluate image outputs under different lighting and driving conditions and iteratively adjust the relevant parameters. Such approach enhances image quality under challenging conditions, such as high contrast, low illumination, backlighting, glare and rapid transitions between light and dark, thereby providing stable image input for subsequent tasks.

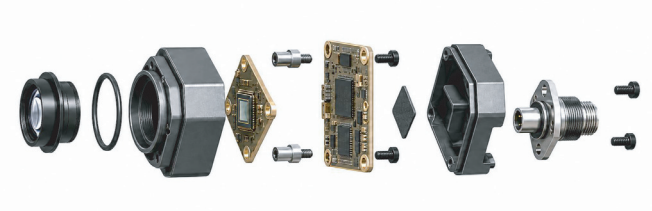
The following table sets forth the key performance metrics, functions and applications of our mature visual perception modules:

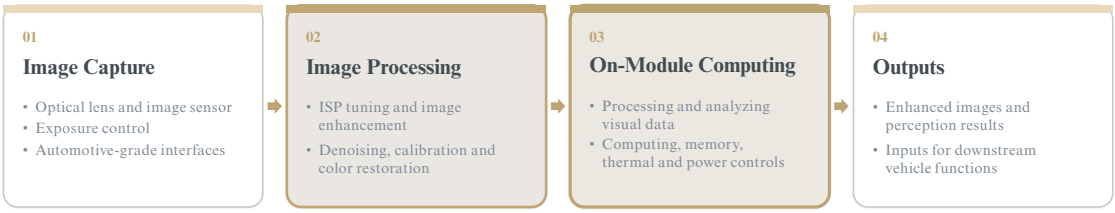
Series	Image	Key performance metrics	Functions and applications
Vs-S Series		• *Protection rating*: Up to IP69K. • *Resolution*: ranging from 640 × 480 to 4,600 × 2,600 • *Resolving power*: ranging from 420 to 3,183.5 line widths per picture height ("**LW/PH**") • *SNR*: ranging from 39.4 decibel ("**dB**") to 41.2 dB; • *Image brightness (Y) pixel value*: ranging from 16 to 235 • *Operating temperature*: -40°C to as high as 105°C	• Cost-efficient options with wide field-of-view and surround-view. Applied to surround-view systems, parking and vehicle perimeter sensing
Vs-I Series			• Higher resolution and multiple field-of-view configurations for longer-distance or more detailed environmental awareness. Applied to front-view, side-view and rear-view sensing
Vs-G Series			• Close-range in-cabin monitoring and human-machine interaction, enabled by optimized optical and algorithmic features. Applied to IMS, DMS, and OMS

Vision-computing Integrated Structure

Under the vision-computing integrated structure, imaging components, computing chips, and visual perception algorithms and models are integrated within one module. Such architecture can be applied to our Vs-S series, Vs-I series and Vs-G series. Adopting such architecture, our innovative vision-computing integrated module processes and analyzes visual data locally as it is captured. Such on-module processing reduces the transmission of raw video data, shortens data-processing latency and reduces the computing workload of centralized domain controllers, while maintaining high-quality perception inputs for downstream functions such as scene understanding, driving decision-making and planning, and vehicle control.

The following chart illustrates the workflow of our visual perception modules with vision-computing integrated structure:





Camera modules adopting our vision-computing integrated structure possess the following innovative features, among others:

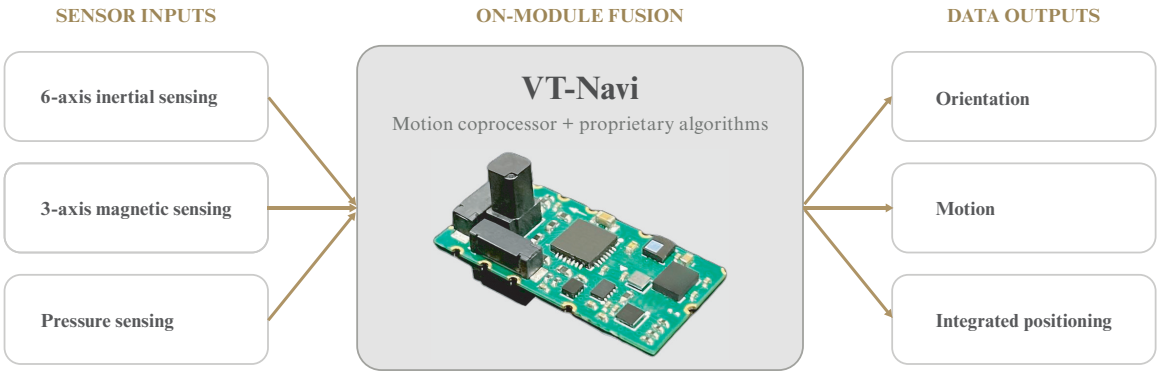
- *On-module computing*. We deploy trained visual perception models and algorithms on the embedded processors of our vision-computing integrated modules, enabling local perception tasks such as object detection and tracking, distance measurement, lane marking recognition and driver status analysis. By transmitting perception results, where applicable, instead of raw video streams, the modules reduce data transmission and redundant processing and offload computing workloads from centralized domain controllers. Such embedded computing capabilities can also simplify system configurations. For example, for basic surround-view parking, our vision-computing integrated modules can process images locally without a separate domain controller, which is typically required for conventional camera modules of comparable resolution.

- *Integrated software-hardware structure. Vision-computing integrated structure is an integrated software-hardware structure, where we integrate camera hardware design, computing hardware design, ISP processing, on-device algorithms, model deployment and in-vehicle interface adaptation and fine-tune these components in coordination with each other. Through model compression, algorithm optimization, memory management and thermal and power control, our vision-computing integrated module can continuously perform visual perception tasks and provide a flexible deployment option for vehicles, robots and drones.*

- *Enhanced imaging capabilities*. As the vision-computing integrated module has been embedded with a computing chip, we have designed and deployed image quality enhancement algorithms to the module, which improve the image clarity, brightness, signal-to-noise ratio ("**SNR**") and color reproduction, particularly under low-light conditions. Under extreme low-light conditions of 0.01 lux, our 1 megapixel ("**MP**") and 3MP vision-computing integrated modules achieved SNR of 32.7 dB and 38.2 dB respectively, whereas the conventional 1MP and 3MP camera modules without vision-computing integrated structure failed to detect any signal. Under 0.1 lux illumination, our 1MP and 3MP modules maintained SNR of 39.4 dB and 40.7 dB respectively, compared with 17.1 dB and 27.3 dB for the conventional 1MP and 3MP modules. The high-SNR output provided by our vision-computing integrated modules is essential for reliable performance in application scenarios such as autonomous driving in dark environments and nighttime inspection.

VT-Navi Series — Positioning and Navigation Modules

Our VT-Navi series comprises modules that perform positioning and navigation functions. Each module comprises (i) a three-axis accelerometer, which measures linear acceleration; (ii) a three-axis gyroscope, which measures angular velocity, i.e. speed and orientation of a moving object; (iii) a three-axis magnetic sensor, which measures surrounding geomagnetic field to provide heading reference without accumulating measurement errors over time, and corrects the heading drift of the gyroscope; (iv) an air pressure sensor, which provides real-time, auto-calibrated air pressure and relative altitude information; and (v) a motion coprocessor, which runs our sensor fusion algorithm inside the module and provides data output. These components are integrated within a footprint of approximately 22 mm × 11 mm. Each VT-Navi module adopts a surface-mount design and can be mounted directly onto a circuit board.



Our VT-Navi modules collect and process gyroscopic, accelerometric, geomagnetic and air pressure data. Enabled by our multi-sensor fusion algorithms embedded within the module, our VT-Navi module can provide direct output of (i) orientation data, including heading, roll and pitch angles; (ii) motion data, including angular velocity and linear acceleration; and (iii) air pressure and relative altitude information. Through automatic calibration and real-time fusion of geomagnetic, gyroscopic and accelerometric measurements, the modules correct gyroscope-induced heading drift and mitigate magnetic interference, enabling geomagnetically aided inertial navigation with heading accuracy of up to 0.3° RMS.

In addition, our VT-Navi modules can also fuse data from their embedded sensors with inputs from cameras, millimeter-wave radars, ultrasonic sensors and Global Navigation Satellite System ("**GNSS**") through our proprietary multi-sensor fusion algorithms. Such algorithms associate detections of the same object across different sensors and generate fused outputs, thereby improving the reliability and continuity of perception, positioning and object tracking under challenging conditions, including complex lighting, occlusion, adverse weather and limited satellite signals.

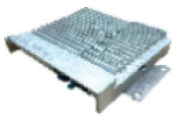
VT-Vulcan Series — Planning and Control Modules

Our planning and control modules, the VT-Vulcan series, are domain controllers that serve as the central computing platform for the intelligent driving and/or intelligent cockpit component of a vehicle, carrying computing, planning and control functions. Typically, products in our VT-Vulcan series comprise an electronic control unit incorporating one or more SoCs, which (i) receives inputs from connected sensing devices, including camera modules, radars and ultrasonic sensors with different detection ranges; (ii) processes and analyzes such inputs and performs perception, planning and decision-making functions; and (iii) issues commands to vehicle actuators to support relevant vehicle functions.

Our VT-Vulcan series provides low response latency of ≤100 milliseconds ("**ms**"), supporting the timely processing of sensor inputs and performance of functions such as obstacle detection, trajectory planning and collision avoidance. In addition, our VT-Vulcan series supports data fusion of multi-sensors, facilitating robust, accurate, and reliable object detection under various weather

and lighting conditions. Further, our VT-Vulcan series adopts a hypervisor architecture which enables multiple operating systems and software components to operate in isolated environments and be updated independently, thereby enhancing system stability, security and update flexibility. See "— Our Technology Platform — VT-Fundra Series — Foundational Adaptation Architecture" for details.

Our VT-Vulcan series comprises four models under mass production engineered for passenger and commercial vehicles, covering multiple application scenarios across highways, urban roads, and parking lots. The table below sets forth details of our offerings under the VT-Vulcan series.

Model	Product image	Key configurations	Functions and applications
VT-Vulcan Neo		• *Computing power*: eight tera operations per seconds ("**TOPS**") • Five cameras, 12 ultrasonic radars	• Serve as a dedicated controllor for intelligent driving or intelligent cockpit solutions • For intelligent driving, perform decision-making in low-speed closed scenarios isolated from unexpected intrusions from pedestrians or vehicles in public traffic, supporting functions such as automated parking assist ("**APA**"), remote parking assist ("**RPA**"), home-zone parking assist ("**HPA**") and other L0-L1 functions either individually or in selected combinations, subject to the available computing capacity. For intelligent cockpit, support IMS and SL functions
VT-Vulcan Air		• *Computing power*: 32 TOPS • Seven cameras, five milimeter-wave radars, 12 ultrasonic radars	• Serve as a dedicated controllor for intelligent driving or intelligent cockpit solutions • For intelligent driving, perform decision-making in fully-enclosed high-speed scenarios such as highways and urban expressways, supporting highway navigation on autopilot ("**NOA**") and all functions supported by VT-Vulcan Neo either individually or in selected combinations, subject to the available computing capacity. For intelligent cockpit, support IMS, CMS and SL functions
VT-Vulcan Pro		• *Computing power*: 128 TOPS • 11 cameras, five milimeter-wave radars, one LiDAR, 12 ultrasonic radars	• Serve as a dedicated controllor for intelligent driving or intelligent cockpit solutions • For intelligent driving, perform decision-making for more complex driving scenarios, i.e. open urban roads where pedestrians and other vehicles may cut in unpredictably, supporting urban NOA, highway pilot ("**HWP**"), traffic jam pilot ("**TJP**"), automated valet parking ("**AVP**") and all functions supported by VT-Vulcan Air either individually or in selected combinations, subject to the available computing capacity. For intelligent cockpit, support IMS, CMS and SL functions
VT-Vulcan Ultra		• *Computing power*: 136 TOPS • 14 cameras, five milimeter-wave radars, one LiDAR, 12 ultrasonic radars	• Serve as an integrated controller supporting both intelligent driving and intelligent cockpit solutions • For intelligent driving, perform decision-making for more complex driving scenarios, supporting all functions supported by VT-Vulcan Pro either individually or in selected combinations, subject to the available computing capacity. For intelligent cockpit, support IMS, CMS, and SL functions

OUR SOLUTIONS AND PRODUCTS

Our solutions and products portfolio comprises primarily: (i) VT-Pilot series, the intelligent driving solutions that provide driving assistance, reduce the need for manual control and enhance road safety; and (ii) VT-Cockpit series, the intelligent cockpit solutions comprising CMS, IMS and SL, which improve what the driver can see, how the vehicle monitors the driver and occupants and how the vehicle interacts with people in cabin. Each series spans four generations with increasing function scope, automation level and system complexity.

Depending on customer requirements, we deliver solutions and products in one or more of the following forms: (i) customizable system-level software-hardware integrated solutions with one or a combination of intelligent driving and/or intelligent cockpit functions; (ii) standalone software solutions, through the provision of our proprietary software and algorithms in the form of SDKs or software licenses.

Leveraging our technology platform, we have also extended our visual perception, positioning and navigation and planning and control capabilities beyond the automotive sector, such as solutions to drones in low-altitude economy sector.

Intelligent Driving Solutions

Our VT-Pilot series comprise intelligent driving solutions designed to provide driving assistance, reduce the need for manual control and enhance road safety, which can be deployed to both passenger vehicle and commercial vehicle. Pursuant to the configuration required by our customers, solutions and products under VT-Pilot series combine multiple software algorithms as well as software-hardware integrated modules, including: (i) visual perception modules from our VT-Sensing series, which capture the vehicle's surroundings; (ii) positioning and navigation modules from our VT-Navi series, as appropriate, which facilitate the identification and direction of the vehicle's position and orientation; and (iii) planning and control module, i.e. the domain controller from our VT-Vulcan series, which processes the sensors' inputs, plans the vehicle's trajectory and issues commands to the vehicle's actuators, available in different models for intelligent driving functions at varying levels of automation. Enabled by the VT-Fundra foundational adaptation architecture and VT-Bridgara function enablement architecture, our intelligent driving solutions and products can be deployed on different mainstream SoC platforms, operating systems, and vehicle models with minimal redevelopment in a cost-efficient way.

The following table sets forth the four generations under our VT-Pilot series with increasing function scope, automation level and system complexity.

	VT-Pilot 1.0	**VT-Pilot 2.0**	**VT-Pilot 3.0**	**VT-Pilot 4.0**
Status	Mass production	Mass production	Design wins obtained in 2026; commercialization targeted for 2027	Design wins obtained in 2026; commercialization targeted for 2027
Key functions	*Visual assistance*: around view monitor ("**AVM**"), rear-view camera ("**RVC**"), transparent chassis, reversing assistance, digital video recorder ("**DVR**"); *Safety warning*: forward collision warning ("**FCW**"), lane departure warning ("**LDW**"), blind spot detection ("**BSD**"), moving object detection ("**MOD**"); *Driving assistance*: cruise control, automatic emergency braking ("**AEB**").	*Enhanced driving assistance*: adaptive cruise control ("**ACC**") and lane centering control ("**LCC**"), highway assist ("**HWA**") *Automated parking*: APA, RPA, HPA	Extended driving assistance such as Highway NOA, urban NOA *Automated parking*: AVP	Advanced driving automation, such as TJP and HWP *Automated parking*: AVP+

VT-Pilot 1.0 — Basic Driving Assistance

Under VT-Pilot 1.0 series, we provide solutions and products that give the driver a complete view of the area around the vehicle and warn of, or briefly intervene against, an imminent hazard, without taking sustained control of the vehicle.

Our VT-Pilot 1.0 provides basic visibility, safety and driving assistance to customers through a combination of (i) software-hardware integrated modules from VT-Sensing and VT-Vulcan series; and (ii) universal software architectures from VT-Fundra and VT-Bridgara.

Our VT-Pilot 1.0 provides visual assistance with our self-developed algorithms which correct the distortion, color and brightness of each camera and stitch the individual feeds into a single 360-degree image that eliminates the blind spots around the vehicle, including a "transparent chassis" view of the ground concealed by the vehicle body. Its foundational safety functions monitor the driving environment and either (i) alert the driver through FCW, LDW, BSD and MOD, or (ii) intervene momentarily, such as providing AEB when the driver brakes too late or fails to brake at all, and cruise control which regulates the vehicle's speed and its distance from the vehicle ahead on a sustained basis while the driver continues to steer.

VT-Pilot 2.0 — Enhanced Driving Assistance

Under VT-Pilot 2.0 series, we deliver solutions and products that take control of both the steering and the speed of the vehicle under the driver's supervision, and park the vehicle through autonomous maneuvering.

Compared with VT-Pilot 1.0 series, our VT-Pilot 2.0 provide enhanced driving assistance by further integrating positioning and navigation modules from our VT-Navi series, which estimate the vehicle's position and orientation and provide navigation information. In addition, we combined a broader range of proprietary algorithms under VT-Bridgara in a more comprehensive way to perform tasks that require enhanced automation level, such as continuously tracking surrounding vehicles, lane markings, parking spaces and obstacles, and determining the target speed or driving trajectory, and generating and updating the corresponding steering, acceleration and braking control requests in real time.

Our VT-Pilot 2.0 provide several more advanced driving functions, such as (i) LCC, under which the system keeps the vehicle centered within its lane on a sustained basis; (ii) ACC, under which the system controls the vehicle's speed and braking to maintain a set speed and a safe distance from the vehicle ahead, while the driver steers and remains responsible for the driving task; (iii) HWA, under which the system controls the vehicle's speed, braking and steering within its lane while the driver monitors the driving environment and remains responsible for the driving task; (iv) APA, under which the system identifies a suitable space and executes the maneuver while the driver remains in the vehicle; (v) RPA, under which the system performs the same level of maneuvers with the driver outside the vehicle and within a 50-meter radius, using a key fob or a smartphone application, and allowing the vehicle to be parked in a space too narrow for its doors to be opened; and (vi) HPA, under which the system records a parking route on a single manual drive and thereafter repeats it without the driver operating the vehicle's controls.

VT-Pilot 3.0 — Extended Driving Assistance

Our VT-Pilot 3.0 is designed to provide navigation-based driving assistance in more complex, dynamic, and less predicable driving environment. Compared with our VT-Pilot 2.0 series, we combine and develop a broader range of proprietary algorithms under VT-Bridgara to perform tasks such as interpreting navigation routes, predicting the movements of surrounding vehicles and pedestrians, assessing potential interactions, making appropriate driving decisions, continuously updating target speeds and trajectories, and generating corresponding vehicle-control requests in real time.

The navigation-based driving functions under our VT-Pilot 3.0 series include: (i) highway NOA, under which the system follows a route set by the driver on highways and expressways, executing lane changes, overtaking, ramp entries and exits and interchange transitions, and regulating the vehicle's speed according to the prevailing speed limit and traffic conditions, while the driver monitors the driving environment and remains responsible for the driving task; (ii) urban NOA, under which the system performs the same route-following on urban roads, where it must in addition respond to traffic signals, intersections, pedestrians, non-motorized vehicles and frequent cut-ins, likewise under the driver's supervision; and (iii) AVP, under which the vehicle would navigate and park itself in an unfamiliar parking facility without pre-mapping or driver assistance.

VT-Pilot 4.0 — Advanced Driving Automation

Our VT-Pilot 4.0 is intended to provide advanced driving automation functions, such as (i) HWP, under which the system would perform the entire dynamic driving task on designated highway sections and the driver would not be required to monitor the driving environment but would remain ready to resume control when the system so requests; and (ii) TJP, under which the system would perform the same task in low-speed congested traffic; and (iii) AVP+, an enhanced version of AVP with an extended operating range, enabling the vehicle to navigate from a designated drop-off point to a farther parking space. Its advanced capabilities also include certain TJP functions, allowing the vehicle to navigate through congested road sections to pick up passengers. We combine and develop additional algorithms to support longer-range automated navigation and less reliance on continuous driver supervision.

Intelligent Cockpit Solutions

Our intelligent cockpit solutions, the VT-Cockpit series, are designed to improve what a driver can see, how the vehicle monitors people in the cabin and how the vehicle communicates information to people in the cabin. Under the VT-Cockpit series, we offer customers with the following options which may be delivered on a standalone basis or as combined solutions: (i) CMS, which uses external cameras and in-cabin displays as an electronic alternative to conventional exterior mirrors; (ii) IMS, comprising DMS and OMS, which uses in-cabin cameras and algorithms to identify and monitor the driver and occupants; and (iii) SL, which provides functional and interactive illumination in and around the cabin through ambient lighting.

The VT-Cockpit series has evolved along a four-generation roadmap with progressively broader function scope and system complexity, as summarized below:

	VT-Cockpit 1.0	VT-Cockpit 2.0	VT-Cockpit 3.0	VT-Cockpit 4.0
Primary focus	Digital visibility and driver identification	Image enhancement and driver-state monitoring	Active warnings and occupant awareness	More diversified OEM customization
Status	Mass production	Mass production	Mass production	Pre-design-win customer evaluation
Key functions[(i)]	*CMS*: low-latency transmission, automatic brightness adjustment, high dynamic range ("**HDR**"), night vision and view switching *DMS*: face ID and driver authentication *SL*: single-color point lights, footwell and door-handle lighting	*CMS*: anti-glare, strong-light suppression, backlight compensation, software dehazing, AI-powered ISP *DMS*: fatigue, distraction, gesture phone use, smoking and gaze tracking; camera occlusion and infrared blockage detection; hands-off and driver-absence detection *SL*: chasing and breathing effects; 64/128/256-color switching	*CMS*: camera temperature sensing and heating, display of BSD, door open warning (i.e. DOW) and obstacle recognition *IMS*: emotion and age recognition, seatbelt detection, height classification, children presence detection *SL:* meteor and music-synchronized effects; dynamic warning flashes	*CMS*: dual-curvature display, gaze-triggered activation, sentry mode and customized functions *IMS*: rear-row occupant, pet, child seat and left-behind object detection; door-open and anti-pinch warnings; emotion and health-state recognition *SL*: dynamic ambient lighting with touch panel which provide acoustic and vibration feedback, linked to driving mode

Note:

(i) The SL solutions and products under VT-Cockpit 1.0 were originally developed by Shanghai Yuzhou prior to the Acquisition. Following the Acquisition, built on Shanghai Yuzhou's existing technologies, we developed the SL solutions and products under VT-Cockpit 2.0 and the subsequent generations through our integrated R&D capabilities.

VT-Cockpit 1.0 — Basic Intelligent Cockpit Solutions

We offer basic intelligent cockpit solutions and products under VT-Cockpit 1.0 series. For CMS, we have deliver solutions and products that use external camera modules to capture the vehicle's rearward fields of view and present the resulting images on in-cabin displays with low latency, adjust display brightness in response to ambient light, apply high dynamic range and low-light image processing to preserve image detail across changing lighting conditions, and switch among display views according to driving scenarios such as turning and reversing. Our CMS addresses the inherent limitations of conventional optical mirrors, such as restricted fields of view, susceptibility to glare and high aerodynamic drag. For heavy trucks, the reduced drag translates into an improvement in fuel efficiency of 0.8% to 3.0% and a reduction in vehicle weight of 60 kg to 80 kg, while the system operates at a frame rate of 60 Hz (degrading to 30 Hz in low-light conditions), with imaging latency below 55 ms and total system latency under 200 ms.

For DMS, we have delivered solutions and products that perform face ID and driver authentication in addition to the basic in-cabin monitoring functions. Notably, the camera modules used in our DMS offer a wide field of view (68° horizontal, 51° vertical and 80° diagonal) at a resolution of 1280×800, and integrate 940 nm infrared lamps certified to the IEC 62471 Exempt level, the highest light source safety rating for LEDs, ensuring reliable performance across diverse lighting conditions while maintaining eye safety.

For SL, our solutions provide basic functional illumination, including single-color point lights and footwell and door-handle lighting.

VT-Cockpit 2.0 — Enhanced Intelligent Cockpit Solutions

Our VT-Cockpit 2.0 shifted the emphasis from basic display and identification to reliable imaging under difficult conditions and continuous monitoring of the driver. For CMS, our enhanced solutions can maintain image clarity under challenging lighting and visibility conditions by applying (i) anti-glare processing, strong-light suppression and backlight compensation to preserve detail when the camera faces headlights or a low sun; (ii) software-based dehazing to restore contrast in foggy scenes; and (iii) AI-powered ISP, which uses trained vision models to augment conventional fixed image filters in denoising, HDR processing and color reconstruction.

For DMS, we have added functions that (i) analyze facial features, blink frequency, eye closure, gaze direction, gestures and head movements to detect driver fatigue, distraction, phone use and smoking, as well as hands-off-steering-wheel operation and driver absence from the driving position; (ii) identify conditions that may impair monitoring, such as camera obstruction or blocking of the infrared illumination used for monitoring; and (iii) issue visual and audible alerts upon detecting the foregoing conditions. In vehicles equipped with compatible ADAS functions, if the driver fails to respond to such alerts, the DMS can provide the relevant driver-status input to trigger the ADAS response configured for the vehicle, such as controlled deceleration or pulling over.

For SL, we have added (i) chasing effects, under which light flows sequentially along a light strip, (ii) breathing effects, under which the lighting brightness fades in and out rhythmically, and (iii) switching among 64, 128 and 256 colors.

VT-Cockpit 3.0 — Extended Intelligent Cockpit solutions

For CMS, this generation extended from displaying images to generating safety warnings. We added camera temperature sensing and heating to reduce image obstruction caused by condensation or ice, as well as display of BSD, DOW and obstacle recognition, under which the system alerts the driver to vehicles in the blind spot, to approaching traffic when a door is being opened and to obstacles around the vehicle.

For IMS, we have added detection of seatbelt status, emotion and age recognition, height classification, which may be used to distinguish adult and child occupants, and child presence detection, which identifies a child left unattended in a parked vehicle so that warnings can be escalated.

For SL, we have added (i) meteor effects, under which a point of light glides across the light strip, (ii) music-synchronized effects, under which the lighting pulses with the rhythm of the music played in the cabin; and (iii) dynamic warning lighting effects coordinated with AVM and RVC system to provide visual cues in response to surrounding conditions during parking and reversing.

VT-Cockpit 4.0 — Advanced Intelligent Cockpit Solutions

We are developing multiple functions to diversify our offerings and customization capabilities. For CMS, we intend to expand display and monitoring functions to provide a wider field of view and adapt the displayed information to different scenarios. These functions primarily include (i) dual-curved display rendering, which presents a normal-magnification main view and a wider blind-spot view on one screen; (ii) gaze-triggered activation, which wakes or brightens the display when the driver looks toward it; and (iii) parked-vehicle surveillance.

For IMS, we intend to broaden monitoring from basic occupant detection to more comprehensive rear-row and door-related safety scenarios. The functions primarily include: (i) detection of rear-row occupants, pets, child safety seats and left-behind objects; (ii) warnings of approaching obstacles during door opening and anti-pinch protection during door closing; and (iii) recognition of selected indicators of occupants' emotional and health states.

For SL, we intend to enhance the lighting system from a primarily visual feature into an interactive lighting and control interface combining dynamic ambient lighting with touch panel control and acoustic and haptic feedback, where the lighting can also change according to the selected driving mode.

VT-Robotics — General Robotics Solutions

According to Frost & Sullivan, technologies developed for intelligent vehicles demonstrate a high degree of transferability and extensibility across a wide array of industries and applications, such as low-altitude economy, agricultural robots and other general robotics applications, which share similar requirements for environmental perception, positioning, obstacle avoidance, path planning and motion control. Built to meet the automotive industry's stringent requirements for safety, reliability, system-level validation and homologation requirements, our technologies and technology platform can address the challenges posed by complex and dynamic operating environment in automotive sector, and are readily replicable to other applications beyond automotive applications. We are therefore actively exploring into these new application scenarios leveraging our VT-Navigara technology platform.

Low-altitude economy application scenarios, including logistics, inspection, emergency rescue and surveying and mapping, require reliable obstacle avoidance and autonomous navigation under stringent size, weight, power consumption and real-time performance constraints. Leveraging VT-Navigara technology platform, we have developed and delivered drone solutions incorporating vision-computing integrated modules under VT-Sensing series, multi-sensor fusion positioning and navigation modules under VT-Navi series and software algorithms capabilities. We launched our solutions to drones in low-altitude economy sector in November 2025, which generated revenue of RMB7.7 million and RMB8.3 million in 2025 and the six months ended June 30, 2026, respectively. In addition, we are also actively exploring applications of our technologies in domestic robots, smart factories, industrial and park inspection, and warehouse automation, and other general robotics applications.

We are developing VT-Mow series, starting with a proprietary autonomous lawn-mowing robot, to address labor intensity and navigation challenges in large-scale farms and landscaping sites. VT-Mow reuses our visual perception, positioning and navigation, coverage path planning and motion control technologies developed for automotive applications. By combining geomagnetic-inertial navigation with BEV-based SLAM, it is designed to maintain positioning and plan coverage paths over unpaved terrain when satellite signals are intermittent. We expect to launch VT-Mow in 2027.

KEY OPERATING METRICS

	Year ended December 31,			Six months ended June 30,	
	2023	2024	2025	2025	2026
Intelligent Driving Solutions					
Number of customers[(i)]	16	18	45	16	32
Number of new design wins	7	11	8	3	9
Sales volume *(units)*	130,373	172,001	416,181	89,005	283,014
Average selling price per unit	685.8	651.5	768.3	794.4	889.5
Intelligent Cockpit Solutions					
Number of customers[(i)]	1	37	39	37	41
Number of new design wins	1	8	17	10	11
Sales volume *(units)*	—[(ii)]	428,551	448,543	209,022	207,835
Average selling price per unit	—[(ii)]	273.4	341.5	271.0	367.0

Notes:

(i) Excluding customers whose revenue in each period of the Track Record Period was less than RMB100,000. A customer that has purchased both our intelligent driving solutions and our intelligent cockpit solutions in a given period is counted in each of the respective categories.

(ii) Not applicable, as our revenue from intelligent cockpit solutions in 2023 was derived from software solution we provided to Shanghai Yuzhou only.

In November 2025, we launched our low-altitude economy solutions for drones. In 2025 and the six months ended June 30, 2026, we sold 39,623 and 39,209 units of low-altitude economy solutions at an average selling price of RMB194.4 and RMB210.4, generating revenue of RMB7.7 million and RMB8.3 million, respectively.

During the Track Record Period, the number of our customers and new design wins, our sales volume and our average selling price had a general increasing trend, which was in line with our continuous business and revenue growth. Specifically, customers' demand for software-hardware integrated solutions with more advanced configurations also contributed to the general increase in the sales volume and the average selling prices. The number of new design wins of intelligent driving solutions in 2025 is lower than that in 2024, primarily because after securing a major design win with substantial expected order volume in the mid of 2025, we deliberately became more selective in pursuing additional design wins from high-quality customers, focusing on the orderly ramp-up and delivery of the secured design wins and prioritizing opportunities with greater strategic and

commercial value. For detailed discussion on the average selling price and sales volume, see "Financial Information — Description of Key Components of Our Results of Operations — Revenue."

RESEARCH AND DEVELOPMENT

Our passion for innovation coupled with our strong R&D capabilities has allowed us to remain competitive in the industry. Our team of engineers forms the foundation for our R&D competitiveness. Our R&D team collaborates with our production and supply chain teams to continually optimize and improve manufacturing processes and supply chain management. In 2023, 2024, 2025, and the six months ended June 30, 2025 and 2026, our R&D expenses were RMB27.9 million, RMB37.5 million, RMB48.7 million and RMB20.5 million, RMB25.0 million, respectively.

R&D Team

As of June 30, 2026, our R&D team comprised 153 employees, specializing in various disciplines, including electronics, automation, automotive electronics, computer science, AI, mechanical engineering and software. As of June 30, 2026, among our R&D specialists, 64.1% held a bachelor's degree and 16.3% held a master's degree. In addition, we have instituted a thorough internal talent development mechanism, including regular training and an R&D knowledge-sharing mechanism for employees at all levels.

As of June 30, 2026, we had three R&D centers located in Shanghai City, Suzhou City and Xiamen City. Our Shanghai headquarters serves as the core of our R&D activities, leading our overall technology roadmap, product planning, R&D resource coordination and development management. Operating under this centrally coordinated framework, our R&D centers undertake complementary responsibilities across algorithm and software development, hardware and product structural design, product engineering, testing and validation, based on their respective technical expertise and project requirements. This coordinated R&D structure enables technologies developed by different centers to be integrated into and reused across our diverse offering portfolio, thereby promoting technology reuse, maintaining consistent development standards and improving R&D efficiency.

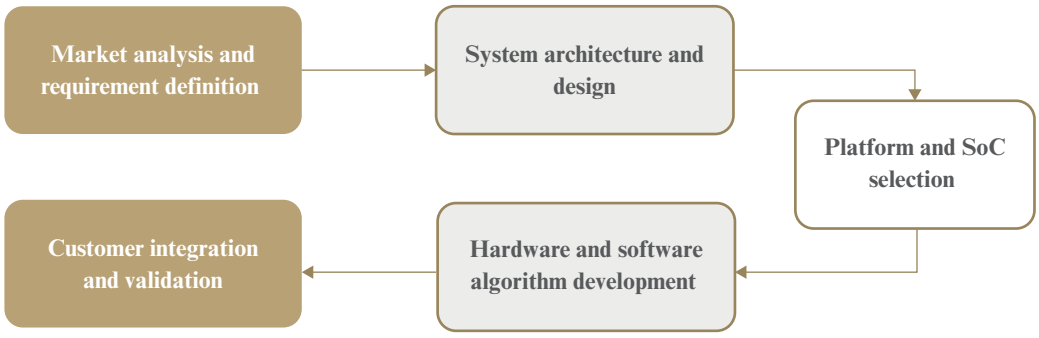
R&D Collaboration

In August 2026, we entered into a five-year framework cooperation agreement with a German solutions provider of commercial vehicle vision system ("**German Co.**"). Parties entered into the agreement to establish the framework for the joint development, production and commercialization of digital vision system ("**DVS**") solutions in Europe, Asia and America.

Other salient terms include: (i) *Parties' responsibilities*. Aside from efforts and devotion as reasonably required for the cooperation, (x) the German Co. is responsible for the definition of the product's functions and business goals, as well as the final validation of the deliverables; and (y) we are responsible for the remaining requirement levels, development, implementation, verification and documentation activities, and recording the relevant activities; (ii) *Steering committee*. The steering committee consists an equal number of representatives from each party. It carries the responsibilities of overseeing, coordination, review, resolving operational issues, and decision-making. If the Steering Committee fails to resolve a material matter within 15 business days after such matter being raised for decision, either party may escalate the matter to senior executive management of both parties. In the event of a deadlock that prevents continuation of cooperation for more than 60 consecutive days, either party may refer the matter to arbitration; (iii) *Exclusive supply and pricing*. Parties agree on component-specific and region-specific exclusive supply of certain goods to the other party for use in DVS applications, within the scope as mutually agreed. The supplied goods adopt a cost-plus pricing strategy; (iv) *Investments and intellectual property ownership*. Each party retains full ownership of its background intellectual property. Foreground intellectual property developed solely by one party shall be owned exclusively by that party. Intellectual property developed jointly shall be jointly owned by parties, and any licensing or commercialization thereof to

third parties require the other party's prior written consent; (v) *Liability*. The liabilities of either party shall be capped at one million Euros, except for willful misconduct, gross negligence, personal injury or death and mandatory statutory product liability; (vi) *Termination*. The agreement may be terminated by either party with prior six-month notice to the other party upon expiration of the five-year term, by the conforming party upon written notice if the other party materially breached its essential obligation under the agreement and failed to duely cure such breach, or, in the event of over 50% of shares or voting rights of one party being acquired, by the other party upon written notice.

R&D Process

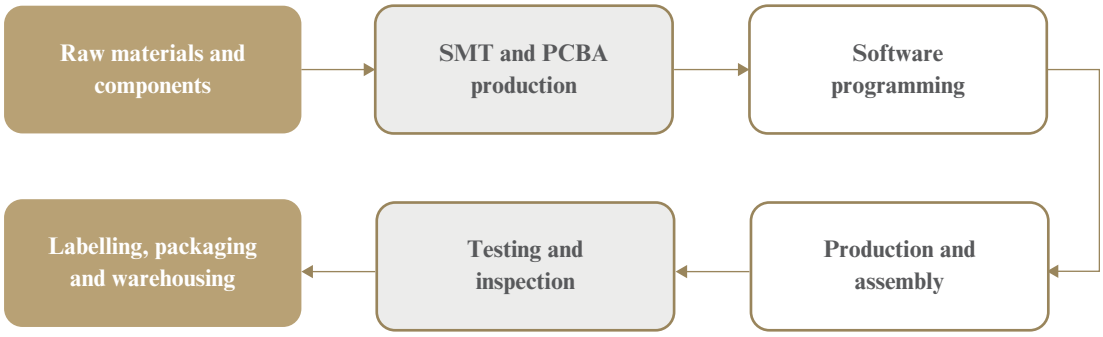


We have established a comprehensive R&D process typically comprising the following stages: (i) *Market analysis and requirement definition*. Conduct market research and engage in in-depth communication with customers to identify market trends. Draft a statement of requirements ("**SOR**") jointly with customers, and prepare an internal technical requirement ("**TR**") document that defines executable technical development goals; (ii) *System architecture and design*. Based on the TR and applicable industry standards, design the overall system architecture, develop theoretical design documentation, and perform graphical modeling for hardware and software modules; (iii) *Platform and SoC selection*. Select appropriate SoC platforms based on the TR requirements and our long-term strategic roadmap. As SoC performance directly impacts product efficacy, our system architects may redefine or redesign implementation methods for specific functional modules if a selected SoC meets general specifications but requires adaptation for unique product features; (iv) *Hardware and software algorithm development*. Focusing on data input and output processing, we conduct hardware and software algorithm development pursuant to customers' specifications; and (v) *Customer integration and validation*. Deliver the developed products to customers for verification against the original TR. Performance gaps are analyzed, and parameters are adjusted to meet specific customer requirements. Throughout the development lifecycle, we adhere to rigorous industry standards and have obtained multiple certifications such as CMMI-DEV Level 3 for R&D management, ISO 26262 ASIL D for functional safety, and IATF 16949 for quality management and process definition.

OUR PRODUCTION

Our production process is designed to promote high standards of quality while simultaneously providing the agility to expedite production to meet customers' demands in a timely manner. Our mass production capabilities and strict quality control measures enable us to ensure the high performance and reliability of our solutions.

Production Process



We are committed to the continual development of production process techniques to enhance our production capabilities and to accelerate the automation and digitalization of our production lines. The diagram below illustrates key steps of our in-house production process: (i) *Material preparation*. Inspect the raw materials and components against the applicable bill of materials and specifications before being released for production; (ii) *SMT and PCBA production*. We operate our own surface-mount technology ("**SMT**") production lines and complete the production of printed circuit board assembly ("**PCBA**") in-house, assembling electronic components onto the bare printed circuit boards (i.e. PCB). The process primarily covers laser barcode marking, solder paste printing, solder paste inspection (i.e. SPI), component mounting, reflow soldering, automated optical inspection (i.e. AOI), and X-Ray sampling inspection; (iii) *Software programming*. Following the production of PCBA, we burn the pre-program software on it according to the specific requirements of our customers, ensuring that our solutions and products are precisely tailored to meet their requirements; (iv) *Camera module production*. We manufacture and produce certain critical components in-house, such as camera modules, to ensure the high quality and reliability. For our camera modules, we clean the image sensor and assemble it with the PCBA, housing and lens. We then use active alignment equipment to calibrate the lens and image sensor for image clarity and optical-axis alignment, before securing the components and completing the housing assembly; (v) *Solution assembly*. For our intelligent driving and intelligent cockpit solutions and products, we assemble the relevant PCBA, camera modules, radars, connectors and other mechanical components pursuant to customer's specifications; (vi) *Testing and inspection*. We conduct testing and inspection at multiple stages of the production process. Depending on the product type, these procedures may include PCBA testing, ageing tests, air-tightness tests, imaging and clarity tests, and end-of-line tests and inspections. End-of-line tests and inspections are conducted to (x) evaluate the overall functionality of our solutions and products under simulated driving conditions and (y) identify any visible damage or assembly defects; (vii) *Labelling and packaging*. Products that have passed all applicable testing and inspection procedures are labelled with the relevant product and traceability information. Following a final check, our solutions and products will be packaged and transferred to our warehouses for storage before being delivered to the locations designated by our customers.

All of the foregoing production activities are conducted in-house at our own manufacturing facilities without any outsourced production, ensuring stringent control over product quality, intellectual property, and supply chain integrity.

Production and Manufacturing

We operate three major production bases in Jiaxing, Zhejiang Province (the "**Jiaxing Facility**"), Wuhu, Anhui Province (the "**Wuhu Facility**"), and Dongguan, Guangdong Province (the "**Dongguan Facility**") with a clear division of functions. Our production bases are located on leased properties with an aggregate GFA of 31,438.5 sq.m. The Wuhu Facility primarily manufactures solutions and products under our VT-Pilot and VT-Cockpit series. The Jiaxing Facility primarily manufactures solutions and products under our VT-Pilot and VT-Cockpit series, as well as those used in low-altitude economy applications. The Dongguan Facility primarily manufactures solutions and

products under our VT-Cockpit series. The manufacturing location for each project is determined based on the relevant customer's requirements or, if no such requirements are specified, the proximity of our facilities to the relevant delivery destination.

To address increased customer demands and capture the market opportunities, we commenced the construction of a new production facility in Wuhu, Anhui Province in December 2024, which will primarily support the manufacturing of our intelligent driving solutions and products, and is expected to complete construction in May 2027.

The following table sets forth the production volume, production capacity, and utilization rate of our production facilities for the periods indicated:

	Years ended December 31,									Six months ended June 30,		
	2023			2024			2025			2026		
Name of production facility	Production volume[(i)]	Production capacity[(ii)]	Utilization rate[(iii)]	Production volume[(i)]	Production capacity[(ii)]	Utilization rate[(iii)]	Production volume[(i)]	Production capacity[(ii)]	Utilization Rate[(iii)]	Production volume[(i)]	Production capacity[(ii)]	Utilization Rate[(iii)]
	(units)	*(units)*	*(%)*	*(units)*	*(units)*	*(%)*	*(units)*	*(units)*	*(%)*	*(units)*	*(units)*	*(%)*
Jiaxing Facility	538,104	660,000	81.5	573,146	660,000	86.8	576,733	660,000	87.4	312,760	330,000	94.8
Wuhu Facility	137,816	660,000	20.9	359,424	660,000	54.5	558,624	660,000	84.6	297,790	330,000	90.2
Dongguan Facility[(iv)]	—	—	—	4,643,037	5,322,240	87.2	7,940,715	8,870,400	89.5	4,049,764	4,435,200	91.3

Notes:

(i) Total production volume refers to actual output in a given period.

(ii) Production capacity is based on the optimal hourly production rate of various machines operating 22 hours a day for (i) 300 working days per year or (ii) 150 working days per six-month period, excluding time spent on production line upgrades or adjustments.

(iii) The utilization rate is calculated by dividing production volume in a given year or period by the production capacity in the same year or period.

(iv) The Dongguan Facility is the production facility of Shanghai Yuzhou, which became our direct subsidiary in April 2024. Accordingly, our production volume, production capacity and capacity utilization rate for 2024 include those of the Dongguan Facility starting from April 2024.

The utilization rate of our Wuhu Facility was relatively low in 2023, primarily because the Wuhu Facility only commenced official production in the second half of 2023. In addition, a substantial portion of the projects allocated to the Wuhu Facility were newly awarded design wins, the delivery volumes of which typically went through a ramp-up period before reaching their planned levels.

Quality Control

We are committed to delivering high-performance solutions and products with consistent quality and reliability. Our quality management system centers on IATF 16949 — an international standard widely adopted for quality management system in the automotive sector. In addition, we have obtained ISO 26262 ASIL D certification, which is the highest safety level for road-vehicle E/E architecture. We have also obtained several industry-recognized certifications, such as CMMI-DEV Level 3 for R&D management, ISO 14001 for environmental management, ISO 45001 for occupational health and safety management. As of June 30, 2026, our dedicated quality control team comprised 44 employees responsible for overseeing quality management throughout our production processes.

During production, we use the manufacturing execution system ("**MES**") to identify production abnormalities and monitor the operating status of our equipment. Substrates and products are labeled with QR codes to ensure traceability of production batches, timestamps, and processes. Equipped with first-article testing machines, image measuring instruments, and other equipment to guarantee product quality, the first pass yield ("**FPY**") for SMT and assembly processes and for the CCM process exceeded 99.0% and 96.0%, respectively, in 2025, while our parts per million ("**PPM**") defect rate has remained stable below 600 since 2021.

In addition, we have implemented supplier management procedures governing supplier admission, ongoing management and evaluation, and the termination of unqualified suppliers. Before engaging a new supplier, we assess its qualifications, production capabilities and quality control systems. We subsequently conduct regular evaluations of qualified suppliers and inspect the raw materials and components procured from them in accordance with applicable inspection standards. See "— Our Suppliers — Selection and Engagement of Suppliers" for details.

OUR CUSTOMERS

Our customers are primarily domestic and international automotive OEMs and tier-one suppliers. Our strong industry reputation and recognition enable us to maintain long-term business relationships with our customers.

Major Customers

Revenue generated from our five largest customers in each period of the Track Record Period accounted for 93.2%, 60.1%, 51.7% and 54.7% of our total revenue in 2023, 2024, 2025 and the six months ended June 30, 2026, respectively, and revenue generated from our single largest customer in each period of the Track Record Period accounted for 47.5%, 17.0%, 16.4% and 14.8% of our total revenue in the same periods, respectively.

The following table sets forth details of our five largest customers in each year of the Track Record Period:

Year ended December 31, 2023

Customer	Solutions/ products sold	Revenue *(RMB'000)*	% of total revenue	Year of commencing business relationship	Typical credit terms and settlement method
Customer A[(i)]	VT-Pilot	52,561	47.5	2018	30–90-day credit term; bank remittance and bills
Customer B[(ii)]	VT-Cockpit	21,226	19.2	2023	60-day credit term; bank remittance
Customer C[(iii)]	VT-Pilot	19,527	17.7	2022	90-day credit term; bank remittance
Customer D[(iv)]	VT-Pilot	5,519	5.0	2022	90-day credit term; bank remittance and bills
Customer E[(v)]	VT-Pilot	4,182	3.8	2020	90-day credit term; bank remittance and bills
Total		**103,015**	**93.2%**		

Year ended December 31, 2024

Customer	Solutions/ products sold	Revenue (RMB'000)	% of total revenue	Year of commencing business relationship	Typical credit terms and settlement method
Customer A[(i)]	VT-Pilot	38,989	17.0	2018	30–90-day credit term; bank remittance and bills
Customer C[(iii)]	VT-Pilot	30,151	13.2	2022	90-day credit term; bank remittance
Customer F[(vi)]	VT-Cockpit	25,766	11.2	2017	60-day credit term; bank remittance and bills
Customer G[(vii)]	VT-Cockpit	25,692	11.2	2022	90-day credit term; bank remittance and bills
Customer H[(viii)]	VT-Pilot	17,155	7.5	2024	30-day credit term; bank remittance
Total		**137,753**	**60.1%**		

Year ended December 31, 2025

Customer	Solutions/ products sold	Revenue (RMB'000)	% of total revenue	Year of commencing business relationship	Typical credit terms and settlement method
Customer I[(ix)]	VT-Pilot	78,917	16.4	2025	90-day credit term; bank remittance and bills
Customer H[(viii)]	VT-Pilot	50,940	10.6	2024	30-day credit term; bank remittance
Customer C[(iii)]	VT-Pilot	49,213	10.2	2022	90-day credit term; bank remittance
Customer G[(vii)]	VT-Cockpit	43,241	9.0	2022	60–90-day credit term; bank remittance and bills
Customer J[(x)]	VT-Cockpit	26,243	5.5	2022	90-day credit term; bank remittance and bills
Total		**248,554**	**51.7%**		

Six months ended June 30, 2026

Customer	Solutions/ products sold	Revenue *(RMB'000)*	% of total revenue	Year of commencing business relationship	Typical credit terms and settlement method
Customer K[(xi)]	VT-Pilot	49,735	14.8	2023	90-day credit term; bank remittance and bills
Customer C[(iii)]	VT-Pilot	49,657	14.8	2022	90-day credit term; bank remittance
Customer L[(xii)]	VT-Pilot	39,764	11.8	2025	90-day credit term; bank remittance
Customer I[(ix)]	VT-Pilot	27,208	8.1	2025	90-day credit term; bank remittance and bills
Customer H[(viii)]	VT-Pilot	17,446	5.2	2024	30-day credit term; bank remittance
Total		**183,810**	**54.7%**		

Notes:

(i) Customer A is a private company headquartered in Anhui Province, China, primarily engaging in the R&D, production, and sales of vehicles. In January 2025, Customer A transferred its entire 42.32% equity interest in Chery Automobile, one of our connected persons, to Customer A's then shareholders on a pro rata basis. Following the Shareholding Restructuring, Customer A became a related party of Chery Automobile. See "Connected Transaction — Partially-exempt Continuing Connected Transaction" for details of the Shareholding Restructuring.

(ii) Customer B is Shanghai Yuzhou, headquartered in Shanghai city, China. We subsequently acquired an aggregate of 70.11% equity interest in Shanghai Yuzhou in April 2024, resulting in it becoming a non-wholly owned subsidiary of our Company. See "History, Development and Corporate Structure — Major Acquisitions, Disposals and Mergers" for more details of the acquisition.

(iii) Customer C is a private company headquartered in Shanghai city, China, primarily engaging in the R&D, production, and sales of automotive electronic components.

(iv) Customer D is a private company headquartered in Zhejiang Province, China, primarily engaging in the R&D, manufacturing, and sales of vehicles.

(v) Customer E is a private company headquartered in Anhui Province, China, primarily engaging in automotive parts supply chain, and automotive related digital services.

(vi) Customer F is a private company headquartered in Jilin Province, China, primarily engaging in the manufacturing of vehicles.

(vii) Customer G is a public company listed on the Shenzhen Stock Exchange, headquartered in Chongqing, China, primarily engaging in the R&D, production, and sales of vehicles.

(viii) Customer H is a private company headquartered in Guangdong Province, China, primarily engaging in the R&D and sales of electronic components and mechanical equipment.

(ix) Customer I is a private company headquartered in Guangdong Province, China, primarily engaging in electronic product OEM for automotive and other sectors.

(x) Customer J is a public company previously listed on the Hong Kong Stock Exchange, headquartered in Hubei Province, China, primarily engaging in the R&D, design, manufacturing, and sales of vehicles and related automotive products.

(xi) Customer K is a private company headquartered in Guangdong Province, China, and primarily engaging in the R&D and sales of electronic components and mechanical equipment.

(xii) Customer L is a private company established in 2025 and headquartered in Jiangsu Province, China, and primarily engaging in the R&D, production, and sales of automotive electronic components and automotive electronic accessories.

The typical salient terms of agreements with our major customers during the Track Record Period include: (i) *Solutions specification*. Our customers typically set forth specifications for solutions in the agreements or specific purchase orders, such as solution name, model, configurations and features; (ii) *Term*. The agreement typically has a term of three to five years, which may be renewed for one-year automatically; (iii) *Sales volume and pricing*. In general, the framework agreement with our customers do not specify sales volume, because our customers do not place orders all at once; instead, they place purchase orders periodically, and sales volume of each purchase order is determined according to the sales volume of the relevant vehicle model and the OEM's mass production plan in the upcoming months. Typically, pricing is specified in each purchase order or a separate pricing agreement, and may be subject to adjustments for a specific purchase order, depending on fluctuation of raw material prices at that time; (iv) *Delivery*. For software-hardware integrated solutions and products, we are generally responsible for the delivery to locations designated by the customers in accordance with the delivery schedule specified in the agreement. For orders involving software, we provide the software to customers within a specified time; (v) *Credit term*. We typically grant a credit term ranging from one month to three months to our customers; (vi) *Transfer of risks*. The risks transfer to customers upon due delivery of our solutions. (vii) *Warranty*. See "— Our Customers — Warranty and After-sale Services" for details; and (viii) *Termination*. Depending on the terms of the agreement, parties may terminate the agreements upon mutual consent or the default of the other party.

To the best knowledge of our Directors, each of our five largest customers for each period during the Track Record Period is an Independent Third Party, except for Customer A and Customer B (i.e. Shanghai Yuzhou). In addition, to the best knowledge of our Directors, except for being our customers and save as otherwise disclosed in "— Overlapping Suppliers and Customers," there was no other past or present relationships (including financing, trust or otherwise) between us and each of our five largest customers, their respective substantial shareholders, directors or senior management, or any of their respective associates during the Track Record Period. As of the Latest Practicable Date, none of our Directors, their respective close associates or any of our shareholders (who owned or to the knowledge of Directors had owned more than 5% of our issued share capital) had any interest in any of our five largest customers.

Flexible Collaboration with Our Customers

As we provide both (i) software-hardware integrated solutions and products, and (ii) standalone software solutions such as software licenses and SDKs, we offer flexible collaboration models to our customers based on their technical requirements and in-house development capabilities.

For software-hardware integrated solutions and products, we generally work directly with our customers throughout the project cycle. The process described below represents a typical comprehensive workflow, which may be adjusted based on specific customer requirements, internal procedures, and the nature of our solutions and products offered. Once we secure a design win, we work closely with our customers through the following steps, which align with automotive industry norms according to Frost & Sullivan: (i) *Understanding customer requirements*. We communicate with the customer to confirm the functional requirements, technical specifications, and development milestones for the relevant vehicle model; (ii) *Formulating development plans*. We establish project team and development schedule pursuant to the key development milestones agreed upon by parties; (iii) *Prototype development and optimization*. We commence the R&D activities to develop prototypes based on the specifications and requirements, and conduct iterative prototype modeling and optimization to ensure that the final deliverables align with customer's requirements; (iv) *Testing and validation*. The prototypes will undergo testing, trial installation and vehicle-level functional verification at agreed development milestones, and we further refine the solution based on testing results and customer' feedback until it meets the agreed validation requirements; (v) *Pilot*

production. We make necessary production preparation and conduct pilot production following the completion of validation; and (vi) *Mass production and delivery*. Upon customer's final approval, we commence mass production for the design win. Customers generally provide us with rolling demand forecasts covering the succeeding three to six months and place firm purchase orders for the succeeding month. We may provide training services, maintenance services and technical support to customers as required.

For software solutions, we work with customers to determine the required functions, technical interfaces, target hardware platforms, and operating systems and deliver the relevant software solutions accordingly. Depending on the agreed scope, we may also provide other technical services such as assisting with software adaptation, integration, testing and validation to enable deployment on the customer's designated vehicle platforms.

SALES AND MARKETING

We have an experienced sales and marketing team consisting of 19 personnel as of June 30, 2026, consisting of the overseas business department and the domestic business department. Each department is led by experienced professionals to drive market expansion and brand building. Many of our salespersons are familiar with professional knowledge in relation to our intelligent driving and intelligent cockpit solutions, as well as profound insights into industry trends and customer needs, to effectively support our business development. We believe that the professional composition and rich experience of our sales and marketing team will strongly enhance the promotion and sales of our solutions, enabling us to better convey the technological value and performance advantages of our solutions and products to customers and strengthen cooperation with both domestic and overseas partners.

Our solutions are primarily sold to OEMs and tier-one suppliers and are generally deployed on new vehicles by OEMs and tier-one suppliers. We secure orders by leveraging our well-established brand reputation and extensive offering portfolio as well as our dynamic marketing and promotional efforts, such as communication with automotive OEMs, attending industry forums, technology conferences and industry expositions to showcase our solutions and collaboration with industry media to regularly disseminate information about our latest technological innovations, solutions and developments. We believe that the combination of our high-quality solutions and the optimization of our marketing channels enable us to achieve continued brand exposure and attract high-quality potential OEM customers efficiently. We generally sell our intelligent driving solutions and intelligent cockpit solutions through direct sales. During the Track Record Period and up to the Latest Practicable Date, we did not sell our solutions or products to any distributor.

Pricing Policy

We principally adopt a cost-plus pricing approach, under which we establish baseline prices by reference to the relevant costs plus an appropriate margin, and adjust such prices based on prevailing market conditions and other commercial factors. We regularly assess market conditions and may negotiate price adjustments with customers based on factors such as market competition, customer and project profiles, anticipated order volumes and changes in relevant costs. All prices and adjustments are agreed with customers on normal commercial terms and on an arm's length basis.

Specifically, for software-hardware integrated solutions and products, we primarily consider the relevant hardware and software configurations, technical complexity, prevailing market prices for comparable offerings and anticipated procurement volumes. Where customization or related development services are required, we will further consider project scope, customization and validation requirements, development cycle and resources involved. For software delivered through SDKs or software licenses, we determine license fees primarily based on the technical complexity, adaptation requirements and expected deployment volume.

Warranty and After-sales Service

We typically provide a three-year warranty period or 100,000 kilometer-based warranty coverage, subject to the specific arrangement with customers, which is in line with industry practice according to Frost & Sullivan. Customers requesting returns are generally required to provide product samples and supporting information for our verification. During the warranty period, defects in our software or hardware attributable to us will generally be repaired or replaced pursuant to our agreement with customer. Software issues are resolved through on-site or remote updates, while defective hardware components are repaired or replaced one-for-one. For damage caused by a customer's improper use, we may provide repair services at customer's expenses pursuant to our agreement with customer. We make warranty provisions based on expected costs, with reference to historical warranty expenses, sales of relevant solutions, applicable warranty terms and known quality issues. As of December 31, 2023, 2024, 2025 and June 30, 2026, our provisions for product warranties were RMB2.2 million, RMB29.2 million and RMB12.6 million, and RMB12.9 million, respectively.

As advised by our PRC Legal Advisor, (i) under the PRC Civil Code and the PRC Product Quality Law, (x) manufacturers may be liable for personal injury or property damage caused by defective products, and an injured party may claim compensation from either the manufacturer or the seller. Accordingly, if a traffic accident is caused by a defect in our solutions, we may be required to compensate for the resulting personal injury and property damage; (y) where any losses we suffered are attributable to quality defects in products supplied by a supplier, we may seek recourse against such supplier; (ii) under Implementing Measures for the Administrative Regulations on the Recall of Defective Auto Products (Revised in 2020), we, as an auto parts manufacturer, are required to report potential defects to the State Administration for Market Regulation and the relevant automobile manufacturers, render assistance during a defective automobile investigation and furnish relevant information as required during the investigation. See "Regulatory Overview — Laws and Regulations Relating to Product Quality and Tort Liability" and "Risk Factors — Undetected defects, errors or bugs of our solutions and products could adversely affect our business, financial condition and results of operations."

Quality awareness is of utmost importance to our business. Our after-sale services are primarily handled by our quality department, which is directly overseen by our senior management. Upon receiving a customer complaint or notification of a potential quality issue, we register the matter and conduct a preliminary assessment. Potential quality issues are summarized and reported upward through our management reporting lines periodically. Where necessary, we assemble a cross-functional team comprising personnel from quality management, R&D, production, project management and supply chain functions to identify the root cause, implement corrective measures and verify their effectiveness. Matters involving potential production suspension, a material claim, safety issues or a product recall are escalated to senior management. We maintain communication with the customer until the matter is resolved and use customer feedback to improve our product design, production processes and quality controls.

With our strong emphasis on customer service and long-term customer support, we have not experienced any material customer complaints, product returns or recalls during the Track Record Period and up to the Latest Practicable Date.

OUR SUPPLIERS

Our suppliers primarily consist of raw materials and components suppliers, including suppliers for automotive-grade chips, structural module, lens, PCBs and other electronic components, the majority of which are located in the PRC. We maintain stable relationships with our suppliers to ensure the stability of material supply and delivery.

Major Suppliers

Purchases attributable to our five largest suppliers in each period of the Track Record Period accounted for 54.4%, 42.2%, 44.2% and 42.3% of our total purchases in 2023, 2024, 2025 and the six months ended June 30, 2026, respectively, and purchases attributable to our single largest supplier in each period of the Track Record Period accounted for 34.9%, 12.2%, 17.4%, and 11.9% of our total purchases in the same periods, respectively.

The following table sets forth details of our five largest suppliers in each year/period of the Track Record Period:

Year ended December 31, 2023

Supplier	Raw materials and components supplied	Purchase amount *(RMB '000)*	% of total purchase	Year of commencing business relationship	Typical credit terms and settlement method
Supplier A[(i)]	Electronic components	27,070	34.9	2020	60-day credit term; bank remittance
Supplier B[(ii)]	Electronic components	5,455	7.0	2021	30-day credit term; bank remittance
Supplier C[(iii)]	Electronic components	3,743	4.8	2023	30-day; bank remittance
Supplier D[(iv)]	Structural module	3,224	4.2	2021	30-day credit term; bank remittance
Supplier E[(v)]	Electronic components	2,747	3.5	2023	Prepayment; bank remittance
Total		**42,239**	**54.4%**		

Year ended December 31, 2024

Supplier	Raw materials and components supplied	Purchase amount *(RMB '000)*	% of total purchase	Year of commencing business relationship	Typical credit terms and settlement method
Supplier F[(vi)]	Lens	17,764	12.2	2023	60-day credit term; bank remittance
Supplier G[(vii)]	Electronic components	16,436	11.3	2021	60-day credit term; bank remittance
Supplier A[(i)]	Electronic components	14,900	10.2	2020	60-day credit term; bank remittance
Supplier H[(viii)]	Structural module	6,276	4.3	2020	120-day credit term; bank remittance
Supplier I[(ix)]	Structural module	6,134	4.2	2021	120-day credit term; bank remittance
Total		**61,510**	**42.2%**		

Year ended December 31, 2025

Supplier	Raw materials and components supplied	Purchase amount (RMB '000)	% of total purchase	Year of commencing business relationship	Typical credit terms and settlement method
Supplier J[(x)]	Electronic components	67,626	17.4	2025	30-day credit term; bank remittance
Supplier F[(vi)]	Lens	51,566	13.3	2023	60-day credit term; bank remittance
Supplier G[(vii)]	Electronic components	25,367	6.5	2021	60-day credit term; bank remittance
Supplier K[(xi)]	Electronic components	13,925	3.6	2025	30-day credit term; bank remittance
Supplier I[(ix)]	Structural module	13,264	3.4	2021	120-day credit term; bank remittance
Total		**171,748**	**44.2%**		

Six months ended June 30, 2026

Supplier	Raw materials and components supplied	Purchase amount (RMB '000)	% of total purchase	Year of commencing business relationship	Typical credit terms and settlement method
Supplier A[(i)]	Electronic components	32,155	11.9	2020	60–90-day credit term; bank remittance
Supplier L[(xii)]	Electronic components	24,336	9.0	2025	30-day credit term; bank remittance
Supplier M[(xiii)]	Electronic components	22,565	8.4	2025	30-day credit term; bank remittance
Supplier F[(vi)]	Lens	20,104	7.5	2023	60-day credit term; bank remittance
Supplier J[(x)]	Electronic components	14,707	5.5	2025	30-day credit term; bank remittance
Total		**113,867**	**42.3%**		

Notes:

(i) Supplier A is a private company headquartered in Guangdong Province, China, primarily engaging in the R&D and production of automotive safety electronics.

(ii) Supplier B is a private company headquartered in Shanghai, China, primarily engaging in the trading of automotive parts and electronic products, and building materials, and import and export.

(iii) Supplier C is a private company headquartered in Guangdong Province, China, primarily engaging in sale of domestic semiconductor and electronic component.

(iv) Supplier D is a private company headquartered in Shanghai, China, primarily engaging in the R&D and manufacturing of connectors, wire harnesses.

(v) Supplier E is a private company headquartered in Guangdong Province, China, primarily engaging in the agency and distribution of electronic components.

(vi) Supplier F is a private company headquartered in Jiangsu Province, China, primarily engaging in the R&D and production of optical lenses.

(vii) Supplier G is a private company headquartered in Guangdong Province, China, primarily engaging in the sales and R&D of automotive electronic components.

(viii) Supplier H is a private company headquartered in Guangdong Province, China, primarily engaging in the manufacturing of automotive ambient lights and decorations.

(ix) Supplier I is a private company headquartered in Guangdong Province, China, primarily engaging in the original design manufacturer/OEM of automotive parts, and other electronic products.

(x) Supplier J is a private company headquartered in Guangdong Province, China, primarily engaging in the supply of IoT wireless modules, electronic components and other communication solutions.

(xi) Supplier K is a private company headquartered in Guangdong Province, China, primarily engaging in the R&D and manufacturing of electronic components.

(xii) Supplier L is a private company headquartered in Fujian Province, China, primarily engaging in the R&D and manufacturing of electronic products, covering laser projection, smart security, smart home, smart education, smart TVs, and notebook computers.

(xiii) Supplier M is a private company headquartered in Hong Kong, China, primarily engaging in design and development of digital electronic products, and computer hardware and software.

To the best knowledge of our Directors, each of our five largest suppliers for each period during the Track Record Period is an Independent Third Party. In addition, to the best knowledge of our Directors, except for being our suppliers and save as otherwise disclosed in "— Overlapping Suppliers and Customers," there was no other past or present relationships (including financing, trust or otherwise) between us and each of our five largest suppliers, their respective substantial shareholders, directors or senior management, or any of their respective associates during the Track Record Period. As of the Latest Practicable Date, none of our Directors, their respective close associates or any of our shareholders (who owned or to the knowledge of Directors had owned more than 5% of our issued share capital) had any interest in any of our five largest suppliers.

Supply of Raw Materials and Components

Our procurement is generally based on our customized production plan and internal strategic storage. We have a dedicated team to procure raw materials and components to meet the specific requirements of our solutions and products. The key raw materials and components we used for our production include, among others, automotive-grade chips, structural module, lens, PCBs and other electronic components. Most of our raw material and component suppliers are located in the PRC while we also source from Hong Kong.

We routinely engage in price discussions with our suppliers on an annual basis. The prices of raw materials and components are primarily determined based on competitive negotiation between suppliers and us. We have also achieved cost control through supply resource consolidation, thereby enabling us to maintain a competitive edge in the fiercely contested automotive market. In addition, our suppliers generally bear the transportation expenses incurred for the delivery of raw materials and components.

Selection and Engagement of Suppliers

We have established rigorous processes for the selection, evaluation and management of our suppliers to ensure suppliers meet our quality and performance standards. When selecting suppliers, we consider, among other things, the suppliers' background, technical capability, product quality, pricing, production capability and delivery efficiency. We may have on-site visits to the production sites of potential suppliers. Potential suppliers are also required to provide samples for our testing and assessment. Successful suppliers are then admitted to our list of qualified suppliers.

We typically seek to enter into long-term cooperative agreements with our suppliers. We conduct comprehensive monthly evaluations of our suppliers against key indicators such as quality, delivery, after-sales service, and provide feedback accordingly. Qualified suppliers undergo an annual review process, while those failing to meet our established criteria are subjected to rectification within a specified timeframe or, ultimately, are removed from our approved supplier list if they fail to rectify.

During the Track Record Period and up to the Latest Practicable Date, we did not experience quality and delivery issues with our raw materials and components that materially affected our operations.

Salient Terms of Agreements with Suppliers

We typically enter into supply agreements and specific orders with suppliers. The salient terms of a typical supply agreement are set out below: (i) *Term*. We typically enter into the supply agreement with an initial term of two years, which will be automatically renewed for the successive year unless either party provides written notice of non-renewal at least one month before the expiry; (ii) *Confidentiality and prohibited activities*. Any molds, tooling or technical data provided by us shall remain our assets and shall be kept confidential by the suppliers. The supplier is prohibited from (x) supplying the same parts or components to any third party using such assets we provided, or (y) supplying the parts or components produced pursuant to our requirements to any third party; (iii) *Order cancellation and modification*. We can cancel the deliveries based on changes in orders from our own customers, and both the supplier and us shall share the market risks of obsolete inventories due to such cancellation. We can change (x) the delivery date upon notice prior to the initial delivery date and (y) the delivery amount on the previous delivery notice; (iv) *Quality*. The supplier must strictly follow our technical specifications and quality requirements. We can request to return or replace the non-conforming parts or components at the supplier's costs, and claim damages for all resulting losses; (v) *Delivery*. The supplier shall deliver the raw materials and components on time. We may reject early delivery before the delivery date, and the supplier shall bear the relevant costs and losses. Upon delivery delay, the supplier shall pay us liquidated damages of 1% of the value of a given batch of goods per day, and compensate for the losses we suffered due to the delayed delivery; (vi) *Price and Payment*. Parties shall formulate a price reduction plan pursuant to market conditions each year. An invoice shall be issued in the same month of delivery, and payment shall be made thereafter via wire transfer or bank acceptance note within the period agreed upon by the parties. We are entitled to withhold payment for defective, missing or non-conforming goods; (vii) *Warranty*. Suppliers typically provide a four-year warranty for the raw materials and components they supplied; and (viii) *Termination*. Parties may terminate upon mutual consent. In addition, we may terminate the agreement unilaterally if the suppliers still fail to provide qualified raw materials and components after our requested rectification.

OVERLAPPING CUSTOMERS AND SUPPLIERS

During the Track Record Period, some of our customers were also our suppliers of raw materials and components. From time to time, we purchase packaging materials, other electronic components, and relevant customs declaration services from our intelligent driving and intelligent cockpit customers, and our lens suppliers purchase camera modules from us. According to Frost & Sullivan, it is not uncommon in the automotive intelligence industry for market participants to be both customers and suppliers to one another, given the industry's multi-tiered supply chain and the specialized capabilities of different players along the value chain.

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 confirmed 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. Salient terms of our transactions with our overlapping customers and suppliers are generally similar to those of our other customers and suppliers, and we do not have special arrangement with overlapping customers and suppliers that is materially different from other normal transactions. We did not use our trade payables to the overlapping customers and suppliers to offset against our trade receivables from them during the same periods.

The following table sets forth the revenue from and purchases attributable to these overlapping customers and suppliers which were either among our five largest customers or five largest suppliers for the periods indicated:

	Year ended December 31,			Six months ended June 30,	Year ended December 31,			Six months ended June 30,
	2023	2024	2025	2026	2023	2024	2025	2026
	Revenue				Purchases			
	(RMB'000)				*(RMB'000)*			
Customer I	—	—	78,917	27,208	—	—	331	—
Customer K	—	—	23,337	49,735	—	—	25	10
Supplier F	53	2,677	—	—	—	17,764	51,566	20,104
Supplier H	—	57	849	39	—	6,276	12,509	2,586
Supplier I	—	1	—	—	—	6,134	13,264	4,788

BUSINESS SUSTAINABILITY

Revenue Growth

We achieved substantial business growth but recorded net losses during the Track Record Period. Our revenue increased by 107.2% from RMB110.6 million in 2023 to RMB229.2 million in 2024, by 109.7% to RMB480.6 million in 2025, and further by 164.2% from RMB127.3 million in the six months ended June 30, 2025 to RMB336.3 million in the six months ended June 30, 2026.

Factors Contributing to Our Historical Losses

Our loss-making position was primarily due to the following factors:

Business expansion and ramping up economies of scale. Our revenue grew rapidly during the Track Record Period, and such expansion required upfront and sustained investments in research and development, production capacity, talent and other operational resources before the corresponding benefits could be fully reflected in our profitability. In 2023, 2024, 2025, and the six months ended June 30, 2025 and 2026, our gross profit margin was 20.3%, 10.0%, 12.3%, 19.8% and 17.8%, respectively, remaining relatively low due to the ramping up economies of scale. Specifically, in 2024, our gross profit margin decreased markedly, primarily due to the acquisition of Shanghai Yuzhou. Accordingly, our gross profit was insufficient to cover our research and development expenses and administrative expenses incurred to support our business expansion, thereby contributing to our loss-making position. The subsequent improvement in 2025 and the six months ended June 30, 2026 reflected the gradual ramp-up of economies of scale as our business continued to grow.

Impact of the acquisition of Shanghai Yuzhou. We completed the acquisition of Shanghai Yuzhou in April 2024, which expanded our intelligent cockpit business and contributed to our revenue growth. However, the acquisition also contributed to the increase in our net loss from RMB46.8 million in 2023 to RMB107.6 million in 2024, as we recorded net losses of RMB31.4 million from Shanghai Yuzhou in 2024.

Finance costs incurred to support working capital requirements. As our business expanded, we increased our bank borrowings to support our working capital needs. In 2023, 2024, 2025, and the six months ended June 30, 2025 and 2026, our interest on bank and other borrowings was RMB6.5 million, RMB12.9 million, RMB15.7 million, RMB7.4 million and RMB9.3 million. Such finance costs further reduced our profitability during the Track Record Period.

Finance costs on redemption financial liabilities. In 2023, 2024, 2025, and the six months ended June 30, 2025 and 2026, our finance costs on redemption financial liabilities were RMB5.7 million, RMB15.5 million, RMB19.3 million, RMB9.2 million and RMB12.6 million, respectively. The increase in finance costs was primarily due to the continued accrual of interest on the redemption financial liabilities, which increased their carrying amounts over time. The redemption rights will be waived prior to the **[REDACTED]**, upon which the carrying amounts of the redemption financial liabilities will be reclassified to equity. Accordingly, no further finance costs in relation to such liabilities will be recognized thereafter.

Despite our net loss positions throughout the Track Record Period, our proactive endeavors in expansion of solutions and products, cost control and market expansion have contributed to our revenue growth and our business sustainability. Our adjusted net loss margin (non-IFRS measure) narrowed from 36.4% in 2023 to 1.1% in the six months ended June 30, 2026, and our net loss margin narrowed from 42.3% in 2023 to 10.4% in the six months ended June 30, 2026. See "Financial Information — Non-IFRS Measures" and "Financial Information — Key Financial Ratios" for details.

Driving Revenue Growth

We experienced strong revenue growth during the Track Record Period. We expect our revenue to continue to grow, driven by the following factors:

Development and commercialization of more advanced solutions and products. We are dedicated to the continued development and iteration of our solutions and products, aiming to expand our addressable application scenarios and support revenue growth. Leveraging our VT-Navigara technology platform, we are developing more advanced intelligent driving and intelligent cockpit solutions with enhanced technological capabilities. See "— Our Solutions and Products" for details. Recent government initiatives, such as the Notice on Implementing the Pilot Program of Access and On-road Traffic of Intelligent Connected Vehicles (《關於開展智能網聯汽車准入和上路通行試點的通知》), provide a defined regulatory frameworks for the market access and on-road testing of vehicles equipped with higher-level autonomous technologies, enabling real-world scenario validation and the generation of safety cases critical for automotive-grade certification. Leveraging our algorithms-based, software-hardware integrated infrastructure, VT-Navigara technology platform, we are well-positioned to capitalize on the increasing demand for Level 3 and Level 4 solutions, once approved. As we have obtained design wins for VT-Pilot 3.0 and VT-Pilot 4.0, we intend to work closely with our customers to adapt and validate our solutions for new vehicle programs, accelerate their conversion into design wins and mass-production projects, and capture the growing demand for more advanced intelligent driving and intelligent cockpit functions.

Deepening existing customer relationships and expanding our customer base. We had 17, 55, 88, 53 and 77 customers in 2023, 2024, 2025 and the six months ended June 30, 2025 and 2026, respectively. We intend to increase repeat and additional demand from existing customers by improving the quality and reliability of our solutions and services and expanding the same solution across additional vehicle models or introducing additional solution categories. Following successful validation through an initial project, our cooperation with a customer may extend to additional vehicle models and product lines. The compatibility of our solutions with both domestic and international SoC platforms, together with our VT-Navigara technology platform, enables us to configure solutions for different customer requirements with minimal redevelopment, thereby supporting cross-selling to existing customers and customer acquisition. We also intend to identify prospective customers through industry exhibitions, customer referrals and cooperation with

industry participants, and may provide product testing and technical validation support to demonstrate the suitability of our solutions and facilitate their conversion into design wins and subsequent mass-production orders.

Extending our technology platform to new application scenarios. Leveraging the replicability of our VT-Navigara technology platform, we have extended our visual perception, positioning and navigation and planning and control capabilities beyond the automotive sector. We launched our low-altitude economy solutions in November 2025 and recorded revenue of RMB7.7 million and RMB8.3 million in 2025 and the six months ended June 30, 2026, respectively. We are also developing our VT-Mow series of autonomous lawn-mowing robots and we expect to launch VT-Mow in 2027. In addition, our perception and positioning solutions for general robotics were at the pre-design-win customer validation stage as of the Latest Practicable Date. By adapting selected technologies and modules developed and validated for automotive applications to the requirements of these new scenarios, we seek to shorten development and validation cycles, control incremental R&D expenditure and expand additional revenue streams. See "— Our Solutions and Products" for details.

Expanding to overseas markets. We plan to expand our overseas revenue stream and strengthen localized delivery and technical support in selected markets such as Europe, Southeast Asia and South America. By adapting and validating our solutions for relevant vehicle platforms and local technical, safety, certification and operating requirements, we seek to obtain additional overseas design wins and mass-production projects, broaden our customer base and diversify our sources of revenue.

Improving Gross Profit Margin

Our gross profit margin attributable to intelligent driving solutions was 9.2%, 10.1%, 10.2% 18.8% and 15.2% in 2023, 2024, 2025 and the six months ended June 30, 2025 and 2026, respectively, and our gross profit margin attributable to intelligent cockpit solutions was 67.0%, 9.8%, 16.6%, 21.1% and 25.8% in the same periods, respectively. See "Financial Information — Description of Key Components of our Results of Operations — Gross Profit and Gross Profit Margin" for details. We endeavor to further improve our gross profit margin via the following measures:

Enhancing economies of scale. The sales volume of our intelligent driving solutions increased from 130,373 units in 2023 to 416,181 units in 2025, and the sales volume of our intelligent cockpit solutions increased from nil to 448,543 units over the same period. As our production volume increases, we expect to achieve economies of scale through improved production planning, higher utilization of our production facilities, greater operating efficiency and the allocation of fixed production costs over a larger production volume.

Reuse of our technology platform. Our technology platform comprises (i) three software-hardware integrated technology modules covering visual perception, positioning and navigation, and planning and control technologies; and (ii) two universal software architectures, i.e., the VT-Fundra foundational adaptation architecture and the VT-Bridgara function enablement architecture, which reconciles differences among different operating systems, SoC platforms and other hardware, enabling our proprietary software algorithms to be ported across different SoC platforms, vehicle models and application scenarios with minimal redevelopment. Accordingly, when deploying an existing solution onto a new vehicle model or SoC platform, we generally need to perform only the necessary calibration, adaptation and validation rather than redevelop the underlying software algorithms. This allows us to reuse standardized software modules and engineering outputs across a greater number of customer projects, reduce the engineering resources and R&D costs required for each incremental project, and spread our platform development costs over a broader revenue base, thereby supporting improvement in our gross profit margin.

Increase the contribution from higher-margin offerings. We plan to enhance our profitability by (i) expanding sales of existing higher-margin offerings and (ii) developing additional higher-value applications based on our VT-Navigara technology platform. For existing offerings, we intend to expand sales of (x) software licenses and SDKs by packaging more of the proven software and algorithm modules in our VT-Bridgara series into standalone offerings, and marketing them to a broader range of customers; and (y) our innovative low-altitude economy solutions for drones, both of which have relatively high gross profit margin. In addition, we will remain committed to promoting the commercialization of our VT-Pilot 3.0 and 4.0, being higher-automation intelligent driving solutions whose greater R&D intensity and technical barriers can translate into stronger pricing power and higher margins. Looking ahead, we plan to leverage our VT-Navigara technology platform to develop solutions and products for additional low-altitude economy applications (e.g. eVTOL), VT-Mow agricultural robots and other general robotics solutions, which is expected to provide higher value added and gross margins.

Optimizing our supply chain. Our dual-platform strategy, which integrates both domestically produced and imported chips, allows us to select the more cost-effective platform for a given project and reduces our exposure to price movements and supply disruptions affecting any single source. We intend to optimize our supply chain by strengthening supplier management. We also plan to consolidate procurement requirements across different product lines to strengthen our negotiating position with suppliers. In addition, we will strengthen our procurement planning and inventory management, including tiered stocking of raw materials and key components based on price volatility, demand variability and purchase cycles, aiming to lower our procurement costs and ensure supply stability.

Realizing integration synergies from the acquisition of Shanghai Yuzhou. Our acquisition of Shanghai Yuzhou enables us to combine its automotive ambient lighting capabilities with our intelligent driving and intelligent cockpit technologies to provide more integrated, high-value-added intelligent cockpit solutions. Through coordinated product development and technology integration, we can further reuse our existing algorithms, software modules and engineering outputs across Shanghai Yuzhou's lighting products, reducing the product integration, testing and delivery costs required for each incremental project. In addition, Shanghai Yuzhou's established customer relationships and approved supplier status also allow us to introduce these integrated solutions to a broader customer base and generate revenue from our existing technologies more efficiently. Accordingly, we expect the acquisition to optimize our product mix, lower unit delivery costs as sales scale and support improvement in our gross profit margin.

Enhancing Operating Leverage

During the Track Record Period, we incurred significant operating expenses, including selling and marketing expenses, administrative expenses and R&D expenses. Our operating expenses as a percentage of our revenue decreased from 51.8% in 2023 to 46.3% in 2024, 25.0% in 2025 and further to 42.2% and 21.6% in the six months ended June 30, 2025 and 2026, primarily due to our enhanced operational efficiencies. We plan to take the following measures to control operating expenses: (i) capitalize on our solid R&D foundation and highly iterative development approach, to further improve the efficiency of our R&D activities; and (ii) leverage our rapidly growing customer base to strengthen our sales and marketing network; and (iii) continually evaluate and monitor the effectiveness and efficiency of our administrative expenses for purposes of reducing such expenses as a percentage of our total revenue.

Strengthening Our Financial Position and Working Capital

We recorded net current liabilities of RMB139.9 million, RMB402.2 million, RMB526.0 million and RMB562.5 million as of December 31, 2023, 2024 and 2025 and June 30, 2026, respectively, primarily due to redemption financial liabilities of RMB159.6 million, RMB257.9 million, RMB347.2 million and RMB458.9 million as of the same dates. The redemption financial liabilities will be derecognized and transferred to equity upon **[REDACTED]**. For illustrative purposes only, had such reclassification occurred as of December 31, 2025, we would have recorded net current liabilities of RMB178.8 million and net assets of RMB46.5 million as of that date, instead of net current liabilities of RMB526.0 million and net liabilities of RMB300.7 million.

As of December 31, 2023, 2024 and 2025 and June 30, 2026, we had cash and cash equivalents of RMB49.3 million, RMB11.5 million, RMB40.5 million and RMB86.0 million, respectively. As of July 31, 2026, we had committed but unutilized banking facilities of RMB20.0 million. We are proactively seeking ways to optimize our liquidity and capital management through the following measures: (i) *Inventory*. We intend to align our production planning more closely with our customers' delivery schedules as our design wins enter mass production, and to consolidate the common components used across our product lines so as to reduce the inventory held for individual projects; (ii) *Trade and bills receivables*. We intend to strengthen collection management by monitoring ageing and customer creditworthiness on an ongoing basis, following up overdue balances with the responsible sales teams and, where commercially feasible, negotiating shorter settlement cycles with customers; and (iii) *Funding structure*. We intend to diversify our funding sources, maintain sufficient undrawn banking facilities and, where commercially feasible, lengthen the maturity profile of our borrowings to reduce our reliance on short-term facilities.

In addition, we expect our profitability to improve and can further solidify our working capital sufficiency. As such, after considering the financial resources available to us, we are of the view that we have, without taking into consideration of **[REDACTED]** raised from this **[REDACTED]**, sufficient working capital for our present requirements for the next 12 months.

The foregoing forward-looking statements on our future revenue and profitability are based on numerous assumptions regarding our present and future business strategies and the environment in which we will operate in the future. Our business growth and long-term profitability are subject to known and unknown risks, uncertainties and other factors, some of which are beyond our control, and they may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements set out above. See "Risk Factors — Risks Relating to Our Business and Industry."

Based on the foregoing, our Directors are of the view that the efforts described above have contributed to and are expected to continue to drive and maintain the sustainability of our Group's business.

LOGISTICS AND INVENTORY MANAGEMENT

Generally, we engage qualified third-party logistics service providers for the delivery of our finished solutions or products to locations specified by our customers. Our contracts with the third-party logistics service providers contain detailed standards for the transportation of our solutions or products. We evaluate third-party logistics service providers periodically on their compliance and performance to ensure smooth delivery of solutions or products to customers. To the best of our knowledge, all these logistics service providers are Independent Third Parties.

Our inventory primarily includes raw materials, work in progress and finished products. Our inventory management is closely linked with our production plans and benefits from our strong relationships with customers and suppliers, which enable us to effectively manage the level of inventories, mitigate inventory-related risks and enhance our overall operational efficiency. To monitor our inventory levels and minimize obsolete inventory, we have established a strict inventory management system and manage our inventory through our systems. Our supply management team takes necessary measures to lower obsolescence risks. We also actively assess market changes and reserve strategic raw materials in anticipation of possible supply shortages. The roles and responsibilities of inventory management personnel include, among others, consistently monitoring inventory storage environments, and regularly conducting inventory checks to implement dynamic and static supervision of our inventories.

COMPETITION

The Chinese intelligent driving and vision safety industry is rapidly evolving and competitive. We primarily compete with other large-scale providers of intelligent driving and vision safety solutions. Although we believe that we have market-leading technologies, we may face competition from a range of companies which may possess more resources and skills in design, development, manufacturing and sales. See "Risk Factors — Risks Relating to Our Business and Industry — The intelligent driving and vision safety industry in which we operate is highly competitive and we may not be able to compete effectively."

According to Frost & Sullivan, in terms of revenue in 2025, we ranked ninth among all providers of intelligent driving and vision safety solutions in China, and fifth among domestic providers in the same market. For more information on the competitive landscape of our industry, see "Industry Overview — Overview of China's Intelligent Driving and Vision Safety Solution Industry — Competitive Landscape of China's Intelligent Driving and Vision Safety Solution Industry." We believe that we are strategically well positioned in our market, and we compete favorably with others based on our in-house developed core algorithms, replicable, iterative and scalable technologies and technology platform, software-hardware-integrated design capabilities, advanced in-house R&D capabilities, supply chain management capabilities and mass production capabilities to attract and retain customers and expand our market share. See "— Our Strengths" for details.

INTELLECTUAL PROPERTY

Our intellectual property rights are key to our success and competitiveness. Our intellectual property rights primarily consist of patents, trademarks and copyrights. As of the Latest Practicable Date, we had 30 trademarks, 49 software copyrights, 121 patents and 3 domain names. See "Appendix IV — Statutory and General Information — B. Further Information about our Business — 2. Intellectual Property Rights."

We protect our intellectual property rights through a series of confidentiality non-disclosure agreements with our key employees, suppliers, outsourcing partners and other business partners. We adopt a strategic and proactive approach to manage our intellectual property portfolio. We designate dedicated personnel to handle intellectual property-related issues. To protect our proprietary intellectual property, we formulated in-house intellectual property management policies, which regulate the application, registration, maintenance, utilization, assignment, archive management and infringement response mechanism for intellectual property rights. We protect our intellectual property rights through collaborations of multiple departments of our Company. Despite our precautions, we may be subject to risks associated with alleged infringement of third parties' intellectual property rights or face infringement of our intellectual property rights by third parties. See "Risk Factors — We may infringe intellectual property rights of third parties, which can lead to time-consuming and costly intellectual property infringement claims."

During the Track Record Period and up to the Latest Practicable Date, we had not been subject to any material infringement of our intellectual property rights or allegations of infringement by third parties.

DATA SECURITY AND PRIVACY

We primarily collect data generated during or in connection with our business operations, such as data related to our business, development, production and transactions with our customers, suppliers and other relevant parties. We have implemented comprehensive data storage security measures, including encryption, access control, and regular backups, tailored to different data categories to ensure data confidentiality and integrity. We do not collect any information directly from end users through our intelligent driving and intelligent cockpit solutions that have been deployed. As our customers are primarily OEMs and tier-one suppliers rather than individual consumers, we generally do not directly collect and process any personal data of vehicle owners, or any data collected during the operation of vehicles installed with our solutions. For the purpose of performing after-sales services, we conduct fault analysis and resolution on product fault logs and operation logs transferred by OEM customers. Once the fault issue is resolved, the relevant fault information will be deleted. In addition, we may collect necessary customer information when our customers enter a cooperative arrangement with us. We store data collected and generated in the course of business operations within the PRC. Cross-border data transfer is primarily involved in the following circumstances: (i) our employees accessing from outside the PRC the personal information of employees based in the PRC; (ii) personal information of shipping contacts leaving the PRC in connection with product exports; and (iii) submission of process documents regarding product information security to EU regulatory authorities or Korean customers; and (iv) in the event that our solutions and products malfunction during overseas acceptance and formal operation, fault data will be transmitted by customers from overseas to our headquarters within the PRC, to conduct fault analysis and subsequent handling. The data storage period of our data storage system is as follows: (i) for data with a minimum storage period specified by law, storage is carried out in accordance with the requirements; and (ii) for data with no storage period specified by law, we determine the storage period in accordance with our business strategy. Our Directors are of the view that we are able to comply with the relevant cybersecurity laws and regulations in all material aspects.

Data security and protection are among our highest priorities. In this regard, we have designed strict data protection and information security policies to ensure strict compliance with applicable laws, regulations and prevalent industry practice. We have implemented internal policies on protecting data privacy and security, aiming to ensure data and information security, optimize data governance, protect the benefits of our customers, business partners, employees and other third parties, and ensure compliance with applicable laws and regulations. We implement a robust internal authentication and authorization system to ensure that our confidential and important business data and trade secrets can only be accessed for authorized use and by authorized personnel. We have established an information system in relation to data security requirements, national standards and industry best practices, and intend to continually invest heavily in data security and privacy protection. Our information system applies multiple layers of safeguards, including firewalls and vulnerability scanning measures, to identify and protect us against security attacks.

During the Track Record Period and up to the Latest Practicable Date, we have not received any claim from any third party against us on the ground of infringement of any third party's right to data and privacy protection as provided by any applicable laws and regulations in the PRC or other jurisdictions. Our PRC Legal Advisor is of the view that, during the Track Record Period, we had complied with the applicable laws and regulations in effect in material respects, based on: (i) we have not received any complaint relating to data privacy or security measures; (ii) we have implemented internal policies, with the purpose of ensuring data and information security and ensuring compliance with applicable laws and regulations; (iii) during the Track Record Period, there had been no material incident of data or personal information leakage; (iv) during the Track Record Period, there had been no litigation, claims or administrative penalty relating to the violation of relevant network security, data security and personal information protection laws or regulations, to our best knowledge, pending or threatened against us initiated by competent government authorities or third parties; and (v) we will continue to pay close attention to the regulatory developments in data security and comply with the latest regulatory requirements.

COMPLIANCE WITH REGULATIONS ON THE U.S. EXPORT CONTROL REGULATIONS

The United States maintains a comprehensive export control regime primarily administered by the BIS under the EAR, which regulates, among other things, the export, reexport and transfer of certain items based on factors such as their origin, classification, destination, end-user and end-use. With respect to our procurement, our supply chain does not rely on the United States. During the Track Record Period, we did not procure any U.S.-origin hardware, software or technology for incorporation into our solutions and products. In addition, our solutions and products are manufactured outside the United States, do not incorporate controlled U.S.-origin content and do not fall within the scope of any applicable foreign direct product rules, and therefore are not subject to the EAR.

Furthermore, as advised by our Legal Advisor as to U.S. export control and sanctions law, during the Track Record Period, (i) our direct customers are not designated on BIS Entity List, Denied Persons List or Unverified List or headquartered in or ordinarily resident in, or owned or controlled by a government of, any countries or regions subject to Comprehensive Trade Embargos (collectively, the "Sanctioned Targets"); and (ii) our activities do not involve operations or transactions that have violated or would violate (a) the restrictions on Sanctioned Targets; and (b) the restrictions set forth in the EAR.

Our Directors are of the view that the restrictions imposed by the EAR, including the BIS 2022/23 IFRs, had not negatively impacted our operations or financial performance as of the Latest Practicable Date. Given that as of the Latest Practicable Date, we did not sell our solutions and products to customers in the United States or to customers who incorporated them into products for sale to the United States to our best knowledge, and do not intend to actively develop our business in the United States as a major market in the future, our Directors are of the view that the impact of the rules prohibiting the importation of certain vehicles into the U.S. is minimal on our operations.

OUR EMPLOYEES

As of June 30, 2026, we had 414 full-time employees, all resided in China. The following table sets out the number of our employees as of June 30, 2026:

Employees Categorized by Function	Number of Employees	% of total
R&D	153	37.0
Management and administration	55	13.3
Production	104	25.1
Sales and marketing	19	4.6
Supply chain management	39	9.4
Quality control	44	10.6
Total	414	100.0%

We recruited employees primarily through employment websites, on-campus recruitment and internal referrals during the Track Record Period. We enter standard labor contracts with our employees and confidentiality and non-compete agreements with key management and professionals. We emphasize the importance of training and development for our employees to enhance their technical skills and overall performance. We provide induction training to new joiners on our culture, business and industry to help them fit in. We also provide tailored, continuing training sessions by internal and external experts to employees to improve technical skills in their practice areas and management skills training programs, including leadership training, to cadres in key positions. Committed to providing fair and equal opportunities to our employees, we have formulated career development and promotion path plans covering all levels of our staff and conduct performance evaluations regularly. As part of our retention strategy, we offer competitive remuneration packages to employees, including salary and allowances and performance-based bonuses. We have established a periodical review system to assess the performance of employees, which forms the basis of our decisions with respect to salary increases and promotions.

As required by laws and regulations in China, we participate in various employee social security plans that are organized by municipal and provincial governments, including, among other things, pensions, medical insurance, unemployment insurance, maternity insurance, on-the-job injury insurance and housing fund plans through a benefit contribution plan. We are required under PRC law to make contributions to employee benefit plans at specified percentages of the salaries, bonuses and certain allowances of our staff, up to a maximum amount specified by the local government from time to time.

We have always striven to provide our employees with comprehensive social benefits, a diverse working environment and a wide range of career development opportunities. We are committed to providing a safe and healthy workplace, which is backed by strict policies and robust team member education, along with continued investments in technology. We support the physical health and well-being of our team members by providing an array of programs that help our people stay at their best level of health. We believe that everyone deserves respect. We are committed to the education, recruitment, development and advancement of diverse team members nationwide, and are recognized for our commitment to those efforts.

We believe that we generally maintain good working relationships with our employees. Save as disclosed in this document, we did not experience any significant labor disputes or any difficulty in recruiting staff for our operations during the Track Record Period.

Social Insurance and Housing Provident Funds

Background and Reasons for Non-compliance

During the Track Record Period and up to the Latest Practicable Date, we did not made social insurance and housing provident fund contributions for some of our employees in full. In 2023, 2024, 2025 and the six months ended June 30, 2026, (i) the shortfall for the social insurance payable amounted to RMB0.3 million, RMB0.7 million, RMB1.1 million and RMB0.9 million, respectively; and (ii) the shortfall for the housing provident fund payable amounted to RMB0.1 million, RMB0.5 million, RMB0.5 million and RMB0.5 million, respectively.

Legal Consequences

As advised by our PRC Legal Advisors, according to the relevant PRC laws and regulations: (i) with respect to social insurance, the relevant government 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 fine or penalty ranging from one to three times the outstanding amounts; and (ii) 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.

Our Directors believe that such non-compliance would not have a material adverse effect on our business and results of operations, considering that: (i) as advised by our PRC Legal Advisor, to the extent that there are no significant changes in the current policies and regulations related to social insurance and housing provident fund, as well as the implementation and supervision requirements of local governments, and there are no collective complaints or reports made or related litigation and arbitration initiated by employees, the risk that we may, as a whole, be ordered by the social insurance and housing provident fund regulatory authorities to make a one-off payment and be subject to administrative penalties arising from matters such as our failure to make social insurance and housing provident fund contributions in full based on the actual wages of our employees during the Track Record Period is remote. This view is supported by the confirmation letters and/or credit reports that we obtained from the relevant competent authorities, as well as interviews we conducted with some regulatory authorities, confirming that we were not subject to any material penalties in relation to the social insurance premium and housing provident fund; (ii) we had not been subject to any administrative penalties during the Track Record Period and up to the Latest Practicable Date; (iii) we were neither aware of any employee complaints filed against us nor involved in any labor disputes with our employees with respect to social insurance and housing provident funds during the Track Record Period and up to the Latest Practicable Date; and (iv) as of the Latest Practicable Date, we had not received any notification from the relevant PRC authorities requiring us to pay for the shortfalls or any overdue charges with respect to social insurance and housing provident funds.

Internal Control and Remedial Measures

To enhance our compliance with the relevant laws and regulations in respect of social insurance and housing provident fund contribution, we have reviewed our practice and adopted or plan to adopt remedial measures, including: (i) we have designated our human resources department to review and monitor the reporting and contributions of social insurance and housing provident fund on a monthly basis; (ii) we will consult our PRC legal counsel on a regular basis for advice on relevant PRC laws and regulations to keep us abreast of the latest regulatory developments in relation to social insurance and housing provident fund; (iii) we will proactively communicate with the relevant local authorities to keep up to date with the applicable laws and regulations concerning social insurance and housing provident funds; and (iv) if the relevant authorities order us to pay the shortfall of social insurance and/or housing provident funds or take any rectification measures in accordance with applicable laws and regulations, we will make such payments or take such rectification measures in accordance with their guidance in a timely manner.

INSURANCE

According to Frost & Sullivan, our insurance coverage is in accordance with the commercial practices in the industry in which we operate. We procure insurance policies by type and amount that we consider sufficient and evaluate such insurance policies from time to time. During the Track Record Period, we did not make any material insurance claims in relation to our business. However, we may not be able to obtain or purchase specific insurance for losses and liabilities arising from various operational risks to which we are exposed. As of the Latest Practicable Date, we had not maintained product liability insurance and did not maintain any business interruption or litigation insurance. We shall be liable for any losses caused to customers if a product defect or malfunction leads to a traffic accident and/or product recall. See "— Our Customers — Warranty and After-sales Service" and "Risk Factors — Undetected defects, errors or bugs of our solutions and products could adversely affect our business, financial condition and results of operations."

ENVIRONMENTAL, SOCIAL AND GOVERNANCE ("ESG")

We incorporate ESG considerations into the core framework of our sustainable development, and have established a systematic management structure that is integrated into our daily operations and strategic implementation.

ESG Governance Structure

We actively promote the full integration of ESG principles into our daily operations and have established a clear, efficient and top-down three-tier ESG governance structure to provide organizational support for the implementation of our sustainable development strategy. We have established a systematic ESG governance structure comprising "Board decision-making and leadership, coordination by the ESG Working Group, and implementation by each operating unit", with a view to ensuring that ESG work is embedded into our corporate governance and daily operations. The Board, as the highest leadership and decision-making body, is responsible for approving ESG strategies, objectives, policies and reports, and overseeing ESG risks. The ESG Working Group consists of the Company's responsible management, heads of departments and heads of subsidiaries. Led by the general manager's office, it is responsible for formulating policies, preparing reports, communicating with stakeholders and coordinating day-to-day ESG matters. Each department and subsidiary, as an operating unit, is responsible for implementing specific ESG initiatives and reporting on a regular basis.

Anti-corruption

We are committed to building a clean and ethical business environment. We have formulated the Anti-Bribery and Anti-Corruption Management Policy, which expressly prohibits any form of bribery, corruption, conflict of interest and money laundering, and applies to all employees and all business-related parties. Upholding the principles of "zero tolerance, full transparency and effective implementation", we have established a governance structure led by the Board, implemented by management, executed by departments and coordinated by a dedicated standing body. Through regular compliance training, publicly available dedicated whistleblowing channels, including a hotline and email address, standardized procedures for verifying reported matters, and strict whistleblower protection, reward and disciplinary mechanisms, we systematically prevent, identify and address non-compliant conduct, thereby safeguarding the sustainable and responsible operation and development of the Company.

Environmental Indicators and Management

We attach great importance to the environmental impact of our production and operations, strictly comply with applicable laws and regulations, and continue to promote green and low-carbon development as well as efficient resource utilization. We have established environmental and occupational health and safety management systems and obtained certifications including ISO 14001 and ISO 45001. Through standardized management, we have reinforced the foundation for environmental protection and safety and have implemented environmental responsibilities across production operations and daily office activities.

Emissions

We collect and dispose of waste by category in a standardized manner, engage qualified third-party service providers for treatment, and maintain hazardous waste ledgers to ensure traceable management, safe disposal and the promotion of comprehensive reuse, thereby supporting sustainable development. From 2023 to June 30, 2026, the amount of hazardous waste generated and the amount of non-hazardous waste recycled remained at an overall low level, and we achieved 100% disposal of hazardous waste. In addition, we monitor emission indicators such as noise, exhaust gas and wastewater through third-party testing, and all relevant emissions were in compliance with applicable standards.

Resource Consumption

We continue to promote efficient resource utilization by incorporating energy-saving requirements into daily operational management, promoting green office practices and paperless office operations, and implementing energy-saving measures such as switching off lights when not in use and maintaining air-conditioning temperatures at no lower than 26°C in summer, thereby effectively reducing resource consumption. With R&D and system integration as our core activities, our production processes are mainly completed through external collaboration, while our operations primarily consist of office and R&D activities. Resource consumption mainly arises from the use of water and electricity in these processes. Through regular monitoring and control and the implementation of energy-saving measures, we continue to promote water and electricity conservation to ensure that energy consumption remains reasonable and controllable. In addition, solar power generation is used within the industrial park, further optimizing our energy structure.

Our resource consumption from 2023 to June 30, 2026 is set out below:

Category	Unit	2023	2024	2025	June 30, 2026
Electricity	MWh	1,767.1	1,653.5	2,110.8	993.6
Water resources	tonnes	12,467.5	13,929.0	12,566.2	6,573.4

Carbon Management

We actively respond to China's "dual carbon" strategy by incorporating carbon management into our operational control system. We leverage renewable energy applications to strengthen the foundation for low-carbon operations and support green and sustainable development. During the Track Record Period, our renewable energy application primarily consisted of solar power generation. As of June 30, 2026, solar power generation amounted to 181,468.2 kWh, effectively optimizing our energy structure and reducing our carbon footprint.

Our carbon emissions from 2023 to June 30, 2026 is set out below:

Category	Unit	2023	2024	2025	June 30, 2026
Total carbon emissions (Scope 1 + Scope 2)	tonnes of CO_2 equivalent	1,035.2	981.6	1,238.5	598.4
Scope 1	tonnes of CO_2 equivalent	27.4	38.7	34.7	24.4
Scope 2	tonnes of CO_2 equivalent	1,007.8	943.0	1,203.8	574.0
Scope 3	tonnes of CO_2 equivalent	216.5	275.7	317.6	155.2
Carbon emission intensity	tonnes of CO_2 equivalent per RMB million of revenue	1.0	0.4	0.3	0.2

Climate Environment and Response to Climate Risks

We have designated climate change response as a strategic priority at the Board level. Under the three-tier ESG governance structure, the General Manager's Office takes the lead and the ESG Working Group coordinates scenario analysis, establishes a climate risk identification, assessment and response mechanism, reviews the impacts of risks, incorporates them into the comprehensive risk management system and formulates mitigation plans.

Physical risks: Our three major production bases are exposed to different climate-related risks. The Jiaxing Facility is susceptible to the impacts of the plum rain season, heavy rainfall, extreme heat and the peripheral effects of typhoons, which may affect production precision and continuity. The Wuhu Facility is susceptible to extreme heat, heavy rainfall during the plum rain season and flooding, which may damage facilities, cause power fluctuations and affect business continuity and delivery. The Dongguan Facility is subject to frequent high temperature and humidity, typhoons, heavy rainfall and flooding, which may result in abnormalities in cleanrooms, equipment failures and logistics delays. We have adopted targeted response measures, including establishing constant temperature and humidity control systems, upgrading flood-control facilities, configuring emergency power supply, optimizing operational controls, upgrading protective equipment, improving emergency response mechanisms, expanding diversified logistics channels and promoting green electricity procurement, in order to safeguard stable production, employee safety and risk resilience.

Transition risks: In terms of transition risks, carbon reduction policies and low-carbon standards in the automotive industry have continued to tighten, imposing higher requirements on the carbon emissions accounting, disclosure and reduction of the three major production bases. Non-compliance may result in penalties and restrictions on market access. The green transition of the intelligent driving industry is accelerating, and downstream demand for low-carbon solutions is increasing. A lag in technological iteration may weaken product competitiveness and lead to order losses. Uneven low-carbon transition among upstream suppliers may give rise to risks such as supply chain carbon leakage, increased costs and obstacles to low-carbon certification. We respond by tracking policies, building management platforms, conducting compliance training, implementing green supply chain management and establishing supplier assessment mechanisms, thereby promoting carbon reduction across the entire value chain and safeguarding compliant operations and market position.

Social Indicators and Management

We support economic and cultural exchanges across the Taiwan Strait, actively engage in social welfare initiatives, deeply cultivate the development of scientific and technological thinking among young people, and actively fulfil our corporate social responsibilities. We promote the coordinated advancement of compliant corporate operations and employee value enhancement to achieve sustainable development.

Employment

We comply with the Labor Law of the People's Republic of China, the Employment Promotion Law of the People's Republic of China and other relevant legal requirements, and have accordingly established a standardized employee employment management mechanism. We enter into labor contracts with our employees and arrange working hours in accordance with the standard working hour system. We conduct fair performance evaluations of employees in accordance with our performance appraisal management measures, and expressly prohibit discrimination on the basis of gender, physical ability, sexual orientation, age, ethnicity or race in job descriptions. As of June 30, 2026, we had a total of 414 employees, comprising 250 male employees and 164 female. During the Track Record Period, we strictly complied with relevant laws and regulations and did not have any incidents of forced labor or child labor, and we have always adhered to the principles of equal and compliant employment.

Employee Health and Development

We adhere to a people-oriented approach and attach great importance to employees' physical and mental health as well as occupational safety. We regularly provide employees with occupational disease-specific medical examinations, annual health check-ups and comprehensive commercial insurance protection to effectively safeguard employee safety and health. We have successfully obtained ISO 45001 occupational health and safety management system certification, reinforcing our safety defenses through standardized and systematic management. To continuously enhance employees' professional competence and overall capabilities and support their growth and development, we have formulated dedicated training management measures and established a systematic talent development mechanism. Through regular training, we provide employees with clear career development pathways and align individual growth with corporate development.

Sustainable Supply Chain

To regulate supplier ESG management, we have established a comprehensive supply chain control system and have formulated and entered into a series of documents, including framework agreements, quality agreements and integrity agreements, which require suppliers to strictly control the entire process and ensure compliance with relevant national ecological and environmental laws, regulations and standards. We strictly require that products supplied by suppliers meet environmental compliance requirements. For raw materials and components subject to environmental compliance requirements, suppliers must obtain and provide environmental testing reports issued by third-party authoritative institutions recognized by us, thereby safeguarding product compliance at source. In addition, we have established supplier quarterly assessment and system audit mechanisms. Through regular supervision and periodic evaluation, we continuously monitor suppliers' performance of agreements and promote the green, compliant and sustainable development of our supply chain.

Product Responsibility

To ensure product quality and safety, we have established Advanced Product Quality Planning (APQP) control procedures and standardized product verification and testing throughout the entire process, thereby strictly controlling product quality risks at source. At the same time, our product labels are designed in strict accordance with the standards of automotive customers and fully meet the quality traceability requirements of automotive manufacturing. They comply with relevant national laws and regulations, mandatory technical standards and the Provisions on the Administration of Recall of Defective Auto Products. We have established and continue to improve our product quality traceability system.

Data Privacy and Security

In terms of customer privacy and data security, we have established and improved dedicated management mechanisms, including the VT-P-01 A3 Contract (Order) Review Procedure, the VT-P-09 A1 Customer and Supplier Property Control Procedure and the List of Customer-specific Requirements. Through multiple technical, operational and confidentiality safeguards, we effectively protect customer information and data security.

PROPERTIES

Owned Property

As of the Latest Practicable Date, we owned one parcel of land with a total gross land area of 32,827.9 sq.m. located in China used for manufacturing and operations. We held valid title certificate for such property as of the Latest Practicable Date.

Leased Properties

As of the Latest Practicable Date, we leased 14 properties in the PRC with an aggregate ground floor area of approximately 54,980.1 sq.m. for manufacturing facilities, R&D centers and our offices. As of the Latest Practicable Date, 12 of our lease agreements had not been registered with the relevant PRC authorities. Given there are sufficient alternative premises in the market if we need to relocate, our Directors are of the view that such defects would not have any material adverse impact on our ability to use such 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 RMB120,000, which we believe is immaterial to our business and results of operations. As advised by our PRC Legal Advisors, the likelihood that we would be penalized by various local authorities at the same time or within a short period due to the failure to register lease agreements is remote, considering that: (i) these leased properties are geographically dispersed; and (ii) we confirm that once the relevant PRC government authorities require us to rectify, we will do as required and within the prescribed time period. Therefore, we believe that failure to register these lease agreements will not have any material adverse impact on our financial condition or results of operations. We will actively liaise with the respective lessors to complete the registration of all such lease agreements, if possible. See "Risk Factors — Risks Relating to Our Business and Industry — Our leased properties may be subject to non-compliance or challenges that could potentially affect our future use of them."

LICENSES, PERMITS AND APPROVALS

We are required to maintain various licenses, permits and approvals to operate our business. We continually monitor our compliance with the requirements related to licenses, permits and approvals to ensure that we have all such licenses, permits and approvals that are necessary to operate our business.

The following table sets out a list of material licenses, permits and approvals held by us as of the Latest Practicable Date.

License/Permit	Entity Holding the License/Permit	Expiration Date
Registration and Filing of Foreign Trade Operators	the Company	Long-term effective
Registration and Filing of Foreign Trade Operators	Shanghai Yuzhou	Long-term effective

As of the Latest Practicable Date, as advised by our PRC Legal Advisor, we had obtained all material licenses and permits required for our business operations in the PRC, and such business licenses had remained in full effect. Our PRC Legal Advisor has advised us that we do not currently face any material legal impediment to renewing business licenses.

LEGAL PROCEEDINGS AND COMPLIANCE

Legal Proceedings

We may from time to time become a party to various litigation, arbitration or administrative proceedings arising in the ordinary course of our business. See "Risk Factors — We may be involved in administrative penalties, legal proceedings and disputes, which could materially and adversely affect our reputation, business, results of operations and financial condition."

During the Track Record Period and up to the Latest Practicable Date, we had not been and were not a party to any material legal, arbitral or administrative proceedings, and we were not aware of any pending or threatened legal, arbitral or administrative proceedings against us or our Directors that could, individually or in the aggregate, have a material adverse effect on our business, financial condition and results of operations.

Compliance

During the Track Record Period and up to the Latest Practicable Date, we had not been and were not involved in any material noncompliance incidents that have led to fines, enforcement actions or other penalties that could, individually or in the aggregate, have a material adverse effect on our business, financial condition and results of operations.

RISK MANAGEMENT AND INTERNAL CONTROL

We have developed and implemented comprehensive risk management and internal control policies that encompass various aspects of our business operations to supervise and address a spectrum of operational, financial, legal and market risks that may be or have been identified. These extensive risk management and internal control measures are supported by our specific monitoring and reporting procedures and systems as delineated in the relevant policies. Our Board assumes the responsibilities for overseeing our overall risk management, ensuring that our risk management policies are not only implemented but also regularly reviewed and upgraded to reflect the evolving business landscape.

Furthermore, we established an internal audit department which is responsible for formulating risk management and internal control policies, conducting internal audit, providing internal control consultation and guiding any necessary rectification measures.

Business Operational Risk Management

We have established a series of internal procedures to manage business operational risks including risks related to incomplete or problematic internal processes, personnel mistakes, IT system failures and external events. We take a comprehensive approach to operational risk management and implement a decentralized mechanism with detailed responsibilities, clear rewards and penalty systems. Our business operations, finance, IT and human resources departments are collectively responsible for ensuring that our business operations comply and conform with internal procedures. On the occurrence of a major adverse event, the matter will be escalated to our senior management, and the Board of Directors may take appropriate measures. Through effective business operational risk management, we expect to control operational risks within a reasonable range by identifying, measuring, monitoring and containing operational risks to reduce potential losses.

Financial Reporting Risk Management

We have in place a set of accounting policies in connection with our financial reporting risk management. We have various procedures in place to implement accounting policies, and our financial department reviews our management accounts based on such procedures. We also provide training from time to time to our employees in the finance department to ensure that they understand our financial management and accounting policies and implement them in our daily operations.

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 internal audit department works closely with our finance and business departments to: (i) perform risk assessments and advise on risk management strategies; (ii) improve business process efficiency and monitor internal control effectiveness; and (iii) promote risk awareness throughout our Company. We maintain internal procedures to ensure that we have obtained all material requisite licenses, permits and approvals for our business operations, and our internal control team reviews and monitors the status and effectiveness of those licenses and approvals. Our internal audit department works with relevant business departments to obtain requisite governmental approvals or consents for filing with relevant government authorities.

Human Resources Management

We provide regular and specialized training tailored to the needs of our employees in different departments. Through this training, we ensure that our staff's skill sets remain up to date and enable them to discover and meet our customers' needs. We have in place an employee handbook approved by our management and distributed to all our employees, which contains internal rules and guidelines regarding best commercial practice, work ethics, fraud prevention mechanisms, negligence and corruption.

We also have in place a code of business conduct and ethics, and an anti-bribery and corruption policy approved by our board of Directors, providing our employees with the best commercial practices and work ethics as well as our anti-bribery guidance and measures. We make our internal reporting channel open and available to our staff for any wrongdoing or misconduct. Reported incidents and persons will be investigated and appropriate measures will be taken in response to the findings. Further, we have implemented policies to avoid any potential conflicts of interest between our Group and our employees. Our employees are not permitted to take concurrent employment, unless they have obtained prior written approval from the relevant supervisor for engaging in or taking up, whether directly or indirectly, any outside business/employment with reward or any outside business/employment during office hours irrespective of whether there is any reward. We will only permit our employees to take outside business/employment if such business/employment does not directly/indirectly compete with our business.

Internal Audit

We have established an audit committee to monitor the implementation of our risk management policies across our Company on an ongoing basis to ensure that our internal control system is effective in identifying, managing and mitigating risks involved in our business operations. The audit committee consists of three members, namely Ms. Tse Kan, Mr. Tao Hong Ming and Ms. Lin Chih-Chi. For the professional qualifications and experience of the members of our audit committee, see "Directors, Supervisors and Senior Management-Board Committees."

We also maintain an internal audit department that is responsible for reviewing the effectiveness of internal controls and reporting to the audit committee on any issues identified. Our internal audit department holds meetings with the management from time to time to discuss any internal control issues we face and the corresponding measures.

AWARDS AND RECOGNITIONS

We have received various awards and recognitions in respect of our technologies and solutions. The following table sets out major awards and recognitions we received during the Track Record Period:

Year	Name of award or recognition	Awarding Authority
2023	Top Ten Camera Monitor System (CMS) Suppliers of the Year 2023	Gaogong Intelligent Vehicle Research Institute
2023	Shanghai "Specialized and Sophisticated Small and Medium-sized Enterprise (Shanghai Yuzhou)	Shanghai Municipal Commission of Economy and Informatization ("**SHEITC**")
2023	High-Tech Enterprise (Shanghai Yuzhou)	Shanghai Municipal Commission of Science and Technology ("**SMCST**"); Shanghai Municipal Finance Bureau ("**SMFB**"); Shanghai Municipal Tax Service, State Taxation Administration ("**SMTSSTA**")
2024	Shanghai "Specialized and Sophisticated Small and Medium-sized Enterprise (the Company)	SHEITC
2024	Specialized, Sophisticated, Distinctive and Innovative "Little Giant" Enterprise (the Company)	Ministry of Industry and Information Technology
2024	High-Tech Enterprise (Wuhu Ruishida)	Department of Economy and Information Technology of Anhui Province; Department of Finance of Anhui Province; Anhui Provincial Tax Service, State Administration of Taxation
2025	High-Tech Enterprise (the Company)	SMCST, SMFB, SMTSSTA
2025	Second Prize of the "Engineering Technology Research Achievement Award" (Key technologies and applications of mobile robot navigation and control with fused vision in complex environments)	Ministry of Education
2026	2026 Global Automotive Supply Chain Eco-Partner Award (Technology Innovation Eco-Partner)	China Automotive News

RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

OUR CONTROLLING SHAREHOLDERS

As of the Latest Practicable Date, our Controlling Shareholders comprised: (i) Wenjie Wuhu which held approximately 36.02% of the shareholding in our Company; (ii) Voyager Asset, which held the entire equity interests in Wenjie Wuhu; (iii) Mr. YJ Chen, Ms. Liu and Mr. YY Chen; (iv) Wenzheng Zhicheng which held approximately 1.18% of the shareholding in our Company and was wholly-owned by Mr. YJ Chen; (v) Shanghai Bijie which held approximately 10.76% of the shareholding in our Company whose general partner is Bijie Yunfan holding approximately 63.98% of the partnership interests in Shanghai Bijie; (vi) Bijie Yunfan whose general partner is Mr. YJ Chen holding approximately 0.1% of the partnership interests in Bijie Yunfan; and (vii) Bijie Canghai, whose general partner is Mr. YJ Chen holding approximately 0.1% of the partnership interests in Bijie Canghai.

As of the Latest Practicable Date, Voyager Asset was owned as to 49.99% by Mr. YJ Chen, an executive Director, the chief executive officer of our Company and the chairman of the Board, 33.33% by Ms. Liu and 16.68% by Mr. YY Chen. Pursuant to (i) the Acting in Concert Agreement; and (ii) the fact that Mr. YJ Chen, Ms. Liu and Mr. YY Chen hold their interests in our Company through a common investment holding company, namely Voyager Asset, which is entitled to exercise 30% or more of the voting rights at general meetings of our Company, Wenjie Wuhu, Voyager Asset, Mr. YJ Chen, Ms. Liu, Mr. YY Chen, Wenzheng Zhicheng, Shanghai Bijie, Bijie Yunfan and Bijie Canghai are regarded as a group of Controlling Shareholders under the Listing Rules. For details of the Acting in Concert Agreement, please refer to the paragraph headed "History, Development and Corporate Structure — Acting in Concert Agreement" in this document.

Immediately following completion of the **[REDACTED]** (without taking into account any H Shares which may be allotted and issued pursuant to the exercise of the **[REDACTED]**), our Controlling Shareholders will together control approximately **[REDACTED]**% of our total issued share capital. In light of the above, our Controlling Shareholders will remain as a group of Controlling Shareholders of our Company immediately following completion of the **[REDACTED]**.

INDEPENDENCE FROM OUR CONTROLLING SHAREHOLDERS

Our Directors consider that we are capable of carrying on our business independently from our Controlling Shareholders and their respective close associates after the **[REDACTED]**, taking into consideration the factors below.

Management Independence

Our business is managed and conducted by our Board and the members of senior management of our Company. Our Board comprises four executive Directors, one non-executive Director and three independent non-executive Directors. Our Directors and senior management members possess relevant management and/or industry-related experience to act as Directors or senior management of our Company. For further details of our Directors and senior management, please refer to the section headed "Directors and Senior Management" in this document.

Notwithstanding Mr. YJ Chen serves as our executive Director, and is one of our Controlling Shareholders, our Directors consider that our Board and senior management are able to manage our business independently from our Controlling Shareholders and their close associates for the following reasons:

(a) each Director and members of the senior management is aware of his/her fiduciary duties as a director which require, among other things, that he/she acts for the benefit and in the best interest of our Company and does not allow any conflict between his/her duties as a Director and his/her personal interests;

(b) in the event that there is a potential conflict of interest arising out of any transaction to be entered into between our Company and a Director and/or his/her associate, he/she shall abstain from voting and shall not be counted towards the quorum for the voting. Hence, no Director will be able to influence our Board in making decisions on matters in which he or she is, or may be interested; and

(c) we believe our three independent non-executive Directors have the depth and breadth of experience which will enable them to bring independent judgment to the decision-making process of the Board, and certain matters of our Company, including any potential connected transactions, shall always be referred to the independent non-executive Directors for review to ensure that the decisions of the Board are made only after due consideration of independent and impartial opinions. We have adopted a series of corporate governance measures to manage conflicts of interest, if any, between our Company and our Controlling Shareholders which would support our independent management. For details, please refer to the paragraph headed "Corporate governance" in this section.

Based on the above, our Directors believe that our Board as a whole and together with our senior management are able to perform the managerial role in our Company independently from our Controlling Shareholders and their respective close associates after the **[REDACTED]**.

Operational Independence

We do not rely on our Controlling Shareholders and their respective close associates for our business development, staffing, logistics, administration, finance, internal audit, IT, sales and marketing, or company secretarial functions. We have full rights to make all decisions on, and to carry out, our own business operations independently. We have our own departments specializing in these respective areas which have been in operation and are expected to continue to operate independently from our Controlling Shareholders and their close associates. We hold all the requisite licenses, intellectual property rights and qualifications that are material to carry on our principal business. We also have independent access to suppliers and customers and have sufficient capital, facilities and employees to operate our business independently from our Controlling Shareholders and their close associates. Based on the above, our Directors believe that we are able to operate independently of our Controlling Shareholders and their respective close associates.

Financial Independence

We have an independent financial system and make financial decisions according to our Company's own business needs. We have our own internal control and accounting systems and an independent finance department for discharging the treasury function and independent access to third party financing. We do not expect to rely on our Controlling Shareholders and their respective close associates for financing after the **[REDACTED]** as we expect that our working capital will be funded by cash flows generated from operating activities, the cash and cash equivalent on hand and internally generated funds as well as the **[REDACTED]** from the **[REDACTED]**.

During the Track Record Period and up to the Latest Practicable Date, certain of our Group's banking facilities were guaranteed by our Controlling Shareholders and/or their close associates (the "**Guarantees**") and our Group had certain amounts due from/to our Controlling Shareholders. All Guarantees will be fully released upon the **[REDACTED]** and all amounts due from/to our Controlling Shareholders will be settled before **[REDACTED]**. Save for the above, as of the Latest Practicable Date, we did not have any outstanding loans or non-trade balances granted, guaranteed or pledged by any of our Controlling Shareholders.

Based on the above, our Directors believe that we are capable of carrying on our business independently of, and do not place undue reliance on our Controlling Shareholders after the **[REDACTED]**.

RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

INTERESTS OF OUR CONTROLLING SHAREHOLDERS IN OTHER BUSINESSES

Each of our Controlling Shareholders confirmed that as of the Latest Practicable Date, apart from the business of our Company, it/he/she did not have any interest in other business, which competes or is likely to compete, directly or indirectly, with our business, which would require disclosure under Rule 8.10 of the Listing Rules.

CORPORATE GOVERNANCE

Our Company will comply with the provisions of the Corporate Governance Code in Appendix C1 to the Listing Rules (the "**Corporate Governance Code**"), which sets out principles of good corporate governance.

Our Directors recognize the importance of good corporate governance in protection of our Shareholders' interests. We would adopt the following measures to safeguard good corporate governance standards and to avoid potential conflict of interests between our Group and our Controlling Shareholders:

(a) as part of our preparation for the **[REDACTED]**, we have amended our Articles of Association to comply with the Listing Rules which will become effective upon **[REDACTED]**. In particular, our Articles of Association provides that, a Director shall be abstained from voting on any resolution approving any contract, transaction or arrangement in which such Director or any of his/her associates has a material interest nor shall such Director be counted in the quorum present at the Board meeting;

(b) where a Shareholders' meeting is to be held for considering proposed transactions in which our Controlling Shareholders or any of their respective associates has a material interest, our Controlling Shareholders or their respective associates will not vote on the resolutions and shall not be counted in the quorum in the voting;

(c) our Company has established internal control mechanisms to identify connected transactions. Upon the **[REDACTED]**, if our Company enters into connected transactions with our Controlling Shareholders or any of their respective associates, our Company will comply with the applicable Listing Rules;

(d) we are committed that our Board shall include a balanced composition of executive Director and non-executive Directors (including independent non-executive Directors). We have three independent non-executive Directors, and we believe our independent non-executive Directors (i) possess sufficient experiences, (ii) are free of any business or other relationship which could interfere in any material manner with the exercise of their independent judgment, and (iii) will be able to provide an impartial and external opinion to protect the interests of our Shareholders as a whole. For details of the independent non-executive Directors, please refer to the section headed "Directors and senior management" in this document;

(e) where our Directors reasonably request the advice of independent professionals, such as financial advisers, the appointment of such independent professionals will be made at our Company's expenses;

(f) we have appointed Eddid Capital Limited as our Compliance Adviser to provide advice and guidance to us in respect of compliance with the Listing Rules, including various requirements relating to corporate governance;

(g) we have applied for and have been [granted] waivers from strict compliance with Rule 8.12 of the Listing Rules pursuant to Rule 19A.15 of the Listing Rules (regarding management presence in Hong Kong) and Rules 3.28 of the Listing Rules pursuant to Rule 8.17 of the Listing Rules (regarding the qualification of joint company secretaries) of the Listing Rules. We have implemented specific arrangements, including the appointment of authorized representatives and a compliance adviser, to address these requirements. For details, please refer to the section headed "Waivers from strict compliance with the Listing Rules" in this document.

Based on the above, our Directors are satisfied that sufficient corporate governance measures have been put in place to manage conflicts of interest between our Company and our Controlling Shareholders, and to protect minority Shareholders' interests after the **[REDACTED]**.

CONNECTED TRANSACTIONS

OVERVIEW

We have entered into transactions with certain of our connected persons in the ordinary course of business and we expect such transactions to continue after the **[REDACTED]**, constituting our continuing connected transactions under Chapter 14A of the Listing Rules.

OUR CONNECTED PERSONS

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

Name	Connected Relationship
Chery Automobile Co., Ltd. (奇瑞汽車股份有限公司) ("**Chery Automobile**"), together with certain of its branches, subsidiaries and affiliates (collectively "**Chery Automobile Group**")	As of the Latest Practicable Date, Wuhu Chery Technology Co., Ltd. (蕪湖奇瑞科技有限公司) was a substantial shareholder, holding approximately 29.4% of the equity interests in Wuhu Ruishida Optical Technology Co., Ltd. (蕪湖瑞視達光學科技有限公司), our non-wholly owned subsidiary. Wuhu Chery Technology Co., Ltd. is a wholly-owned subsidiary of Chery Automobile. Accordingly, Chery Automobile is a connected person at the subsidiary level of our Company under Rule 14A.06(9) of the Listing Rules.
Mr. Li Juenan (李覺男)	As of the Latest Practicable Date, Mr. Li Juenan was a director and a substantial shareholder of Shanghai Yuzhou Electrical Equipment Co., Ltd. (上海宇宙電器有限公司) ("**Shanghai Yuzhou**"). Shanghai Yuzhou is owned as to 70.1051%, 0.2988% and 29.5961% by our Company, Mr. Li Juenan and Dongguan Yingyu Enterprise Management Consultancy Centre (Limited Partnership) (東莞市盈宇企業管理諮詢中心(有限合夥)) ("**Dongguan Yingyu**"), respectively. Dongguan Yingyu is held as to approximately 66.67% and 33.33% by Mr. Li Juenan and Mr. Zhao Yu, respectively. Accordingly, Mr. Li Juenan is a connected person at the subsidiary level of our Company under Rule 14A.06(9) of the Listing Rules.
Mr. Zhao Yu (趙玉)	As of the Latest Practicable Date, Mr. Zhao Yu was a supervisor of Shanghai Yuzhou. Accordingly, Mr. Zhao Yu is a connected person at the subsidiary level of our Company under Rule 14A.06(9) of the Listing Rules.

CONNECTED TRANSACTIONS

ONE-OFF CONNECTED TRANSACTION

Property Lease Agreement

Principal terms

On March 21, 2022, Wuhu Ruishida, a subsidiary of our Company owned as to 70.6% and 29.4% by our Company and Chery Automobile, respectively, entered into a lease agreement (the "**Property Lease Agreement**") with Wuhu Ruizhi Lianneng Technology Co., Ltd. (蕪湖瑞智聯能科技有限公司) ("**Wuhu Ruizhi**"), a subsidiary of Chery Automobile, pursuant to which Wuhu Ruizhi agreed to lease to Wuhu Ruishida premises located at No. 13, Zhanghe Road, High-tech Development Zone, Yijiang District, Wuhu City, Anhui Province, the PRC (中國安徽省蕪湖市弋江區高新技術開發區漳河路13號), with a total gross floor area of approximately 5,250 sq.m. (the "**Leased Premises**"), as production facility for a term of five years commencing on January 1, 2022, at a monthly rental of RMB57,750. The Property Lease Agreement may be renewed upon mutual agreement of the parties, subject to compliance with Chapter 14A of the Listing Rules and all other applicable laws and regulations.

The Property Lease Agreement was entered into (i) in the ordinary and usual course of business of our Group; (ii) on arm's length basis; and (iii) on normal commercial terms with the monthly rental being determined with reference to, among others, the leased floor area, geographical location and condition of the Leased Premises and the prevailing market rental for similar properties in the surrounding area.

The balance of the lease liabilities, being the present value of the lease payments recognized by our Group in relation to the Leased Premises according to IFRS 16 as of June 30, 2026 amounted to RMB2.7 million.

Reasons for and benefits of the transaction

Wuhu Ruishida has leased the Leased Premises from Wuhu Ruizhi for use as production facilities since 2022. Our Directors are of the view that the continued leasing of the Leased Premises from Wuhu Ruizhi is in the interests of Wuhu Ruishida, as it would avoid potential disruption to its production operations, as well as the costs associated with relocating to alternative premises. In light of the foregoing, our Directors are of the view that the continued leasing arrangement is fair and reasonable, on normal commercial terms, and in the interests of our Group and our Shareholders as a whole.

Listing Rules implications

In accordance with IFRS 16 "Leases", our Group recognized a right-of-use asset on the statement of financial position in connection with the lease of the Leased Premises from Wuhu Ruizhi. Therefore, the lease of the Leased Premises from Wuhu Ruizhi under the Property Lease Agreement is regarded as an acquisition of a capital asset of our Group and a one-off connected transaction entered into by our Group prior to the **[REDACTED]**, rather than a continuing connected transaction, for the purposes of the Listing Rules. If the Property Lease Agreement was entered into after the **[REDACTED]**, the entering into of the Property Lease Agreement and the lease thereunder would have constituted connected transaction of our Company under Chapter 14A of the Listing Rules and, as the highest applicable percentage ratio of the Property Lease Agreement is less than 1%, the Property Lease Agreement constitutes a de minimis transaction pursuant to Rule 14A.76(1) of the Listing Rules and is fully exempt from independent Shareholders' approval, annual review and all disclosure requirements under Chapter 14A of the Listing Rules.

EXEMPT CONTINUING CONNECTED TRANSACTION

Guarantees provided by Mr. Li Juenan ("李覺男") and Mr. Zhao Yu (趙玉)

Mr. Li Juenan and Mr. Zhao Yu have provided unconditional and irrevocable guarantees in favour of our Company, Shanghai Yuzhou and Yuzhou Electrical Equipment (Dongguan) Co., Ltd. ("**Dongguan Yuzhou**"), a wholly-owned subsidiary of Shanghai Yuzhou, in respect of bank borrowings taken out by them in their ordinary course of business. The proceeds of the loan were used for the working capital of our Company, Shanghai Yuzhou and Dongguan Yuzhou. The guarantees were provided on normal commercial terms, and no commission or fee is payable by our Company, Shanghai Yuzhou, Dongguan Yuzhou or any member of our Group, nor has any security been granted over the assets of any member of our Group in connection with such guarantees.

The bank borrowings have provided our Company, Shanghai Yuzhou and Dongguan Yuzhou with an additional source of financing for which our Directors believe that is in the best interests of our Group and Shareholders as a whole. We do not intend to discharge the guarantees provided by Mr. Li Juenan or Mr. Zhao Yu prior to the full repayment of the loan. In addition, it would be cumbersome or commercially disadvantageous to seek amendment of the guarantee terms although we have sufficient funds to operate our business independently and are able to obtain other financing from third parties without relying on Mr. Li Juenan or Mr. Zhao Yu to provide guarantees or security.

Our Directors are of the view that the aforementioned guarantees, being a form of financial assistance (as defined in the Listing Rules) provided by Mr. Li Juenan and Mr. Zhao Yu for our benefit, has been entered into on normal commercial terms or better, with no security over our assets having been granted in respect of such financial assistance. Accordingly, such guarantees are fully exempt from the reporting, announcement, circular and independent shareholders' approval requirements pursuant to Rule 14A.90 of the Listing Rules.

PARTIALLY-EXEMPT CONTINUING CONNECTED TRANSACTION

Sales Framework Agreement

Principal terms

On [•], our Company entered into a sales framework agreement (the "**Sales Framework Agreement**") with Chery Automobile Group, pursuant to which Chery Automobile Group agreed to purchase intelligent driving solutions provided by our Group (the "**Contract Goods**"). The Sales Framework Agreement is for an initial term commencing on the **[REDACTED]** and expiring on [•] and is renewable for a term of three years upon mutual consent and subject to the requirements under the Listing Rules and other applicable laws and regulations. The pricing, delivery, quality and technical specifications of the Contract Goods and method of payment are governed by the underlying purchase orders to be entered into from time to time between our Group and Chery Automobile Group.

Reasons for and benefits of the transaction

Chery Automobile Group is principally engaged in the manufacturing and sales of passenger vehicles, automotive parts and components. We have established a long-term and stable business relationship with Chery Automobile Group, having become its approved supplier since 2018. Over the years, we have supplied intelligent driving solutions to Chery Automobile Group which fulfilled its technical and quality requirements. Taking into consideration (i) the length and stability of our business relationship with Chery Automobile Group since 2018; (ii) the recurring demand for our solutions and products from Chery Automobile Group's production and sales of vehicles; and (iii) the importance of maintaining and strengthening our market presence and competitiveness in the automotive industry, our Directors consider that it is in the best interests of our Company and our Shareholders as a whole to enter into the Sales Framework Agreement to regulate the continuing connected transactions contemplated thereunder on normal commercial terms.

Pricing policies

The pricing of the Contract Goods under the Sales Framework Agreement shall be determined on an arm's length basis through mutual negotiation, taking into account various factors including but not limited to (i) the nature, type, specifications and quantity of the Contract Goods; (ii) our production costs for the Contract Goods with a margin; (iii) the prevailing market prices for comparable products as quoted by Independent Third Party suppliers; and (iv) the prices charged by our Company to Independent Third Party customers for products of similar quality and quantity. The pricing terms offered to Chery Automobile Group shall be no less favorable to our Company than those offered to Independent Third Party customers under the same conditions.

Historical transaction amounts and annual caps

The table below sets out the historical transaction amounts attributable to the sale of products by our Group to Chery Automobile Group during the Track Record Period:

	Historical amounts			
	For the year ended December 31,			**For the six months ended June 30,**
	2023	**2024**	**2025**	**2026**
	(RMB'million)	*(RMB'million)*	*(RMB'million)*	*(RMB'million)*
Sales of products	52.6	39.0	22.5	5.1

Chery Automobile Group is a leading automotive manufacturer in the PRC listed on the Main Board of the Stock Exchange (stock code: 9973). Based on publicly available information, prior to January 20, 2025, Chery Holding Group Co., Ltd. (奇瑞控股集團有限公司) ("**Chery Holding**") had been the controlling shareholder of Chery Automobile, holding approximately 42.32% of its equity interest. In January 2025, Chery Holding implemented a shareholding restructuring, pursuant to which Chery Holding transferred its entire 42.32% equity interest in Chery Automobile to its then shareholders on a pro rata basis (the "**Shareholding Restructuring**"). The Shareholding Restructuring was completed on January 20, 2025. Upon completion of the Shareholding Restructuring, Chery Holding ceased to hold any equity interest in Chery Automobile. Accordingly, the historical amounts indicated above of RMB52.6 million and RMB39.0 million for the year ended December 31, 2023 and 2024, respectively, represented the amount attributable to the sale of products to Chery Automobile Group as well as Chery Holding; whereas the historical amount indicated above of RMB22.5 million and RMB5.1 million for the year ended December 31, 2025 and the six months ended June 30, 2026 represented the amount attributable to the sale of products to Chery Automobile Group only.

The maximum aggregate annual transaction amounts in respect of the Sales Framework Agreement for the three years ending December 31, 2029 shall not exceed the caps set out below:

	Proposed caps		
	For the year ending December 31,		
	2027	**2028**	**2029**
	(RMB'million)	*(RMB'million)*	*(RMB'million)*
Sales of products	20.0	20.0	20.0

Basis of annual caps

In determining the proposed annual caps for the transactions contemplated under the Sales Framework Agreement, we have taken into consideration, among other things, (i) the historical transaction amounts during the Track Record Period; and (ii) the estimated demand from Chery Automobile Group for the Contract Goods.

Listing Rules implications

The Directors (including the independent non-executive Directors) have approved the transaction and confirmed that the terms of the Sales Framework Agreement are fair and reasonable, on normal commercial terms, and in the interests of our Company and its Shareholders as a whole. As the transaction is with a connected person at the subsidiary level, pursuant to Rule 14A.101 of the Listing Rules, the transaction shall be subject to the reporting, annual review, announcement but exempt from the circular and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

Procurement Framework Agreement

Principal terms

On [•], we entered into the procurement framework agreement with Chery Automobile Group (the "**Procurement Framework Agreement**"), pursuant to which our Group may, from time to time, procure chips from Chery Automobile Group (the "**Procured Goods**"). The Procurement Framework Agreement is for an initial term commencing on the **[REDACTED]** and expiring on [•] and is renewable for a term of three years upon mutual consent and subject to the requirements under the Listing Rules and other applicable laws and regulations. The pricing, delivery, quality and technical specifications of the Procured Goods and method of payment are governed by the underlying purchase orders to be entered into from time to time between our Group and Chery Automobile Group.

Reasons and benefits for the transactions

Since 2025, we have participated in the voluntary centralized chip procurement program of Chery Automobile Group, under which Chery Automobile Group consolidates the chip demand of its suppliers and conducts centralized procurement, while each supplier may choose whether to participate. We elected to participate because the aggregated procurement volume enhanced Chery Automobile Group's bargaining power and enabled us to procure chips at more favorable prices, thereby supporting our cost-control efforts.

Pricing policies

The pricing of the Procured Goods under the Procurement Framework Agreement shall be determined with reference to (i) the purchase price quoted by the chip suppliers of Chery Automobile Group; (ii) the nature, type, specifications and quantity of the Procured Goods; and (iii) the prevailing market prices for comparable products as quoted by our Group from Independent Third Party suppliers. The terms shall be no less favorable to our Group than those for transactions between our Group and Independent Third Parties under the same conditions. We will regularly review the prices charged by Chery Automobile Group in providing the Procured Goods with reference to prevailing market prices of similar products to ensure they are on normal commercial terms and are fair and reasonable.

Historical transaction amounts and annual caps

The table below sets out the historical transaction amounts attributable to the procurement of goods by our Group from Chery Automobile Group during the Track Record Period:

	Historical amounts			
	For the year ended December 31,			For the six months ended June 30,
	2023	2024	2025	2026
	(RMB'million)	*(RMB'million)*	*(RMB'million)*	*(RMB'million)*
Procurement of goods	—	—	3.6	8.4

The maximum aggregate annual transaction amounts in respect of the Procurement Framework Agreement for the three years ending December 31, 2029 shall not exceed the caps set out below:

	Proposed caps		
	For the year ending December 31,		
	2027	2028	2029
	(RMB'million)	*(RMB'million)*	*(RMB'million)*
Procurement of goods	15.0	15.0	15.0

Basis of annual caps

In determining the proposed annual caps for the transactions contemplated under the Procurement Framework Agreement, we have taken into account, among other factors: (i) the historical transaction amounts during the Track Record Period; and (ii) our anticipated demand for chips for production purposes.

Listing Rules implications

The Directors (including the independent non-executive Directors) have approved the transaction and confirmed that the terms of the Procurement Framework Agreement are fair and reasonable, on normal commercial terms, and in the interests of our Company and its Shareholders as a whole. As the transaction is with a connected person at the subsidiary level, pursuant to Rule 14A.101 of the Listing Rules, the transaction shall be subject to the reporting, annual review, announcement but exempt from the circular and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

WAIVER APPLICATION FOR PARTIALLY-EXEMPT CONTINUING CONNECTED TRANSACTION

On the basis of the above, pursuant to Rule 14A.105 of the Listing Rules, we have applied for, and the Stock Exchange [has granted], a waiver from strict compliance with the announcement requirements under Rule 14A.35 of the Listing Rules in respect of the partially exempt continuing connected transactions as disclosed in this section, subject to the condition that the aggregate amounts of the continuing connected transaction for each financial year shall not exceed the relevant amounts set forth in the respective annual caps (as stated above).

In the event of any future amendments to the Listing Rules imposing more stringent requirements than those applicable as of the Latest Practicable Date on the continuing connected transactions referred to in this section, we will take immediate steps to ensure compliance with such new requirements within a reasonable time. In addition, our Directors confirm that we will comply with the applicable requirements under Chapter 14A of the Listing Rules and will immediately inform the Stock Exchange if any of the proposed annual caps set out above are exceeded, or when there is a material change in the terms of the transactions.

CONFIRMATION FROM OUR DIRECTORS

Our Directors (including independent non-executive Directors) are of the view that: (i) the partially-exempt continuing connected transaction as set out above has been and will be carried out in our ordinary and usual course of business and on normal commercial terms or better, on terms that are fair and reasonable in the interests of our Company and our Shareholders as a whole; and (ii) the proposed annual caps for such transaction are fair and reasonable and in the interests of our Company and our Shareholders as a whole.

CONFIRMATION FROM THE SOLE SPONSOR

Having taken into account (i) the documentation and information provided by the Company; (ii) due diligence conducted and discussions with the Company and (iii) the confirmations and representations from our Company and Directors, the Sole Sponsor is of the view that (a) the partially-exempt continuing connected transaction as set out above has been and will be carried out in the ordinary and usual course of business of our Company and on normal commercial terms or better on terms that are fair and reasonable in the interests of our Company and the Shareholders as a whole; (b) the proposed annual caps for such transaction are fair and reasonable and in the interest of the Company and the Shareholders as a whole.

CONNECTED TRANSACTIONS

INTERNAL CONTROL MEASURES

In order to ensure that the terms under relevant framework agreement for the continuing connected transactions are fair and reasonable or no less favorable than terms available to or from Independent Third Parties, and the connected transactions are carried out under normal commercial terms, we have adopted the following internal control procedures:

(i) we have adopted and implemented a management system on connected transactions. Under such system, the Audit Committee is responsible for the review on compliance with relevant laws, regulations, our Company's policies and the Listing Rules in respect of the continuing connected transactions. In addition, the Board and various internal departments of our Company are jointly responsible for evaluating the terms under agreements for the continuing connected transactions, in particular, the fairness of the pricing policies and annual caps under each transaction;

(ii) we will be required to re-comply with the reporting, announcement and independent Shareholders' approval requirements under the Listing Rules in respect of the continuing connected transactions if (a) the relevant annual cap is exceeded; or (b) the relevant agreement is renewed or its terms are materially amended. We will also comply with any other applicable requirements under the Listing Rules;

(iii) the Board and various internal departments of our Company also regularly monitor the fulfillment status and the transaction updates under the agreements. In addition, the management of our Company also regularly reviews the pricing policies of the agreements for the continuing connected transactions; and

(iv) our independent non-executive Directors will conduct annual review of the continuing connected transactions and provide annual confirmation to ensure that, in accordance with the Listing Rules, the transactions are conducted in accordance with the terms of the agreements, on normal commercial terms and in accordance with the pricing policy.

DIRECTORS AND SENIOR MANAGEMENT

BOARD OF DIRECTORS

Our Board comprises eight Directors, including four executive Directors, one non-executive Director and three independent non-executive Directors.

The following table sets forth certain information in respect of our Directors:

Name	Age	Position	Date of appointment as a Director	Date of joining our Group	Roles and Responsibilities	Relationship with other Directors and Senior Management
Executive Directors						
Mr. YJ Chen (陳寅仁)	44	Chairman of the Board, executive Director, and chief executive officer	November 2013	November 2013	Responsible for the overall management, strategic planning and execution, and achievement of business and operational objectives of our Group	None
Ms. Zeng Li (曾立)	47	Executive Director	January 2019	December 2013	Responsible for the overall management and operations of our Group	None
Ms. Deng Pingting (鄧娉婷)	36	Executive Director and board secretary	October 2025	November 2021	Responsible for the overall management and operations of our Group	None
Mr. Huang Chin-Wen (黃錦文)	49	Executive Director	January 2019	February 2016	Responsible for the overall management and operations of our Group	None
Non-executive Director						
Mr. Wang Wei (王偉)	38	Non-executive Director	June 2026	June 2026	Responsible for overseeing our Group's operations and providing advice to the Board	None
Independent non-executive Directors						
Mr. Tao Hong Ming (陶康明)	59	Independent non-executive Director	**[REDACTED]**	**[REDACTED]**	Responsible for supervising and providing independent opinion and judgment to the Board	None
Ms. Tse Kan (謝勤)	57	Independent non-executive Director	**[REDACTED]**	**[REDACTED]**	Responsible for supervising and providing independent opinion and judgment to the Board	None
Ms. Lin Chih-Chi (林芝琦)	43	Independent non-executive Director	**[REDACTED]**	**[REDACTED]**	Responsible for supervising and providing independent opinion and judgment to the Board	None

Executive Directors

Mr. YJ Chen (陳寅仁), aged 44, was appointed as a Director in November 2013 and the chairman of the Board on 28 January, 2019. He was redesignated as our executive Director in September 2026. Mr. Chen also serves as the chief executive officer of our Company, the chairperson of our Nomination Committee and a member of our Remuneration Committee. He is primarily responsible for the overall management, strategic planning and execution, and achievement of business and operational objectives of our Group. Mr. YJ Chen is the younger brother of Mr. YY Chen. Mr. YJ Chen is one of our Controlling Shareholders.

Mr. Chen has over 22 years of experience in the electronics and automotive industries internationally. Prior to founding our Group in November 2013, Mr. Chen commenced working at the Taiwan branch of Fujitsu Microelectronics Asia Pte., Ltd., a subsidiary of Fujitsu Limited (富士通株式会社), a company listed on the Tokyo Stock Exchange (TYO: 6702), as a field application engineer since November 2004. He was subsequently seconded to Fujitsu Limited from September 2007 to August 2010 with his last position as strategic marketing manager. He subsequently worked at the marketing department of Rakuten Inc. as a manager from July 2012 to July 2013.

Mr. Chen obtained a bachelor's degree in applied science from the University of Toronto in Canada in June 2004 and an MBA from the International Institute for Management Development in Switzerland in December 2011.

Ms. Zeng Li (曾立), aged 47, is an executive Director of our Company. Ms. Zeng joined our Group in December 2013 and was appointed as a Director in January 2019. She was redesignated as our executive Director in September 2026. Ms. Zeng is primarily responsible for the overall management and operations of our Group.

Ms. Zeng has accumulated over 22 years of experience in the telecommunications and semiconductor industries. Prior to joining our Group, Ms. Zeng began her career at ZTE, where she worked from May 2004 to July 2008. She then worked at Fujitsu Semiconductor (Shanghai) Co., Ltd. (富士通半導體(上海)有限公司), a subsidiary of Fujitsu Limited, from November 2008 to June 2013.

Ms. Zeng obtained a bachelor's degree in measurement and control technology and instrumentation and a master's degree in communication and information systems from Northwestern Polytechnical University (西北工業大學) in the PRC in July 2001 and April 2004, respectively. She was accredited as an engineer in computer and information technology by the Shanghai Science and Technology Commission (上海科學技術委員會) in December 2015.

Ms. Deng Pingting (鄧娉婷), aged 36, is an executive Director and the board secretary of our Company. Ms. Deng joined our Group in November 2021 and was appointed as a Director in October 2025. She was redesignated as our executive Director in September 2026. Ms. Deng is primarily responsible for the overall management and operations of our Group.

Ms. Deng has accumulated over 11 years of experience in auditing and risk management. Prior to joining our Group, Ms. Deng worked at BDO China Shu Lun Pan Certified Public Accountants LLP (立信會計師事務所(特殊普通合夥)) from November 2015 to May 2018. Subsequently, from May 2018 to May 2021, Ms. Deng worked at the risk control department of Kymco Private Equity Management Co., Ltd. Shanghai Branch (金庫(杭州)創業投資管理有限公司上海分公司), a company principally engaged in venture capital investment and asset management.

Ms. Deng obtained a bachelor's degree in applied accounting and a master's degree in finance from Oxford Brookes University in the United Kingdom in September 2014 and December 2015, respectively.

Mr. Huang Chin-Wen (黃錦文), aged 49, is an executive Director of our Company. Mr. Huang joined our Group in February 2016 and was appointed as a Director in January 2019. He was redesignated as our executive Director in September 2026. Mr. Huang is primarily responsible for the overall management and operations of our Group.

Mr. Huang has accumulated over 18 years of experience in the electronics and marketing industries. Prior to joining our Group, from April 2008 to August 2012, Mr. Huang served as a marketing manager at E-Lead Electronic Co., Ltd. (怡利電子工業股份有限公司), a company listed on the Taiwan Stock Exchange (TWSE: 2497), principally engaged in the research, development and manufacturing of automotive electronics and infotainment systems. Thereafter, from September 2012 to February 2016, Mr. Huang served as head of the food and beverage department of Creation Food Co., Ltd. (開元食品工業股份有限公司).

Mr. Huang obtained a junior college diploma in electrical engineering from Kuang Wu Industry and Commerce Junior College (私立光武工商專科學校) (currently known as Taipei City University of Science and Technology (台北城市科技大學)) in Taiwan in June 1998. Mr. Huang is currently pursuing a master's degree in business administration from Tongji University (同濟大學) in the PRC on a part-time basis.

Non-executive Director

Mr. Wang Wei (王偉), aged 38, was appointed as a Director of our Company on June 1, 2026 and was redesignated as our non-executive Director in September 2026. Mr. Wang is primarily responsible for overseeing our Group's operations and providing advice to the Board.

Mr. Wang has over 16 years of experience in the financial and banking industries. He has held various positions in banking and financial investment sectors. He joined Bank of Communications Co., Ltd. (交通銀行股份有限公司) (stock code: 3328), a company listed on the Stock Exchange, in December 2010 and has since served within the Bank of Communications group. He served as an investment manager at Bank of Communications Capital Management Co., Ltd. (交銀資本管理有限公司) from January 2025 to June 2026, and has served as an investment manager in the investment department at Bank of Communications Financial Asset Investment Co., Ltd. (交銀金融資產投資有限公司) since July 2026.

Mr. Wang obtained a bachelor's degree in business administration from Nanjing Audit Institute (南京審計學院) (currently known as Nanjing Audit University (南京審計大學)) in the PRC in June 2010.

Independent non-executive Directors

Mr. Tao Hong Ming (陶康明), aged 59, was appointed as an independent non-executive Director of our Company in [REDACTED]. Mr. Tao also serves as the chairman of our Remuneration Committee and a member of our Audit Committee and Nomination Committee. Mr. Tao is responsible for supervising and providing independent opinion and judgment to the Board.

Mr. Tao has over 30 years of experience in engineering, sales and marketing, project management and operation in electronics business. He has held senior executive and board positions in companies listed on the Stock Exchange. Mr. Tao worked at VTech Communications Limited (偉易達電訊有限公司) (currently known as VTech Holdings Limited (偉易達集團)) (stock code: 303) from May 1996 to May 2001, where he served as a business development manager responsible for business development, customer service and product development. From June 2001 to March 2007, Mr. Tao worked at Perception Digital Limited with his last position as a vice president of business line department. Thereafter, from August 2007 to June 2008, Mr. Tao served as a director of business line management at P-Marshall Hong Kong Limited. From June 2008 to January 2013, Mr. Tao worked at Perception Digital Limited. Between October 2010 and January 2013, Mr. Tao held the positions of executive director and senior vice president at Perception Digital Limited (幻音數碼

有限公司) (currently known as China Wood International Holding Co., Limited (中木國際控股有限公司)) (stock code: 1822), where he was responsible for sales and marketing, project management and operation.

Mr. Tao was the founder and chief executive officer of Promise New Energy Development Limited (無極新能源開發有限公司), a company focused on advanced lithium battery management systems and wireless technologies, from March 2013 to June 2015. From February 2014 to May 2022, Mr. Tao worked at On Real Limited as a director. Mr. Tao then served as an executive director from December 2014 to August 2017 and a non-executive director from October 2019 to May 2022 of On Real Holdings Limited (安悦國際控股有限公司) (currently known as Canopy SkyFire Group Limited (烽翼集團有限公司)), a company listed on the Stock Exchange (stock code: 8245). Mr. Tao is currently a director of strategic alliance of Atom Xquare Limited (遨想科創有限公司) and AX Xeco Limited (遨想能源有限公司).

Mr. Tao obtained a bachelor's degree in electronic engineering from the Hong Kong Polytechnic University in Hong Kong in 1990.

Ms. Tse Kan (謝勤), aged 57, was appointed as an independent non-executive Director of our Company in [REDACTED]. Ms. Tse also serves as the chairperson of our Audit Committee and a member of our Remuneration Committee and Nomination Committee. Ms. Tse is responsible for supervising and providing independent opinion and judgment to the Board.

Ms. Tse has over 30 years of experience in accounting and corporate management. Ms. Tse worked in the audit department of Ernst & Young in Hong Kong from January 1994 to March 1996, where she last served as a staff accountant. From April 1996 to August 1996, she worked at Ernst & Young in Singapore, with her last position as an audit senior. Ms. Tse subsequently worked at KPMG in Singapore from January 1997 to April 1998, where she last served as an audit senior. Ms. Tse later served as the chief executive officer from May 2009 to June 2015 at Alpha Aviation Manufacturing Ltd. in Hamilton, New Zealand. Ms. Tse was appointed as an independent non-executive director of Fujikon Industrial Holdings Limited (富士高實業控股有限公司), a company listed on the Stock Exchange (stock code: 927) with effect from June 2024.

Ms. Tse obtained a bachelor's degree of economics from the University of Sydney in Australia in June 1995. Ms. Tse is a Fellow Member of CPA Australia and a Fellow Member of the Taxation Institute of Hong Kong. She was a member of the Hong Kong Institute of Certified Public Accountants and was designated as a Fellow of the Institute with effect from 14 April 2026.

Ms. Lin Chih-Chi (林芝琦), aged 43, was appointed as an independent non-executive Director of our Company in [REDACTED]. Ms. Lin serves as a member of our Audit Committee. Ms. Lin is responsible for supervising and providing independent opinion and judgment to the Board.

From August 2005 to June 2006, she worked at Academia Sinica (中央研究院) in Taipei. From August 2008 to May 2010, she worked at Dongfeng Life Science Systems Co., Ltd. (東風生命科學系統股份有限公司). From January 2011 to April 2014, she worked at Zhitong International Co., Ltd. (直通國際股份有限公司). From April 2014 to June 2026, she served as an investment director in research department at GK Investments Company Limited (鉅凱投資股份有限公司). Since April 2023, she has been serving as the vice general manager at Yuchi Capital Company Limited (宇淇投資股份有限公司).

Ms. Lin obtained a bachelor's degree in life science from Fu Jen Catholic University (輔仁大學) in Taiwan in June 2005 and a master's degree in neuroscience from the University College London in the United Kingdom in November 2007. Ms. Lin obtained the Senior Securities Specialist qualification in Taiwan, in August 2014.

As of the Latest Practicable Date, to the best of the knowledge, information and belief of the Directors after having made all reasonable enquiries,

(i) save as disclosed above, none of the Directors or senior management has held any directorship in any public company the securities of which are **[REDACTED]** on any securities market in Hong Kong or overseas during the three years immediately preceding the date of this document;

(ii) none of the Directors or members of the senior management of our Company was related to any other Directors and members of the senior management;

(iii) save as disclosed in the section headed "Substantial Shareholders" and the paragraph headed "C. Further information about our Directors and substantial shareholders" in Appendix IV to this document, none of our Directors held any interest in the Shares which would be required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance; and

(iv) save as disclosed above, there was no additional matter with respect to the Directors that needs to be brought to the attention of the Shareholders, and there was no additional information relating to the Directors that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

SENIOR MANAGEMENT

The following table sets out information regarding the members of senior management of our Company.

Name	Age	Position	Date of appointment as a senior management	Date of joining our Group	Roles and responsibilities	Relationship with other Directors and senior management
Mr. YJ Chen (陳寅仁)	44	Chairman of the Board, executive Director, and chief executive officer	November 2013	November 2013	Responsible for the overall management, strategic planning and execution, and achievement of business and operational objectives of our Group	None
Mr. Peng Hongwei (彭宏偉)	50	Vice general manager	October 2022	October 2022	Responsible for the overall management and operations of our Group	None
Mr. Wang Zhihao (王志豪)	42	Chief financial officer	October 2023	October 2023	Responsible for the overall financial management and operations of our Group	None

For the biographical details of Mr. YJ Chen, please refer to the paragraph headed "Board of Directors" in this section for details.

Mr. Peng Hongwei (彭宏偉), aged 50, is the vice general manager of our Company. Mr. Peng joined our Group and was appointed as the vice general manager in October 2022. Mr. Peng is primarily responsible for overall management and operations of our Group.

Mr. Peng has over 25 years of experience in the telecommunications and semiconductors industries. Prior to joining our Group, from May 2001 to November 2005, Mr. Peng worked at ZTE Corporation (中興通訊股份有限公司) ("**ZTE**"), a company listed on the Stock Exchange (stock code: 763). Mr. Peng joined Fujitsu Semiconductor (Shanghai) Co., Ltd. (富士通半導體(上海)有限公司) in December 2005 and continued to work there until 2013, where he successively served as deputy manager of application engineering, assistant engineering manager, senior engineering manager and director of application engineering. In September 2013, he joined Spansion Semiconductor Trading (Shanghai) Co., Ltd. (詩訊半導體貿易(上海)有限公司), where he worked until December 2015. He subsequently worked at Huada Semiconductor Co., Ltd. (華大半導體有限公司) from January 2016 to May 2017.

Mr. Peng obtained a bachelor's degree in automation from the Central South University of Technology (中南工業大學) (currently known as Central South University (中南大學)) in the PRC in July 1998 and a master's degree of engineering in control theory and control engineering from the same university in June 2001. Mr. Peng is currently pursuing his second master's degree in business administration at Shanghai Jiao Tong University (上海交通大學) in the PRC, with an expected graduation date in June 2027.

Mr. Wang Zhihao (王志豪), aged 42, is the chief financial officer of our Company. Mr. Wang joined our Group and was appointed as the chief financial officer in October 2023. He is primarily responsible for the overall financial management and operations of our Group.

Mr. Wang has over 20 years of experience in the financial industry. Prior to joining our Group, from August 2006 to November 2007, he worked at PricewaterhouseCoopers Zhong Tian LLP (普華永道中天會計師事務所(特殊普通合夥)). From November 2007 to October 2011, Mr. Wang worked at Ernst & Young Hua Ming LLP, Shanghai Branch (安永華明會計師事務所(特殊普通合夥)上海分所). From October 2011 to May 2014, Mr. Wang worked at Core Pacific Yamaichi Consulting (Shanghai) Co. Ltd. (上海京華山一諮詢有限公司). Mr. Wang worked at Abmart Biomedical (Shanghai) Co., Ltd. (艾比瑪特生物醫藥(上海)有限公司) from August 2016 to November 2016. He then worked at Abmart Pharmaceutical Technology (Shanghai) Co. , Ltd. (艾比瑪特醫藥科技(上海)有限公司) from December 2016 to May 2019. In June 2019, he joined Puzhong Discovery Pharmaceutical Technology (Shanghai) Co., Ltd. (普眾發現醫藥科技(上海)股份有限公司), where he worked until September 2019. He subsequently served as the chief financial officer at Shanghai Xiangxin Cloud Network Technology Co., Ltd. (上海向心雲網絡科技有限公司) from October 2019 to February 2020.

Mr. Wang obtained a bachelor's degree with double majors in marketing and human resources management from Shanghai University of Finance and Economics (上海財經大學) in the PRC in July 2006.

JOINT COMPANY SECRETARIES

Ms. Deng Pingting (鄧娉婷), aged 36, was appointed as one of our joint company secretaries in September 2026 with effect upon **[REDACTED]**. For details of her biography, please refer to the paragraph headed "Board of Directors — Executive Directors" in this section.

Ms. Tung Wing Yee Winnie (董穎怡), aged 55, was appointed as one of the joint company secretaries of our Company in September 2026 with effect from the **[REDACTED]**. Ms. Tung was nominated by Boardroom Corporate Services (HK) Limited ("**Boardroom**") under an engagement letter made between our Company and Boardroom, pursuant to which Boardroom has agreed to provide certain corporate secretarial services to our Company. Ms. Tung is currently a senior manager of the corporate secretarial unit of Boardroom. Ms. Tung has extensive experience in the fields of company secretarial, audit and assurance, financial management and corporate finance, gained from her working experience with an international accounting firm and a number of listed companies in Hong Kong.

Ms. Tung is currently a company secretary or a joint company secretary of the following companies listed on the Main Board of the Stock Exchange, Sandmartin International Holdings Limited (stock code: 482), ISDN Holdings Limited (stock code: 1656), Snack Empire Holdings Limited (stock code: 1843), ELL Environmental Holdings Limited (stock code: 1395), Kidsland International Holdings Limited (stock code: 2122) and HPC Holdings Limited (stock code: 1742) and Oriental University City (H.K.) Limited listed on GEM of the Stock Exchange (stock code: 8067).

Ms. Tung obtained a bachelor's degree of commerce in accounting from the University of Canberra, Australia in April 1994 and a master's degree in business administration from the University of Western Sydney in Australia in April 2002. Ms. Tung is a fellow member of The Hong Kong Institute of Certified Public Accountants and a Fellow Certified Practising Accountant of the CPA Australia.

MANAGEMENT AND CORPORATE GOVERNANCE

Board Committees

We [have established] three Board Committees in accordance with the relevant laws and regulations in the PRC, the Articles of Association and the code of corporate governance practices under the Listing Rules, namely the Audit Committee, the Remuneration Committee and the Nomination Committee. The functions of the three committees are summarized as follows:

Audit Committee

We [have established] the Audit Committee 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 primary duties of the Audit Committee are to review our Company's financial information and its disclosure, oversee and evaluate the internal and external audit and internal controls, and exercise such other functions and powers delegated by the Board. The Audit Committee comprises three members, namely Ms. Tse Kan, Mr. Tao Hong Ming and Ms. Lin Chih-Chi, with Ms. Tse Kan as the chairperson of the Audit Committee and is the director appropriately qualified as required under Rules 3.10(2) and 3.21 of the Listing Rules.

Remuneration Committee

We [have established] the Remuneration Committee with written terms of reference in compliance with Rule 3.25 of the Listing Rules and the Corporate Governance Code set out in Appendix C1 to the Listing Rules. The primary duties of the Remuneration Committee are to formulate standards for appraising Directors and senior management of our Company and conduct assessments; formulate and review the policies for and proposals on the remuneration of Directors and senior management of our Company. The Remuneration Committee comprises three members, namely Mr. Tao Hong Ming, Ms. Tse Kan and Mr. YJ Chen as the members of the Remuneration Committee, with Mr. Tao Hong Ming as the chairperson of the Remuneration Committee.

Nomination Committee

We [have established] the Nomination Committee with written terms of reference in compliance with the Corporate Governance Code set out in Appendix C1 to the Listing Rules. The primary duties of the Nomination Committee are to selecting candidates for Directors and senior management of our Company, and set up criteria and procedures for selection and making recommendations. The Nomination Committee comprises three members, namely Mr. YJ Chen, Ms. Tse Kan and Mr. Tao Hong Ming as the members of the Nomination Committee, with Mr. YJ Chen as the chairperson of the Nomination Committee.

CORPORATE GOVERNANCE

Our Company is committed to achieving high standards of corporate governance with a view to safeguarding the interests of our Shareholders. Our Company is committed to the view that our Board should include a balanced composition of executive directors and independent non-executive directors so that there is a strong independent element on our Board, which can effectively exercise independent judgement. We have applied for and have been [granted] waivers from strict compliance with Rules 8.12 and 19A.15 (regarding management presence in Hong Kong) and Rules 3.28 and 8.17 (regarding the qualification of joint company secretaries) of the Listing Rules. We have implemented specific arrangements, including the appointment of authorized representatives and a compliance advisor, to address these requirements. For details, please refer to the section headed "Waivers from Strict Compliance with the Listing Rules" in this document. Our Directors recognize the importance of good corporate governance in management and internal procedures to achieve effective accountability. Save as disclosed below, our Group is expected to comply with the code provisions of the Corporate Governance Code as set out in Appendix C1 to the Listing Rules.

Pursuant to code provision C.2.1 of Part 2 of the Corporate Governance Code, companies **[REDACTED]** on the Stock Exchange are expected to comply with, but may choose to deviate from, the requirement that the roles of the chairman and chief executive should be separate and should not be performed by the same individual. We do not have a separate chairman and chief executive, and Mr. YJ Chen currently performs both roles. Mr. YJ Chen has joined our Group since our inception in 2013 and has been serving as the chairman of the Board since 2019, and as the chief executive officer of our Company. In addition, Mr. YJ Chen is also one of our Controlling Shareholders. Mr. YJ Chen's leadership, unparalleled depth of institutional knowledge and market insights have been instrumental to the growth and development of the business of our Group since its establishment. Mr. YJ Chen's concurrent service on both roles has demonstrated a track record of effective leadership and management in our Group as witnessed by the growth and development of the business of our Group. In this connection, we consider that having Mr. YJ Chen serving as both the chairman of the Board and the chief executive officer of our Company has the benefit of: (i) ensuring strong and consistent leadership within our Group, (ii) enabling more effective and efficient overall strategic planning for our Company, and (iii) facilitating the flow of information between the management and our Board with Mr. YJ Chen's profound understanding of our Group. Our Board considers that the balance of power and authority for the present arrangement will not be impaired, and this structure will enable our Group to make and implement decisions promptly and effectively. Our Board will continue to review and consider splitting the roles of the chairman of our Board and the president of our Group at a time when it is appropriate, taking into account the circumstances of our Group as a whole.

BOARD DIVERSITY POLICY

Our Company has adopted a board diversity policy which sets out the approach to achieve diversity of the Board. Our Company recognizes and embraces the benefits of having a diverse Board and sees increasing diversity at the Board level, including gender diversity, as an essential element in maintaining our Company's competitive advantage and enhancing our ability to attract, retain and motivate employees from the widest possible pool of available talent. Pursuant to the board diversity policy, in reviewing and assessing suitable candidates to serve as a Director of our Company, the Nomination Committee will consider a number of aspects, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge, and industry and regional experience. In particular, our Company currently has four female Directors in the Board and will continue to work towards enhancing the gender diversity of the Board. Our Directors have a balanced mix of knowledge and skills, and we have three independent non-executive Directors, with different industry backgrounds. Taking into account our existing business model and specific needs as well as the different background of our Directors, the composition of our Board satisfies our board diversity policy. Pursuant to the board diversity policy, the Nomination

Committee will discuss periodically and when necessary, agree on the measurable objectives for achieving diversity, including gender diversity, on the Board and recommend them to the Board for formal adoption.

REMUNERATION OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS

We offer our executive Directors and members of the senior management, who are also our Company's employees, compensation in the form of salaries, retirement benefit scheme contributions, discretionary bonus and other benefits in kind. Our independent non-executive Directors receive compensation with reference to their respective positions and duties, including being a member or the chairperson of Board committees.

For the years ended December 31, 2023, 2024 and 2025 and the six months ended June 30, 2026, the aggregate amount of emoluments paid or payable to our Directors amounted to approximately RMB3.3 million, RMB3.6 million, RMB2.9 million and RMB1.9 million, respectively.

Under the arrangement currently in force, we estimate the total compensation before taxation to be accrued to our Directors for the year ending December 31, 2026 is approximately RMB3.7 million.

For the years ended December 31, 2023, 2024 and 2025 and the six months ended June 30, 2026, the total emoluments paid to the five highest paid individuals (excluding Directors) by us amounted to be approximately RMB0.9 million, RMB1.5 million, RMB2.1 million and RMB1.0 million, respectively.

During the Track Record Period, no remuneration was made by us to any of the Directors or the five highest paid individuals (i) as an inducement to join us; or (ii) as compensation for the loss of office as a director of any member of our Group or of any other office in connection with the management of the affairs of any member of our Group. None of the Directors had waived or agreed to waive their remuneration during the relevant period.

Save as disclosed above, no other payments have been paid or are payable by our Company or any of our subsidiaries to our Directors or the five highest paid individuals of our Company for the Track Record Period.

For additional information on Directors' remuneration during the Track Record Period as well as information on the five highest paid individuals, see note 10 and 11 to the Accountant's Report in Appendix I.

COMPLIANCE ADVISER

We have appointed Eddid Capital Limited as our Compliance Adviser pursuant to Rules 3A.19 and 3A.23 of the Listing Rules. The Compliance Adviser will provide us with guidance and advice as to compliance with the Listing Rules and other applicable laws, rules, codes and guidelines. Pursuant to Rule 3A.23 of the Listing Rules, the Compliance Adviser will advise our Company in certain circumstances including:

(a) before the publication of any regulatory announcement, circular or financial report;

(b) where a transaction, which might be a notifiable or connected transaction, is contemplated, including share issues and share repurchases;

(c) where we propose to use the **[REDACTED]** of the **[REDACTED]** in a manner different from that detailed in this Document or where our business activities, developments or results deviate from any forecast, estimate or other information in this Document; and

(d) where the Hong Kong Stock Exchange makes an inquiry to our Company regarding unusual movements in the **[REDACTED]** or **[REDACTED]** of its **[REDACTED]** securities or any other matters in accordance with Rule 13.10 of the Listing Rules.

Pursuant to Rule 3A.24 of the Listing Rules, the Compliance Adviser will, on a timely basis, inform our Company of any amendment or supplement to the Listing Rules that are announced by the Hong Kong Stock Exchange. The Compliance Adviser will also inform our Company of any new or amended law, regulation or code in Hong Kong applicable to us, and advise us on the continuing requirements under the Listing Rules and applicable laws and regulations.

The term of the appointment will commence on the **[REDACTED]** and is expected to end on the date on which our Company complies with Rule 13.46 of the Listing Rules in respect of our financial results for the first full financial year commencing after the **[REDACTED]**.

CONFIRMATION FROM OUR DIRECTORS

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 May 21, 2026, and (ii) understands his or her obligations as a director of a **[REDACTED]** issuer under the Listing Rules.

Rule 3.13 of the Listing Rules

Each of the independent non-executive Directors has confirmed (i) his/her independence as regards each of the factors referred to in Rules 3.13(1) to (8) of the Listing Rules, (ii) he/she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person of the Company under the Listing Rules as of the Latest Practicable Date, and (iii) that there are no other factors that may affect his/her independence at the time of his/her appointments.

Rule 8.10 of the Listing Rules

Each of our Directors (excluding our independent non-executive 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, directly or indirectly, with our business and requires disclosure under Rule 8.10 of the Listing Rules.

SHARE CAPITAL

This section presents certain information regarding our share capital prior to and upon the completion of the **[REDACTED]**.

IMMEDIATELY BEFORE THE [REDACTED]

As of the Latest Practicable Date and before the **[REDACTED]** and the Conversion of Unlisted Shares into H Shares, the registered share capital of our Company was RMB20,961,170 comprising **[REDACTED]** Unlisted Shares with a nominal value of RMB0.1 each.

UPON COMPLETION OF THE [REDACTED]

Immediately following completion of the **[REDACTED]** and the Conversion of Unlisted Shares into H Shares, assuming the **[REDACTED]** is not exercise and no other changes are made to the issued share capital of our Company between the Latest Practicable Date and the **[REDACTED]**, the share capital of our Company will be as follows:

Description of Shares	Number of Shares	Approximate percentage of the total issued share capital *(%)*
H Shares to be converted from Unlisted Shares *(Note)*	**[REDACTED]**	**[REDACTED]**
H Shares **[REDACTED]** pursuant to the **[REDACTED]**	**[REDACTED]**	**[REDACTED]**
Total	**[REDACTED]**	[100.0]

Note: Please refer to the paragraph headed "Conversion of Unlisted Shares into H Shares" in this section for further details.

Immediately following the completion of the **[REDACTED]** and the Conversion of Unlisted Shares into H Shares, assuming the **[REDACTED]** is fully exercised and no other changes are made to the issued share capital of our Company between the Latest Practicable Date and the **[REDACTED]**, the share capital of our Company will be as follows:

Description of Shares	Number of Shares	Approximate percentage of the total issued share capital *(%)*
H Shares to be converted from Unlisted Shares *(Note)*	**[REDACTED]**	**[REDACTED]**
H Shares **[REDACTED]** pursuant to the **[REDACTED]**	**[REDACTED]**	**[REDACTED]**
Total	**[REDACTED]**	[100.0]

Note: Please refer to the paragraph headed "Conversion of our Unlisted Shares into H Shares" in this section for further details.

SHARE CAPITAL

OUR SHARES

Upon completion of the **[REDACTED]**, we would have only one class of Shares. H Shares and Unlisted Shares are all ordinary Shares in the share capital of our Company. However, apart from certain qualified domestic institutional investors in the PRC, the qualified PRC **[REDACTED]** under the Shanghai — Hong Kong Stock Connect or the Shenzhen — Hong Kong Stock Connect and other persons who are entitled to hold our H Shares pursuant to relevant PRC laws and regulations or upon approvals of any competent authorities, H Shares generally cannot be **[REDACTED]** for by or **[REDACTED]** between legal or natural persons of the PRC.

RANKING

Unlisted Shares and H Shares will rank *pari passu* with each other in all respects and, in particular, will rank equally for all dividends or distributions declared, paid or made after the date of this Document. All dividends in respect of the H Shares are to be paid by us in Hong Kong dollars or in the form of H Shares.

CONVERSION OF 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 filing of the relevant PRC regulatory authorities, including the CSRC, and the approval of the Stock Exchange.

Filing with the CSRC for full circulation

In accordance with the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (the "**Trial Measures**") and related guidelines, H-share **[REDACTED]** companies shall file with the CSRC for the Conversion of Unlisted Shares into H shares for **[REDACTED]** and circulation on the Stock Exchange. An unlisted domestic joint stock company may file for "full circulation" when applying for an overseas **[REDACTED]**.

We have filed with the CSRC an application for the conversion of **[REDACTED]** Unlisted Shares into H Shares on a one-for-one basis upon the completion of the **[REDACTED]** on [•], and CSRC issued the filing notice in respect of the **[REDACTED]** dated [•]. The Conversion of Unlisted Shares into H Shares will involve an aggregate of **[REDACTED]** Unlisted Shares held by all of our existing Shareholders as of the Latest Practicable Date.

[REDACTED] approval by the Stock Exchange

We have applied to the Listing Committee of the Stock Exchange for the granting of **[REDACTED]** of, and permission to **[REDACTED]**, our H Shares **[REDACTED]** pursuant to the **[REDACTED]**, and the H Shares to be converted from **[REDACTED]** Unlisted Shares on the Stock Exchange, which is subject to the approval by the Stock Exchange. We will perform the following procedures for the Conversion of Unlisted Shares into H Shares after receiving the approval of the Stock Exchange: (i) giving instructions to our **[REDACTED]** regarding relevant share certificates of the converted H Shares; and (ii) enabling the converted H Shares to be accepted as eligible securities by **[REDACTED]** for deposit, clearance and settlement in **[REDACTED]**.

RESTRICTION ON TRANSFER OF SHARES ISSUED PRIOR TO THE [REDACTED]

In accordance with Article 160 of the PRC Company Law, the shares issued prior to any **[REDACTED]** of shares by a company cannot be transferred within one year from the date on which such publicly **[REDACTED]** shares are **[REDACTED]** and traded on the relevant stock exchange. As such, the Shares issued by our Company prior to the **[REDACTED]** will be subject to such statutory restriction on transfer within a period of one year from the **[REDACTED]**.

SHARE CAPITAL

CIRCUMSTANCES UNDER WHICH GENERAL MEETING ARE REQUIRED

Pursuant to the PRC Company Law and the terms of the Articles of Association, our Company may from time to time by special resolution of shareholders, among others, increase its capital or decrease its capital or repurchase of shares. For details of circumstances under which our Shareholders' general meeting are required, please refer to "Appendix III — Summary of Articles of Association" in this document.

GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

Subject to the **[REDACTED]** becoming unconditional, our Directors have been granted a general mandate to issue and repurchase our Shares, and sell and/or transfer H Shares out of treasury that are held by treasury shares. Please refer to the paragraph headed "Statutory and General Information — A. Further Information about Our Company — 4. Resolutions of our Shareholders" in Appendix IV to this document for details.

SUBSTANTIAL SHAREHOLDERS

So far as our Directors are aware, the following persons will, immediately following completion of the **[REDACTED]** (without taking into account any H Shares which may be issued upon the exercise of the **[REDACTED]**) and the Conversion of Unlisted Shares into H Shares, have interests and/or short positions in the Shares or underlying Shares 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, once the H Shares are **[REDACTED]** on the Stock Exchange:

		Immediately prior to the [REDACTED] and the Conversion of Unlisted Shares into H Shares *(Note 1)*		Immediately following completion of the [REDACTED] and the Conversion of Unlisted Shares into H Shares (assuming the [REDACTED] is not exercised)	
Name of Shareholder	**Capacity/Nature of interest**	**Number of Unlisted Shares held/ interested**	**Approximate percentage of shareholding in our Company**	**Number of H Shares held/ interested**	**Approximate percentage of shareholding in our Company**
Wenjie Wuhu	Beneficial owner	75,500,000	36.02%	**[REDACTED]**	[REDACTED]%
	Interest held jointly with other persons *(Note 3)*	25,011,890	11.94%	**[REDACTED]**	[REDACTED]%
Voyager Asset	Interest in controlled corporation *(Note 2)*	75,500,000	36.02%	**[REDACTED]**	[REDACTED]%
	Interest held jointly with other persons *(Note 3)*	25,011,890	11.94%	**[REDACTED]**	[REDACTED]%
Wenzheng Zhicheng	Beneficial owner	2,464,570	1.18%	**[REDACTED]**	[REDACTED]%
	Interest held jointly with other persons *(Note 3 & 4)*	98,047,320	46.78%	**[REDACTED]**	[REDACTED]%
Mr. YJ Chen	Interest in controlled corporation/Interest held jointly with other persons *(Note 3 to 5)*	100,511,890	47.96%	**[REDACTED]**	[REDACTED]%
Ms. Liu	Interest in controlled corporation/Interest held jointly with other persons *(Note 3)*	100,511,890	47.96%	**[REDACTED]**	[REDACTED]%
Mr. YY Chen	Interest in controlled corporation/Interest held jointly with other persons *(Note 3)*	100,511,890	47.96%	**[REDACTED]**	[REDACTED]%
Shanghai Bijie	Beneficial owner	22,547,320	10.76%	**[REDACTED]**	[REDACTED]%
	Interest held jointly with other persons *(Note 3 & 5)*	77,964,570	37.20%	**[REDACTED]**	[REDACTED]%
Bijie Yunfan	Interest in controlled corporation/Interest held jointly with other persons *(Note 3 & 5)*	100,511,890	47.96%	**[REDACTED]**	[REDACTED]%
Bijie Canghai	Interest held jointly with other persons *(Note 3 & 5)*	100,511,890	47.96%	**[REDACTED]**	[REDACTED]%
Shanghai Royalsea Capital Management Ltd. (上海正海資產管理有限公司)	Interest in controlled corporation *(Note 6)*	26,570,510	12.67%	**[REDACTED]**	[REDACTED]%

Notes:

1. Immediately prior to the **[REDACTED]** and the Conversion of Unlisted Shares into H Shares, the total issued share capital of our Company will become **[REDACTED]** Unlisted Shares of nominal value of RMB0.1 each.

2. As of the Latest Practicable Date, Voyager Asset held the entire equity interests in Wenjie Wuhu. By virtue of the SFO, Voyager Asset is deemed to be interested in the Shares held by Wenjie Wuhu.

3. As of the Latest Practicable Date, Voyager Asset was owned as to 49.99% by Mr. YJ Chen, an executive Director, the chief executive officer of our Company and the chairman of the Board, 33.33% by Ms. Liu and 16.68% by Mr. YY Chen. On September 14, 2026, Mr. YJ Chen, Mr. YY Chen and Ms. Liu (collectively, the "**Concert Parties**") entered into the Acting in Concert Agreement, pursuant to which they confirmed that they had been acting in concert with respect to the management and operation of our Group since January 22, 2019 and agreed to continue acting in concert, provided that, if no consensus can be reached, they shall act according to the decision of Mr. YJ Chen. The Acting in Concert Agreement shall remain valid until the date on which either party no longer holds, directly or indirectly, any shareholding interest in our Company, or the parties agree to terminate the Acting in Concert Agreement, whichever is earlier. By virtue of the Acting in Concert Agreement and the SFO, the Concert Parties are collectively interested in the Shares held by Wenzheng Zhicheng, Wenjie Wuhu and Shanghai Bijie. For details of the Acting in Concert Agreement, please refer to the section headed "History, Development and Corporate Structure".

4. As of the Latest Practicable Date, Mr. YJ Chen held the entire equity interests in Wenzheng Zhicheng. By virtue of the SFO, Mr. YJ Chen is deemed to be interested in the Shares held by Wenzheng Zhicheng.

5. Shanghai Bijie is controlled by Bijie Yunfan as its general partner, which holds approximately 63.98% partnership interests in Shanghai Bijie. Bijie Yunfan is in turn controlled by Mr. YJ Chen as its general partner holding approximately 0.1% of the partnership interests in Bijie Yunfan. Besides, Shanghai Bijie is owned as to 19.57% by Bijie Canghai, whose general partner is Mr. YJ Chen holding approximately 0.1% of the partnership interests in Bijie Canghai. As of the Latest Practicable Date, none of the limited partners of Shanghai Bijie held 30% or more of its partnership interests.

6. Shanghai Royalsea Capital Management Ltd. (上海正海資產管理有限公司) ("**Shanghai Royalsea**") is the general partner of both Tongxiang Wuzhen Zhenghai Changhong Venture Capital Partnership Enterprise (Limited Partnership) (桐鄉烏鎮正海長宏創業投資合夥企業(有限合夥)) ("**Wuzhen Zhenghai**") and Jiaorong Zhenghai Zhiche (Anhui) Equity Investment Fund Partnership Enterprise (Limited Partnership) (交融正海智車(安徽)股權投資基金合夥企業(有限合夥)) ("**Jiaorong Zhenghai**"). As of the Latest Practicable Date, Wuzhen Zhenghai and Jiaorong Zhenghai held 7.58% and 5.09% of the shareholding in our Company, respectively. Accordingly, Shanghai Royalsea was able to control the exercise of the voting rights attached to the Shares in our Company held by Wuzhen Zhenghai and Jiaorong Zhenghai. By virtue of Part XV of the SFO, Shanghai Royalsea is deemed to be interested in all the Shares held Wuzhen Zhenghai and Jiaorong Zhenghai.

7. All interests stated are long positions.

8. The calculation is based on the total number of **[REDACTED]** H Shares in issue upon **[REDACTED]** comprising (i) an aggregate of **[REDACTED]** H Shares to be converted from the Unlisted Shares; and (ii) **[REDACTED]** H Shares **[REDACTED]** pursuant to the **[REDACTED]** (without taking into account the Shares which may be issued upon the exercise of the **[REDACTED]**).

Save as disclosed above and herein, our Directors are not aware of any person who will, immediately following completion of the **[REDACTED]** and the Conversion of Unlisted Shares into H Shares (and the **[REDACTED]** of any additional Shares pursuant to the **[REDACTED]**), have an interest or short position in the Shares or underlying Shares which would be required to be disclosed to our Company and the Stock Exchange under Divisions 2 and 3 of Part XV of the SFO, or will, directly or indirectly, be interested in 10% or more of the issued voting shares of any other members of our Group.

You should read the following discussion and analysis in conjunction with our consolidated financial information as of and for the periods ended December 31 2023, 2024 and 2025 and the six months ended June 30, 2026 included in the Accountants' Report set out in Appendix I to this document, together with the accompanying notes. Our consolidated financial information has been prepared in accordance with IFRS.

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 analysis 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 section headed "Risk Factors" in this document.

OVERVIEW

Who We Are

We are an intelligent solutions provider focusing on the R&D and sales of intelligent driving, intelligent cockpit and general robotics solutions and products, leveraging our integrated and cross-domain technologies of visual perception, multi-sensor fusion positioning and navigation, and planning and control. According to Frost & Sullivan, in terms of revenue in 2025, we ranked ninth among all providers of intelligent driving and vision safety solutions in China and fifth among domestic providers in the same market.

Technology is the backbone of our business, and we have been dedicated to innovating, developing, and iterating our technologies since our inception. We are one of the few domestic automotive intelligence solutions providers with driving-cockpit synergy and full-stack in-house R&D capabilities covering visual perception, positioning and navigation, and planning and control technologies, according to Frost & Sullivan. Adopting an integrated software-hardware development approach, we provide customizable solutions and products for different vehicle models while balancing functional requirements, computing-resource requirements, system reliability and costs. According to Frost & Sullivan, we are among the earliest technology companies in China to explore the commercialization of intelligent driving. Leveraging our early-mover advantage, we have established our algorithms-based, software-hardware integrated infrastructure, the VT-Navigara technology platform, with a replicable, iterative and scalable structure enabling us to (i) convert our technologies into mass-production solutions and products efficiently and (ii) extend our technologies to additional application scenarios at relatively low incremental development costs.

We became a member of China Society of Automotive Engineers and China Association of Automobile Manufacturers in 2021. In addition, we participated in the formation of multiple group standards, such as the standards relating to software-defined vehicle service application programming interfaces and electronic exterior mirrors. In 2024, we were recognized as a national-level "Specialized, Sophisticated, Distinctive and Innovative 'Little Giant' Enterprise."

We have maintained long-term cooperation with globally leading OEMs and our solutions and products are deployed in multiple vehicle models of such customers. During the Track Record Period, our solutions and products were adopted in the vehicle models of all of the ten largest OEMs in China, and seven of the ten largest global OEMs, in terms of sales volume.

We experienced rapid growth during the Track Record Period. In 2023, 2024 and 2025, and the six months ended June 30, 2025 and 2026, we generated revenue from the sales of our solutions and products of RMB110.6 million, RMB229.2 million, RMB480.6 million, RMB127.3 million and RMB336.3 million, respectively.

FINANCIAL INFORMATION

BASIS OF PREPARATION

Our consolidated financial statements have been prepared in accordance with IFRS Accounting Standards (which include all International Financial Reporting Standards, International Accounting Standards ("**IASs**") and Interpretations) as issued by the International Accounting Standards Board (the "**IASB**").

All IFRS Accounting Standards effective for the accounting period commencing from 1 January 2026 together with the relevant transitional provisions, have been early adopted by the Group in the preparation of our consolidated financial statements throughout the Track Record Period. Our consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"). Our consolidated financial statements have been prepared under the historical cost convention, except for certain financial instruments which have been measured at fair value at the end of each of the Track Record Period.

Our directors have, at the time of approving the consolidated financial statements, a reasonable expectation that we have adequate resources to continue in operational existence for a period of not less than 12 months. Thus, they continue to adopt the going concern basis of accounting in preparing the consolidated financial statements.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between our members are eliminated in full on consolidation.

See Note 2.1 to the Accountants' Report in Appendix I to this document for details.

MAJOR FACTORS AFFECTING OUR RESULTS OF OPERATIONS

We believe that the major factors affecting our results of operations and financial condition include the following:

Our ability to successfully develop and commercialize our solutions and to optimize our solutions mix

The success of our business depends on our ability to develop competitive solutions and products, and to collaborate with downstream OEMs and tier-one suppliers towards commercialization. We generated a substantial portion of our revenue from sales of intelligent driving solutions and intelligent cockpit solutions, accounting for 100.0%, 100.0%, 98.4%, 100.0% and 97.6% of our total revenue in 2023, 2024 and 2025 and the six months ended June 30, 2025 and 2026, respectively. Therefore, our ability to develop and commercialize our competitive solutions and products to obtain design wins from customers and to deliver solutions and products is critical to our financial performance. In 2023, 2024, 2025 and the six months ended June 30, 2025 and 2026, we had 8, 19, 25, 13 and 20 new design wins.

In addition, our gross profit margins were subject to solution and product mix during the Track Record Period. Our gross profit margin attributable to intelligent driving solutions was 9.2%, 10.1%, 10.2%, 18.8% and 15.2% in 2023, 2024, 2025 and the six months ended June 30, 2025 and 2026, respectively, and our gross profit margin attributable to intelligent cockpit solutions was 67.0%, 9.8%, 16.6%, 21.1% and 25.8% in the same periods, respectively. The difference in our gross profit margins across business segments was due to a variety of factors including manufacturing costs, technological advancement, pricing power, market demand and availability of competing solutions, among other things. See "— Description of Key Components of Our Results of Operations — Gross Profit and Gross Profit Margin." In addition, some of our new business segments, such as low-altitude economy, have demonstrated a high growth potential, which is expected to affect our revenue mix in the future. As a result, changes in our solutions and products mix and revenue mix may also affect our overall gross profit margin and subsequently other aspects of our business performance.

Our ability to deepen relationships with existing customers and expand our customer base

Our future growth depends on our ability to maintain and deepen relationships with our existing customers, as well as expand our customer base. Our customers are mostly automotive OEMs and tier-one suppliers in China. In 2023, 2024, 2025 and the six months ended June 30, 2025 and 2026, we had 17, 55, 88, 53 and 77 customers, respectively. For details, see "Business — Our Customers — Major Customers."

Changes in relationship with our existing customers may affect our results of operation and financial condition. We have maintained close and sustainable business relationships with our five largest customers in each period during the Track Record Period. In 2023, 2024, 2025 and the six months ended June 30, 2026, revenue generated from our five largest customers in aggregate accounted for 93.2%, 60.1%, 51.7% and 54.7% of our total revenue in the same periods, respectively. We are committed to deepening our relationships with our existing customers, particularly major market players. Leveraging our leading technology and diverse solutions portfolio, we believe we will be able to continue to provide competitive intelligent driving solutions, intelligent cockpit solutions and low-altitude economy solutions to our customers and further reinforce our cooperation with them.

Furthermore, we are dedicated to identifying and engaging new customers to expand our customer base. Leveraging our deep insights and strong R&D capabilities in intelligent driving and intelligent cockpit solutions, we are committed to attracting new OEM customers with our innovative solutions catering to end users' evolving needs. As we continue to optimize our solutions and products and expand our sales network, we expect to attract more customers in the future.

To expand our customer base, our selling and marketing expenses may increase due to our promotion and marketing activities, which may affect our profitability. Our selling and marketing expenses, represented 8.0%, 9.7%, 5.8%, 11.1% and 4.0% of our total revenue in 2023, 2024, 2025 and the six months ended June 30, 2025 and 2026, respectively.

Our ability to effectively invest in technology and talent

Our financial performance is dependent on our ability to maintain our market position in the intelligent driving and vision safety industry. According to Frost & Sullivan, in terms of revenue in 2025, we ranked ninth among all providers of intelligent driving and vision safety solutions in China and fifth among domestic providers in the same market. Our market share is affected by our ability to maintain our competitiveness in the performance of our solutions and products, which further depends on our effective investments in R&D. In particular, we are committed to continuously enhancing and iterating our technological capabilities through significant investments in R&D, which we believe will further drive our future revenue growth. Our research and development expenses were RMB27.9 million, RMB37.5 million, RMB48.7 million, RMB20.5 million and RMB25.0 million in 2023, 2024 and 2025 and the six months ended June 30, 2025 and 2026, respectively, representing 25.2%, 16.4%, 10.1%, 16.1% and 7.4% of our total revenue, respectively.

It is essential that we continually and effectively invest in technology and talent to develop and introduce innovative solutions and products catering to our customers' evolving needs. We also plan to utilize a major portion of our net **[REDACTED]** from the **[REDACTED]** to enhance our R&D capabilities. For details, see "Future Plans and Use of **[REDACTED]** — Use of **[REDACTED]**." Meanwhile, we intend to continually invest in attracting and retaining key talent to strengthen our technological advantages and support our business growth. As of June 30, 2026, our R&D team comprised 153 dedicated employees, of which 64.1% held a bachelor's degree and 16.3% held a master's degree.

Our ability to effectively manage our costs and expenses and enhance operating efficiency

Our ability to control costs and improve operational efficiency has a material impact on our profitability and margins. This ability is critical to our results of operations because it enables us to be profitable during market downturns or when the industry competition intensifies. Our cost of sales was RMB88.2 million, RMB206.4 million, RMB421.4 million, RMB102.1 million and RMB276.3 million in 2023, 2024, and 2025 and the six months ended June 30, 2025 and 2026, respectively, representing 79.7%, 90.0%, 87.7%, 80.2% and 82.2% of our total revenue in the respective periods.

We also incurred operational expenses, comprising research and development expenses, selling and marketing expenses and administrative expenses, of RMB57.3 million, RMB106.1 million, RMB120.0 million, RMB53.8 million and RMB72.7 million in 2023, 2024 and 2025 and the six months ended June 30, 2025 and 2026, respectively, representing 51.8%, 46.3%, 25.0%, 42.2% and 21.6% of our total revenue in the respective periods. The decreasing trend of our operational expenses as a percentage of our total revenue during the Track Record Period demonstrates our strong ability to effectively and efficiently control our operational expenses.

Seasonality

Our results of operations are affected by seasonal fluctuations in demand for our solutions and products, as affected by market trends of the automotive industry. Given our customers in the automotive industry usually deliver more of their vehicle models towards the year end, this has an impact on the timing of our delivery of relevant solutions and products as we need to plan production and delivery schedule ahead. Thus, our delivery of relevant solutions, as well as revenue, typically increases in the second half of the year, which is generally in line with the intelligent driving and vision safety industry in China according to Frost & Sullivan. Such fluctuations are seasonal in nature and thus quarterly or half-year results are not indicative of our results of operations for the full year. For relevant risks, see "Risk Factors — Risks Relating to Our Business and Industry — We are subject to seasonality in the automotive industry."

MATERIAL ACCOUNTING POLICIES AND ESTIMATES

We have identified certain accounting policies that are significant to the preparation of our consolidated financial statements. These policies involve subjective assumptions, estimates and complex judgments. Such estimates are continuously reviewed and are based on historical experience and reasonable expectations of future events. We have not made material changes to our assumptions or estimates during the Track Record Period and do not expect significant changes under current circumstances. When reviewing our consolidated financial statements, you should consider our material accounting policies, the judgments involved and the sensitivity of reported results to changes in assumptions and conditions. Our material accounting policies and critical accounting judgments and estimates, which are important for an understanding of our financial position and results of operations, are set forth in detail in Notes 2.3 and 3 to the Accountants' Report set out in Appendix I to this document.

RESULTS OF OPERATIONS

The following table sets forth a summary of our consolidated statements of profit or loss and other comprehensive income for the periods indicated:

	Year ended December 31,			Six months ended June 30,	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)	*RMB'000*
Revenue	110,633	229,224	480,638	127,346	336,264
Cost of sales	(88,201)	(206,385)	(421,374)	(102,125)	(276,275)
Gross profit	22,432	22,839	59,264	25,221	59,989
Other income and gains	3,806	2,893	3,679	1,829	1,406
Selling and marketing expenses	(8,846)	(22,206)	(27,831)	(14,075)	(13,574)
Administrative expenses	(20,615)	(46,342)	(43,468)	(19,200)	(34,077)
Research and development expenses	(27,853)	(37,534)	(48,724)	(20,519)	(25,037)
Impairment gains (losses) on financial assets, net	(3,101)	2,918	(2,570)	(3,760)	(1,328)
Other expenses	(86)	(1,105)	(419)	(304)	(30)
Finance costs	(6,762)	(13,580)	(16,378)	(7,731)	(9,805)
Finance costs on redemption financial liabilities	(5,735)	(15,468)	(19,311)	(9,195)	(12,630)
Loss before tax	(46,760)	(107,585)	(95,758)	(47,734)	(35,086)
Income tax expense	—	—	—	—	—
Loss for the period	(46,760)	(107,585)	(95,758)	(47,734)	(35,086)
Total comprehensive loss for the period	**(46,760)**	**(107,585)**	**(95,758)**	**(47,734)**	**(35,086)**

NON-IFRS MEASURES

To supplement our consolidated financial statements, which are presented in accordance with IFRS, we also use adjusted net loss (non-IFRS measure) and adjusted net loss margin (non-IFRS measure) as additional financial measures, which are not required by, or presented in accordance with IFRS. We believe these non-IFRS measures, when shown in conjunction with the corresponding IFRS measures, facilitate comparisons of operating performance from period to period and company to company by eliminating potential impacts of items.

We believe these measures provide useful information to **[REDACTED]** and others in understanding and evaluating our consolidated results of operations in the same manner as they help our management. However, our presentation of adjusted net loss (non-IFRS measure) may not be comparable to similarly titled measures presented by other companies. The use of these non-IFRS measures has limitations as an analytical tool, and you should not consider them in isolation from, or as a substitute for an analysis of, our results of operations or financial condition as reported under IFRS. We define adjusted net loss (non-IFRS measure) as net loss for the year/period adjusted by adding back finance costs on redemption financial liabilities, **[REDACTED]** expenses and amortization of customer relationship and adjusted net loss margin (non-IFRS measure) as adjusted net loss (non-IFRS measure) divided by revenue. The adjustments have been consistently made during the Track Record Period.

The following table reconciles our adjusted net loss (non-IFRS measure) for the year/period indicated with our net loss, or loss for the year/period presented in accordance with IFRS:

	Year ended December 31,			Six months ended June 30,	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)	*RMB'000*
Loss for the year/period	(46,760)	(107,585)	(95,758)	(47,734)	(35,086)
Add:					
Finance costs on redemption financial liabilities[(i)]	5,735	15,468	19,311	9,195	12,630
Amortization of customer relationship	809	13,957	18,340	9,170	9,170
[REDACTED] expenses	—	—	—	—	**[REDACTED]**
Adjusted net loss (non-IFRS measure)	**(40,216)**	**(78,160)**	**(58,107)**	**(29,369)**	**(3,749)**
Adjusted net loss margin (non-IFRS measure)[(ii)]	**(36.4)%**	**(34.1)%**	**(12.1)%**	**(23.1)%**	**(1.1)%**

Notes:

(i) Finance costs on redemption financial liabilities relate to the redemption rights attached to the shares granted to certain investors, which will be ceased upon the **[REDACTED]**.

(ii) Adjusted net loss margin (non-IFRS measure) equals adjusted net loss (non-IFRS measure) for the year/period divided by revenue for the year/period and multiplied by 100%.

DESCRIPTION OF KEY COMPONENTS OF OUR RESULTS OF OPERATIONS

Revenue

During the Track Record Period, we generated revenue primarily from the sales of intelligent driving solutions and intelligent cockpit solutions. During the Track Record Period, substantially all of our revenue was generated from the PRC, as most of our customers are located in the PRC. The following table sets forth the breakdown of our revenue by business segments in absolute amounts and as percentages of our total revenue for the periods indicated.

	Year ended December 31,						Six months ended June 30,			
	2023		2024		2025		2025		2026	
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*	*RMB'000* (Unaudited)	*%*	*RMB'000*	*%*
Intelligent driving solutions	89,407	80.8	112,059	48.9	319,737	66.5	70,706	55.5	251,729	74.9
Intelligent cockpit solutions	21,226	19.2	117,165	51.1	153,200	31.9	56,640	44.5	76,285	22.7
Others[(i)]	—	—	—	—	7,701	1.6	—	—	8,250	2.4
Total	**110,633**	**100.0%**	**229,224**	**100.0%**	**480,638**	**100.0%**	**127,346**	**100.0%**	**336,264**	**100.0%**

Note:

(i) Others included primarily revenue generated from our solutions and products for low-altitude economy. We launched the sales of our low-altitude economy solutions and products in November 2025.

During the Track Record Period, we derived a substantial portion of our revenue from the sales of various series of our intelligent driving solutions to OEMs and tier-one suppliers. In 2023, 2024 and 2025 and the six months ended June 30, 2025 and 2026, revenue from our intelligent driving solutions accounted for 80.8%, 48.9%, 66.5%, 55.5% and 74.9% of our total revenue, respectively.

In April 2024, we completed the acquisition of Shanghai Yuzhou, which is primarily engaged in the R&D and sales of intelligent cockpit solutions. This Acquisition made a significant contribution to the business and revenue growth of our intelligent cockpit solutions business. In 2023, 2024 and 2025 and the six months ended June 30, 2025 and 2026, revenue from our intelligent cockpit solutions accounted for 19.2%, 51.1%, 31.9%, 44.5% and 22.7% of our total revenue, respectively.

The following table sets forth the average selling prices and sales volume by business segment for the periods indicated:

	Year ended December 31,						Six months ended June 30,			
	2023		2024		2025		2025		2026	
	Average selling prices (RMB/unit)	*Sales volume (Unit)*	*Average selling prices (RMB/unit)*	*Sales volume (Unit)*	*Average selling prices (RMB/unit)*	*Sales volume (Unit)*	*Average selling prices (RMB/unit)*	*Sales volume (Unit)*	*Average selling prices (RMB/unit)*	*Sales volume (Unit)*
Intelligent driving solutions	685.8	130,373	651.5	172,001	768.3	416,181	794.4	89,005	889.5	283,014
Intelligent cockpit solutions	—(i)	—(i)	273.4	428,551	341.5	448,543	271.0	209,022	367.0	207,835
Total		**130,373**		**600,552**		**864,724**		**298,027**		**490,849**

Note:

(i) Not applicable, as our revenue from intelligent cockpit solutions in 2023 was derived from software solutions we provided to Shanghai Yuzhou only.

The average selling prices of our intelligent driving solutions remained relatively stable in 2024 as compared to in 2023, and increased from 2024 to 2025 and from the six months ended June 30, 2025 to the six months ended June 30, 2026, primarily due to the changes in our solutions and product mix where more advanced configuration were contained. The sales volume of our intelligent driving solutions increased throughout the Track Record Period, in line with the increased market demand for intelligent driving solutions. The average selling prices of our intelligent cockpit solutions increased during the Track Record Period, primarily due to more sales of our upgraded in-cabin solutions and products, as a result of our efforts in product innovation and commercialization. The sales volume of our intelligent cockpit solutions remained relatively stable throughout the Track Record Period.

Cost of Sales

Our cost of sales consisted primarily of (i) raw materials, comprising primarily electronic materials such as automotive-grade chips, sensors, camera components, ambient lighting accessories and other spare parts and consumables, (ii) manufacturing costs, and (iii) employee benefits expenses, comprising salaries, bonus, commission, and social insurance premiums and housing provident fund contributions for our manufacturing staff. The following table sets forth the breakdown of our cost of sales by nature in absolute amounts and as a percentage of total cost of sales for the periods indicated:

	Year ended December 31,						Six months ended June 30,			
	2023		2024		2025		2025		2026	
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*	*RMB'000*	*%*	*RMB'000*	*%*
							(Unaudited)			
Raw materials	67,572	76.6	168,049	81.4	355,400	84.3	85,176	83.4	228,942	82.9
Manufacturing costs	14,525	16.5	22,533	10.9	36,701	8.7	8,698	8.5	35,270	12.8
Employee benefit expenses	3,680	4.2	13,072	6.3	24,480	5.8	7,013	6.9	11,843	4.2
Others[(i)]	2,424	2.7	2,731	1.4	4,793	1.2	1,238	1.2	220	0.1
Total	**88,201**	**100.0%**	**206,385**	**100.0%**	**421,374**	**100.0%**	**102,125**	**100.0%**	**276,275**	**100.0%**

Note:

(i) Others represented primarily write-down of inventories.

Our cost of sales had a general increasing trend during the Track Record Period, generally in line with our revenue growth in the same periods and as a result of the Acquisition. In particular, raw materials was our single largest cost component during the Track Record Period, accounting for 76.6%, 81.4%, 84.3%, 83.4% and 82.9% of our total cost of sales in the respective periods, in line with our business expansion.

Gross Profit and Gross Profit Margin

Our gross profit represents our revenue less our cost of sales. Our gross profit margin represents our gross profit divided by our revenue, expressed as a percentage. The following table sets forth a breakdown of our gross profit and gross profit margin by business segments for the periods indicated.

	Year ended December 31,						Six months ended June 30,			
	2023		2024		2025		2025		2026	
	Gross profit *(RMB'000)*	Gross profit margin *(%)*	Gross profit *(RMB'000)*	Gross profit margin *(%)*	Gross profit *(RMB'000)*	Gross profit margin *(%)*	Gross profit *(RMB'000)*	Gross profit margin *(%)*	Gross profit *(RMB'000)*	Gross profit margin *(%)*
							(Unaudited)			
Intelligent driving solutions	8,206	9.2	11,355	10.1	32,575	10.2	13,283	18.8	38,190	15.2
Intelligent cockpit solutions	14,226	67.0	11,484	9.8	25,499	16.6	11,938	21.1	19,659	25.8
Others	—	—	—	—	1,190	15.5	—	—	2,140	25.9
Total	**22,432**	**20.3%**	**22,839**	**10.0%**	**59,264**	**12.3%**	**25,221**	**19.8%**	**59,989**	**17.8%**

Our overall gross profits and gross profit margins were subject to solutions and products mix during the Track Record Period. Specifically, we generated most of our gross profits from our intelligent driving solutions and intelligent cockpit solutions, while our intelligent cockpit solutions had a relatively higher gross profit margins than those of our intelligent driving solutions.

Our intelligent cockpit solutions recorded an extremely high gross profit margin in 2023, primarily because we only provided intelligent cockpit software solutions in 2023 which had a high margin, while after the Acquisition in 2024 we started to provide both software-hardware integrated solutions and software solutions for our intelligent cockpit solutions where software-hardware integrated solutions typically had a lower margin.

Other Income and Gains

Our other income and gains comprised primarily government grants, primarily in relation to additional VAT credit for advanced manufacturing companies and subsidies received from local governments for our R&D projects. Most of these government grants were given on a one-off basis and at the discretion of the local governments. The government grants we received were also uncertain and subject to criteria and procedures stipulated by the local governments, such as the completion of the specific milestones of certain research and development projects. The following table sets forth the breakdown of our other income and gains for the periods indicated.

	Year ended December 31,			Six months ended June 30,	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)	*RMB'000*
Government grants	2,582	2,039	2,694	1,320	915
Bank interest income	838	831	934	471	483
Others	386	23	51	38	8
Total	**3,806**	**2,893**	**3,679**	**1,829**	**1,406**

Selling and Marketing Expenses

Our selling and marketing expenses consisted primarily of (i) depreciation and amortization, primarily in relation to customer relationships, (ii) employee benefits expenses, comprising salaries, bonus, commission, and social insurance premiums and housing provident fund contributions for our sales force, and (iii) business development and travel expenses. The following table sets forth the breakdown of our selling and marketing expenses in absolute amounts and as a percentage of total selling and marketing expenses for the periods indicated.

	Year ended December 31,						Six months ended June 30,			
	2023		2024		2025		2025		2026	
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*	*RMB'000* (Unaudited)	*%*	*RMB'000*	*%*
Depreciation and amortization	822	9.3	13,972	62.9	18,675	67.1	9,332	66.3	9,271	68.3
Employee benefits expenses	5,468	61.8	5,453	24.6	5,302	19.1	2,597	18.5	3,273	24.1
Business development and travel expenses	1,650	18.7	1,548	7.0	2,320	8.3	1,362	9.7	494	3.6
Others[(i)]	906	10.2	1,233	5.5	1,534	5.5	784	5.5	536	4.0
Total	**8,846**	**100.0%**	**22,206**	**100.0%**	**27,831**	**100.0%**	**14,075**	**100.0%**	**13,574**	**100.0%**

Note:

(i) Others represents primarily office expenses, transportation expenses, courier expenses and short-term lease expenses.

Our selling and marketing expenses were RMB8.8 million, RMB22.2 million, RMB27.8 million, RMB14.1 million and RMB13.6 million in 2023, 2024 and 2025 and the six months ended June 30 2025 and 2026, respectively, representing 8.0%, 9.7%, 5.8%, 11.1% and 4.0% of our total revenue, respectively.

During the Track Record Period, our depreciation and amortization accounted for a significant portion of our selling and marketing expenses, primarily in relation to the amortization of our customer relationship as a result of the Acquisition.

Administrative Expenses

Our administrative expenses consisted primarily of (i) employee benefits expenses, comprising salaries, bonus, commission, and social insurance premiums and housing provident fund contributions for our management and administrative staff, (ii) professional service fees in relation to legal, auditing, consulting and other professional services, (iii) depreciation and amortization, (iv) office expenses, (v) business development and travel expenses, and (vi) **[REDACTED]** expenses. The following table sets forth a breakdown of our administrative expenses in absolute amounts and as a percentage of total administrative expenses for the periods indicated.

	Year ended December 31,						Six months ended June 30,			
	2023		2024		2025		2025		2026	
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*	*RMB'000*	*%*	*RMB'000*	*%*
							(Unaudited)			
Employee benefits expenses	13,380	64.9	26,225	56.6	26,653	61.3	12,675	66.0	16,744	49.1
Professional service fees	2,184	10.6	7,374	15.9	1,482	3.4	901	4.7	1,001	2.9
Depreciation and amortization	1,697	8.2	2,994	6.5	2,609	6.0	1,310	6.8	1,877	5.5
Office expenses	951	4.6	2,367	5.1	3,316	7.6	1,071	5.6	866	2.5
Business development and travel expenses	870	4.2	4,473	9.7	5,941	13.7	1,528	8.0	2,192	6.4
[REDACTED] expenses	—	—	—	—	—	—	—	—	[REDACTED]	[REDACTED]
Others[(i)]	1,533	7.5	2,909	6.2	3,467	8.0	1,715	8.9	1,860	5.6
Total	**20,615**	**100.0%**	**46,342**	**100.0%**	**43,468**	**100.0%**	**19,200**	**100.0%**	**34,077**	**100.0%**

Note:

(i) Others included primarily real estate tax, land appreciation tax and other taxes, transportation expenses, short-term lease expenses and insurance expenses for motors and equipment.

Our administrative expenses were RMB20.6 million, RMB46.3 million, RMB43.5 million, RMB19.2 million and RMB34.1 million in 2023, 2024 and 2025 and the six months ended June 30, 2025 and 2026, respectively, representing 18.6%, 20.2%, 9.0%, 15.1% and 10.1% of our total revenue, respectively. Our administrative expenses decreased as a percentage of our total revenue from 2024 to 2025 and from the six months ended June 30, 2025 to the six months ended June 30, 2026, as we made continued efforts to control our administrative expenses.

Our employee benefit expenses accounted for the largest portion of our administrative expenses during the Track Record Period, primarily contributed by the expansion of our administrative team as a result of the Acquisition.

Research and Development Expenses

Our research and development expenses consisted primarily of (i) employee benefit expenses, comprising salaries, bonus, commission, and social insurance premiums and housing provident fund contributions for our R&D staff, (ii) technical and testing fees, (iii) material consumption, and (iv) depreciation and amortization. The following table sets forth the breakdown of our research and development expenses for the periods indicated.

	Year ended December 31,						Six months ended June 30,			
	2023		2024		2025		2025		2026	
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*	*RMB'000*	*%*	*RMB'000*	*%*
							(Unaudited)			
Employee benefits expenses	16,614	59.6	25,932	69.1	26,893	55.2	12,979	63.3	17,179	68.6
Technical and testing fees	7,048	25.3	6,259	16.7	14,828	30.4	3,543	17.3	3,036	12.1
Material consumption	901	3.2	1,844	4.9	2,980	6.1	1,647	8.0	2,426	9.7
Depreciation and amortization	1,753	6.3	1,889	5.0	1,306	2.7	808	3.9	732	2.9
Others[(i)]	1,537	5.6	1,610	4.3	2,717	5.6	1,542	7.5	1,664	6.7
Total	**27,853**	**100.0%**	**37,534**	**100.0%**	**48,724**	**100.0%**	**20,519**	**100.0%**	**25,037**	**100.0%**

Note:

(i) Others included primarily short-term lease expenses and travel expenses in relation to our R&D activities.

Our research and development expenses were RMB27.9 million, RMB37.5 million, RMB48.7 million, RMB20.5 million and RMB25.0 million in 2023, 2024, 2025 and the six months ended June 2025 and 2026, respectively, representing 25.2%, 16.4%, 10.1%, 16.1% and 7.4% of our total revenue, respectively. Our research and development expenses decreased as a percentage of our total revenue throughout the Track Record Period, primarily because the R&D activities in the early stage of our business established our R&D capabilities and foundation, and underpinned ongoing improvements in our R&D efficiency.

Other Expenses

The following table sets forth a breakdown of our other expenses for the periods indicated:

	Year ended December 31,			Six months ended June 30,	
	2023	**2024**	**2025**	**2025**	**2026**
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)	*RMB'000*
Loss on disposal of items of property, plant and equipment	36	458	—	—	16
Others[(i)]	50	647	419	304	14
Total	**86**	**1,105**	**419**	**304**	**30**

Note:

(i) Others included primarily a one-off late payment surcharge and uncollected rental deposits.

Net Impairment Gains (Losses) on Financial Assets

Our net impairment losses on financial assets related primarily to our trade and bills receivables and our impairment gains on financial assets related primarily to the collection of overdue trade receivables. The following table sets forth the movement of our net impairment gains/(losses) on financial assets:

	Year ended December 31,			Six months ended June 30,	
	2023	**2024**	**2025**	**2025**	**2026**
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)	*RMB'000*
Net impairment gains/(losses) on financial assets	(3,101)	2,918	(2,570)	(3,760)	(1,328)

Finance Costs

Our finance costs consisted primarily of (i) interest on bank and other borrowings and (ii) interest on lease liabilities. The following table sets forth the breakdown of our finance costs for the periods indicated.

	Year ended December 31,			Six months ended June 30,	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)	*RMB'000*
Interest on bank and other borrowings	6,482	12,915	15,702	7,412	9,347
Interest on lease liabilities	280	665	676	319	458
Total	**6,762**	**13,580**	**16,378**	**7,731**	**9,805**

Finance Costs on Redemption Financial Liabilities

Our finance costs on redemption financial liabilities arose from the redemption rights granted to our Pre-**[REDACTED]** Investors. Our finance costs on redemption financial liabilities were RMB5.7 million, RMB15.5 million, RMB19.3 million, RMB9.2 million and RMB12.6 million in 2023, 2024, 2025 and the six months ended June 2025 and 2026, respectively. For more details, see Note 28 to the Accountants' Report in Appendix I to this document.

Income Tax Expense

We are subject to income tax on an entity basis in the jurisdictions where our subsidiaries are domiciled and operate. Under the *Enterprise Income Tax Law of the PRC* (《中華人民共和國企業所得税法》) and the respective regulations ("**EIT Law**"), the applicable statutory tax rate of our PRC subsidiaries is 25%.

During the Track Record Period, certain of our subsidiaries enjoyed preferential tax treatment. In particular, our Company and certain subsidiaries were qualified as High and New Technology Enterprises ("**HNTE**"), and were therefore entitled to a preferential EIT rate of 15% during the Track Record Period. Such qualification is subject to review by the relevant tax authority in the PRC for every three years. Meanwhile, during the Track Record Period, our certain PRC subsidiaries were qualified as "small and micro enterprises" under the EIT Law of the PRC and enjoyed a preferential income tax rate of 20% for certain portion of their respective taxable income pursuant to relevant legal requirements. In addition, certain of our subsidiaries enjoyed the super deduction allowance for qualified research and development costs, where enterprises engaging in research and development activities are entitled to claim 200% of the research and development costs incurred as tax-deductible expenses when determining their assessable profits from January 1, 2023. For more details, see Note 12 to the Accountants' Report in Appendix I to this document.

During the Track Record Period and up to the Latest Practicable Date, we had paid all income tax expenses that were due and applicable to us and had no material disputes or unresolved tax issues with relevant tax authorities.

PERIOD TO PERIOD COMPARISON OF RESULTS OF OPERATIONS

Six Months ended June 30, 2026 Compared to Six Months ended June 30, 2025

Revenue

Our revenue increased significantly by 164.2% from RMB127.3 million in the six months ended June 30, 2025 to RMB336.3 million in the six months ended June 30, 2026, primarily due to (i) an increase of RMB181.0 million in revenue from the sales of our intelligent driving solutions and (ii) an increase of RMB19.6 million in revenue from the sales of our intelligent cockpit solutions.

Revenue from the sales of our intelligent driving solutions increased significantly by 256.0% from RMB70.7 million in the six months ended June 30, 2025 to RMB251.7 million in the six months ended June 30, 2026, primarily due to (i) an increase in the number of our design wins obtained from our customers, (ii) an increase in the sales volume of our intelligent driving solutions following multiple design wins, and (iii) an increase in the average selling prices of our intelligent driving solutions, all of which as a result of the increasing market demand from the downstream markets.

Revenue from the sales of our intelligent cockpit solutions increased by 34.7% from RMB56.6 million in the six months ended June 30, 2025 to RMB76.3 million in the six months ended June 30, 2026, primarily due to (i) an increase in the average selling prices of our intelligent cockpit solutions, and (ii) our expanded product portfolio and customer base, both of which as a result of our efforts in product innovation and commercialization.

Cost of sales

Our cost of sales increased by 170.5% from RMB102.1 million in the six months ended June 30, 2025 to RMB276.3 million in the six months ended June 30, 2026, primarily due to (i) an increase of RMB143.8 million in raw materials, and (ii) an increase of RMB26.6 million in manufacturing costs, both as a result of our increased sales volume, in line with our revenue growth.

Gross Profit and Gross Profit Margins

Our overall gross profit increased significantly by 137.9% from RMB25.2 million in the six months ended June 30, 2025 to RMB60.0 million in the six months ended June 30, 2026, primarily as a result of (i) an increase of RMB24.9 million in gross profits generated from our intelligent driving solutions, and (ii) an increase of RMB7.7 million in gross profits generated from our intelligent cockpit solutions. Our overall gross profit margin decreased from 19.8% in the six months ended June 30, 2025 to 17.8% in the six months ended June 30, 2026, primarily due to the decrease in the gross profit margin of our intelligent driving solutions.

Our gross profit generated from our intelligent driving solutions increased significantly by 187.5% from RMB13.3 million in the six months ended June 30, 2025 to RMB38.2 million in the six months ended June 30, 2026, in line with the revenue growth of our intelligent driving solutions. The gross profit margin of our intelligent driving solutions decreased from 18.8% in the six months ended June 30, 2025 to 15.2% in the six months ended June 30, 2026, primarily due to the provision of a one-off software solution which had a higher margin than that of sales of software-hardware integrated intelligent driving solutions.

Our gross profit generated from our intelligent cockpit solutions increased by 64.7% from RMB11.9 million in the six months ended June 30, 2025 to RMB19.7 million in the six months ended June 30, 2026, in line with the revenue growth of our intelligent cockpit solutions. The gross profit margin of our intelligent cockpit solutions increased from 21.1% in the six months ended June 30, 2025 to 25.8% in the six months ended June 30, 2026, primarily due to (i) the increased sales of our upgraded in-cabin products with higher margin and (ii) the decreased purchase price of raw materials and components as a result of our integrated supply chains after the Acquisition.

Other Income and Gains

Our other income and gains decreased by 23.1% from RMB1.8 million in the six months ended June 30, 2025 to RMB1.4 million in the six months ended June 30, 2026, primarily due to a decrease of RMB0.4 million in government grants that we received, which were one-off incentives provided by local governments to reward our key R&D projects.

Selling and Marketing Expenses

Our selling and marketing expenses remained relatively stable at RMB13.6 million in the six months ended June 30, 2026, as compared to RMB14.1 million in the six months ended June 30, 2025.

Administrative Expenses

Our administrative expenses increased by 77.5% from RMB19.2 million in the six months ended June 30, 2025 to RMB34.1 million in the six months ended June 30, 2026, primarily due to (i) an increase of RMB9.5 million in **[REDACTED]** in relation to the **[REDACTED]**, and (ii) an increase of RMB4.1 million in employee benefits expenses as a result of upward adjustment to management compensation package and expenses incurred by the adjustment of administrative team.

Research and Development Expenses

Our research and development expenses increased by 22.0% from RMB20.5 million in the six months ended June 30, 2025 to RMB25.0 million in the six months ended June 30, 2026, primarily due to an increase of RMB4.2 million in employee benefits expenses as a result of the recruitment of certain senior engineers for our new R&D projects.

Impairment Gains (Losses) on Financial Assets

Our impairment losses on financial assets decreased by 64.7% from RMB3.8 million in the six months ended June 30, 2025 to RMB1.3 million in the six months ended June 30, 2026, primarily due to our enhanced collection measures for our trade receivables.

Other Expenses

We recorded other expenses of RMB0.3 million and RMB30,000 in the six months ended June 30, 2025 and 2026, respectively.

Finance Costs

Our finance costs increased by 26.8% from RMB7.7 million in the six months ended June 30, 2025 to RMB9.8 million in the six months ended June 30, 2026, primarily due to an increase of RMB1.9 million in interest on bank and other borrowings, as a result of our increased interest-bearing bank and other borrowings for working capital needs.

Finance Costs on Redemption Financial Liabilities

Our finance costs on redemption financial liabilities increased by 37.4% from RMB9.2 million in the six months ended June 30, 2025 to RMB12.6 million in the six months ended June 30, 2026, primarily as a result of the new payments under the Pre-**[REDACTED]** Investment in 2026.

Loss for the Period

As a result of the foregoing, our loss for the period decreased by 26.5% from RMB47.7 million in the six months ended June 30, 2025 to RMB35.1 million in the six months ended June 30, 2026.

Year ended December 31, 2025 Compared to Year ended December 31, 2024

Revenue

Our revenue increased significantly by 109.7% from RMB229.2 million in 2024 to RMB480.6 million in 2025, primarily due to (i) an increase of RMB207.7 million in revenue from the sales of our intelligent driving solutions and (ii) an increase of RMB36.0 million in revenue from the sales of our intelligent cockpit solutions.

Revenue from our intelligent driving solutions increased significantly by 185.3% from RMB112.1 million in 2024 to RMB319.7 million in 2025, primarily due to (i) an increase in the number of our design wins obtained from our customers, (ii) an increase in sales volume of our intelligent driving solutions following multiple design wins, and (iii) an increase in average selling prices of our intelligent driving solutions, all of which as a result of the increasing market demand from the downstream markets.

Revenue from our intelligent cockpit solutions increased by 30.8% from RMB117.2 million in 2024 to RMB153.2 million in 2025, primarily due to (i) an increase in average selling prices of our intelligent cockpit solutions as a result of our efforts in product innovation and commercialization, and (ii) an increase in the sales volume of our intelligent cockpit solutions, both of which as a result of our efforts in expanding our product portfolio and customer base.

Cost of sales

Our cost of sales increased by 104.2% from RMB206.4 million in 2024 to RMB421.4 million in 2025, primarily due to (i) an increase of RMB187.4 million in raw materials, (ii) an increase of RMB14.2 million in manufacturing costs, and (iii) an increase of RMB11.4 million in employee benefit expenses, all of which as a result of our increased sales volume, in line with our revenue growth in the same period.

Gross Profit and Gross Profit Margin

Our overall gross profit increased significantly by 159.5% from RMB22.8 million in 2024 to RMB59.3 million in 2025, primarily as a result of (i) an increase of RMB21.2 million in gross profits generated from our intelligent driving solutions and (ii) an increase of RMB14.0 million in gross profits generated from our intelligent cockpit solutions. Our overall gross profit margin increased from 10.0% in 2024 to 12.3% in 2025, primarily due to the increase in the gross profit margin of our intelligent cockpit solutions.

Our gross profit generated from our intelligent driving solutions increased significantly by 186.9% from RMB11.4 million in 2024 to RMB32.6 million in 2025, in line with the revenue growth of our intelligent driving solutions. The gross profit margin of our intelligent driving solutions remained relatively stable at 10.2% in 2025, as compared to 10.1% in 2024.

Our gross profit generated from our intelligent cockpit solutions increased significantly by 122.0% from RMB11.5 million in 2024 to RMB25.5 million in 2025, in line with the revenue growth of our intelligent cockpit solutions. The gross profit margin of our intelligent cockpit solutions increased from 9.8% in 2024 to 16.6% in 2025, primarily due to (i) the increased sales of our upgraded in-cabin products with higher margin and (ii) the decreased purchase price of raw materials and components as a result of our integrated supply chains after the Acquisition.

Other Income and Gains

Our other income and gains increased by 27.2% from RMB2.9 million in 2024 to RMB3.7 million in 2025, primarily due to an increase of RMB0.7 million in government grants we received, which were one-off incentives provided by local governments to reward our R&D projects.

Selling and Marketing Expenses

Our selling and marketing expenses increased by 25.3% from RMB22.2 million in 2024 to RMB27.8 million in 2025, primarily due to an increase of RMB4.7 million in depreciation and amortization as a result of the full-year amortization of customer relationships in 2025 as compared to the partial-year amortization in 2024 as the Acquisition was completed in April 2024.

Administrative Expenses

Our administrative expenses decreased by 6.2% from RMB46.3 million in 2024 to RMB43.5 million in 2025, primarily due to a decrease of RMB5.9 million in professional service fees, as a result of the completion of our financing activities, partially offset by an increase of RMB1.5 million in business development and travel expenses, in line with our business expansion.

Research and Development Expenses

Our research and development expenses increased by 29.8% from RMB37.5 million in 2024 to RMB48.7 million in 2025, primarily due to an increase of RMB8.6 million in technical and testing fees, as a result of our new R&D projects.

Impairment Gains (Losses) on Financial Assets

We recorded net impairment gains on financial assets of RMB2.9 million in 2024, as a result of the collection of overdue trade receivables. We recorded net impairment losses on financial assets of RMB2.6 million in 2025, primarily due to an increase in our trade receivables, in line with our business growth.

Other Expenses

Our other expenses decreased by 62.1% from RMB1.1 million in 2024 to RMB0.4 million in 2025.

Finance Costs

Our finance costs increased by 20.6% from RMB13.6 million in 2024 to RMB16.4 million in 2025, primarily due to an increase of RMB1.6 million in interest on bank and other borrowings as a result of our increased interest-bearing bank and other borrowings for working capital needs.

Finance Costs on Redemption Financial Liabilities

Our finance costs on redemption financial liabilities increased by 24.8% from RMB15.5 million in 2024 to RMB19.3 million in 2025, primarily as a result of the new payments under the Pre-**[REDACTED]** Investment in 2025.

Loss for the Year

As a result of the foregoing, our loss for the year decreased by 11.0% from RMB107.6 million in 2024 to RMB95.8 million in 2025.

Year Ended December 31, 2024 Compared to Year Ended December 31, 2023

Revenue

Our revenue increased significantly by 107.2% from RMB110.6 million in 2023 to RMB229.2 million in 2024, primarily due to (i) an increase of RMB95.9 million in revenue from the sales of our intelligent cockpit solutions and (ii) an increase of RMB22.7 million in revenue from the sales of our intelligent driving solutions.

Our revenue from the sales of intelligent driving solutions increased from RMB89.4 million in 2023 to RMB112.1 million in 2024, primarily due to (i) an increase in the number of our design wins obtained from our customers, and (ii) an increase in the sales volume of our intelligent driving solutions following multiple design wins, both of which as a result of the increasing market demand from the downstream markets.

Our revenue from the sales of intelligent cockpit solutions increased significantly from RMB21.2 million in 2023 to RMB117.2 million in 2024, primarily due to the Acquisition, resulting in the increases in the number of customers and product types of intelligent cockpit solutions.

Cost of Sales

Our cost of sales by 148.7% from RMB88.2 million in 2023 to RMB206.4 million in 2024, primarily due to an increase of RMB100.5 million in raw materials, as a result of our increased sales volume, in line with our revenue growth and as a result of the Acquisition.

Gross Profit and Gross Profit Margin

Our overall gross profit remained relatively stable at RMB22.8 million in 2024, as compared to RMB22.4 million in 2023. Our overall gross profit margin decreased from 20.3% in 2023 to 10.0% in 2024, primarily due to the decrease in the gross profit margin of our intelligent cockpit solutions.

Our gross profit of intelligent driving solutions business increased from RMB8.2 million in 2023 to RMB11.4 million in 2024, in line with the sales growth of intelligent driving solutions. Our gross profit margin of intelligent driving solutions business remained relatively stable at 10.1% in 2024, as compared to 9.2% in 2023.

Our gross profit of intelligent cockpit solutions business decreased from RMB14.2 million in 2023 to RMB11.5 million in 2024, primarily due to the provision of a one-off major software solution in relation to in-cabin products upgrade. The gross profit margin of our intelligent cockpit solutions business decreased from 67.0% in 2023 to 9.8% in 2024, primarily due to the provision of a one-off software solution in 2023 which had a higher margin than that of sales of software-hardware integrated intelligent cockpit solutions.

Other Income and Gains

Our other income and gains decreased by 23.9% from RMB3.8 million in 2023 to RMB2.9 million in 2024, primarily due to a decrease of RMB0.5 million in government grants we received, which were one-off incentives provided by local government to reward our R&D projects.

Selling and Marketing Expenses

Our selling and marketing expenses increased by 151.0% from RMB8.8 million in 2023 to RMB22.2 million in 2024, primarily due to an increase of RMB13.2 million in depreciation and amortization as a result of the amortization of customer relationships arising from the Acquisition.

Administrative Expenses

Our administrative expenses increased by 125.0% from RMB20.6 million in 2023 to RMB46.3 million in 2024, primarily due to (i) an increase of RMB12.8 million in employee benefits expenses as a result of the expansion of our administrative team after the Acquisition, (ii) an increase of RMB5.2 million in professional service fees primarily in relation to our financing activities, and (iii) an increase of RMB3.6 million in business development and travel expenses, as a result of the Acquisition and in line with our business expansion.

Research and Development Expenses

Our research and development expenses increased by 34.8% from RMB27.9 million in 2023 to RMB37.5 million in 2024, primarily due to an increase of RMB9.3 million in employee benefits expenses as a result of an increase in the number of our R&D employees following the Acquisition.

Impairment Gains (Losses) on Financial Assets

We recorded net impairment losses on financial assets of RMB3.1 million in 2023, while net impairment gains on financial assets of RMB2.9 million in 2024, primarily due to the collection of overdue trade receivables in 2024.

Other Expenses

Our other expenses increased from RMB0.1 million in 2023 to RMB1.1 million in 2024, primarily due to a one-off late payment surcharges in relation to the land acquisition of our Wuhu Facility and loss on disposal of assets of our subsidiaries.

Finance Costs

Our finance cost increased by 100.8% from RMB6.8 million in 2023 to RMB13.6 million in 2024, primarily due to an increase of RMB6.4 million in interest on bank and other borrowings as a result of our increased interest-bearing bank and other borrowings for working capital needs.

Finance Costs on Redemption Financial Liabilities

Our finance costs on redemption financial liabilities increased by 169.7% from RMB5.7 million in 2023 to RMB15.5 million in 2024, primarily as result of the new payments under Pre-**[REDACTED]** Investments in 2024.

Loss for the year

As a result of the foregoing, our loss for the year increased by 130.1% from RMB46.8 million in 2023 to RMB107.6 million in 2024.

DISCUSSION OF CERTAIN KEY ITEMS OF CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

The following table sets forth our financial position as of the dates indicated:

	As of December 31,			As of June 30,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Non-current assets				
Property, plant and equipment	16,768	33,709	83,552	96,009
Right-of-use assets	4,230	31,770	33,195	36,696
Goodwill	—	6,220	6,220	6,220
Other intangible assets	10,051	177,769	158,627	148,826
Prepayments, other receivables and other assets	679	467	867	4,778
Total non-current assets	31,728	249,935	282,461	292,529
Current assets				
Inventories	54,523	85,279	99,739	94,195
Trade and bills receivables	72,310	114,421	261,568	311,588
Prepayments, other receivables and other assets	50,065	48,366	66,205	105,979
Restricted cash	38	6,862	3,167	9,033
Cash and cash equivalents	49,309	11,504	40,491	86,030
Total current assets	226,245	266,432	471,170	606,825
Total assets	**257,973**	**516,367**	**753,631**	**899,354**
Current liabilities				
Interest-bearing bank and other borrowings	108,866	212,691	301,516	381,785
Trade, and bills payables	71,323	146,327	259,443	220,364
Other payables and accruals	19,579	27,561	67,656	75,193
Provision	1,708	16,818	9,196	10,489
Lease liabilities	4,962	6,850	11,022	15,003
Redemption financial liabilities	159,601	257,922	347,233	458,863
Contract liabilities	58	503	1,071	7,669
Total current liabilities	366,097	668,672	997,137	1,169,366
Net current liabilities	**(139,852)**	**(402,240)**	**(525,967)**	**(562,541)**
Total assets less current liabilities	**(108,124)**	**(152,305)**	**(243,506)**	**(270,012)**

	As of December 31,			As of June 30,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Non-current liabilities				
Interest-bearing bank and other borrowings	2,739	12,100	18,095	26,437
Provision	490	12,414	3,438	2,405
Lease liabilities	1,673	11,514	10,373	11,805
Deferred income	1,357	1,161	9,840	9,679
Deferred tax liabilities	354	15,468	15,468	15,468
Total non-current liabilities	6,613	52,657	57,214	65,794
Net Liabilities	**(114,737)**	**(204,962)**	**(300,720)**	**(335,806)**
Equity				
Share capital	14,693	16,575	18,165	19,295
Reserves	(129,476)	(223,627)	(308,506)	(340,739)
Equity attributable to owners of the parent	(114,783)	(207,052)	(290,341)	(321,444)
Non-controlling interests	46	2,090	(10,379)	(14,362)
Total deficits	**(114,737)**	**(204,962)**	**(300,720)**	**(335,806)**

Property, Plant and Equipment

Our property, plant and equipment primarily consisted of (i) machinery, (ii) leasehold improvements, (iii) motor vehicles, (iv) electronic and office equipment, and (v) construction in progress.

Our property, plant and equipment increased from RMB16.8 million as of December 31, 2023 to RMB33.7 million as of December 31, 2024, primarily due to an increase of RMB14.2 million in machinery and others as a result of the Acquisition. Our property, plant and equipment increased from RMB33.7 million as of December 31, 2024 to RMB83.6 million as of December 31, 2025, primarily due to an increase of RMB51.9 million in construction in progress in connection with the construction of our Wuhu Facility. Our property, plant and equipment increased from RMB83.6 million as of December 31, 2025 to RMB96.0 million as of June 30, 2026, primarily attributable to our continuous construction of the Wuhu Facility.

Right-of-use Assets

Our right-of-use assets related primarily to the offices leased from third parties for headquarter offices and the acquired land use rights. Leases of buildings generally have lease terms exceeding one year. 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, we apply the definition of a contract and determine the period for which the contract is enforceable. See Note 17 to the Accountants' Report in Appendix I to this document for a detailed description of the change of right-of-use assets during the Track Record Period.

Our right-of-use assets increased from RMB4.2 million as of December 31, 2023 to RMB31.8 million as of December 31, 2024, primarily due to (i) an increase of RMB13.2 million in buildings as a result of the Acquisition, and (ii) an increase of RMB16.2 million in leasehold land as a result of the land acquisition for our Wuhu Facility. Our right-of-use assets increased from RMB31.8 million as of December 31, 2024 to RMB33.2 million as of December 31, 2025, and further to RMB36.7 million as of June 30, 2026, primarily because we entered into different new long-term lease agreements in 2025 and 2026, respectively.

Goodwill

Our goodwill relates to the acquisition of Shanghai Yuzhou in 2024. Goodwill represents the excess of (i) the aggregate of the fair value of the consideration transferred and the amount of any non-controlling interest in the acquiree; over (ii) the net fair value of the acquiree's identifiable assets and liabilities measured as of the acquisition date. When (ii) is greater than (i), then this excess is recognized immediately in profit or loss as a gain on a bargain purchase. Goodwill is stated at cost less accumulated impairment losses. Goodwill is tested annually or whenever there are indications of impairment for impairment. For details of the accounting policy of goodwill, see Note 18 and 34 to the Accountants' Report as set out in Appendix I to this document.

The carrying value of our goodwill were nil, RMB6.2 million, RMB6.2 million and RMB6.2 million as of December 31, 2023, 2024 and 2025 and June 30, 2026, respectively.

Other Intangible Assets

Our other intangible assets consisted primarily of customer relationship, software, and patented technology. The carrying value of our other intangible assets increased from RMB10.1 million as of December 31, 2023 to RMB177.8 million as of December 31, 2024, primarily due to an increase of RMB175.3 million in customer relationship, as a result of the Acquisition. The carrying value of our other intangible assets decreased from RMB177.8 million as of December 31, 2024 to RMB158.6 million as of December 31, 2025, and further to RMB148.8 million as of June 30, 2026, primarily due to the amortization of customer relationship recognized.

Inventories, net of impairment

Our inventories, net of impairment consisted of raw materials, work in progress, finished goods and contract fullfilment costs. Raw materials primarily included (i) materials for production, comprising primarily electronic materials such as automotive-grade chips, sensors, camera components, ambient lighting accessories, other spare parts and consumables, and (ii) materials for trial production or R&D activities, which are expensed as incurred. Finished goods primarily consisted of our intelligent driving and in-cabin products that are ready for transit at our manufacturing facilities or in transit to fulfill customer orders. Contract fullfilment costs represented costs of products in progress as of the dates indicated, which will be subsequently recognized as cost of sales after the delivery of the relevant products. The following table sets forth a breakdown of our inventories, net of impairment as of the dates indicated:

	As of December 31,			As of June 30,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Raw materials	21,914	28,570	39,511	49,259
Work in progress	10,857	10,569	14,680	13,154
Finished goods	21,752	43,520	43,535	31,771
Contract fullfilment costs	—	2,620	2,013	11
Total	**54,523**	**85,279**	**99,739**	**94,195**

Our inventories, net of impairment increased from RMB54.5 million as of December 31, 2023 to RMB85.3 million as of December 31, 2024 and further to RMB99.7 million as of December 31, 2025, in line with our business growth and as a result of the Acquisition. Our inventories, net of impairment decreased from RMB99.7 million as of December 31, 2025 to RMB94.2 million as of June 30, 2026, primarily due to the decrease in the finished goods as a result of the increase in our sales volume, as partially offset by our purchase of additional raw materials in anticipation of future sales growth.

The following table sets forth the aging analysis of our inventory, net of impairment as of the dates indicated.

	As of December 31,			As of June 30,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Within in one year	50,980	78,885	93,797	90,220
Over one year	3,543	6,394	5,942	3,975
Total	**54,523**	**85,279**	**99,739**	**94,195**

The following table sets forth the number of our inventory turnover days for the periods indicated.

	Year ended December 31,			Six months ended June 30,
	2023	2024	2025	2026
Inventory turnover days[(i)]	205.8	123.6	80.1	64.1

Note:

(i) Inventory turnover days were calculated based on the average of opening and closing inventory, net of impairment balance divided by cost of sales in the relevant period, and multiplied by the number of days in the relevant period, being 365 days for the years ended December 31, 2023, 2024, 2025 and 181 days for the six months ended June 30, 2026.

Our inventory turnover days decreased from 205.8 days in 2023 to 123.6 days in 2024, to 80.1 days in 2025, and further to 64.1 days in the six months ended June 30, 2026, primarily due to our enhanced inventory management and supply chain management.

As of July 31, 2026, approximately RMB30.5 million, or 32.4% of our inventories as of June 30, 2026, had been subsequently consumed or sold.

Trade and Bills Receivables

Our trade and bills receivables represented primarily receivables due from our customers for goods sold or services performed in the ordinary course of our business. The following table sets forth our trade and bills receivables as of the dates indicated.

	As of December 31,			As of June 30,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Trade receivables	61,506	112,030	260,503	305,418
Impairment allowance	(5,896)	(4,670)	(6,694)	(7,800)
Subtotal	55,610	107,360	253,809	297,618
Bills receivables	16,700	7,061	7,759	13,970
Total	**72,310**	**114,421**	**261,568**	**311,588**

Our trade and bills receivables increased from RMB72.3 million as of December 31, 2023 to RMB114.4 million as of December 31, 2024, to RMB261.6 million as of December 31, 2025, and further to RMB311.6 million as of June 30, 2026, primarily due to the increased sales of our solutions and products as a result of our continuous business expansion and the Acquisition.

We apply the simplified approach in relation to the impairment of trade and bills receivables as prescribed by IFRS 9 to measuring expected credit losses which uses a lifetime expected loss allowance for all trade and bills receivables. As of December 31, 2023, 2024 and 2025 and June 30, 2026, we recognized impairment allowance of RMB5.9 million, RMB4.7 million, RMB6.7 million and RMB7.8 million, respectively.

The credit period that we granted to our major customers during the Track Record Period was typically one month extending up to three months. Our trade and bills receivables are generally settled in line with the terms of relevant contracts. During the Track Record Period, most of our trade and bills receivables were outstanding for less than one year. The following table sets forth the ageing analysis of the trade receivables, based on the date of revenue recognition and net of loss allowance, as of the dates indicated:

	As of December 31,			As June 30,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Within one year	55,571	107,087	249,883	292,155
One to two years	39	273	3,926	5,463
Total	**55,610**	**107,360**	**253,809**	**297,618**

The following table sets forth the number of our trade and bills receivables turnover days for the periods indicated:

	Year ended December 31,			Six months ended June 30,
	2023	2024	2025	2026
Trade and bills receivables turnover days[(i)]	204.1	148.7	142.8	154.3

Note:

(i) Trade and bills receivables turnover days were calculated based on the average of opening and closing balance of trade and bills receivables divided by revenue for the relevant period, and multiplied by the number of days in the relevant period, being 365 days for the years ended December 31, 2023, 2024, 2025 and 181 days for the six months ended June 30, 2026.

Our trade and bills receivables turnover days decreased from 204.1 days in 2023 to 148.7 days in 2024, and further to 142.8 days in 2025, primarily due to our enhanced trade and bills receivables collection management. Our trade and bills receivables turnover days increased from 142.8 days in 2025 to 154.3 days in the six months ended June 30, 2026, primarily due to the delayed payment by certain tier-one suppliers. Notwithstanding, it is worth noting that our trade and bills receivables turnover days were more favorable as compared to the industry average.

As of the July 31, 2026, approximately RMB50.6 million, or 16.2% of our trade and bills receivables as of June 30, 2026 had been subsequently settled.

Prepayments, Other Receivables and Other Assets

Our prepayments, other receivables and other assets comprised primarily of (i) amounts due from related parties in relation to loans to related parties, (ii) prepayments for construction in progress and to suppliers, (iii) value-added tax recoverable and (iv) deposits and other receivables consisting of loans receivables from Shanghai Yuzhou and deposits for the construction of plant and our leased properties. The following table sets forth the balances of our prepayments, other receivables and other assets as of the dates indicated:

	As of December 31,			As of June 30,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Non-current				
Long-term deposits	600	360	350	400
Prepayments for long-term assets	79	107	517	4,378
Subtotal	679	467	867	4,778

	As of December 31,			As of June 30,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Current				
Prepayments	3,713	5,493	19,792	37,463
Value-added tax recoverable	1,846	6,422	2,122	9,636
Deferred **[REDACTED]** expenses	—	—	—	1,683
Deposits and other receivables	27,242	4,493	5,337	17,182
Amounts due from related parties	17,851	32,461	39,685	40,968
Impairment allowance	(587)	(503)	(731)	(953)
Subtotal	50,065	48,366	66,205	105,979
Total	**50,744**	**48,833**	**67,072**	**110,757**

Our prepayments, other receivables and other assets decreased from RMB50.7 million as of December 31, 2023 to RMB48.8 million as of December 31, 2024, primarily due to a decrease of RMB22.7 million in deposits and other receivables as Shanghai Yuzhou became our subsidiary following the Acquisition in 2024 and the relevant loans due from Shanghai Yuzhou was eliminated upon consolidation, partially offset by (i) an increase of RMB14.6 million in amounts due from related parties primarily as a result of the consolidation of amounts due from Dongguan Yingyu to Shanghai Yuzhou into our consolidated balance sheet after the Acquisition, and (ii) an increase of RMB4.6 million in value-added tax recoverable as a result of our increased volume of procurement of inventories and the Acquisition. Our prepayments, other receivables and other assets increased from RMB48.8 million as of December 31, 2024 to RMB67.1 million as of December 31, 2025, primarily due to (i) an increase of RMB14.3 million in prepayments to our suppliers, in line with our business growth, and (ii) an increase of RMB7.2 million in amounts due from related parties in relation to loans to Dongguan Yingyu, partially offset by a decrease of RMB4.3 million in value-added tax recoverable arising from the timing differences between the issuance of invoice by our major customers and suppliers. Our prepayments, other receivables and other assets increased from RMB67.1 million as of December 31, 2025 to RMB110.8 million as of June 30, 2026, primarily due to (i) an increase of RMB17.7 million in prepayments to our suppliers, in line with our business growth, (ii) an increase of RMB11.8 million in deposits and other receivables, as a result of the deposit payment for the construction of our new plant in Chongqing City, (iii) an increase of RMB7.5 million in value-added tax recoverable arising from the increased procurement in relation to inventories and the continuous investment in relation to our expansion plan, and (iv) an increase of RMB3.9 million in prepayments for long-term assets in relation to prepayment for renovation of the leased properties of our subsidiary in Zhejiang Province. For details regarding amounts due from related parties, see Note 37 to the Accountants' Report included in Appendix I to this document.

At the end of each period of the Track Record Period, the ECLs of our financial assets included in prepayments, other receivables and other assets were measured based on the 12-month expected credit loss if they were not past due and there was no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, they were measured based on the lifetime ECL. An impairment analysis was performed at the end of each reporting periods. We maintain strict control over our outstanding receivables to minimize credit risk. Long aging balances are reviewed regularly by our management.

Cash and Cash Equivalent

During the Track Record Period, our cash and cash equivalents represented cash at bank, net of restricted cash. The following table sets out the balance of our cash and cash equivalents as of the dates indicated:

	As of December 31,			As of June 30,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Cash and bank balances	49,347	18,366	43,658	95,063
Less: Restricted cash	38	6,862	3,167	9,033
Cash and cash equivalent	**49,309**	**11,504**	**40,491**	**86,030**

Our cash and cash equivalents decreased from RMB49.3 million as of December 31, 2023 to RMB11.5 million as of December 31, 2024, primarily due to (i) payment to suppliers of Shanghai Yuzhou, (ii) the Acquisition, and (iii) purchase of land use rights for the construction of our Wuhu Facility. Our cash and cash equivalents increased from RMB11.5 million as of December 31, 2024 to RMB40.5 million as of December 31, 2025, and further to RMB86.0 million as of June 30, 2026, primarily due to the capital injection as a result of the Pre-**[REDACTED]** Investments in 2025 and 2026, respectively.

For details regarding our cash and cash equivalents, see Note 23 to the Accountants' Report included in Appendix I to this document.

Trade and Bills Payables

Our trade and bills payables consisted primarily of (i) trade payables representing amounts due to suppliers for the purchase of raw materials and components, and (ii) bank acceptance bills in relation to the purchase of raw materials and components. The following table set forth our trade and bills payables as of the dates indicated.

	As of December 31,			As of June 30,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Trade payables	71,323	146,327	256,443	211,364
Bills payables	—	—	3,000	9,000
Total	**71,323**	**146,327**	**259,443**	**220,364**

Our trade and bills payables increased from RMB71.3 million as of December 31, 2023 to RMB146.3 million as of December 31, 2024 and further to RMB259.4 million as of December 31, 2025, primarily due to (i) our increased procurement of raw materials and components, in line with our business expansion, and (ii) the Acquisition. Our trade and bills payables decreased from RMB259.4 million as of December 31, 2025 to RMB220.4 million as of June 30, 2026, primarily due to (i) the accelerated settlement with our suppliers in return for more favorable pricing terms and better supply-chain services and (ii) the increasing portion of prepayment to our suppliers in respect of procurement of raw materials and components.

Our suppliers typically grant us a credit period within 120 days upon receipt of invoices. The following table sets forth an ageing analysis of the trade and bill payables, based on the invoice date, as of the dates indicated.

	As of December 31,			As of June 30,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Within one year	56,671	137,482	249,470	212,086
One to two years	9,413	6,606	8,231	4,306
Two to three years	1,958	2,014	1,127	3,066
Over three years	3,281	225	615	906
Total	**71,323**	**146,327**	**259,443**	**220,364**

The following table sets forth the numbers of our trade and bills payables turnover days for the periods indicated:

	Year ended December 31,			Six months ended June 30,
	2023	2024	2025	2026
Trade and bills payables turnover days[(i)]	323.5	192.5	175.7	157.2

Note:

(i) Trade and bills payables days were calculated based on the average of opening and closing trade and bills payables balance divided by cost of sales for the relevant period, and multiplied by the number of days in the relevant period, being 365 days in 2023, 2024, 2025 and 181 days in the six months ended June 30, 2026.

Our trade and bills payables turnover days decreased from 323.5 days in 2023 to 192.5 days in 2024, to 175.7 days in 2025, and further to 157.2 days in the six months ended June 30, 2026, primarily due to shorter credit terms agreed with suppliers in return for more favorable pricing terms and better supply-chain services. In general, our trade and bills payables turnover days were consistent with the industry average throughout the Track Record Period.

As of July 31, 2026, approximately RMB53.6 million, or 24.3% of our trade, bills and other payables as of June 30, 2026, had been subsequently settled.

Our Directors confirm that we had no material defaults in our trade and bills payables during the Track Record Period and up to the Latest Practicable Date.

Other Payables and Accruals

Our other payables and accruals primarily consisted of (i) payroll and welfare payables, (ii) other payables in relation to service fees and the construction of our Wuhu Facility, (iii) other taxes payables, primarily in relation to VAT, (iv) amounts due to related parties, primarily in relation to interest-free loans from our shareholders and technical service fees payable to our related parties, and (v) accrued **[REDACTED]** expenses. The following table sets forth a breakdown of our other payables and accruals as of the dates indicated:

	As of December 31,			As of June 30,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Payroll and welfare payables	4,263	9,162	10,187	9,972
Other taxes payables	1,205	3,201	4,885	10,795
Other payables	8,138	10,162	45,158	48,458
Accrued **[REDACTED]** expenses	—	—	—	5,072
Amounts due to related parties	5,973	5,036	7,426	896
Total	**19,579**	**27,561**	**67,656**	**75,193**

Our other payables and accruals increased from RMB19.6 million as of December 31, 2023 to RMB27.6 million as of December 31, 2024, primarily due to (i) an increase of RMB4.9 million in payroll and welfare payables, primarily due to an increase in the number of our employees as a result of the Acquisition, (ii) an increases of RMB2.0 million in other payables, as a result of the professional service fees in relation to our financing activities, and (iii) an increase of RMB2.0 million in other tax payables, in line with our business growth. Our other payables and accruals increased from RMB27.6 million as of December 31, 2024 to RMB67.7 million as of December 31, 2025, primarily due to (i) an increase of RMB35.0 million in other payables, in relation to the construction of our Wuhu Facility, and (ii) an increase of RMB2.4 million in amounts due to related parties as a result of advances received from our shareholders. Our other payables and accruals increased from RMB67.7 million as of December 31, 2025 to RMB75.2 million as of June 30, 2026, primarily due to (i) an increase of RMB5.9 million in other tax payables, in line with our business growth, (ii) an increase of RMB3.3 million in other payables in relation to the continuous construction of our Wuhu Facility, and (iii) an increase of RMB5.1 million in accrued **[REDACTED]** expenses in relation to the **[REDACTED]**, partially offset by a decrease of RMB6.5 million in amounts due to related parties as a result of our repayment to related parties. For details regarding amounts due to related parties, see Note 37 to the Accountants' Report included in Appendix I to this document.

Provision

Provision mainly relates to warranties when offering our solutions and products, which is estimated based on sales volumes and experience of the historical level of repairs and returns. We generally provided our customers warranties of 36 months on certain of our solutions and products for general repairs of defects occurring during the warranty period. Our provision increased from RMB1.7 million as of December 31, 2023 to RMB16.8 million as of December 31, 2024, primarily due to the estimated after-sales maintenance provisions for solutions and products supplied by Shanghai Yuzhou to a specific vehicle model. Our provision decreased from RMB16.8 million as of December 31, 2024 to RMB9.2 million as of December 31, 2025, primarily due to our settlement of after-sales maintenance accrued and, to a lesser extent, the expiry of related warranty period. Our provision increased from RMB9.2 million as of December 31, 2025 to RMB10.5 million as of June 30, 2026, in line with our revenue growth.

Redemption Financial Liabilities

Our redemption financial liabilities arose from the redemption rights granted to our Pre-**[REDACTED]** Investors. Our redemption financial liabilities increased from RMB159.6 million as of December 31, 2023 to RMB257.9 million as of December 31, 2024, to RMB347.2 million as of December 31, 2025, and further to RMB458.9 million as of June 30, 2026, in line with the incremental payments for the Pre-**[REDACTED]** Investment during the Track Record Period. The redemption financial liabilities will be waived prior to the **[REDACTED]**, and all redemption financial liabilities and the accumulated interest expenses will be reclassified to equity upon **[REDACTED]**. For more details, see Note 28 to the Accountants' Report set out in Appendix I to this document.

NET CURRENT LIABILITIES

The following table sets forth our current assets and current liabilities as of the dates indicated:

	As of December 31,			As of June 30,	As of July 31,
	2023	2024	2025	2026	
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)
Current assets					
Inventories	54,523	85,279	99,739	94,195	103,852
Trade and bills receivables	72,310	114,421	261,568	311,588	308,704
Prepayments, other receivables and other assets	50,065	48,366	66,205	105,979	101,872
Restricted cash	38	6,862	3,167	9,033	8,033
Cash and cash equivalents	49,309	11,504	40,491	86,030	101,353
Total current assets	226,245	266,432	471,170	606,825	623,814
Current liabilities					
Interest-bearing bank and other borrowings	108,866	212,691	301,516	381,785	366,633
Trade and bills payables	71,323	146,327	259,443	220,364	223,138
Other payables and accruals	19,579	27,561	67,656	75,193	61,073
Provision	1,708	16,818	9,196	10,489	10,673
Lease liabilities	4,962	6,850	11,022	15,003	14,647
Redemption financial liabilities	159,601	257,922	347,233	458,863	522,185
Contract liabilities	58	503	1,071	7,669	6,140
Total current liabilities	366,097	668,672	997,137	1,169,366	1,204,489
Net current liabilities	**(139,852)**	**(402,240)**	**(525,967)**	**(562,541)**	**(580,675)**

Our net current liabilities increased from RMB562.5 million as of June 30, 2026 to RMB580.7 million as of July 31, 2026, consisting of total current assets of RMB623.8 million and total current liabilities of RMB1,204.5 million, as compared to our net current liabilities of RMB562.5 million as of June 30, 2026. This was primarily due to (i) an increase of RMB63.3 million in redemption financial liabilities, (ii) a decrease of RMB2.9 million in trade and bills receivables, and (iii) an increase of RMB2.8 million in trade and bills payables. This was partially offset by (i) an increase of RMB15.3 million in cash and cash equivalents, (ii) a decrease of RMB15.2 million in interest-bearing bank and other borrowings, and (iii) a decrease of RMB14.1 million in other payables and accruals, (iv) an increase of RMB9.7 million in inventories, and (v) a decrease of RMB4.1 million in prepayments, other receivables and other assets.

Our net current liabilities increased from RMB526.0 million as of December 31, 2025 to RMB562.5 million as of June 30, 2026, consisting of total current assets of RMB606.8 million and total current liabilities of RMB1,169.4 million, as compared to our net current liabilities of RMB526.0 million as of December 31, 2025. This was primarily due to (i) an increase of RMB111.6 million in redemption financial liabilities, (ii) an increase of RMB80.3 million in interest-bearing bank and other borrowings, (iii) an increase of RMB7.5 million in other payables and accruals, (iv) an increase of RMB6.6 million in contract liabilities, and (v) a decrease of RMB5.5 million in inventories. This was partially offset by (i) an increase of RMB50.0 million in trade and bills receivables, (ii) an increase of RMB45.5 million in cash and cash equivalents, (iii) an increase of RMB39.8 million in prepayments, other receivables and other assets, (iv) a decrease of RMB39.1 million in trade and bills payables, and (v) an increase of RMB5.9 million in restricted cash. For the reasons regarding the fluctuations in the balances of the relevant balance sheet items, see "— Discussion of Certain Key Items of Consolidated Statements of Financial Position."

We had net current liabilities of RMB526.0 million as of December 31, 2025, consisting of total current assets of RMB471.2 million and total current liabilities of RMB997.1 million, as compared to our net current liabilities of RMB402.2 million as of December 31, 2024. This was primarily due to: (i) an increase of RMB113.1 million in trade and bills payables, (ii) an increase of RMB89.3 million in redemption financial liabilities, (iii) an increase of RMB88.8 million in interest-bearing bank and other borrowings, and (iv) an increase of RMB40.1 million in other payables and accruals. This was partially offset by (i) an increase of RMB147.1 million in trade and bills receivables, (ii) an increase of RMB29.0 million in cash and cash equivalents, (iii) an increase of RMB17.8 million in prepayments, other receivables and other assets, (iv) an increase of RMB14.5 million in inventories, and (v) a decrease of RMB7.6 million in provision. For the reasons regarding the fluctuations in the balances of the relevant balance sheet items, see "— Discussion of Certain Key Items of Consolidated Statements of Financial Position."

We had net current liabilities of RMB402.2 million as of December 31, 2024, consisting of total current assets of RMB266.4 million and total current liabilities of RMB668.7 million, as compared to our net current liabilities of RMB139.9 million as of December 31, 2023. This was primarily due to: (i) an increase of RMB103.8 million in interest-bearing bank and other borrowings, (ii) an increase of RMB98.3 million in redemption financial liabilities, (iii) an increase of RMB75.0 million in trade and bills payables, (iv) a decrease of RMB37.8 million in cash and cash equivalents, (v) an increase of RMB15.1 million in provision, and (vi) an increase of RMB8.0 million in other payables and accruals. This was partially offset by (i) an increase of RMB42.1 million in trade and bills receivables, (ii) an increase of RMB30.8 million in inventories, and (iii) an increase of RMB6.8 million in restricted cash. For the reasons regarding the fluctuations in the balances of the relevant balance sheet items, see "— Discussion of Certain Key Items of Consolidated Statements of Financial Position."

We had net current liabilities of RMB139.9 million as of December 31, 2023, consisting of current assets of RMB226.2 million and current liabilities of RMB366.1 million.

LIQUIDITY AND CAPITAL RESOURCES

Working Capital Sufficiency

During the Track Record Period and up to the Latest Practicable Date, we primarily funded our cash requirements from cash from operations, bank borrowings and proceeds we received from Pre-**[REDACTED]** Investments. As of June 30, 2026, we had cash and cash equivalents of RMB86.0 million. In July and August 2026, we received proceeds of RMB221.0 million from Pre-[REDACTED] Investors for their subscription of our newly issued shares.

Our Directors are of the view that taking into account our available resources including cash and cash equivalents on hand, the operating cash flows, the available banking facilities and the net estimated **[REDACTED]** from the **[REDACTED]**, we have sufficient working capital for our present requirements and for the next 12 months from the date of this document.

Cash Flows

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

	Year ended December 31,			Six months ended June 30,	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)	*RMB'000*
Net cash flows used in operating activities	(88,567)	(125,582)	(78,064)	(17,291)	(110,100)
Net cash flows used in investing activities	(19,535)	(30,279)	(29,020)	(9,370)	(14,299)
Net cash flows from financing activities	153,341	118,054	136,069	46,571	169,972
Net increase/(decrease) in cash and cash equivalents	45,239	(37,807)	28,985	19,910	45,573
Net foreign exchange difference	—	2	2	(3)	(34)
Cash and cash equivalents at 1 January	4,070	49,309	11,504	11,504	40,491
Total cash and cash equivalents at end of year/period	**49,309**	**11,504**	**40,491**	**31,411**	**86,030**

Net Cash Flows Used in Operating Activities

Our net cash flows used in operating activities primarily represent our loss before income tax for the period, adjusted by (i) non-cash and non-operating items (such as depreciation and amortization, finance costs, and finance costs on redemption financial liabilities), (ii) the effects of movement in working capital (such as changes in inventories, trade and bills receivables, prepayments, other receivables and other assets, trade and bills payables, other payables and accruals, and provision), and (iii) other cash items (such as restricted cash).

Our net cash flows used in operating activities was RMB110.1 million in the six months ended June 30, 2026. This net cash outflow was primarily attributable to (i) loss before tax of RMB35.1 million, as adjusted to reflect non-cash or non-operating items, primarily comprising finance costs on redemption financial liabilities of RMB12.6 million, finance costs of RMB9.8 million, amortization of other intangible assets of RMB9.8 million, depreciation of right-of-use assets of RMB4.8 million, and depreciation of items of property, plant and equipment of RMB4.6 million, (ii) an increase of RMB44.9 million in trade receivables, (iii) an increase of RMB39.2 million in prepayments, other receivables and other assets, (iv) a decrease of RMB39.1 million in trade and bills payables, (v) an increase of RMB6.2 million in bills receivables, and (vi) an increase of RMB5.9 million in restricted cash. This was partially offset by (i) an increase of RMB6.6 million in contract liabilities, (ii) an increase of RMB5.7 million in other payables and accruals, and (iii) a decrease of RMB5.3 million in inventories. For the reasons regarding the fluctuations in the balances of the relevant balance sheet items, see "— Discussion of Certain Key Items of Consolidated Statements of Financial Position."

Our net cash flows used in operating activities were RMB78.1 million in 2025. This net cash outflow was primarily attributable to (i) loss before tax of RMB95.8 million, as adjusted to reflect non-cash or non-operating items, primarily comprising amortization of other intangible assets of RMB19.6 million, finance costs on redemption financial liabilities of RMB19.3 million, finance costs of RMB16.4 million, depreciation of items of property, plant and equipment of RMB10.4 million, and depreciation of right-of-use assets of RMB6.1 million, (ii) an increase of RMB148.8 million in trade receivables, (iii) a decrease of RMB16.6 million in provisions, (iv) an increase of RMB13.0 million in prepayments, other receivables and other assets, and (v) an increase of RMB12.0 million in inventories. This was partially offset by (i) an increase of RMB113.1 million in trade and bills payables, (ii) an increase of RMB8.7 million in deferred income, and (iii) an increase of RMB4.6 million in other payables and accruals. For the reasons regarding the fluctuations in the balances of the relevant balance-sheet items, see "— Discussion of Certain Key Items of Consolidated Statements of Financial Position."

Our net cash flows used in operating activities were RMB125.6 million in 2024. This net cash outflow was primarily attributable to (i) loss before tax of RMB107.6 million, as adjusted to reflect non-cash or non-operating items, primarily comprising amortization of finance costs on redemption financial liabilities of RMB15.5 million, other intangible assets of RMB15.0 million, finance costs of RMB13.6 million, depreciation of items of property, plant and equipment of RMB8.8 million, and depreciation of right-of-use assets of RMB5.8 million, (ii) an increase of RMB32.8 million in trade receivables, (iii) a decrease of RMB31.1 million in trade and bills payables, (iv) a decrease of RMB15.4 million in provisions, (v) a decrease of RMB11.3 million in other payables and accruals, and (vi) an increase of RMB6.8 million in restricted cash. This was partially offset by a decrease of RMB16.6 million in inventories. For the reasons regarding the fluctuations in the balances of the relevant balance-sheet items, see "— Discussion of Certain Key Items of Consolidated Statements of Financial Position."

Our net cash flows used in operating activities were RMB88.6 million in 2023. This net cash outflow was primarily attributable to (i) loss before tax of RMB46.8 million, as adjusted to reflect non-cash or non-operating items, primarily comprising finance costs of RMB6.8 million, finance costs on redemption financial liabilities of RMB5.7 million, and depreciation of items of property, plant and equipment of RMB4.8 million, (ii) an increase of RMB15.9 million in bills receivables, (iii) an increase of RMB14.6 million in trade receivables, (iv) an increase of RMB14.2 million in prepayments, other receivables and other assets, (v) a decrease of RMB11.8 million in trade and bills payables, (vi) an increase of RMB8.5 million in inventories. For the reasons regarding the fluctuations in the balances of the relevant balance-sheet items, see "— Discussion of Certain Key Items of Consolidated Statements of Financial Position."

Net Cash Flows Used in Investing Activities

Our net cash flows used in investing activities primarily related to the purchase of property, plant and equipment, loan to related parties, receipt from related parties, and purchase of leasehold land.

Our net cash flows used in investing activities was RMB14.3 million in the six months ended June 30, 2026. This net cash out flow was primarily due to (i) loan to related parties of RMB25.1 million, and (ii) payment for purchase of property, plant and equipment of RMB14.0 million, as partially offset by receipt from related parties of RMB24.7 million.

Our net cash flows used in investing activities was RMB29.0 million in 2025, which was primarily due to (i) payment for purchase of property, plant and equipment of RMB26.1 million, and (ii) loan to related parties of RMB34.8 million, as partially offset by receipt from related parties of RMB30.6 million.

Our net cash flows used in investing activities was RMB30.3 million in 2024, which was primarily due to (i) payment for purchase of property, plant and equipment of RMB6.3 million, (ii) loan to related parties of RMB37.1 million, and (iii) purchase of leasehold land of RMB16.2 million as partially offset by receipt from related parties of RMB29.6 million.

Our net cash flows used in investing activities was RMB19.5 million in 2023, which was primarily due to loan to related parties of RMB17.6 million.

Net Cash Flows Generated from Financing Activities

Our financing activities primarily related to capital contribution from shareholders, new bank and other borrowings, repayments of bank and other borrowings, and interest paid on bank and other borrowings.

Our net cash flows generated from financing activities was RMB170.0 million in the six months ended June 30, 2026, primarily due to (i) new bank and other borrowings of RMB286.6 million, and (ii) receipt of capital contribution from shareholders of RMB99.0 million, as partially offset by repayment of bank and other borrowings of RMB199.1 million.

Our net cash flows generated from financing activities was RMB136.1 million in 2025, primarily attributable to (i) new bank and other borrowings of RMB359.3 million, and (ii) receipt of capital contribution from shareholders of RMB70.0 million, as partially offset by (i) repayment of bank and other borrowings of RMB273.4 million, and (ii) interest paid on bank and other borrowings of RMB13.9 million.

Our net cash flows generated from financing activities was RMB118.1 million in 2024, primarily attributable to (i) new bank and other borrowings of RMB262.0 million, and (ii) receipt of capital contribution from shareholders of RMB83.0 million, as partially offset by (i) repayment of bank and other borrowings of RMB206.0 million, and (ii) interest paid on bank and other borrowings of RMB13.5 million.

Our net cash flows generated from financing activities was RMB153.3 million in 2023, primarily attributable to (i) new bank and other borrowings of RMB119.1 million, and (ii) receipt of capital contribution from shareholders of RMB117.0 million, as partially offset by repayment of bank and other borrowings of RMB80.6 million.

Our Cash Management Measures

We recorded net operating cash outflow of RMB88.6 million, RMB125.6 million, RMB78.1 million and RMB110.1 million in 2023, 2024, 2025 and the six months ended June 30, 2026, respectively. Our cash conversion cycle, calculated as adding our trade and bills receivables turnover days and inventory turnover days less trade and bills payables turnover days, was 86.3 days, 79.8 days, 47.2 days, and 61.1 days in 2023, 2024, 2025 and the six months ended June 30, 2026, respectively. Our net cash outflow from operating activities were primarily due to (i) our losses for the relevant periods, and (ii) the increases in our working capital, in particular our trade and bills receivables, in line with our business growth. We plan to adopt the following cash management measures to improve our operating cash flow position and cash conversion cycle:

1. **Shorten receivables collection period.** We have established a dynamic customer credit assessment mechanism to continuously monitor customers' business operations and collection status, adjust credit policies in a timely manner, effectively mitigate risks associated with trade and bills receivables and safeguard capital security. In particular, we grant leading OEMs and long-term tier-one suppliers a credit term of one to three months while grant tier-one suppliers with less-than-one-year business relationship a credit term of roughly one month. In addition, we will implement a tiered receivables follow-up mechanism: assign dedicated personnel to manage receivables by ageing buckets, and (i) remind customers of payments a week before due date and follow up payment status within a week after due date and (ii) adopt progressive collection measures for overdue amounts, including negotiation, formal written demand, and legal proceedings, and regularly coordinate with customers to check collection milestones and status.

2. **Optimize customer mix and focus on products with higher premium.** We plan to continue to diversify and expand our network of customers that operate in high-value industries, such as low-altitude economy and overseas leading OEMs, which have stronger demand and financial resources. We will also continue to focus on and grow the sales of VT-Pilot 3.0 and 4.0, which have stronger market demand and higher premium. Sales to these leading customers and sales of these higher-automation solutions and products can help us generate more cash quickly, improving our operating cash flow and cash conversion cycle.

3. **Optimize inventory management to reduce capital occupation.** We plan to implement dynamic inventory management: we will (i) purchase and stock different levels of raw materials and key components based on price volatility, demand variability and purchase cycle, targeting to control inventory turnover days to within 60 days, and (ii) adjust production schedules to align with order demand, aiming to reduce finished goods and overall inventory turnover days.

4. **Strengthen internal controls and improve capital efficiency.** We plan to (i) enhance receivables management policies, including to clarify responsibilities across departments and roles, include receivable days and collection rates in performance metrics, reward teams/personnel who meet collection targets and hold accountable those with overdue receivables, and deploy a weekly receivables dashboard to monitor ageing and collection progress and promptly address issues; (ii) optimize cash budgeting management, including to establish a detailed monthly cash budget process to schedule procurement payments, production investment and expense payments, tighten the approvals for cash usage, and restrict non-essential expenditures to improve cash utilization; and (iii) improve cost-efficiency, including to optimize process technology, control raw material consumption, and streamline internal processes to lower administrative expenses.

By implementation of the foregoing measures, we expect a material improvement in our operating cash flow position and cash conversion cycle in the next 12 months, achieving industry leading levels.

INDEBTEDNESS

During the Track Record Period, our indebtedness consisted of bank loans, other borrowings, payables relating to sales and lease back transactions and lease liabilities. The following table sets forth a breakdown of our indebtedness as of the dates indicated:

	Year ended December 31,			As of June 30,	As of July 31,
	2023	2024	2025	2026	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)
Current					
Bank loans — secured	3,000[(i)]	8,009[(ii)]	34,015[(iii)]	83,777[(iv)]	70,772[(v)]
Bank loans — unsecured	5,000	—	12,004	9,990	9,990
Bank loans — guaranteed	69,039[(i)]	166,447[(ii)]	207,769[(iii)]	255,800[(iv)]	255,300[(v)]
Other borrowings — secured[(vi)]	9,954	10,950	14,140	2,960	2,250
Other borrowings — unsecured	17,197	21,911	26,578	19,630	16,445
Payables relating to sales and lease back transactions[(vii)]	4,676	5,374	7,010	9,628	11,876
Lease liabilities	4,962	6,850	11,022	15,003	14,647
Subtotal	113,828	219,541	312,538	396,788	381,280
Non-current					
Bank loans — unsecured	—	—	—	10,000	10,000
Bank loans — guaranteed	—	9,650[(ii)]	12,000[(iii)]	10,000[(iv)]	10,000[(v)]
Other borrowings — unsecured	1,805	491	2,914	1,786	1,470
Payables relating to sales and lease back transactions[(vii)]	934	1,959	3,181	4,651	2,719
Lease liabilities	1,673	11,514	10,373	11,805	12,024
Subtotal	4,412	23,614	28,468	38,242	36,213
Total	**118,240**	**243,155**	**341,006**	**435,030**	**417,493**

Notes:

(i) As of December 31, 2023, the bank loans of RMB72,039,000 were guaranteed by our certain substantial shareholders and related parties, among which, the bank loans of RMB3,000,000 were also secured by equity pledge.

(ii) As of December 31, 2024, the bank loans of RMB184,106,000 were guaranteed by our certain substantial shareholders and related parties, among which, the bank loans of RMB8,009,000 were also secured by patent rights or equity pledge, and the bank loans of RMB12,000,000 were also guaranteed by Yinjia Electronic Technology (Zhejiang) Co., Ltd, one of our subsidiaries.

(iii) As of December 31, 2025, the bank loans of RMB253,784,000 were guaranteed by our certain substantial shareholders and related parties, among which, the bank loans of RMB34,015,000 were also secured by patent rights or equity pledge.

(iv) As of June 30, 2026, the bank loans of RMB349,577,000 were guaranteed by our certain substantial shareholders and related parties, among which, the bank loans of RMB83,777,000 were also secured by patent rights or equity pledge.

(v) As of July 31, 2026, the bank loans of RMB336,072,000 were guaranteed by our certain substantial shareholders and related parties, among which, the bank loans of RMB70,772,000 were also secured by patent rights or equity pledge.

(vi) Other borrowings — secured comprises discounted bills receivables and borrowings from recourse factoring of accounts receivable with the pledge of trade and bills receivables.

(vii) We have entered into sale and leaseback transactions whereby certain assets were sold and subsequently leased back, cash received in substance is treated as borrowings.

For further details, see Notes 17, 26 and 37 to the Accountants' Report in Appendix I to this document.

Borrowings

Our borrowings comprised bank and other borrowings and payables relating to sales and lease back transactions. As of December 31, 2023, 2024 and 2025 and June 30 and July 31, 2026, we had total borrowings of RMB111.6 million, RMB224.8 million, RMB319.6 million, RMB408.2 million and RMB390.8 million, respectively. The increases in the balance of our borrowings were primarily due to the increasing cash requirements as a result of our continuous business expansion. We borrow primarily from well-established commercial banks in China. As of June 30, 2026, all of our borrowings were denominated in Renminbi, and had an effective interest rate ranging from 1.2% to 14.94% per annum. As of December 31, 2023, 2024 and 2025 and June 30, 2026, our bank loans of RMB72.0 million, RMB184.1 million, RMB253.8 million and RMB349.6 million were guaranteed by certain substantial shareholders and our other related parties, and those guaranteed by our Shareholders will be released prior to the **[REDACTED]**.

The following table sets forth the maturity profile of our borrowings as of the dates indicated:

	As of December 31,			As of June 30,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Within one year	108,866	212,691	301,516	381,785
In the second year	2,248	11,904	16,722	5,715
In the third year	491	196	1,373	20,722
Total	**111,605**	**224,791**	**319,611**	**408,222**

Our bank loan agreements contain standard terms, conditions and covenants customary for commercial bank loans in the PRC. As of the Latest Practicable Date, there were no material restrictive covenants in our indebtedness that would significantly limit our ability to incur additional indebtedness or conduct equity financing. In addition, there was no material breach of financial covenants or default under any such borrowing arrangements during the Track Record Period and up to the Latest Practicable Date.

As of July 31, 2026, we had unutilized credit facilities of RMB20.0 million. While we currently do not anticipate any material disruption to the availability of bank financing to support our operations and future development, we cannot assure you that we will continue to obtain such financing on commercially reasonable terms, or at all.

Lease Liabilities

Our lease liabilities related to properties that we leased primarily for our offices and factories. Our lease liabilities increased from RMB6.6 million as of December 31, 2023 to RMB18.4 million as of December 31, 2024, to RMB21.4 million as of December 31, 2025, and further to RMB26.8 million as of June 30, 2026, primarily due to the Acquisition and new long-term lease agreements we entered into, in line with our business expansion.

Indebtedness Statement

Our Directors confirm that (i) as of the Latest Practicable Date, we did not experience any difficulty in obtaining bank loans and other borrowings, and (ii) during the Track Record Period and up to the Latest Practicable Date we did not experience any material default in the payment of any bank and other loans.

Save as disclosed above, as of July 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. Our Directors have confirmed that there had been no material change in our indebtedness since July 31, 2026 and up to the Latest Practicable Date.

CAPITAL EXPENDITURES AND COMMITMENT

Capital Expenditures

Our capital expenditures were RMB2.0 million, RMB22.7 million, RMB26.5 million, RMB6.5 million and RMB14.0 million, in 2023, 2024 and 2025 and the six months ended June 30, 2025 and 2026, respectively. The following table sets forth our capital expenditures for the periods indicated:

	Year ended December 31,			Six months ended June 30,	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)	*RMB'000*
Purchase of property, plant and equipment	1,657	6,309	26,096	6,458	13,966
Purchase of other intangible assets	354	117	438	—	—
Purchase of leasehold land	—	16,247	—	—	—
Total	**2,011**	**22,673**	**26,534**	**6,458**	**13,966**

During the Track Record Period, our capital expenditures were primarily in relation to purchase of property, plant and equipment and leasehold land. We expect to finance our capital expenditures through existing cash on hand, bank loans and the **[REDACTED]** from the **[REDACTED]**. We may adjust our capital expenditures for any given year according to our development plans or in light of market conditions and other factors we believe to be appropriate.

Capital Commitments

As of December 31, 2023, 2024 and 2025 and June 30, 2026, we had capital commitments of nil, RMB15.3 million, RMB14.4 million and RMB5.0 million, respectively, for the purchase of property, plant and equipment and investments in a joint venture. For details regarding our contractual commitments, see Note 36 to the Accountants' Report in Appendix I to this document.

RELATED PARTY TRANSACTIONS

We enter into transactions with our related parties from time to time. For details regarding the related party transactions during the Track Record Period and their corresponding balances as of the end day of each of the Track Record Period, see Note 37 to the Accountants' Report in Appendix I to this document.

Our Directors are of the view that each of the related party transactions was conducted on an arm's length basis and would not distort our track record results or cause our historical results to become non-reflective of our future performance.

OFF-BALANCE SHEET ARRANGEMENTS

As of the Latest Practicable Date, we had not entered into any off-balance sheet transactions.

KEY FINANCIAL RATIOS

The following table sets forth our key financial ratios as of the dates or for the years/periods indicated:

	As of/Year ended December 31,			As of/Six months ended June 30,	
	2023	2024	2025	2025	2026
Gross profit margin[(i)]	20.3%	10.0%	12.3%	19.8%	17.8%
Current ratio[(ii)]	0.6	0.4	0.5	N/A	0.5
Net loss margin[(iii)]	(42.3)%	(46.9)%	(19.9)%	(37.5)%	(10.4)%
Asset-liability ratio[(iv)]	1.4	1.4	1.4	N/A	1.4

Notes:

(i) Gross profit margin equals gross profit divided by revenue in the relevant period and multiplied by 100%.

(ii) Current ratio equals total current assets divided by total current liabilities as of the date indicated.

(iii) Net loss margin equals net loss divided by revenue in the relevant period and multiplied by 100%.

(iv) Asset-liability ratio equals total liabilities divided by total assets as of the date indicated.

FINANCIAL RISKS

Our activities expose us to a variety of financial risks: market risk (including interest rate risk), credit risk and liquidity risk. Our overall risk management seeks a balance between risk and return, minimizes the adverse impact of risk on our financial performance and maximize the interests of shareholders and other equity investors. Based on this risk management objective, the basic strategy of our risk management is to identify and analyze the various risks faced by us, establish appropriate risk tolerance thresholds and timely and reliably supervise various risks to control them within a limited range. For further details, see Note 41 to the Accountants' Report in Appendix I to this document.

Credit Risk

We primarily engage in transactions with recognized and creditworthy third parties, including customers, suppliers and financial institutions. It is our policy that all customers seeking credit terms undergo internal credit verification procedures, and trade receivable balances are monitored on an ongoing basis. Our credit risk exposures are mainly attributable to trade and bills receivables, prepayment, other receivables, and other assets, cash and cash equivalents.

As of December 31, 2023, 2024 and 2025 and June 30, 2026, our trade and bills receivables amounted to RMB72.3 million, RMB114.4 million, RMB261.6 million and RMB311.6 million, respectively. We had certain concentrations of credit risk as 63.09%, 53.93%, 51.99% and 44.68% of total trade and bills receivables, respectively, were due from our five largest customers as of the respective dates indicated. For further details, see Note 21 to the Accountants' Report in Appendix I to this document.

Liquidity Risk

We monitor and maintain an adequate level of cash and cash equivalents, together with available bank credit facilities, to finance our daily operations and mitigate the impact of cash flow fluctuations. Our objective is to balance funding continuity and flexibility through the use of bank borrowings, lease liabilities and other financing instruments.

Our cash and cash equivalents were RMB49.3 million, RMB11.5 million, RMB40.5 million and RMB86.0 million as of December 31, 2023, 2024 and 2025 and June 30, 2026, respectively, and as of the Latest Practicable Date, we had available bank credit facilities of approximately RMB20.0 million. We manage liquidity risk through monthly cash flow budgeting and rolling forecasts to ensure sufficient funds to meet short-term obligations. For further details, see Note 41 to the Accountants' Report in Appendix I to this document.

Interest Rate Risk

We are primarily exposed to fair value interest rate risk in relation to our borrowings with floating rates. Borrowings obtained at floating rates expose us to fair value interest-rate risk. The interest rates and terms of repayments of borrowings are disclosed in Note 26 to the Accountants' Report included in Appendix I to this document. We did not use any interest rate swap contracts or other financial instruments to hedge against its interest rate risk for the Track Record Period. For further details, see Note 41 to the Accountants' Report in Appendix I to this document.

Capital management

The primary objectives of our capital management are to safeguard our ability to continue as a going concern and to maintain a sound capital structure to support business development and maximize shareholders' value. We manage our capital structure (comprising equity and net debt) and make adjustments based on changes in economic conditions, business needs and financing environment. To maintain or adjust the capital structure, we may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. We are not subject to any externally imposed capital requirements and no changes were made in the objectives, policies or processes for managing capital during the Track Record Periods and up to the Latest Practical Date. For further details, see Note 41 to the Accountants' Report in Appendix I to this document.

DIVIDENDS

We are incorporated under the laws of the PRC. Any dividends we pay will be at the discretion of our Directors and will depend on our future operations and earnings, capital requirements and surplus, general financial condition, contractual restriction and other factors which our Directors consider relevant. Our shareholders in a general meeting may approve any declaration of dividends, which must not exceed the amount recommended by our Board. We do not currently have a formal dividend policy or a predetermined payout ratio.

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. We may pay dividends out of after-tax profits after making up for accumulated losses and contributing to statutory reserve funds as mentioned above. As advised by our PRC Legal Advisors, our PRC companies cannot pay dividends if such companies are in an accumulated loss position.

We neither declared nor paid any dividends during the Track Record Period. For further details, see Note 13 to the Accountants' Report in Appendix I to this document. No dividend shall be declared or payable except out of our profits and reserves lawfully available for distribution. Our Directors have the absolute discretion to recommend any dividend subject to our constitutional documents and the relevant laws. We cannot assure you that we will be able to declare dividends of any amount each year or in any year.

DISTRIBUTABLE RESERVES

As of June 30, 2026, we had accumulated losses of RMB335.8 million.

[REDACTED] EXPENSES

Our **[REDACTED]** expenses primarily include **[REDACTED]**, professional fees paid to legal advisers, the Reporting Accountants and other professional parties for their services rendered in relation to the **[REDACTED]** and the **[REDACTED]**. The estimated total **[REDACTED]** expenses for the **[REDACTED]** are approximately HK$**[REDACTED]** million (comprising HK$**[REDACTED]** million **[REDACTED]**-related expenses, and HK$**[REDACTED]** million non-**[REDACTED]**-related expenses, comprising HK$**[REDACTED]** million fees and expenses of legal advisors and Reporting Accountants and HK$**[REDACTED]** million other fees and expenses), representing approximately **[REDACTED]**% of the **[REDACTED]**, based on the mid-point of our indicative **[REDACTED]** for the **[REDACTED]** and assuming that the **[REDACTED]** is not exercised. During the Track Record Period, we incurred **[REDACTED]** expenses of RMB**[REDACTED]** million, of which RMB**[REDACTED]** million was recognized in our statements of profit or loss for the six months ended June 30, 2026, and RMB**[REDACTED]** million to be accounted for as a deduction from equity upon the **[REDACTED]**. Subsequent to the Track Record Period, we expect to incur **[REDACTED]** expenses of HK$**[REDACTED]** million prior to and upon completion of the **[REDACTED]**, of which HK$**[REDACTED]** million is expected to be recognized as expenses in our statements of profit or loss, and HK$**[REDACTED]** million is expected to be accounted for as a deduction from equity upon the **[REDACTED]**. The **[REDACTED]** expenses above are the latest practicable estimate for reference only, and the actual amount may differ from this estimate.

[REDACTED] FINANCIAL INFORMATION

See Appendix IIA to this document for details.

NO MATERIAL ADVERSE CHANGE

Our Directors confirm that, up to the date of this document, (i) there had been no material adverse change in our financial or trading position, indebtedness, mortgage, contingent liabilities, guarantees, prospects, the industry where we operate, our market or regulatory environment to which we are subject since June 30, 2026, being the date of our latest consolidated financial position as set out in the Accountants' Report in Appendix I to this document; and (ii) there has been no event since June 30, 2026 that would materially affect the information shown in the Accountants' Report in Appendix I to this document.

DISCLOSURE UNDER RULES 13.13 TO 13.19 OF 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 of the Listing Rules.

[REDACTED]

[REDACTED]

FINANCIAL INFORMATION OF SHANGHAI YUZHOU

This following is a presentation of Shanghai Yuzhou's results of operations for (i) the year ended December 31, 2023 and (ii) the period from January 1, 2024 to March 31, 2024, the acquisition date.

Description of Selected Items of Consolidated Statements of Profit of Loss

The table below sets forth the consolidated statements of profit or loss and other comprehensive income of Shanghai Yuzhou from January 1, 2023 to March 31, 2024 disclosed in the Note 42 to the Accountants' Report as set out in Appendix I to this document.

	Year ended December 31, 2023	Three months ended March 31, 2024
	(RMB'000)	
REVENUE	118,987	67,069
Cost of sales	(125,514)	(58,767)
Gross profit	(6,527)	8,302
Other income and gains	463	239
Selling and marketing expenses	(2,725)	(574)
Administrative expenses	(37,689)	(9,150)
Research and development expenses	(19,483)	(2,439)
Impairment losses on financial assets, net	(812)	(496)
Other expenses	(405)	(277)
Finance costs	(6,613)	(1,307)
Loss before tax	(73,791)	(5,702)
Income tax expense	—	—
Loss for the year/period	**(73,791)**	**(5,702)**

Description of Key Items of Consolidated Statements of Financial Position of Shanghai Yuzhou

The following table sets forth a summary of Shanghai Yuzhou's consolidated statements of financial position as of the dates indicated.

	As of December 31, 2023	As of March 31, 2024
	(RMB'000)	
Non-current assets		
Property, plant and equipment	23,710	20,487
Right-of-use assets	14,075	13,212
	37,785	33,699
Current assets		
Inventories	38,575	50,062
Trade and bills receivables	47,620	61,998
Prepayments, other receivables and other assets	5,874	16,760
Restricted cash	9	14
Cash and cash equivalents	83	4,340
	92,161	133,174
Current liabilities		
Interest-bearing bank and other borrowings	54,349	66,747
Trade and bills payables	119,540	146,929
Other payables and accruals	56,980	35,947
Provision	20,092	19,494
Lease liabilities	3,155	3,247
Contract liabilities	448	2,951
	254,564	275,315
Net current liabilities	(162,403)	(142,141)
Total assets less current liabilities	(124,618)	(108,442)
Non-current liabilities		
Interest-bearing bank and other borrowings	699	1,589
Provision	27,113	22,902
Lease liabilities	11,359	10,533
	39,171	35,024
Net liabilities	**(163,789)**	**(143,466)**

Description of Key Items of Cash Flow of Shanghai Yuzhou

The following table sets forth a summary of Shanghai Yuzhou's statements of cash flow for the periods indicated.

	Year ended December 31, 2023	Three months ended March 31, 2024
	(RMB'000)	
Net cash flows used in operating activities	(6,886)	(6,922)
Net cash flows used in investing activities	(15,895)	(11,931)
Net cash flows from financing activities	19,807	23,110
Net (decrease)/increase in cash and cash equivalents	(2,974)	4,257
Cash and cash equivalents at beginning of year/ period	3,057	83
Cash and cash equivalents at end of year/period	**83**	**4,340**

For the details of the financial performance of Shanghai Yuzhou before the acquisition, see Note 42 to the Accountants' Report set out in Appendix I to this document.

FUTURE PLANS AND USE OF [REDACTED]

FUTURE PLANS

See "Business — Our Strategies" for a detailed description of our future plans.

USE OF [REDACTED]

We estimate that we will receive net **[REDACTED]** from the **[REDACTED]** of approximately HK$**[REDACTED]** million, after deducting **[REDACTED]** commissions, fees and estimated expenses payable by us in connection with the **[REDACTED]**, and assuming an **[REDACTED]** of HK$**[REDACTED]** per Share (being the midpoint of the **[REDACTED]** range) and that the **[REDACTED]** is not exercised. We intend to apply the net **[REDACTED]** for the following purposes:

(i) Approximately **[REDACTED]**%, or HK$**[REDACTED]** million, will be used for further developing our technology capabilities and advancing relevant commercial applications over the next three years:

  (a) approximately **[REDACTED]**%, or HK$**[REDACTED]** million, will be used to further develop our vision-computing integrated module. We plan to (i) recruit R&D personnel with expertise in AI perception algorithm and vision-model; (ii) engage qualified third parties to adapt, tape out, test and validate the computing chips to be designed by our in-house R&D team; and (iii) develop and test the prototype for vision-computing integrated module to verify its performance metrics and reliability. These initiatives are expected to enable our vision-computing integrated modules to perform more advanced functions, such as trajectory prediction, planning and decision-making, with less reliance on a separate domain controller, thereby simplifying system complexity and provide our customers with more customizable options;

  (b) approximately **[REDACTED]**%, or HK$**[REDACTED]** million, will be used to develop our next-generation domain controller that supports interaction between intelligent-driving and intelligent-cockpit functions with lower computing requirements. We plan to (i) recruit software engineers with expertise in software architecture, device driver and board support package (i.e. BSP); (ii) purchase commercial software licenses, such as AUTOSAR components and commercial middleware; (iii) purchase professional software and tools for the design, simulation and testing of the more advanced domain controller system to be developed; and (iv) adapt the next-generation domain controller to multiple mainstream SoC platforms. These initiatives are expected to improve the replicability of computing results, optimize hardware resource allocation, provide cost-efficient solutions options and drive future revenue growth;

  (c) approximately **[REDACTED]**%, or HK$**[REDACTED]** million, will be used for the enhancement of our visual perception algorithms and more advanced vision model. We plan to (i) purchase and/or lease computing infrastructure, such as GPUs on a cost-efficient basis as appropriate; (ii) procure services required for building a closed-loop data platform for the training of our vision model, such as cloud services and data processing services; and (iii) recruit data engineers to facilitate the construction of our closed-loop data platform. We expect the advanced algorithms and models to produce visual perception outputs with comparable or better quality at lower computing requirements, thereby facilitating their deployment in a broader range of applications;

  (d) approximately **[REDACTED]**%, or HK$**[REDACTED]** million, will be used to test new technologies and obtain relevant automotive-grade certifications and assessment results in preparation for their commercialization. We plan to (i) engage independent service providers for functional-safety certification and software-process assessments; (ii) lease closed testing grounds and, where permitted, public roads for testing; (iii) establish and modify road-test vehicles; and (iv) recruit experts with expertise in quality-engineering and system-safety testing;

(e) approximately **[REDACTED]**%, or HK$**[REDACTED]** million, will be used to extend our existing perception, positioning, navigation, planning and motion-control capabilities to eVTOL applications and other general robotics applications such as humanoid robots. We plan to (i) develop testing prototypes for eVTOL and general robotics solutions; (ii) purchase dedicated AI-training and simulation-computing resources which is expected to create virtual operating environment for training and evaluating the performance of our solutions before physical testing; and (iii) recruit engineers with expertise in robotics perception and motion-control algorithms. These initiatives are expected to shorten development and validation cycles, and expand into additional new commercial applications beyond the automotive sector;

(ii) Approximately **[REDACTED]**%, or HK$**[REDACTED]** million, will be used for upgrading our intelligent manufacturing capabilities over the next three years:

(a) approximately **[REDACTED]**%, or HK$**[REDACTED]** million, will be used to improve production-line automation and flexibility across our manufacturing facilities. We plan to (i) establish additional flexible mixed-model assembly lines for components of our intelligent driving and intelligent cockpit solutions, such as domain controllers, cameras and CMS modules; (ii) purchase high-precision robotic arms and automated pick-and-place and assembly equipment; (iii) deploy intelligent warehousing and automated logistics-handling systems using automated guided vehicles; and (iv) expand and renovate automotive-grade cleanroom space with enhanced cleanliness requirement. These upgrades are intended to accommodate a broader product mix and changing production volumes, improve production and material-handling efficiency, and support timely and high-quality delivery;

(b) approximately **[REDACTED]**%, or HK$**[REDACTED]** million, will be used to enhance digital production and quality control. We plan to (i) engage qualified third party to manufacture the AI visual-inspection testing equipment and automated optical-inspection equipment to be designed by our in-house R&D team, aiming to identify assembly and appearance defects; (ii) implement more advanced manufacturing systems and digital monitoring platforms that reflect equipment and manufacturing data to virtual production-line models for real-time status monitoring, abnormality alerts and process analysis; (iii) purchase the relevant computing hardware and servers to support the upgraded digital production; and (iv) purchase production-planning and real-time efficiency-analysis software. These investments are expected to improve process visibility, production coordination, defect-detection consistency and product traceability;

(c) approximately **[REDACTED]**%, or HK$**[REDACTED]** million, will be used to recruit (i) manufacturing system engineers; and (ii) AI industrial visual-inspection algorithm engineers. These personnel are expected to support the implementation and continuing optimization of the upgraded production systems and reduce reliance on manual inspection;

(iii) Approximately **[REDACTED]**%, or HK$**[REDACTED]** million, will be used for the establishment of our overseas market presence over the next three years:

(a) approximately **[REDACTED]**%, or HK$**[REDACTED]** million, will be used to establish local sales networks and support centers in selected markets, including Europe, Southeast Asia, and South America. We plan to (i) lease and renovate approximately five to ten offices and support centers; (ii) purchase maintenance and testing equipment; and (iii) implement customer-relationship-management and enterprise-resource-planning systems for global data synchronization. These initiatives are expected to improve customer coverage, facilitate project coordination and reduce after-sales response times;

(b) approximately **[REDACTED]**%, or HK$**[REDACTED]** million, will be used for global brand promotion and business development. We plan to (i) participate in major domestic and overseas industry exhibitions; (ii) conduct targeted promotion through social media, seminars and technology workshops; and (iii) carry out business development and marketing programs in collaboration with partners with deep understanding of local markets. These initiatives are expected to increase our brand visibility and access to prospective customers and business partners overseas;

(c) approximately **[REDACTED]**%, or HK$**[REDACTED]** million, will be used for regional sales and delivery expansion and development. We plan to (i) construct local sale and delivery centers in Europe, South America, and Southeast Asia; (ii) conduct joint product-launch and local-adaptation programs with partners with deep understanding of local markets; (iii) establish local warehouse and inventory management centers; and (iv) purchase digital management platforms for coordination of local business development, purchase orders and inventory management. These initiatives are expected to improve localized delivery and service capabilities, and support customer acquisition;

(d) approximately **[REDACTED]**%, or HK$**[REDACTED]** million, will be used to expand our global marketing and local-support team. We plan to recruit sales leaders, technical support engineers, after-sales specialists, key-account managers and local business development personnel. The expanded team is expected to strengthen local customer engagement, project delivery and after-sales support;

(iv) Approximately **[REDACTED]**%, or HK$**[REDACTED]** million, will be used for working capital and general corporate purposes.

If the **[REDACTED]** is fixed at HK$**[REDACTED]** per Share, being the high end of the **[REDACTED]** range, the net **[REDACTED]** will be approximately HK$**[REDACTED]** million; if it is fixed at HK$**[REDACTED]** per Share, being the low end, the net **[REDACTED]** will be approximately HK$**[REDACTED]** million. If the **[REDACTED]** is exercised in full, we would receive additional net **[REDACTED]** of approximately HK$**[REDACTED]** million, HK$**[REDACTED]** million and HK$**[REDACTED]** million, assuming an **[REDACTED]** at the high end, the midpoint and the low end of the **[REDACTED]** range, respectively. To the extent that the net **[REDACTED]** are more or less than expected, we will adjust the allocation to the above purposes on a pro rata basis.

If any part of the plans described above does not **[REDACTED]** as expected, whether because of changes in market conditions, regulatory requirements or other events beyond our control, our Directors will carefully evaluate the situation and may **[REDACTED]** the net **[REDACTED]** from the **[REDACTED]** to other uses that they consider to be in the best interests of our Company and our Shareholders as a whole. In such event, we will make an appropriate announcement in accordance with the Listing Rules.

To the extent that the net **[REDACTED]** from the **[REDACTED]** are not immediately used for the purposes described above and to the extent permitted by the relevant laws and regulations, they will be placed in short-term interest-bearing accounts at licensed commercial banks and/or other authorized financial institutions (as defined under the Securities and Futures Ordinance or other applicable laws and regulations in other jurisdictions).

[REDACTED]

[REDACTED]

[REDACTED]

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HOW TO APPLY FOR [REDACTED]

[REDACTED]

The following is the text of a report received from the reporting accountants of the Company, Ernst & Young, Certified Public Accountants, Hong Kong, for the purpose of incorporation in this document

[To insert the firm's letterhead]

ACCOUNTANTS' REPORT ON HISTORICAL FINANCIAL INFORMATION TO THE DIRECTORS OF VOYAGER INTELLIGENT SYSTEMS LIMITED AND GUOTAI JUNAN CAPITAL LIMITED

Introduction

We report on the historical financial information of Voyager Intelligent Systems Limited (the "**Company**") and its subsidiaries (together, the "Group") set out on pages [I-3] to [I-92], 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 each of the years ended 31 December 2023, 2024, 2025 and the six months ended 30 June 2026 (the "**Relevant Periods**"), and the consolidated statements of financial position of the Group and the statements of financial position of the Company as at 31 December 2023, 2024, 2025 and 30 June 2026 and material accounting policy information and other explanatory information (together, the "Historical Financial Information"). The Historical Financial Information set out on pages [I-3] to [I-92] forms an integral part of this report, which has been prepared for inclusion in the document of the Company dated [date] (the "**Document**") in connection with the initial **[REDACTED]** of the 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 2.1 to the Historical Financial Information, and for such internal control as the directors 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* as 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 the Historical Financial Information that gives a true and fair view in accordance with the basis of preparation set out in note 2.1 to the Historical Financial Information, in order to design procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Our work also included evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the Historical Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the Historical Financial Information gives, for the purposes of the accountants' report, a true and fair view of the financial position of the Group and the Company as at 31 December 2023, 2024, 2025 and 30 June 2026, and of the financial performance and cash flows of the Group for each of the Relevant Periods in accordance with the basis of preparation set out in note 2.1 to the Historical Financial Information.

Review of interim comparative financial information

We have reviewed the interim comparative financial information of the Group which comprises the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the six months ended 30 June 2025 and other explanatory information (the "**Interim Comparative Financial Information**"). The directors of the Company are responsible for the preparation of the Interim Comparative Financial Information in accordance with the basis of preparation set out in notes 2.1 to the Historical Financial Information. Our responsibility is to express a conclusion on the Interim 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* as 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 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 Interim Comparative Financial Information, for the purposes of the accountants' report, is not prepared, in all material respects, in accordance with the basis of preparation set out in notes 2.1 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-3] 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 Relevant Periods.

[•]
Certified Public Accountants
Hong Kong
[Date]

I HISTORICAL FINANCIAL INFORMATION

Preparation of Historical Financial Information

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

The financial statements of the Group for the Relevant Periods, on which the Historical Financial Information is based, were audited by Ernst & Young in accordance with Hong Kong Standards on Auditing issued by the HKICPA (the "**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 31 December			Six months ended 30 June	
		2023	2024	2025	2025	2026
	Notes	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000* (unaudited)	*RMB'000*
REVENUE	5	110,633	229,224	480,638	127,346	336,264
Cost of sales		(88,201)	(206,385)	(421,374)	(102,125)	(276,275)
Gross profit		22,432	22,839	59,264	25,221	59,989
Other income and gains	6	3,806	2,893	3,679	1,829	1,406
Selling and marketing expenses		(8,846)	(22,206)	(27,831)	(14,075)	(13,574)
Administrative expenses		(20,615)	(46,342)	(43,468)	(19,200)	(34,077)
Research and development expenses		(27,853)	(37,534)	(48,724)	(20,519)	(25,037)
Impairment losses on financial assets, net		(3,101)	2,918	(2,570)	(3,760)	(1,328)
Other expenses	9	(86)	(1,105)	(419)	(304)	(30)
Finance costs	8	(6,762)	(13,580)	(16,378)	(7,731)	(9,805)
Finance costs on redemption financial liabilities		(5,735)	(15,468)	(19,311)	(9,195)	(12,630)
LOSS BEFORE TAX	7	(46,760)	(107,585)	(95,758)	(47,734)	(35,086)
Income tax expense	12	—	—	—	—	—
LOSS AND TOTAL COMPREHENSIVE LOSS FOR THE YEAR/PERIOD		(46,760)	(107,585)	(95,758)	(47,734)	(35,086)
Attributable to:						
Owners of the parent		(42,594)	(92,269)	(75,218)	(41,608)	(31,103)
Non-controlling interests		(4,166)	(15,316)	(20,540)	(6,126)	(3,983)
		(46,760)	(107,585)	(95,758)	(47,734)	(35,086)
LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT						
Basic and diluted *(RMB)*	14	(0.33)	(0.59)	(0.45)	(0.25)	(0.17)

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

		As at 31 December			As at 30 June
		2023	2024	2025	2026
	Notes	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
NON-CURRENT ASSETS					
Property, plant and equipment	15	16,768	33,709	83,552	96,009
Right-of-use assets	17	4,230	31,770	33,195	36,696
Goodwill	18	—	6,220	6,220	6,220
Other intangible assets	16	10,051	177,769	158,627	148,826
Prepayments, other receivables and other assets	22	679	467	867	4,778
Total non-current assets		31,728	249,935	282,461	292,529
CURRENT ASSETS					
Inventories	20	54,523	85,279	99,739	94,195
Trade and bills receivables	21	72,310	114,421	261,568	311,588
Prepayments, other receivables and other assets	22	50,065	48,366	66,205	105,979
Restricted cash	23	38	6,862	3,167	9,033
Cash and cash equivalents	23	49,309	11,504	40,491	86,030
Total current assets		226,245	266,432	471,170	606,825
CURRENT LIABILITIES					
Interest-bearing bank and other borrowings	26	108,866	212,691	301,516	381,785
Trade and bills payables	24	71,323	146,327	259,443	220,364
Other payables and accruals	25	19,579	27,561	67,656	75,193
Provision	30	1,708	16,818	9,196	10,489
Lease liabilities	17	4,962	6,850	11,022	15,003
Redemption financial liabilities	28	159,601	257,922	347,233	458,863
Contract liabilities	27	58	503	1,071	7,669
Total current liabilities		366,097	668,672	997,137	1,169,366
NET CURRENT LIABILITIES		(139,852)	(402,240)	(525,967)	(562,541)
TOTAL ASSETS LESS CURRENT LIABILITIES		(108,124)	(152,305)	(243,506)	(270,012)

	Notes	As at 31 December 2023	2024	2025	As at 30 June 2026
		RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
NON-CURRENT LIABILITIES					
Interest-bearing bank and other borrowings	26	2,739	12,100	18,095	26,437
Provision	30	490	12,414	3,438	2,405
Lease liabilities	17	1,673	11,514	10,373	11,805
Deferred income	31	1,357	1,161	9,840	9,679
Deferred tax liabilities	29	354	15,468	15,468	15,468
Total non-current liabilities		6,613	52,657	57,214	65,794
NET LIABILITIES		(114,737)	(204,962)	(300,720)	(335,806)
EQUITY					
Equity attributable to owners of the parent					
Share capital	32	14,693	16,575	18,165	19,295
Reserves	33	(129,476)	(223,627)	(308,506)	(340,739)
		(114,783)	(207,052)	(290,341)	(321,444)
Non-controlling interests		46	2,090	(10,379)	(14,362)
Total deficits		(114,737)	(204,962)	(300,720)	(335,806)

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	Attributable to owners of the parent						
	Share capital	Capital reserve*	Other reserve*	Accumulated losses*	Total	Non-controlling interests	Total deficits
	RMB'000 (note 32)	*RMB'000 (note 33)*	*RMB'000 (note 33)*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
As at 1 January 2023	11,964	30,086	(32,000)	(82,239)	(72,189)	4,212	(67,977)
Loss for the year	—	—	—	(42,594)	(42,594)	(4,166)	(46,760)
Total comprehensive loss for the year	—	—	—	(42,594)	(42,594)	(4,166)	(46,760)
Issuance of new shares *(note 32)*	2,729	114,221	—	—	116,950	—	116,950
Recognition of redemption financial liabilities *(note 28)*	—	—	(116,950)	—	(116,950)	—	(116,950)
As at 31 December 2023	14,693	144,307	(148,950)	(124,833)	(114,783)	46	(114,737)
As at 1 January 2024	14,693	144,307	(148,950)	(124,833)	(114,783)	46	(114,737)
Loss for the year	—	—	—	(92,269)	(92,269)	(15,316)	(107,585)
Total comprehensive loss for the year	—	—	—	(92,269)	(92,269)	(15,316)	(107,585)
Issuance of new shares *(note 32)*	1,882	80,971	—	—	82,853	131	82,984
Recognition of redemption financial liabilities *(note 28)*	—	—	(82,853)	—	(82,853)	—	(82,853)
Non-controlling interests arising from business combination	—	—	—	—	—	17,229	17,229
As at 31 December 2024	16,575	225,278	(231,803)	(217,102)	(207,052)	2,090	(204,962)
As at 1 January 2025	16,575	225,278	(231,803)	(217,102)	(207,052)	2,090	(204,962)
Loss for the year	—	—	—	(75,218)	(75,218)	(20,540)	(95,758)
Total comprehensive loss for the year	—	—	—	(75,218)	(75,218)	(20,540)	(95,758)
Issuance of new shares *(note 32)*	1,590	68,410	—	—	70,000	—	70,000
Recognition of redemption financial liabilities *(note 28)*	—	—	(70,000)	—	(70,000)	—	(70,000)
Acquisition of non-controlling interests	—	—	(8,071)	—	(8,071)	8,071	—
As at 31 December 2025	18,165	293,688	(309,874)	(292,320)	(290,341)	(10,379)	(300,720)
As at 1 January 2025	16,575	225,278	(231,803)	(217,102)	(207,052)	2,090	(204,962)
Loss for the period (unaudited)	—	—	—	(41,608)	(41,608)	(6,126)	(47,734)
Total comprehensive loss for the period (unaudited)	—	—	—	(41,608)	(41,608)	(6,126)	(47,734)
As at 30 June 2025 (unaudited)	16,575	225,278	(231,803)	(258,710)	(248,660)	(4,036)	(252,696)

	Attributable to owners of the parent						
	Share capital	Capital reserve*	Other reserve*	Accumulated losses*	Total	Non-controlling interests	Total deficits
	RMB'000 (note 32)	*RMB'000 (note 33)*	*RMB'000 (note 33)*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
As at 1 January 2026	18,165	293,688	(309,874)	(292,320)	(290,341)	(10,379)	(300,720)
Loss for the period	—	—	—	(31,103)	(31,103)	(3,983)	(35,086)
Total comprehensive loss for the period	—	—	—	(31,103)	(31,103)	(3,983)	(35,086)
Issuance of new shares *(note 32)*	1,130	97,870	—	—	99,000	—	99,000
Recognition of redemption financial liabilities *(note 28)*	—	—	(99,000)	—	(99,000)	—	(99,000)
As at 30 June 2026	19,295	391,558	(408,874)	(323,423)	(321,444)	(14,362)	(335,806)

* *The reserve of the Group as at 31 December 2023, 2024, 2025 and 30 June 2026 amount to RMB129,476,000, RMB223,627,000, RMB308,506,000 and RMB340,739,000 respectively, which is in deficit position, as shown in the consolidated financial statements. Such reserve is comprised of capital reserve, other reserve and accumulated losses.*

CONSOLIDATED STATEMENTS OF CASH FLOWS

		Year ended 31 December			Six months ended 30 June	
		2023	2024	2025	2025	2026
	Notes	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000* (unaudited)	*RMB'000*
CASH FLOWS FROM OPERATING ACTIVITIES						
Loss before tax		(46,760)	(107,585)	(95,758)	(47,734)	(35,086)
Adjustments for:						
Finance costs	8	6,762	13,580	16,378	7,731	9,805
Depreciation of items of property, plant and equipment	15	4,818	8,775	10,392	5,693	4,562
Depreciation of right-of-use assets	17(a)	3,084	5,755	6,082	2,974	4,759
Amortisation of other intangible assets	16	1,220	14,989	19,580	9,779	9,801
Impairment losses on financial assets, net	7	3,101	(2,918)	2,570	3,760	1,328
Write-down of inventories to net realisable value	7	2,424	2,731	4,793	1,238	220
Foreign exchange differences, net		—	35	(48)	(30)	(47)
Interest income	6	(838)	(831)	(934)	(471)	(483)
Finance costs on redemption financial liabilities	7	5,735	15,468	19,311	9,195	12,630
Loss on disposal of items of property, plant and equipment	7	36	458	—	—	16
		(20,418)	(49,543)	(17,634)	(7,865)	7,505

	Notes	Year ended 31 December			Six months ended 30 June	
		2023	2024	2025	2025	2026
		RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (unaudited)	*RMB'000*
(Increase)/decrease in inventories		(8,459)	16,575	(12,046)	6,540	5,324
(Increase)/decrease in trade receivables		(14,559)	(32,774)	(148,791)	8,038	(44,916)
(Increase)/decrease in bills receivable		(15,900)	3,833	(698)	1,686	(6,211)
(Increase)/decrease in prepayments, other receivables and other assets		(14,229)	3,585	(12,971)	(1,025)	(39,232)
(Decrease)/increase in trade and bills payables		(11,843)	(31,092)	113,116	(9,934)	(39,079)
(Decrease)/increase in contract liabilities		(649)	(2,506)	568	4,478	6,598
(Decrease)/increase in other payables and accruals		(4,510)	(11,315)	4,604	(20,089)	5,674
Increase/(decrease) in provisions		936	(15,362)	(16,597)	(7,812)	260
Increase/(decrease) in deferred income		522	(196)	8,679	7,581	(161)
(Increase)/decrease in restricted cash		(34)	(6,809)	3,694	1,109	(5,866)
Cash used in operations		(89,143)	(125,604)	(78,076)	(17,293)	(110,104)
Interest received		576	22	12	2	4
Net cash flows used in operating activities		(88,567)	(125,582)	(78,064)	(17,291)	(110,100)

	Note	Year ended 31 December			Six months ended 30 June	
		2023	2024	2025	2025	2026
		RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (unaudited)	*RMB'000*
CASH FLOWS FROM INVESTING ACTIVITIES						
Purchase of items of property, plant and equipment		(1,657)	(6,309)	(26,096)	(6,458)	(13,966)
Purchase of other intangible assets		(354)	(117)	(438)	—	—
Proceeds from disposal of items of property, plant and equipment		64	591	1,679	—	1
Loan to related parties		(17,588)	(37,104)	(34,795)	(2,912)	(25,062)
Receipt from related parties		—	29,567	30,630	—	24,728
Purchase of leasehold land		—	(16,247)	—	—	—
Acquisition of subsidiaries	34	—	(660)	—	—	—
Net cash flows used in investing activities		(19,535)	(30,279)	(29,020)	(9,370)	(14,299)
CASH FLOWS FROM FINANCING ACTIVITIES						
New bank and other borrowings		119,073	262,034	359,254	150,014	286,556
Repayment of bank and other borrowings		(80,562)	(205,964)	(273,427)	(88,108)	(199,141)
Interest paid on bank and other borrowings		(5,590)	(13,511)	(13,916)	(13,536)	(8,151)
Payment of **[REDACTED]**		—	—	—	—	(922)
Payment of lease liabilities		(2,503)	(6,552)	(5,152)	(2,799)	(3,308)
Capital contribution from shareholders		116,950	82,984	70,000	—	99,000
Loan from related parties		5,973	4,216	1,000	1,000	—
Repayment to related parties		—	(5,153)	(1,690)	—	(4,062)
Net cash flows generated from financing activities		153,341	118,054	136,069	46,571	169,972
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS		45,239	(37,807)	28,985	19,910	45,573
Cash and cash equivalents at beginning of year/period		4,070	49,309	11,504	11,504	40,491
Effect of foreign exchange rate changes, net		—	2	2	(3)	(34)
Cash and cash equivalents at end of year/period	23	49,309	11,504	40,491	31,411	86,030

STATEMENTS OF FINANCIAL POSITION OF THE COMPANY

		As at 31 December			As at 30 June
		2023	2024	2025	2026
	Notes	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
NON-CURRENT ASSETS					
Property, plant and equipment	15	2,487	1,644	884	1,150
Right of use assets	17	1,153	—	2,128	2,412
Other intangible assets	16	281	245	211	194
Prepayments, other receivables and other assets	22	600	—	350	—
Investments in subsidiaries	19	25,750	198,682	208,682	238,682
Total non-current assets		30,271	200,571	212,255	242,438
CURRENT ASSETS					
Inventories	20	32,365	37,890	20,067	15,176
Trade and bills receivables	21	68,848	38,200	49,473	113,220
Amounts due from subsidiaries	37	12,863	56,427	93,582	116,456
Prepayments, other receivables and other assets	22	44,802	22,079	22,328	41,113
Restricted cash	23	38	6,840	49	9,021
Cash and cash equivalents	23	48,613	6,375	26,169	67,719
Total current assets		207,529	167,811	211,668	362,705
CURRENT LIABILITIES					
Interest-bearing bank and other borrowings	26	75,132	84,962	110,565	162,429
Trade and bills payables	24	23,648	16,529	16,477	10,908
Other payables and accruals	25	20,046	13,858	11,782	11,363
Amounts due to subsidiaries	37	32,340	111,811	68,660	107,946
Provision	30	1,708	1,887	2,107	4,856
Lease liabilities	17	1,157	—	667	1,024
Redemption financial liabilities	28	159,601	257,922	347,233	458,863
Contract liabilities	27	13	382	656	4,052
Total current liabilities		313,645	487,351	558,147	761,441
NET CURRENT LIABILITIES		(106,116)	(319,540)	(346,479)	(398,736)
TOTAL ASSETS LESS CURRENT LIABILITIES		(75,845)	(118,969)	(134,224)	(156,298)

	Notes	As at 31 December 2023	2024	2025	As at 30 June 2026
		RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
NON-CURRENT LIABILITIES					
Interest-bearing bank and other borrowings	26	2,457	4,906	8,554	1,786
Provision	30	490	541	604	1,393
Lease liabilities	17	—	—	1,577	1,576
Deferred income	31	720	720	1,995	1,995
Total non-current liabilities		3,667	6,167	12,730	6,750
NET LIABILITIES		(79,512)	(125,136)	(146,954)	(163,048)
EQUITY					
Share capital	32	14,693	16,575	18,165	19,295
Reserves	33	(94,205)	(141,711)	(165,119)	(182,343)
Total deficits		(79,512)	(125,136)	(146,954)	(163,048)

II. NOTES TO THE HISTORICAL FINANCIAL INFORMATION

1. CORPORATE INFORMATION

Voyager Intelligent Systems Limited (the "**Company**") was registered in the People's Republic of China (the "**PRC**") on 28 November 2013 as a limited liability company under the Company Law of the PRC. On 19 February 2019, the Company was converted into a joint stock company with limited liability. The registered office address of the Company is located at Room 3788, Building 2, No. 88 Huangxi West Street, Lvxiang Town, Jinshan District, Shanghai.

During the Relevant Periods, the Company and its subsidiaries (together, the "Group") were principally engaged in sale of automotive components.

At the end of the Relevant Periods, the Company had direct or indirect interests in its subsidiaries, all of which are private limited liability companies. Particulars of the Company's principal subsidiaries are as follows:

Entity name		Place and date of incorporation/ registration and place of operations	Registered share capital	Percentage of equity interest attributable to the Company		Principal activities
				Direct %	*Indirect %*	
Wuhu Ruishida Optical Technology Co., Ltd 蕪湖瑞視達光學科技有限公司*	(b)	10 October 2019 PRC/Chinese mainland	RMB20,408,200	70.60	—	Manufacture and sale of automotive components
Shanghai Yuzhou Electrical Equipment Co., Ltd. ("**Shanghai Yuzhou**") 上海宇宙電器有限公司*	(a) (c)	1 July 1981 PRC/ Chinese mainland	RMB66,944,721	70.11	—	Sale of automotive components
Shenzhen Herui Software Co., Ltd 深圳市合瑞軟件有限公司*	(a) (c)	1 December 2020 PRC/Chinese mainland	RMB1,000,000	—	70.11	Sale of automotive components
Yuzhou Electrical Equipment (Dongguan) Co., Ltd. 宇宙電器(東莞)有限公司*	(a) (c)	19 October 2022 PRC/Chinese mainland	RMB10,000,000	—	70.11	Manufacture
Yinjia Electronic Technology (Zhejiang) Co., Ltd 寅家電子科技(浙江)有限公司*	(c)	5 June 2020 PRC/ Chinese mainland	RMB80,000,000	75	23	Manufacture
Yinjia Electronic Technology (Xiamen) Co., Ltd 寅家電子科技(廈門)有限公司*	(c)	18 July 2022 PRC/ Chinese mainland	RMB1,000,000	100	—	R&D Intelligence
Suzhou Yinyu Electronic Technology Co., Ltd 蘇州寅宇電子科技有限公司*	(c)	27 February 2024 PRC/Chinese mainland	RMB35,000,000	100	—	R&D Intelligence
Wuhu Yinjia Automotive Parts Co., Ltd 蕪湖寅家汽車零部件有限公司*	(c)	21 February 2024 PRC/Chinese mainland	RMB80,000,000	100	—	Manufacture
Shanghai Yinjia Qiyuan Intelligent Technology Co., Ltd. (上海寅家啟遠智能科技有限公司)	(c)	30 August 2019 PRC/Chinese mainland	RMB50,000,000	100	—	Sale of automotive components

Notes:

(a) The Group obtained control over the subsidiaries in April 2024, and as such, the subsidiaries have been consolidated into the Group's financial statements from the date control was acquired.

(b) The statutory financial statements of the entity for the year ended 31 December 2023 prepared in accordance with Chinese Accounting Standards for Business Enterprises were audited by Lixin Zhonglian Certified Public Accountants, a certified public accounting firm registered in the PRC. No audited statutory financial statements have been prepared for the years ended 31 December 2024 and 2025.

(c) No audited financial statements have been prepared for this entity for the Relevant Periods, as this entity was not subject to any statutory audit requirements under the relevant rules and regulations in their jurisdictions of incorporation.

* *The English names of the PRC companies above represent management's best efforts in translating the Chinese names of these companies as no English names have been registered.*

2.1 BASIS OF PREPARATION

The Historical Financial Information has been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (the "**IASB**"). All IFRS Accounting Standards effective for the accounting period commencing from 1 January 2026, together with the relevant transitional provisions, have been early adopted by the Group in the preparation of the Historical Financial Information throughout the Relevant Periods.

The Historical Financial Information has been prepared under the historical cost convention, except for certain financial instruments which have been measured at fair value at the end of each of the Relevant Periods.

The Historical Financial Information and the Interim Comparative Financial Information have been prepared assuming the Group will continue as a going concern notwithstanding that the Group recorded net current liabilities of RMB562,541,000 and net liabilities of RMB335,806,000 as at 30 June 2026, which is primarily due to the accumulative losses of the Group resulting from the research and development activities, and the redemption financial liabilities totalling RMB458,863,000 arising from the financing with redemption rights from the **[REDACTED]** before its initial submission of the **[REDACTED]** application to the Stock Exchange for the purpose of the **[REDACTED]**. The directors of the Company are of the opinion that no payment is expected for the settlement of the redemption financial liabilities within the next twelve months.

The directors of the Company have given consideration to the future liquidity and financial resources available to the Group, which mainly include cash on hand and financial facilities, in assessing whether the Group will have sufficient financial resources to continue as a going concern and will not have any going concern issue. The directors of the Company have reviewed the Group's cash flow projection prepared by the management, which covered a period of not less than twelve months from 30 June 2026. In the opinion of the directors of the Company, taking into account of (i) the Group's financial resources on hand, and (ii) proceeds of RMB221 million from **[REDACTED]** in respect of newly issued shares during July and August 2026, the Group will have sufficient working capital to meet its present obligations as and when they fall due in the coming twelve months from 30 June 2026. Accordingly, the directors of the Company consider it is appropriate to prepare the Historical Financial Information and the Interim Financial Information on a going concern basis.

Basis of consolidation

The Historical Financial Information includes the financial statements of the Company and its subsidiaries (the "Group") for the Relevant Periods. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

Generally, there is a presumption that a majority of voting rights results in control. When the Company has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

(a) the contractual arrangement with the other vote holders of the investee;

(b) rights arising from other contractual arrangements; and

(c) the Group's voting rights and potential voting rights.

The financial statements of subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

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 described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, any non-controlling interest and the exchange fluctuation reserve; and recognises the fair value of any investment retained and any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2.2 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS

The Group has not applied the following new and amended IFRS Accounting Standards, that have been issued but are not yet effective, in these financial statements. The Group intends to apply these new and amended IFRS Accounting Standards, if applicable, when they become effective.

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 and its amendments	*Subsidiaries without Public Accountability: Disclosures*[2]
Amendments to IAS 21	*Translation to a Hyperinflationary Presentation Currency*[2]
IFRS 20	*Regulatory Assets and Regulatory Liabilities*[3]
Amendments to IAS 28	*Amendments to the Fair Value Option for Investments in Associates and Joint Ventures*[4]

1 No mandatory effective date yet determined but available for adoption
2 Effective for annual/reporting periods beginning on or after 1 January 2027
3 Effective for annual/Reporting periods beginning on or after 1 January 2029
4 Effective when an entity first applies IFRS 18

IFRS 18 replaces IAS 1 *Presentation of Financial Statements*. While a number of sections have been brought forward from IAS 1 with limited changes, IFRS 18 introduces new requirements for presentation within the statement of profit or loss, including specified totals and subtotals. Entities are required to classify all income and expenses within the statement of profit or loss into one of the five categories: operating, investing, financing, income taxes and discontinued operations and to present two new defined subtotals. It also requires disclosures about management-defined performance measures in a single note and introduces enhanced requirements on the grouping (aggregation and disaggregation) and the location of information in both the primary financial statements and the notes. Some requirements previously included in IAS 1 are moved to IAS 8 *Accounting Policies*, Changes in Accounting Estimates and Errors, which is renamed as IAS 8 *Basis of Preparation of Financial Statements*. As a consequence of the issuance of IFRS 18, limited, but widely applicable, amendments are made to IAS 7 *Statement of Cash Flows*, IAS 33 *Earnings per Share* and IAS 34 *Interim Financial Reporting*. In addition, there are minor consequential amendments to other IFRS Accounting Standards. IFRS 18 and the consequential amendments to other IFRS Accounting Standards are effective for annual periods beginning on or after 1 January 2027 with earlier application permitted. Retrospective application is required. The application of IFRS 18 is not expected to have material impact on the financial position of the Group but is expected to affect the presentation of the statement of profit or loss and statement of cash flows and additional disclosure will be included in the financial statements.

Other than IFRS 18, the Group considers that these new and amended IFRS Accounting Standards are unlikely to have a significant impact on the Group's results of operations and financial position.

2.3 MATERIAL ACCOUNTING POLICIES

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

The Group determines that it has acquired a business when the acquired set of activities and assets includes an input and a substantive process that together significantly contribute to the ability to create outputs.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

Fair value measurement

The Group measures its certain financial instruments at fair value at the end of each of the Relevant Periods. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

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, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Historical Financial Information are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly

Level 3 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the Historical Financial Information on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each of the Relevant Periods.

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories and financial assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs. In testing a cash-generating unit for impairment, a portion of the carrying amount of a corporate asset (e.g., a headquarters building) is allocated to an individual cash-generating unit if it can be allocated on a reasonable and consistent basis or, otherwise, to the smallest group of cash-generating units.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. 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. An impairment loss is charged to profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each of the Relevant Periods as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to profit or loss in the period in which it arises.

Related parties

A party is considered to be related to the Group if:

(a) the party is a person or a close member of that person's family and that person

  (i) has control or joint control over the Group;

  (ii) has significant influence over the Group; or

  (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

(b) the party is an entity where any of the following conditions applies:

  (i) the entity and the Group are members of the same group;

  (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);

  (iii) the entity and the Group are joint ventures of the same third party;

  (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;

  (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;

  (vi) the entity is controlled or jointly controlled by a person identified in (a);

  (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and

  (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Leasehold improvements	Shorter of remaining lease terms and estimated useful lives
Buildings	3.17%
Motor vehicles	24%
Electronic and office equipments	19% to 31.67%
Machinery and others	10% to 19%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at the end of each of the reporting period.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the statement of profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress is stated at cost less any impairment losses, and is not depreciated. It is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Intangible assets are customer relationships, patented technology and software, which stated at cost less any impairment losses and are amortised on the straight-line basis over their estimated useful lives of 10 years.

Research and development costs

All research costs are charged to the statement of profit or loss as incurred.

Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Buildings	3–5 years
Leasehold land	50 years

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

(b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of the lease, if the lease term reflects the Group exercising the option to terminate the lease. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

(c) Short-term leases

The Group applies the short-term lease recognition exemption to its short-term leases of buildings (that is those leases 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 recognised as an expense on a straight-line basis over the lease term.

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under IFRS 15 in accordance with the policies set out for "Revenue recognition" below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("**SPPI**") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

Purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

Financial assets at fair value through other comprehensive income (debt instruments)

For debt investments at fair value through other comprehensive income, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in other comprehensive income. Upon derecognition, the cumulative fair value change recognised in other comprehensive income is recycled to the statement of profit or loss.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in profit or loss.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- The rights to receive cash flows from the asset have expired; or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

The Group recognises an allowance for expected credit losses ("**ECLs**") for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, 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 and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

The Group considers a financial asset in default when contractual payments are within 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade and bills receivables which apply the simplified approach as detailed below.

Stage 1 — Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs

Stage 2 — Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs

Stage 3 — Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

Simplified approach

For trade receivables that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Classification as equity and financial liabilities

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 financial liability and equity instrument.

A financial liability is any liability that is (a) a contractual obligation (i) to deliver cash or another financial asset to another entity; or (ii) to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavourable to the entity; or (b) a contract that will or may be settled in the entity's own equity instruments and is: (i) a non-derivative for which the entity is or may be obliged to deliver a variable number of the entity's own equity instruments; or (ii) a derivative that will or may be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the entity's own 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.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade payables, financial liabilities included in other payables and accruals, interest-bearing bank borrowings, lease liabilities and redemption financial liabilities and other liabilities.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at amortised cost (trade and other payables, borrowings and redemption financial liabilities)

After initial recognition, trade and other payables, interest-bearing borrowings, and redemption financial liabilities are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in profit or loss.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in profit or loss.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the weighted average basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

Cash and cash equivalents

Cash and cash equivalents in the statement of financial position comprise cash on hand and at banks, and short-term highly liquid deposits with a maturity of generally within three months that are readily convertible into known amounts of cash, subject to an insignificant risk of changes in value and held for the purpose of meeting short-term cash commitments.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and at banks, and short-term deposits as defined above, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the statement of profit or loss.

The Group provides for warranties in relation to the sale of automotive components and the provision of construction services for general repairs of defects occurring during the warranty period. The amount recognised 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. The warranty-related cost is revised annually.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of each of the Relevant Periods, taking into consideration interpretations and practices prevailing in the country in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of each of the Relevant Periods between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and
- in respect of taxable temporary differences associated with investments in subsidiaries and an associate, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, and the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and
- in respect of deductible temporary differences associated with investments in subsidiaries and an associate, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each of the Relevant Periods and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each of the Relevant Periods and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of each of the Relevant Periods.

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, for which it is intended to compensate, are expensed.

Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to the statement of profit or loss over the expected useful life of the relevant asset by equal annual instalments.

Revenue recognition

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

(a) Sale of automotive components

Revenue from the sale of automotive components is recognized at the point in time when control of the products is transferred to the customer, generally on delivery and acceptance of the products as agreed in the sales contracts.

(b) Research and development services and tooling development services

The Group provide research and development services, licensing services and tooling development activities for customer as well as provide components. Revenue from tooling is recognised when the Group transfers the control over products to customer, obtains the verification report and the consent of mass production of relevant products from customer or satisfies the performance obligation in the contract.

Other income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related services to the customer).

Employee benefits

Pension scheme

The employees of the Group's subsidiaries which operate in Chinese mainland are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a certain proportion of its payroll costs to the central pension scheme. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension scheme.

Borrowing costs

Borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Events after the reporting period

If the Group receives information after the reporting period, but prior to the date of authorisation for issue, about conditions that existed at the end of the reporting period, it will assess whether the information affects the amounts that it recognises in its financial statements. The Group will adjust the amounts recognised in its financial statements to reflect any adjusting events after the reporting period and update the disclosures that relate to those conditions in light of the new information. For non-adjusting events after the reporting period, the Group will not change the amounts recognised in its financial statements, but will disclose the nature of the non-adjusting events and an estimate of their financial effects, or a statement that such an estimate cannot be made, if applicable.

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's Historical Financial Information requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgement, apart from those involving estimations, which has the most significant effect on the amounts recognised in the Historical Financial Information.

Classification of financial assets

The classification of financial assets at initial recognition depends on the Group's business model for managing the financial assets. In determining the business model, the Group considers how the performance of the business model and the financial assets held within that business model are evaluated and reported to the Group's key management personnel, the risks that affect the performance of the business model (and the financial assets held within) and, in particular, the way those risks are managed. In determining whether cash flows are going to be realised by collecting the financial assets' contractual cash flows, it is necessary for the Group to consider the reason, timing, frequency, and value of sales prior to the maturity date.

Deferred tax assets

Deferred tax assets are recognised for deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the unused tax losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits, together with future tax planning strategies.

Determination of Cash-Generating Units for goodwill impairment testing

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units ("CGUs") or groups of CGUs expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill is monitored at the operating segment level. This process incorporates the company's organizational structure, business management model, internal reporting systems, and budget assessment frameworks.

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of each of the Relevant Periods, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

Provision for expected credit losses on trade receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by geography, product type, customer type and rating, and coverage by letter of credit and other form of credit insurance).

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of a customer's actual default in the future. The information about the ECLs on the Group's trade receivables is disclosed in note 21 to the Historical Financial Information.

Impairment of non-financial assets (other than goodwill)

The Group assesses whether there are any indicators of impairment for all non-financial assets (including the right-of-use assets) at the end of each of the Relevant Periods. The non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

Write-down of inventories

The Group's inventories are stated at the lower of cost and net realisable value. The Group writes down its inventories based on estimates of the realisable value with reference to the ageing and conditions of the inventories, together with the economic circumstances on the marketability of such inventories. Inventories will be reviewed at each reporting date for write-down, if appropriate. Further details of the inventories are set out in note 20 to the Historical Financial Information.

4. OPERATING SEGMENT INFORMATION

Operating segment information

For management purposes, the Group is not organised into business units based on their services and products and only has one reportable operating segment.

The information reported to the directors, who are the chief operating decision makers, for the purpose of resource allocation and assessment of performance does not contain discrete operating segment financial information and the directors reviewed the financial results of the Group as a whole. Therefore, no further information about the operating segment is presented.

Geographical information

No geographical information is presented as the Group's revenue from external customers is mainly derived from its operations in Chinese mainland and no non-current assets of the Group are located outside Chinese mainland during the Relevant Periods and the six months ended 30 June 2025.

Information about major customers

Information about external customers from which the revenue amounted to over 10% of the total revenue of the Group during the Relevant Periods and the six months ended 30 June 2025 is set out below:

	Year ended 31 December			Six months ended 30 June	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (unaudited)	*RMB'000*
Customer A	*	*	78,917	*	*
Customer B	—	*	50,940	24,619	*
Customer C	19,527	30,151	49,213	20,994	49,657
Customer D	52,561	38,989	*	*	*
Customer E	*	25,766	*	*	*
Customer F	*	25,692	*	20,382	*
Customer G	21,226	*	*	*	*
Customer H	—	—	*	*	49,735
Customer I	—	—	*	*	39,764

* *The corresponding revenue of the customers is not disclosed as the revenue individually did not account for 10% or more of the Group's revenue during the Relevant Periods and the six months ended 30 June 2025.*

5. REVENUE

An analysis of revenue is as follows:

	Year ended 31 December			Six months ended 30 June	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (unaudited)	*RMB'000*
Revenue from contracts with customers	110,633	229,224	480,638	127,346	336,264

Revenue from contracts with customers

(a) Disaggregated revenue information

	Year ended 31 December			Six months ended 30 June	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (unaudited)	*RMB'000*
Types of goods or services					
Intelligent Driving Solutions	89,407	112,059	319,737	70,706	251,729
Intelligent Cockpit Solutions	21,226	117,165	153,200	56,640	76,285
Others	—	—	7,701	—	8,250
Total	110,633	229,224	480,638	127,346	336,264
Timing of revenue recognition					
Goods and services transferred at a point in time	110,633	229,224	480,638	127,346	336,264

The following table shows the amounts of revenue recognised in each of the Relevant Periods and the six months ended 30 June 2025 that were included in the contract liabilities at the beginning of each of the Relevant Periods:

	Year ended 31 December			Six months ended 30 June	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (unaudited)	*RMB'000*
Revenue recognised that was included in contract liabilities at the beginning of the reporting period:					
Sales of products	707	58	503	503	1,071

(b) Performance obligations

Information about the Group's performance obligations is summarised below:

Intelligent driving solutions, intelligent cockpit solutions and others

The Group manufactures and generates revenue from sales of intelligent driving solutions, intelligent cockpit solutions and other related products. The performance obligation is fulfilled after the customer completes the acceptance and confirms the receipt of goods. The payment term is generally 30 days to 90 days after the invoice is issued.

Research and development services and tooling development services

It mainly represents provision of research and development services, licensing services and tooling development services for the customer as well as sale of certain components. The performance obligation is satisfied upon acknowledgement of receipt from the customer and payment generally varies from 30 days to 90 days after issuing the invoice.

As the original expected duration of the contracts from customers of the Group are within one year or less, the Group applies the practical expedient of not disclosing the transaction prices allocated to the remaining performance obligation.

6. OTHER INCOME AND GAINS

An analysis of other income and gains is as follows:

	Year ended 31 December			Six months ended 30 June	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (unaudited)	*RMB'000*
Government grants	2,582	2,039	2,694	1,320	915
Bank interest income	838	831	934	471	483
Others	386	23	51	38	8
Total	3,806	2,893	3,679	1,829	1,406

* *Government grants related to income that is received as compensation for expenses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs recognised in profit or loss in the period upon actual receipt. There are no unfulfilled conditions or contingencies relating to these grants. The Group has received certain government grants related to purchases of items of property, plant and equipment and the grants related to assets were recognised in profit or loss over the useful lives of the relevant assets.*

7. LOSS BEFORE TAX

The Group's loss before tax is arrived at after charging/(crediting):

		Year ended 31 December			Six months ended 30 June	
		2023	2024	2025	2025	2026
		RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (unaudited)	*RMB'000*
Cost of inventories and services sold		88,201	206,385	421,374	102,125	276,275
Depreciation of property, plant and equipment*	15	4,818	8,775	10,392	5,693	4,562
Depreciation of right-of-use assets*	17(a)	3,084	5,755	6,082	2,974	4,759
Amortisation of other intangible assets*	16	1,220	14,989	19,580	9,779	9,801
Lease payments not included in the measurement of lease liabilities	17(c)	312	1,077	2,685	1,639	1,642
Research and development costs		27,853	37,534	48,724	20,519	25,037
Finance costs on redemption financial liabilities		5,735	15,468	19,311	9,195	12,630
Loss on disposal of items of property, plant and equipment	9	36	458	—	—	16
Government grants	6	(2,582)	(2,039)	(2,694)	(1,320)	(915)
Impairment of trade receivables, net	21	2,563	(2,626)	2,342	3,678	1,106
Impairment of other receivables, net	22	538	(292)	228	82	222
Write-down of inventories to net realisable value		2,424	2,731	4,793	1,238	220
Employee benefit expenses (excluding directors' and chief executive's remuneration *(note 10)*)						
Wages, salaries and other allowances		33,082	54,566	66,201	27,241	35,214
Pension scheme contributions and social welfare		7,134	11,555	13,435	5,885	6,872
		40,216	66,121	79,636	33,126	42,086
[REDACTED]		—	—	—	—	**[REDACTED]**

* *The depreciation of property, plant and equipment, amortisation of intangible assets, and depreciation of right-of-use assets and employee benefit expenses are included in "Cost of sales", "Selling and marketing expenses", "Administrative expenses", and "Research and development expenses" in profit or loss. In addition, write-down of inventories to net realisable value are included in the cost of inventories.*

8. FINANCE COSTS

An analysis of finance costs is as follows:

	Year ended 31 December			Six months ended 30 June	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (unaudited)	*RMB'000*
Interest on bank and other borrowings	6,482	12,915	15,702	7,412	9,347
Interest on lease liabilities	280	665	676	319	458
Total	6,762	13,580	16,378	7,731	9,805

9. OTHER EXPENSES

	Year ended 31 December			Six months ended 30 June	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (unaudited)	*RMB'000*
Loss on disposal of items of property, plant and equipment	36	458	—	—	16
Others	50	647	419	304	14
Total	86	1,105	419	304	30

10. DIRECTORS', SUPERVISORS' AND CHIEF EXECUTIVE'S REMUNERATION

Directors' and chief executive's remuneration as recorded during the Relevant Periods and six months ended 30 June 2025, disclosed pursuant to the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the "**Listing Rules**"), section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is set out below:

	Year ended 31 December			Six months ended 30 June	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (unaudited)	*RMB'000*
Fees	—	—	—	—	—
Other emoluments:					
Salaries, allowances and benefits in kind	3,921	3,817	3,170	1,644	1,953
Performance related bonuses*	405	448	699	225	351
Pension scheme contributions	490	550	509	253	301
Subtotal	4,816	4,815	4,378	2,122	2,605
Total	4,816	4,815	4,378	2,122	2,605

* *Certain executive directors of the Company are entitled to bonus payments which are calculated on the basis of a comprehensive assessment of performance.*

(a) Executive directors and the chief executive

		Fees	Salaries, allowances and benefits in kind	Performance related bonuses	Pension scheme contributions	Total remuneration
		RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Year ended 31 December 2023						
Executive directors:						
Mr. Chen Yin-Jen	(i)	—	867	—	—	867
Mr. Huang Chin-Wen	(ii)	—	435	—	—	435
Ms. Zeng Li	(iii)	—	819	—	136	955
Mr. Yao Guodong	(iv)	—	885	—	136	1,021
Non-Executive directors:						
Mr. Wu Yingcangdeng	(v)	—	—	—	—	—
Supervisors:						
Ms. Ju Ru	(vi)	—	298	261	83	642
Mr. Li Dongdong	(vii)	—	617	144	135	896
Mr. Yao Shunyan	(viii)	—	—	—	—	—
Total		—	3,921	405	490	4,816

		Fees	Salaries, allowances and benefits in kind	Performance related bonuses	Pension scheme contributions	Total remuneration
		RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Year ended 31 December 2024						
Executive directors:						
Mr. Chen Yin-Jen	(i)	—	867	144	—	1,011
Mr. Huang Chin-Wen	(ii)	—	389	117	—	506
Ms. Zeng Li	(iii)	—	812	79	145	1,036
Mr. Yao Guodong	(iv)	—	853	—	145	998
Non-Executive directors:						
Mr. Wu Yingcangdeng	(v)	—	—	—	—	—
Mr. Li Bo	(ix)	—	—	—	—	—
Supervisors:						
Ms. Ju Ru	(vi)	—	306	—	115	421
Mr. Li Dongdong	(vii)	—	590	108	145	843
Mr. Yao Shunyan	(viii)	—	—	—	—	—
Total		—	3,817	448	550	4,815

		Fees	Salaries, allowances and benefits in kind	Performance related bonuses	Pension scheme contributions	Total remuneration
		RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Year ended 31 December 2025						
Executive directors:						
Mr. Chen Yin-Jen	(i)	—	867	140	—	1,007
Mr. Huang Chin-Wen	(ii)	—	277	—	—	277
Ms. Zeng Li	(iii)	—	804	143	145	1,092
Ms. Deng Pinting	(x)	—	119	144	36	299
Mr. Yao Guodong	(iv)	—	210	—	36	246
Non-Executive director:						
Mr. Li Bo	(ix)	—	—	—	—	—
Supervisors:						
Ms. Ju Ru	(vi)	—	305	143	146	594
Mr. Li Dongdong	(vii)	—	588	129	146	863
Mr. Yao Shunyan	(viii)	—	—	—	—	—
Total		—	3,170	699	509	4,378

		Fees	Salaries, allowances and benefits in kind	Performance related bonuses	Pension scheme contributions	Total remuneration
		RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Six months ended 30 June 2025 (unaudited)						
Executive directors:						
Mr. Chen Yin-Jen	(i)	—	433	72	—	505
Mr. Huang Chin-Wen	(ii)	—	152	59	—	211
Ms. Zeng Li	(iii)	—	405	40	73	518
Ms. Deng Pinting	(x)	—	—	—	—	—
Mr. Yao Guodong	(iv)	—	210	—	36	246
Non-Executive director:						
Mr. Li Bo	(ix)	—	—	—	—	—
Supervisors:						
Ms. Ju Ru	(vi)	—	150	—	72	222
Mr. Li Dongdong	(vii)	—	294	54	72	420
Mr. Yao Shunyan	(viii)	—	—	—	—	—
Total		—	1,644	225	253	2,122

		Fees	Salaries, allowances and benefits in kind	Performance related bonuses	Pension scheme contributions	Total remuneration
		RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Six months ended 30 June 2026						
Executive directors:						
Mr. Chen Yin-Jen	(i)	—	434	70	5	509
Mr. Huang Chin-Wen	(ii)	—	240	—	4	244
Ms. Zeng Li	(iii)	—	411	72	73	556
Ms. Deng Pinting	(x)	—	401	72	73	546
Non-Executive directors:						
Mr. Li Bo	(ix)	—	—	—	—	—
Mr. Wang Wei	(xi)	—	—	—	—	—
Supervisors:						
Ms. Ju Ru	(vi)	—	165	72	73	310
Mr. Li Dongdong	(vii)	—	302	65	73	440
Mr. Yao Shunyan	(viii)	—	—	—	—	—
Total		—	1,953	351	301	2,605

(i) Mr. Chen Yin-Jen was appointed as a director and chief executive officer in November 2013.

(ii) Mr. Huang Chin-Wen was appointed as a director in January 2019.

(iii) Ms. Zeng Li was appointed as a director in January 2019.

(iv) Mr. Yao Guodong was appointed as a director in March 2020 and resigned in October 2025.

(v) Mr. Wu Yingcangdeng was appointed as a director in March 2021 and resigned in October 2024.

(vi) Ms. Ju Ru was appointed as a supervisor in February 2019.

(vii) Mr. Li Dongdong was appointed as a supervisor of the Group in March 2020.

(viii) Mr. Yao Shunyan was appointed as a supervisor in September 2016.

(ix) Mr. Li Bo was appointed as a director in October 2024 and resigned in June 2026.

(x) Ms. Deng Pinting was appointed as a director and board secretary in October 2025.

(xi) Mr. Wang Wei was appointed as a director in June 2026.

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the Relevant Periods and six months ended 30 June 2025.

11. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees for the years ended 31 December 2023, 2024, 2025 and the six months ended 2025 and 2026 included 4, 4, 3, 3 and 3 directors, respectively. Details of these directors' remuneration are set out in note 10 above. Details of the remuneration for the Relevant Periods and the six months ended 2025 of the remaining highest paid employees who are neither a director nor chief executive of the Company are as follows:

	Year ended 31 December			Six months ended 30 June	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (unaudited)	*RMB'000*
Salaries, allowances and benefits in kind	780	1,300	1,949	782	930
Performance related bonuses	—	80	—	—	—
Pension scheme contributions	136	76	179	88	116
Total	916	1,456	2,128	870	1,046

The number of the non-director and non-chief executive highest paid employees whose remuneration fell within the following bands is as follows:

	Year ended 31 December			Six months ended 30 June	
	2023	2024	2025	2025 (unaudited)	2026
Nil to HK$500,000	—	—	—	1	—
HK$500,001 to HK$1,000,000	1	—	1	1	2
HK$1,000,001 to HK$1,500,000	—	1	1	—	—
Total	1	1	2	2	2

12. INCOME TAX

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operate.

Chinese mainland

Under the Law of the PRC on Enterprise Income Tax (the "**EIT Law**") and Implementation Regulation of the EIT Law, the Enterprise Income Tax ("**EIT**") rate of the PRC subsidiaries was 25% during the Relevant Periods and the six months ended 30 June 2025, unless otherwise specified below.

The Company and certain subsidiaries of the Group were qualified as a high and new technology enterprise and were subject to income tax at a preferential tax rate of 15% during the Relevant Periods and the six months ended 30 June 2025. This qualification is subject to review by the relevant tax authority in the PRC for every three years.

Certain of the Group's PRC subsidiaries were subject to the preferential income tax policy for small and micro enterprises during the Relevant Periods and the six months ended 30 June 2025. The taxable income of small and micro enterprises was calculated at a reduced rate of 25%, and was entitled to a preferential income tax rate of 20%, which will continue to be implemented until 31 December 2027.

The income tax expense of the Group for the Relevant Periods and the six months ended 30 June 2025 is analysed as follows:

	Year ended 31 December			Six months ended 30 June	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (unaudited)	*RMB'000*
Current income tax	—	—	—	—	—
Deferred income tax *(note 29)*	—	—	—	—	—
Total tax charge for the year/period	—	—	—	—	—

A reconciliation of the tax expense applicable to loss before tax at the statutory rate for the jurisdiction in which the Company and the majority of its subsidiaries are domiciled and/or operate to the tax expense at the effective tax rate is as follows:

	Year ended 31 December			Six months ended 30 June	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (unaudited)	*RMB'000*
Loss before tax	(46,760)	(107,585)	(95,758)	(47,734)	(35,086)
Tax at the statutory tax rate of 25%	(11,690)	(26,896)	(23,940)	(11,934)	(8,772)
Effect of preferential tax rates	5,144	12,013	11,510	5,822	4,872
Additional deductible allowance for qualified research and development expenses (a)	(3,357)	(4,596)	(7,423)	(2,483)	(2,835)
Temporary differences and tax losses not recognised	9,877	19,376	19,724	8,515	6,631
Expenses not deductible for tax	26	103	129	80	104
Tax charge at the Group's effective tax rate	—	—	—	—	—

(a) Based on Public Notice 2023 No. 7 issued by the State Tax Bureau of the PRC on 26 March 2023, the enterprises were eligible for a 100% additional deduction of eligible research and development expenses from 1 January 2023. The Group has claimed such additional super deduction during the Relevant Periods and the six months ended 30 June 2025.

13. DIVIDEND

No dividend was paid or declared by the Company during the Relevant Periods.

14. LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic loss per share amounts is based on the loss attributable to ordinary equity holders of the parent and the weighted average numbers of ordinary shares outstanding during the Relevant Periods and the six months ended 30 June 2025. The weighted average number of ordinary shares in issue for the years ended 31 December 2023, 2024, 2025 and the six months ended 30 June 2025 and 2026 presented was determined assuming the subdivision of each share into ten shares had occurred on 1 January 2023, at the conversion ratio established upon the completion of the subdivision on 1 July 2026.

The calculations of basic and diluted loss per share are based on:

	Year ended 31 December			Six months ended 30 June	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (unaudited)	*RMB'000*
Loss					
Loss attributable to ordinary equity holders of the parent	(42,594)	(92,269)	(75,218)	(41,608)	(31,103)
Shares					
Weighted average number of ordinary shares assumed to be in issue during the year/period	129,101	157,070	167,970	165,748	183,077
Loss per share (basic and diluted)					
RMB per share	(0.33)	(0.59)	(0.45)	(0.25)	(0.17)

The Group had no potentially dilutive ordinary shares in issue during the Relevant Periods and the six months ended 30 June 2025.

No adjustment has been made to the basic loss per share amounts during the Relevant Periods and the six months ended 30 June 2025 in respect of a dilution as the impact of the redemption financial liabilities on equity shares had an anti-dilutive effect on the basic loss per share amounts presented.

15. PROPERTY, PLANT AND EQUIPMENT

The Group

	Leasehold improvements	Motor vehicles	Electronic and office equipments	Machinery and others	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
31 December 2023					
At 1 January 2023:					
Cost	8,768	1,991	2,022	17,321	30,102
Accumulated depreciation	(4,306)	(1,412)	(708)	(3,569)	(9,995)
Net carrying amount	4,462	579	1,314	13,752	20,107
At 1 January 2023, net of accumulated depreciation	4,462	579	1,314	13,752	20,107
Additions	15	90	561	913	1,579
Disposals	—	(90)	(10)	—	(100)
Depreciation provided during the year *(note 7)*	(1,993)	(210)	(579)	(2,036)	(4,818)
At 31 December 2023, net of accumulated depreciation	2,484	369	1,286	12,629	16,768
At 31 December 2023:					
Cost	8,782	1,991	2,536	18,235	31,544
Accumulated depreciation	(6,298)	(1,622)	(1,250)	(5,606)	(14,776)
Net carrying amount	2,484	369	1,286	12,629	16,768

	Leasehold improvements	Motor vehicles	Electronic and office equipments	Machinery and others	Construction in progress	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
31 December 2024						
At 1 January 2024:						
Cost	8,782	1,991	2,536	18,235	—	31,544
Accumulated depreciation	(6,298)	(1,622)	(1,250)	(5,606)	—	(14,776)
Net carrying amount	2,484	369	1,286	12,629	—	16,768
At 1 January 2024, net of accumulated depreciation	2,484	369	1,286	12,629	—	16,768
Additions	1,302	1,096	396	3,146	338	6,278
Acquisition of subsidiaries *(note 34)*	3,525	1,370	1,406	14,186	—	20,487
Disposals	—	(506)	(528)	(15)	—	(1,049)
Depreciation provided during the year *(note 7)*	(1,895)	(479)	(1,178)	(5,223)	—	(8,775)
At 31 December 2024, net of accumulated depreciation	5,416	1,850	1,382	24,723	338	33,709
At 31 December 2024:						
Cost	13,010	4,088	4,792	40,868	338	63,096
Accumulated depreciation	(7,594)	(2,238)	(3,410)	(16,145)	—	(29,387)
Net carrying amount	5,416	1,850	1,382	24,723	338	33,709

	Leasehold improvements	Motor vehicles	Electronic and office equipments	Machinery and others	Construction in progress	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
31 December 2025						
At 1 January 2025:						
Cost	13,010	4,088	4,792	40,868	338	63,096
Accumulated depreciation	(7,594)	(2,238)	(3,410)	(16,145)	—	(29,387)
Net carrying amount	5,416	1,850	1,382	24,723	338	33,709
At 1 January 2025, net of accumulated depreciation	5,416	1,850	1,382	24,723	338	33,709
Additions	437	107	445	9,074	51,851	61,914
Disposals	—	—	(118)	(1,561)	—	(1,679)
Transfers	—	—	—	16	(16)	—
Depreciation provided during the year *(note 7)*	(2,182)	(593)	(869)	(6,748)	—	(10,392)
At 31 December 2025, net of accumulated depreciation	3,671	1,364	840	25,504	52,173	83,552
At 31 December 2025:						
Cost	13,447	3,615	5,042	46,346	52,173	120,623
Accumulated depreciation	(9,776)	(2,251)	(4,202)	(20,842)	—	(37,071)
Net carrying amount	3,671	1,364	840	25,504	52,173	83,552

	Leasehold improvements	Motor vehicles	Electronic and office equipments	Machinery and others	Buildings	Construction in progress	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
30 June 2026							
At 1 January 2026:							
Cost	13,447	3,615	5,042	46,346	—	52,173	120,623
Accumulated depreciation	(9,776)	(2,251)	(4,202)	(20,842)	—	—	(37,071)
Net carrying amount	3,671	1,364	840	25,504	—	52,173	83,552
At 1 January 2026, net of accumulated depreciation	3,671	1,364	840	25,504	—	52,173	83,552
Additions	129	1,442	728	3,455	—	11,279	17,033
Disposals	—	—	—	(14)	—	—	(14)
Transfer	—	—	—	—	61,158	(61,158)	—
Depreciation provided during the period *(note 7)*	(1,025)	(361)	(278)	(2,898)	—	—	(4,562)
At 30 June 2026, net of accumulated depreciation	2,775	2,445	1,290	26,047	61,158	2,294	96,009
At 30 June 2026:							
Cost	13,576	5,057	5,770	49,787	61,158	2,294	137,642
Accumulated depreciation	(10,801)	(2,612)	(4,480)	(23,740)	—	—	(41,633)
Net carrying amount	2,775	2,445	1,290	26,047	61,158	2,294	96,009

At 31 December 2023, 2024 and 2025 and 30 June 2026, certain of the Group's machinery and others with a net carrying amount of approximately RMB4,800,000, RMB4,840,000, RMB11,800,000 and RMB10,851,000 were related to sales and lease back transactions (note 26).

The Company

	Leasehold improvements	Motor vehicles	Electronic and office equipments	Machinery and others	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
31 December 2023					
At 1 January 2023:					
Cost	802	1,612	1,088	3,341	6,843
Accumulated depreciation	(361)	(1,328)	(375)	(1,599)	(3,663)
Net carrying amount	441	284	713	1,742	3,180
At 1 January 2023, net of accumulated depreciation	441	284	713	1,742	3,180
Additions	14	90	353	65	522
Disposals	—	(90)	—	—	(90)
Depreciation provided during the year	(273)	(136)	(278)	(438)	(1,125)
At 31 December 2023, net of accumulated depreciation	182	148	788	1,369	2,487
At 31 December 2023:					
Cost	816	1,612	1,441	3,406	7,275
Accumulated depreciation	(634)	(1,464)	(653)	(2,037)	(4,788)
Net carrying amount	182	148	788	1,369	2,487

	Leasehold improvements	Motor vehicles	Electronic and office equipments	Machinery and others	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
31 December 2024					
At 1 January 2024:					
Cost	816	1,612	1,441	3,406	7,275
Accumulated depreciation	(634)	(1,464)	(653)	(2,037)	(4,788)
Net carrying amount	182	148	788	1,369	2,487
At 1 January 2024, net of accumulated depreciation	182	148	788	1,369	2,487
Additions	—	228	—	120	348
Depreciation provided during the year	(182)	(112)	(338)	(559)	(1,191)
At 31 December 2024, net of accumulated depreciation	—	264	450	930	1,644
At 31 December 2024:					
Cost	—	1,840	1,441	3,526	6,807
Accumulated depreciation	—	(1,576)	(991)	(2,596)	(5,163)
Net carrying amount	—	264	450	930	1,644

	Motor vehicles	Electronic and office equipments	Machinery and others	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
31 December 2025				
At 1 January 2025:				
Cost	1,840	1,441	3,526	6,807
Accumulated depreciation	(1,576)	(991)	(2,596)	(5,163)
Net carrying amount	264	450	930	1,644
At 1 January 2025, net of accumulated depreciation	264	450	930	1,644
Depreciation provided during the year	(95)	(278)	(387)	(760)
At 31 December 2025, net of accumulated depreciation	169	172	543	884
At 31 December 2025:				
Cost	1,840	1,441	3,526	6,807
Accumulated depreciation	(1,671)	(1,269)	(2,983)	(5,923)
Net carrying amount	169	172	543	884

	Leasehold improvements	Motor vehicles	Electronic and office equipments	Machinery and others	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
30 June 2026					
At 1 January 2026:					
Cost	—	1,840	1,441	3,526	6,807
Accumulated depreciation	—	(1,671)	(1,269)	(2,983)	(5,923)
Net carrying amount	—	169	172	543	884
At 1 January 2026, net of accumulated depreciation	—	169	172	543	884
Additions	54	419	6	37	516
Depreciation provided during the period	(1)	(69)	(56)	(124)	(250)
At 30 June 2026, net of accumulated depreciation	53	519	122	456	1,150
At 30 June 2026:					
Cost	54	2,259	1,447	3,563	7,323
Accumulated depreciation	(1)	(1,740)	(1,325)	(3,107)	(6,173)
Net carrying amount	53	519	122	456	1,150

16. OTHER INTANGIBLE ASSETS

The Group

	Software	Patented technology	Customer relationships	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
As at 31 December 2023				
At 1 January 2023:				
Cost	1,866	2,200	8,100	12,166
Accumulated amortisation	(304)	(202)	(743)	(1,249)
Net carrying amount	1,562	1,998	7,357	10,917
At 1 January 2023, net of accumulated amortisation	1,562	1,998	7,357	10,917
Additions	354	—	—	354
Amortisation provided during the year *(note 7)*	(191)	(220)	(809)	(1,220)
At 31 December 2023, net of accumulated amortisation	1,725	1,778	6,548	10,051
At 31 December 2023:				
Cost	2,220	2,200	8,100	12,520
Accumulated amortisation	(495)	(422)	(1,552)	(2,469)
Net carrying amount	1,725	1,778	6,548	10,051
As at 31 December 2024				
At 1 January 2024:				
Cost	2,220	2,200	8,100	12,520
Accumulated amortisation	(495)	(422)	(1,552)	(2,469)
Net carrying amount	1,725	1,778	6,548	10,051
At 1 January 2024, net of accumulated amortisation	1,725	1,778	6,548	10,051
Additions	117	—	—	117
Acquisition of subsidiaries *(note 34)*	—	7,300	175,290	182,590
Amortisation provided during the year *(note 7)*	(264)	(768)	(13,957)	(14,989)
At 31 December 2024, net of accumulated amortisation	1,578	8,310	167,881	177,769
At 31 December 2024:				
Cost	2,337	9,500	183,390	195,227
Accumulated amortisation	(759)	(1,190)	(15,509)	(17,458)
Net carrying amount	1,578	8,310	167,881	177,769

	Software	Patented technology	Customer relationships	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
As at 31 December 2025				
At 1 January 2025:				
Cost	2,337	9,500	183,390	195,227
Accumulated amortisation	(759)	(1,190)	(15,509)	(17,458)
Net carrying amount	1,578	8,310	167,881	177,769
At 1 January 2025, net of accumulated amortisation	1,578	8,310	167,881	177,769
Additions	438	—	—	438
Amortisation provided during the year *(note 7)*	(290)	(950)	(18,340)	(19,580)
At 31 December 2025, net of accumulated amortisation	1,726	7,360	149,541	158,627
At 31 December 2025:				
Cost	2,775	9,500	183,390	195,665
Accumulated amortisation	(1,049)	(2,140)	(33,849)	(37,038)
Net carrying amount	1,726	7,360	149,541	158,627
As at 30 June 2026				
At 1 January 2026:				
Cost	2,775	9,500	183,390	195,665
Accumulated amortisation	(1,049)	(2,140)	(33,849)	(37,038)
Net carrying amount	1,726	7,360	149,541	158,627
At 1 January 2026, net of accumulated amortisation	1,726	7,360	149,541	158,627
Amortisation provided during the period *(note 7)*	(156)	(475)	(9,170)	(9,801)
At 30 June 2026, net of accumulated amortisation	1,570	6,885	140,371	148,826
At 30 June 2026:				
Cost	2,775	9,500	183,390	195,665
Accumulated amortisation	(1,205)	(2,615)	(43,019)	(46,839)
Net carrying amount	1,570	6,885	140,371	148,826

The Company

	Software *RMB'000*
As at 31 December 2023	
At 1 January 2023:	
Cost	341
Accumulated amortisation	(28)
Net carrying amount	313
At 1 January 2023, net of accumulated amortisation	313
Amortisation provided during the year	(32)
At 31 December 2023, net of accumulated amortisation	281
At 31 December 2023:	
Cost	341
Accumulated amortisation	(60)
Net carrying amount	281
As at 31 December 2024	
At 1 January 2024:	
Cost	341
Accumulated amortisation	(60)
Net carrying amount	281
At 1 January 2024, net of accumulated amortisation	281
Amortisation provided during the year	(36)
At 31 December 2024, net of accumulated amortisation	245
At 31 December 2024:	
Cost	341
Accumulated amortisation	(96)
Net carrying amount	245

	Software *RMB'000*
As at 31 December 2025	
At 1 January 2025:	
Cost	341
Accumulated amortisation	(96)
Net carrying amount	245
At 1 January 2025, net of accumulated amortisation	245
Amortisation provided during the year	(34)
At 31 December 2025, net of accumulated amortisation	211
At 31 December 2025:	
Cost	341
Accumulated amortisation	(130)
Net carrying amount	211
As at 30 June 2026	
At 1 January 2026:	
Cost	341
Accumulated amortisation	(130)
Net carrying amount	211
At 1 January 2026, net of accumulated amortisation	211
Additions	—
Amortisation provided during the period	(17)
At 30 June 2026, net of accumulated amortisation	194
At 30 June 2026:	
Cost	341
Accumulated amortisation	(147)
Net carrying amount	194

17. LEASES

The Group as a lessee

The Group has certain lease contracts for various items of buildings. Leases of buildings generally have lease terms between 3 and 5 years. Other equipment generally has lease terms of 12 months or less or is individually of low value. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group.

(a) Right-of-use assets

The carrying amounts of right-of-use assets and the movements during the Relevant Periods are as follows:

	Leasehold land	Buildings	Total
	RMB'000	*RMB'000*	*RMB'000*
As at 1 January 2023	—	7,314	7,314
Depreciation charge	—	(3,084)	(3,084)
As at 31 December 2023	—	4,230	4,230

	Leasehold land	Buildings	Total
	RMB'000	*RMB'000*	*RMB'000*
As at 1 January 2024	—	4,230	4,230
Additions	16,247	3,836	20,083
Acquisition of subsidiaries *(note 34)*	—	13,212	13,212
Depreciation charge	(162)	(5,593)	(5,755)
As at 31 December 2024	16,085	15,685	31,770

	Leasehold land	Buildings	Total
	RMB'000	*RMB'000*	*RMB'000*
As at 1 January 2025	16,085	15,685	31,770
Additions	—	7,507	7,507
Depreciation charge	(325)	(5,757)	(6,082)
As at 31 December 2025	15,760	17,435	33,195

	Leasehold land	Buildings	Total
	RMB'000	*RMB'000*	*RMB'000*
As at 1 January 2026	15,760	17,435	33,195
Additions	—	8,491	8,491
Depreciation charge	(162)	(4,597)	(4,759)
Termination of a lease contract	—	(231)	(231)
As at 30 June 2026	15,598	21,098	36,696

The right-of-use (the "**ROU**") assets of the Group consisted of the offices leased from third parties for headquarter office's purpose and acquired land use rights.

(b) Lease liabilities

The carrying amounts of lease liabilities and the movements during the Relevant Periods are as follows:

	As at 31 December			As at 30 June
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Carrying amount at the beginning of the year/period	8,858	6,635	18,364	21,395
New leases	—	3,836	7,507	8,491
Accretion of interest recognised during the year/period *(note 8)*	280	665	676	458
Lease payments	(2,503)	(6,552)	(5,152)	(3,308)
Termination of a lease contract	—	—	—	(228)
Acquisition of subsidiaries *(note 34)*	—	13,780	—	—
Carrying amount at the end of the year/period	6,635	18,364	21,395	26,808
Analysed into:				
Current portion	4,962	6,850	11,022	15,003
Non-current portion	1,673	11,514	10,373	11,805

(c) The amounts recognised in profit or loss in relation to leases are as follows:

	As at 31 December			As at 30 June
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Interest on lease liabilities *(note 8)*	280	665	676	458
Depreciation charge of right-of-use assets *(note 7)*	3,084	5,755	6,082	4,759
Expense related to short-term and low-value leases *(note 7)*	312	1,077	2,685	1,642
Total amount recognised in profit or loss	3,676	7,497	9,443	6,859

The total cash outflow for leases is disclosed in note 35(b) to the Historical Financial Information.

The Company as a lessee

The Company has certain lease contracts for buildings for its office equipment used in its operations. Leases of buildings generally have lease terms exceed one year. Generally, the Company is restricted from assigning and subleasing the leased assets outside the Company.

(a) Right-of-use assets

The carrying amounts of right-of-use assets and the movements during the Relevant Periods are as follows:

	Buildings
	RMB'000
As at 1 January 2023	2,834
Depreciation charge	(1,681)
As at 31 December 2023	1,153

	Buildings
	RMB'000
As at 1 January 2024	1,153
Depreciation charge	(1,153)
As at 31 December 2024	—

	Buildings
	RMB'000
As at 1 January 2025	—
Additions	2,305
Depreciation charge	(177)
As at 31 December 2025	2,128

	Buildings
	RMB'000
As at 1 January 2026	2,128
Additions	723
Depreciation charge	(439)
As at 30 June 2026	2,412

The right-of-use (the "**ROU**") assets of the Company consisted of the offices leased from third parties for headquarter office's purpose.

(b) Lease liabilities

The carrying amounts of lease liabilities and the movements during the Relevant Periods are as follows:

	As at 31 December			**As at 30 June**
	2023	**2024**	**2025**	**2026**
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Carrying amount at the beginning of the year/period	2,948	1,157	—	2,244
New leases	—	—	2,305	723
Accretion of interest recognised during the year/period	106	25	20	44
Lease payments	(1,897)	(1,182)	(81)	(411)
Carrying amount at the end of the year/period	1,157	—	2,244	2,600
Analysed into:				
Current portion	1,157	—	667	1,024
Non-current portion	—	—	1,577	1,576

(c) The amounts recognised in profit or loss in relation to leases are as follows:

	As at 31 December			As at 30 June
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Interest on lease liabilities	106	25	20	44
Depreciation charge of right-of-use assets	1,681	1,153	177	439
Expense related to short-term and low-value leases	300	928	1,630	—
Total amount recognised in profit or loss	2,087	2,106	1,827	483

18. GOODWILL

	Goodwill
	RMB'000
Cost and carrying amount at 1 January 2023 and 31 December 2023	—
Acquisition of a subsidiary *(note 34)*	6,220
Cost and carrying amount at 31 December 2024, 31 December 2025 and 30 June 2026	6,220

Impairment testing of goodwill

The goodwill was mainly arising from the Group's acquisition of Shanghai Yuzhou during the year ended 31 December 2024. Please refer to note 34 for details of acquisition. The recoverable amount for goodwill impairment assessment has been determined based on the value-in-use calculations. The calculations of the recoverable amount use discounted cash flow projections based on financial budgets approved by management covering a five-year period. The Group engaged an independent professional valuer to assist with the calculation. The key assumptions used in the impairment assessment are as follows:

	As at 31 December		As at 30 June
	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*
Revenue growth rate	16%–110%	16%–45%	16%–32%
Pre-tax discount rate	17%	17%	17%
Terminal growth rate	2%	2%	2%

The Group performs annual impairment tests on goodwill at the end of reporting year. Based on the result of the goodwill impairment tests, the estimated recoverable amount of the cash generating unit exceed the carrying amounts. No impairment was recognised in respect of the goodwill as of 31 December 2024, 31 December 2025 and 30 June 2026.

The management of the Group performed sensitivity test on the key assumptions by increasing pre-tax discount rate of 1%, decreasing expected annual revenue growth rate of 3% or decreasing terminal growth rate of 1%, with all other variables held constant. The impact on the amount by which the goodwill's recoverable amount above its carrying amount (headroom) are as below:

	As at 31 December		As at 30 June
	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*
Headroom	134,881	229,755	236,598
Impact on headroom of increasing pre-tax discount rate by 1%	(78,000)	(80,000)	(76,000)
Impact on headroom of decreasing expected annual revenue growth rate by 3%	(73,000)	(64,000)	(69,000)
Impact on headroom of decreasing terminal growth rate by 1%	(33,000)	(34,000)	(34,000)

19. INVESTMENT IN SUBSIDIARIES

The Company

	As at 31 December			As at 30 June
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Investments in subsidiaries	25,750	198,682	208,682	238,682

20. INVENTORIES

The Group

	As at 31 December			As at 30 June
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Raw materials	21,914	28,570	39,511	49,259
Work in progress	10,857	10,569	14,680	13,154
Finished goods	21,752	43,520	43,535	31,771
Contract fulfilment costs	—	2,620	2,013	11
Total	54,523	85,279	99,739	94,195

The Company

	As at 31 December			As at 30 June
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Raw materials	4,360	601	902	4,033
Work in progress	8,552	2,777	3,079	1,663
Finished goods	19,453	32,600	14,073	9,469
Contract fulfilment costs	—	1,912	2,013	11
Total	32,365	37,890	20,067	15,176

21. TRADE AND BILLS RECEIVABLES

The Group

	As at 31 December			As at 30 June
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Trade receivables	61,506	112,030	260,503	305,418
Impairment allowance	(5,896)	(4,670)	(6,694)	(7,800)
Subtotal	55,610	107,360	253,809	297,618
Bills receivables	16,700	7,061	7,759	13,970
Total trade and bills receivables	72,310	114,421	261,568	311,588

The Group's trading terms with its certain customers are mainly on credit, and the credit period is generally one month extending up to three months for major customers. The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimise credit risk. Overdue balances are reviewed regularly by management.

The Group had certain concentrations of credit risk as 63.09%, 53.93%, 51.99% and 44.68% of total trade and bills receivables, respectively, were due from the Group's five largest customers as at the end of each of the Relevant Periods.

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

An ageing analysis of the trade receivables as at the end of each of the Relevant Periods, based on the date of revenue recognition and net of loss allowance, is as follows:

	As at 31 December			As at 30 June
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Within 1 year	55,571	107,087	249,883	292,155
Over 1 year	39	273	3,926	5,463
Total	55,610	107,360	253,809	297,618

The movements in the loss allowance for impairment of trade receivables are as follows:

	As at 31 December			As at 30 June
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
At beginning of the year/period	3,333	5,896	4,670	6,694
Impairment of trade receivables, net	2,563	(2,626)	2,342	1,106
Acquisition of subsidiaries	—	1,400	—	—
Amount written off as uncollectible	—	—	(318)	—
At end of the year/period	5,896	4,670	6,694	7,800

An impairment analysis was performed at the end of each of the Relevant Periods using a provision matrix to measure expected credit losses for trade receivables. The provision rates are based on revenue recognition days for groupings of various customer segments with similar loss patterns. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

The Group writes off trade receivables when there is information indicating that the counterparty is in severe financial difficulties and there is no realistic prospect of recovery, e.g., when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, whichever occurs sooner, also taking into account legal advice where appropriate.

The bills receivables are bank acceptance bills aged within 6 months. The Group considers that there is no material credit risk in the bank acceptance bills held by the Group.

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

As at 31 December 2023

	Within 1 year	1 to 2 years	2 to 3 years	Over 3 years	Total
Expected credit loss rate	1.85%	76.36%	100.00%	100.00%	9.59%
Gross carrying amount *(RMB'000)*	56,618	165	1,044	3,679	61,506
Expected credit losses *(RMB'000)*	1,047	126	1,044	3,679	5,896

As at 31 December 2024

	Within 1 year	1 to 2 years	2 to 3 years	Over 3 years	Total
Expected credit loss rate	0.25%	26.82%	75.60%	100.00%	4.17%
Gross carrying amount *(RMB'000)*	107,355	261	336	4,078	112,030
Expected credit losses *(RMB'000)*	268	70	254	4,078	4,670

As at 31 December 2025

	Within 1 year	1 to 2 years	2 to 3 years	Over 3 years	Total
Expected credit loss rate	0.56%	22.44%	79.22%	100.00%	2.57%
Gross carrying amount *(RMB'000)*	251,290	5,041	77	4,095	260,503
Expected credit losses *(RMB'000)*	1,407	1,131	61	4,095	6,694

As at 30 June 2026

	Within 1 year	1 to 2 years	2 to 3 years	Over 3 years	Total
Expected credit loss rate	0.56%	22.44%	88.98%	100.00%	2.55%
Gross carrying amount *(RMB'000)*	293,800	6,935	762	3,921	305,418
Expected credit losses *(RMB'000)*	1,645	1,556	678	3,921	7,800

The Company

	As at 31 December			As at 30 June
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Trade receivables	57,929	37,939	52,028	117,518
Impairment allowance	(5,582)	(4,069)	(5,358)	(6,093)
Subtotal	52,347	33,870	46,670	111,425
Bills receivables	16,501	4,330	2,803	1,795
Total trade and bills receivables	68,848	38,200	49,473	113,220

An ageing analysis of the trade receivables as at the end of each of the Relevant Periods, based on the date of revenue recognition and net of loss allowance, is as follows:

	As at 31 December			As at 30 June
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Within 1 year	52,344	33,855	42,787	107,654
Over 1 year	3	15	3,883	3,771
Total	52,347	33,870	46,670	111,425

The movements in the loss allowance for impairment of trade receivables are as follows:

	As at 31 December			As at 30 June
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
At beginning of the year/period	2,715	5,582	4,069	5,358
Impairment of trade receivables, net	2,867	(1,513)	1,289	735
At end of the year/period	5,582	4,069	5,358	6,093

Set out below is the information about the credit risk exposure on the Company's trade and bills receivables using a provision matrix:

As at 31 December 2023

	Within 1 year	1 to 2 years	2 to 3 years	Over 3 years	Total
Expected credit loss rate	1.85%	75.00%	100.00%	100.00%	9.64%
Gross carrying amount *(RMB'000)*	53,331	12	907	3,679	57,929
Expected credit losses *(RMB'000)*	987	9	907	3,679	5,582

As at 31 December 2024

	Within 1 year	1 to 2 years	2 to 3 years	Over 3 years	Total
Expected credit loss rate	0.25%	29.41%	75.00%	100.00%	10.73%
Gross carrying amount *(RMB'000)*	33,940	17	12	3,970	37,939
Expected credit losses *(RMB'000)*	85	5	9	3,970	4,069

As at 31 December 2025

	Within 1 year	1 to 2 years	2 to 3 years	Over 3 years	Total
Expected credit loss rate	0.56%	22.44%	76.47%	100.00%	10.30%
Gross carrying amount *(RMB'000)*	43,028	5,001	17	3,982	52,028
Expected credit losses *(RMB'000)*	241	1,122	13	3,982	5,358

As at 30 June 2026

	Within 1 year	1 to 2 years	2 to 3 years	Over 3 years	Total
Expected credit loss rate	0.56%	22.43%	78.19%	100.00%	5.18%
Gross carrying amount *(RMB'000)*	108,261	4,756	376	4,125	117,518
Expected credit losses *(RMB'000)*	607	1,067	294	4,125	6,093

22. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

The Group

	As at 31 December			As at 30 June
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Non-current				
Long-term deposits	600	360	350	400
Prepayments for long-term assets	79	107	517	4,378
Total non-current portion	679	467	867	4,778
Current				
Prepayments	3,713	5,493	19,792	37,463
Value-added tax recoverable	1,846	6,422	2,122	9,636
Deferred **[REDACTED]**	—	—	—	1,683
Deposits and other receivables	27,242	4,493	5,337	17,182
Amounts due from related parties *(note 37)*	17,851	32,461	39,685	40,968
Subtotal	50,652	48,869	66,936	106,932
Impairment allowance	(587)	(503)	(731)	(953)
Total current portion	50,065	48,366	66,205	105,979

At the end of each of the Relevant Periods, the ECLs of the financial assets included in prepayments, other receivables and other assets were measured based on the 12-month expected credit loss if they were not past due and there was no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, they were measured based on the lifetime expected credit loss. An impairment analysis was performed at the end of each of the Relevant Periods.

The movements in the loss allowance for impairment of other receivables are as follows:

	As at 31 December			As at 30 June
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
At beginning of year/period	49	587	503	731
Impairment of other receivables, net	538	(292)	228	222
Acquisition of subsidiaries	—	208	—	—
At end of year/period	587	503	731	953

The Company

	As at 31 December			As at 30 June
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Non-current				
Long-term deposits	600	—	350	—
Total non-current portion	600	—	350	—
Current				
Prepayments	2,026	1,671	1,379	7,435
Value-added tax recoverable	25	1	2	202
Deferred **[REDACTED]**	—	—	—	1,683
Deposits and other receivables	25,469	2,375	2,263	13,175
Amounts due from related parties *(note 37)*	17,851	18,323	19,008	19,154
Impairment allowance	(569)	(291)	(324)	(536)
Total current portion	44,802	22,079	22,328	41,113

The movements in the loss allowance for impairment of other receivables are as follows:

	As at 31 December			As at 30 June
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
At beginning of year/period	49	569	291	324
Impairment of other receivables,	520	(278)	33	212
At end of year/period	569	291	324	536

23. CASH AND CASH EQUIVALENTS

The Group

	As at 31 December			As at 30 June
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Cash and bank balances	49,347	18,366	43,658	95,063
Less: Restricted cash	38	6,862	3,167	9,033
Cash and cash equivalents	49,309	11,504	40,491	86,030
Denominated in:				
RMB	49,309	11,384	40,450	84,940
United States Dollar (USD)	—	120	41	1,090
Total	49,309	11,504	40,491	86,030

As at 31 December 2023, the cash at bank of RMB38,000 were restricted due to long-term inactivity and freezing.

As at 31 December 2024, the cash at bank of RMB5,885,000 were restricted for deposits of acceptance draft and letter of credit. The cash at bank of RMB708,000 were restricted for litigation. The litigation was withdrawn in 2025.

As at 31 December 2025, the cash at bank of RMB3,000,000 were restricted for deposits of acceptance draft and letter of credit. The cash at bank of RMB167,000 were restricted for other reasons.

As at 30 June 2026, the cash at bank of RMB9,000,000 were restricted for deposits of bank acceptance draft and letter of credit.

The RMB is not freely convertible into other currencies, however, under the Chinese mainland's Foreign Exchange Control Regulations and Administration of Settlement, and Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

The Company

	As at 31 December			As at 30 June
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Cash and bank balances	48,651	13,215	26,218	76,740
Less: Restricted cash	38	6,840	49	9,021
Cash and cash equivalents	48,613	6,375	26,169	67,719
Denominated in:				
RMB	48,613	6,375	26,128	67,688
United States Dollar (USD)	—	—	41	31
Total	48,613	6,375	26,169	67,719

As at 31 December 2023, the cash at bank of RMB38,000 were restricted due to long-term inactivity and freezing.

As at 31 December 2024, the cash at bank of RMB5,885,000 were restricted for deposits of acceptance draft and letter of credit. The cash at bank of RMB708,000 were restricted for litigations. The litigation was withdrawn in 2025.

As at 31 December 2025, the cash at bank of RMB49,000 were restricted due to long-term inactivity and freezing.

As at 30 June 2026, the cash at bank of RMB9,000,000 were restricted for deposits of bank acceptance draft and letter of credit.

24. TRADE AND BILLS PAYABLES

The Group

	As at 31 December			As at 30 June
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Trade payables	71,323	146,327	256,443	211,364
Bills payables	—	—	3,000	9,000
Total	71,323	146,327	259,443	220,364

The trade payables are non-interest-bearing, and the suppliers normally grant credit terms within 120 days upon receipt of invoices. The Group continued to recognise the full carrying amounts of trade payables settled by the Endorsed Bills. Refer to note 39 for further details.

An ageing analysis of the trade and bills payables as at the end of each of the Relevant Periods, based on the invoice date, is as follows:

	As at 31 December			As at 30 June
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Within 1 year	56,671	137,482	249,470	212,086
1 to 2 years	9,413	6,606	8,231	4,306
2 to 3 years	1,958	2,014	1,127	3,066
Over 3 years	3,281	225	615	906
Total	71,323	146,327	259,443	220,364

The Company

	As at 31 December			As at 30 June
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Trade payables	23,648	16,529	16,477	1,908
Bills payables	—	—	—	9,000
Trade payables	23,648	16,529	16,477	10,908

An ageing analysis of the trade and bills payables as at the end of each of the Relevant Periods, based on the invoice date, is as follows:

	As at 31 December			As at 30 June
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Within 1 year	21,624	15,318	15,757	9,786
1 to 2 years	1,804	453	365	889
2 to 3 years	25	538	191	69
Over 3 years	195	220	164	164
Total	23,648	16,529	16,477	10,908

25. OTHER PAYABLES AND ACCRUALS

The Group

	As at 31 December			As at 30 June
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Current				
Payroll and welfare payables	4,263	9,162	10,187	9,972
Other tax payable	1,205	3,201	4,885	10,795
Other payables	8,138	10,162	45,158	48,458
Accrued **[REDACTED]**	—	—	—	5,072
Amounts due to related parties *(note 37)*	5,973	5,036	7,426	896
Total	19,579	27,561	67,656	75,193

The Company

	As at 31 December			As at 30 June
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Current				
Payroll and welfare payables	3,096	1,841	1,478	2,746
Other tax payable	733	556	2,009	2,477
Other payables	10,064	7,699	869	172
Accrued **[REDACTED]**	**[REDACTED]**	**[REDACTED]**	**[REDACTED]**	**[REDACTED]**
Amounts due to related parties *(note 37)*	6,153	3,762	7,426	896
Total	20,046	13,858	11,782	11,363

26. INTEREST-BEARING BANK AND OTHER BORROWINGS

The Group

The effective interest rates and maturities of the borrowings are as follows:

	As at 31 December 2023		
	Effective interest rate %	Maturity	*RMB'000*
Current			
Bank loans — secured (i)	3.85%	2024	3,000
Bank loans — unsecured	4.50%	2024	5,000
Bank loans — guaranteed (i)	3.45%–5.00%	2024	69,039
Other borrowings — secured (v)	1.57%–2.20%	2024	9,954
Other borrowings — unsecured (vii)	7.00%–10.00%	2024	17,197
Payables relating to sales and lease back transactions (vi)	3.85%–14.71%	2024	4,676
Non-current			
Other borrowings — unsecured (vii)	10.00%	2025	1,805
Payables relating to sales and lease back transactions (vi)	3.85%–14.71%	2025	934
Total			111,605

	As at 31 December 2024		
	Effective interest rate %	Maturity	*RMB'000*
Current			
Bank loans — secured (ii)	3.25%–3.60%	2025	8,009
Bank loans — guaranteed (ii)	2.85%–5.50%	2025	166,447
Other borrowings — secured (v)	1.20%–2.30%	2025	10,950
Other borrowings — unsecured (vii)	5.00%–12.00%	2025	21,911
Payables relating to sales and lease back transactions (vi)	3.85%–14.71%	2025	5,374
Non-current			
Bank loans — guaranteed (ii)	4.00%	2026	9,650
Other borrowings — unsecured (vii)	10.00%	2027	491
Payables relating to sales and lease back transactions (vi)	3.85%–14.38%	2028	1,959
Total			224,791

	As at 31 December 2025		
	Effective interest rate	Maturity	*RMB'000*
	%		
Current			
Bank loans — secured (iii)	2.50%–3.15%	2026	34,015
Bank loans — unsecured	2.70%–3.90%	2026	12,004
Bank loans — guaranteed (iii)	2.15%–5.50%	2026	207,769
Other borrowings — secured (v)	3.05%–3.23%	2026	14,140
Other borrowings — unsecured (vii)	5.00%–18.00%	2026	26,578
Payables relating to sales and lease back transactions (vi)	3.85%–14.94%	2026	7,010
Non-current			
Bank loans — guaranteed (iii)	3.40%–3.45%	2027	12,000
Other borrowings — unsecured (vii)	10.00%	2027	2,914
Payables relating to sales and lease back transactions (vi)	3.85%–14.94%	2028	3,181
Total			319,611

	As at 30 June 2026		
	Effective interest rate	Maturity	*RMB'000*
	%		
Current			
Bank loans — secured (iv)	2.50%–3.60%	2027	83,777
Bank loans — unsecured	2.70%–2.90%	2027	9,990
Bank loans — guaranteed (iv)	2.30%–5.50%	2027	255,800
Other borrowings — secured (v)	2.93%–3.40%	2027	2,960
Other borrowings — unsecured (vii)	3.00%–10.00%	2027	19,630
Payables relating to sales and lease back transactions (vi)	3.85%–14.94%	2027	9,628
Non-current			
Bank loans — guaranteed (iv)	2.80%	2029	10,000
Bank loans — unsecured (vi)	3.95%	2029	10,000
Other borrowings — unsecured (vii)	10.00%	2028	1,786
Payables relating to sales and lease back transactions (vi)	3.85%–14.94%	2029	4,651
Total			408,222

The carrying amounts of borrowings are denominated in RMB.

	As at 31 December			As at 30 June
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Analysed into:				
Bank loans and other borrowings repayable:				
Within one year	108,866	212,691	301,516	381,785
In the second year	2,248	11,904	16,722	5,715
In the third year	491	196	1,373	20,722
Total	111,605	224,791	319,611	408,222

(i) At 31 December 2023, the bank loans of RMB72,039,000 were guaranteed by certain substantial shareholders and related parties of the Group, among which, the bank loans of RMB3,000,000 were also secured by equity pledge.

(ii) At 31 December 2024, the bank loans of RMB184,106,000 were guaranteed by certain substantial shareholders and related parties of the Group, among which, the bank loans of RMB8,009,000 were also secured by patent rights or equity pledge, and the bank loans of RMB12,000,000 were also guaranteed by Yinjia Electronic Technology (Zhejiang) Co., Ltd, a subsidiary of the Group.

(iii) At 31 December 2025, the bank loans of RMB253,784,000 were guaranteed by certain substantial shareholders and related parties of the Group, among which, the bank loans of RMB34,015,000 were also secured by patent rights or equity pledge.

(iv) At 30 June 2026, the bank loans of RMB349,577,000 were guaranteed by certain substantial shareholders and related parties of the Group, among which, the bank loans of RMB83,777,000 were also secured by patent rights or equity pledge.

(v) Other borrowings — secured comprises discounted bills receivables and borrowings from recourse factoring of accounts receivable with the pledge of bills and accounts receivables. Refer to note 39 for further details.

(vi) The Group has entered into sale and lease back transactions whereby certain assets were sold and subsequently leased back, cash received in substance is treated as borrowings.

(vii) The Group has established supplier finance arrangements that are offered to some of the Group's key suppliers in the Chinese mainland. Suppliers that participate in the supplier finance arrangements will receive payments at the original due dates on invoices sent to the Group from the Group's external finance provider. In order for the finance provider to pay the invoices, the goods must have been received or supplied and the invoices must have been approved by the Group. The Group provides no security to the finance provider.

All financial liabilities that are part of the supplier finance arrangements are included in interest-bearing bank and other borrowings in the statement of financial position.

	As at 31 December			As at 30 June
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Carrying amount of financial liabilities that are part of the supplier finance arrangements included in:				
Interest-bearing bank and other borrowings	3,903	1,805	6,216	4,296

For financial liabilities that are part of the supplier finance arrangements included in interest-bearing bank and other borrowings, the related non-cash transaction is disclosed in note 35 to the financial statements.

The Company

The effective interest rates and maturities of the borrowings are as follows:

	As at 31 December 2023		
	Effective interest rate	Maturity	*RMB'000*
	%		
Current			
Bank loans — secured (i)	3.85%	2024	3,000
Bank loans — unsecured	4.50%	2024	5,000
Bank loans — guaranteed (i)	3.45%–3.90%	2024	39,000
Other borrowings — secured (v)	1.57%–2.20%	2024	9,753
Other borrowings — unsecured (vii)	7.00%–10.00%	2024	17,196
Payables relating to sales and lease back transactions (vi)	3.85%–12.17%	2024	1,183
non-current			
Other borrowings — unsecured (vii)	10.00%	2026	1,805
Payables relating to sales and lease back transactions (vi)	3.85%–12.17%	2026	652
Total			77,589

	As at 31 December 2024		
	Effective interest rate	Maturity	*RMB'000*
	%		
Current			
Bank loans — secured (ii)	3.60%	2025	4,000
Bank loans — guaranteed (ii)	2.85%–5.50%	2025	75,840
Other borrowings — unsecured (vii)	7.00%–10.00%	2025	4,634
Payables relating to sales and lease back transactions (vi)	12.17%	2025	488
Non-current			
Bank loans — guaranteed (ii)	4.00%	2026	4,250
Other borrowings — unsecured (vii)	10.00%	2026	492
Payables relating to sales and lease back transactions (vi)	12.17%	2026	164
Total			89,868

	As at 31 December 2025		
	Effective interest rate	Maturity	*RMB'000*
	%		
Current			
Bank loans — guaranteed (iii)	2.15%–3.80%	2026	100,342
Other borrowings — unsecured (vii)	7.00%–10.00%	2026	6,725
Payables relating to sales and lease back transactions (vi)	4.72%	2026	3,498
Non-current			
Bank loans — guaranteed (iii)	3.45%	2027	4,000
Other borrowings — unsecured (vii)	10.00%	2029	2,911
Payables relating to sales and lease back transactions (vi)	4.72%	2027	1,643
Total			119,119

	As at 30 June 2026		
	Effective interest rate	Maturity	*RMB'000*
	%		
Current			
Bank loans — secured (iv)	2.60%–3.60%	2027	29,611
Bank loans — guaranteed (iv)	2.30%–3.45%	2027	123,500
Other borrowings — unsecured (vii)	7.00%–10.00%	2027	5,906
Payables relating to sales and lease back transactions (vi)	4.72%	2027	3,412
Non-current			
Other borrowings — unsecured (vii)	10.00%	2029	1,786
Total			164,215

The carrying amounts of borrowings are denominated in RMB.

	As at 31 December			As at 30 June
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Analysed into:				
Bank loans and other borrowings repayable:				
Within one year	75,132	84,962	110,565	162,429
In the second year	1,966	4,906	7,473	1,232
In the third year	491	—	1,081	554
Total	77,589	89,868	119,119	164,215

(i) At 31 December 2023, the bank loans of RMB42,000,000 were guaranteed by certain substantial shareholders and related parties of the Company, among which, the bank loans of RMB3,000,000 were also secured by equity pledge.

(ii) At 31 December 2024, the bank loans of RMB84,090,000 were guaranteed by certain substantial shareholders and related parties of the Company, among which, the bank loans of RMB4,000,000 were also secured by patent rights or equity pledge.

(iii) At 31 December 2025, the bank loans of RMB104,342,000 were guaranteed by certain substantial shareholders and related parties of the Company.

(iv) At 30 June 2026, the bank loans of RMB153,111,000 were guaranteed by certain substantial shareholders and related parties of the Company, among which, the bank loans of RMB29,611,000 were also secured by patent rights or equity pledge.

(v) Other borrowings — secured comprises discounted bills receivables with the pledge of bills receivables. Refer to note 39 for further details.

(vi) The Company has entered into sale and lease back transactions whereby certain assets were sold and subsequently leased back, cash received in substance is treated as borrowings.

(vii) The Company has established supplier finance arrangements that are offered to some of the Company's key suppliers in the Chinese mainland. Suppliers that participate in the supplier finance arrangements will receive payments at the original due dates on invoices sent to the Company from the Company's external finance provider. In order for the finance provider to pay the invoices, the goods must have been received or supplied and the invoices must have been approved by the Company. The Company provides no security to the finance provider.

All financial liabilities that are part of the supplier finance arrangements are included in interest-bearing bank and other borrowings in the statement of financial position.

	As at 31 December			As at 30 June
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Carrying amount of financial liabilities that are part of the supplier finance arrangements included in:				
Interest-bearing bank and other borrowings	3,903	1,805	6,216	4,296

For financial liabilities that are part of the supplier finance arrangements included in interest-bearing bank and other borrowings, the related non-cash transaction is disclosed in note 35 to the financial statements.

27. CONTRACT LIABILITIES

The Group

	As at 31 December			As at 30 June
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Advances received from customers	58	503	1,071	7,669

The Company

	As at 31 December			As at 30 June
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Advances received from customers	13	382	656	4,052

Contract liabilities include advances received from customers for sales of products.

28. REDEMPTION FINANCIAL LIABILITIES

The Group and the Company

	As at 31 December			As at 30 June
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Redemption financial liabilities	159,601	257,922	347,233	458,863

The movements of the redemption financial liabilities during the Relevant Periods are set out below:

	Redemption financial liabilities
	RMB'000
At 1 January 2023	36,916
Addition	116,950
Accretion of interest recognised during the year	5,735
At 31 December 2023 and 1 January 2024	159,601
Addition	82,853
Accretion of interest recognised during the year	15,468
At 31 December 2024 and at 1 January 2025	257,922
Addition	70,000
Accretion of interest recognised during the year	19,311
At 31 December 2025 and at 1 January 2026	347,233
Addition	99,000
Accretion of interest recognised during the period	12,630
At 30 June 2026	458,863

Since 2020, the Company conducted several series of financing by issuing shares to investors and certain investors were granted customary special rights, including but not limited to the redemption rights, liquidation preferences and anti-dilution rights.

Key special rights granted to the investors are summarized as follows:

Redemption rights

Shareholders with special rights have the right to require the Company to redeem all or part of the shares at any time upon occurrence of specified triggering events, such as resign of ultimate controlling shareholder and non-completion of a qualified **[REDACTED]** (the "**[REDACTED]**") by 31 December 2027.

The redemption price is calculated at the aggregate of the total investment amount and the interest cost accrued at a simple interest rate of 8% per annum, less the cumulative cash dividends received by the investors. The redemption obligation is recognised as financial liability initially at the present value of the redemption amount and subsequently measured at amortized cost with changes charged in changes in the carrying amount of redemption financial liabilities.

Presentation and classification

The Company recognised redemption financial liabilities as the current liability, because not all triggering events mentioned in the key terms above are within the control of the Company, and once triggered, the obligation to repay becomes enforceable and due on demand. The redemption amount for each investor will be the investment amount paid by such investor plus annual simple interest at a rate of 8% for the period between the capital injection date and the redemption date. The redemption financial liabilities were initially recognised at the present value of the redemption amounts payable upon exercise of the redemption rights, with corresponding debits made to other reserve in equity, and subsequently measured at amortised cost with interests included in "Finance costs on redemption financial liabilities" in the statement of profit or loss and other comprehensive income.

Cease of the preferential rights

On 10 September 2026, the Company and all shareholders entered into a supplemental agreement to amend and temporarily terminate the special rights of redemption rights granted to the shareholders. The previously suspended redemption right will automatically revive with full retroactive effect if any of the following occurs: (i) The Company terminates or withdraws the **[REDACTED]** application; or (ii) if the **[REDACTED]** application is not accepted or is not approved, and the Company does not resubmit a **[REDACTED]** application within six (6) months from the date of such non-acceptance or non-approval; or (iii) if the Company fails to complete the **[REDACTED]** within 24 months after the date of its first submission of the **[REDACTED]** application to the Stock Exchange upon any triggering event, the redemption right is fully reinstated as if it had never been terminated.

29. DEFERRED TAX

The movements in deferred tax assets and liabilities during the Relevant Periods are as follows:

Deferred tax assets

The Group

	Lease liabilities *RMB'000*	Losses available for offsetting against future taxable profits *RMB'000*	Total *RMB'000*
As at 1 January 2023	1,097	1,110	2,207
Deferred tax credited to the statement of profit or loss during the year *(note 12)*	(463)	(155)	(618)
As at 31 December 2023 and 1 January 2024	634	955	1,589
Deferred tax credited to the statement of profit or loss during the year *(note 12)*	1,719	(2,209)	(490)
Acquisition of subsidiaries *(note 34)*	—	12,275	12,275
As at 31 December 2024 and 1 January 2025	2,353	11,021	13,374
Deferred tax credited to the statement of profit or loss during the year *(note 12)*	262	(2,886)	(2,624)
As at 31 December 2025 and 1 January 2026	2,615	8,135	10,750
Deferred tax credited to the statement of profit or loss during the period *(note 12)*	525	(1,447)	(922)
As at 30 June 2026	3,140	6,688	9,828

The Company

	Lease liabilities *RMB'000*
As at 1 January 2023	425
Deferred tax credited to the statement of profit or loss during the year	(252)
As at 31 December 2023 and 1 January 2024	173
Deferred tax credited to the statement of profit or loss during the year	(173)
As at 31 December 2024 and 1 January 2025	—
Deferred tax credited to the statement of profit or loss during the year	319
As at 31 December 2025 and 1 January 2026	319
Deferred tax credited to the statement of profit or loss during the period *(note 12)*	43
As at 30 June 2026	362

Deferred tax liabilities

The Group

	Right-of-use assets	Fair value adjustments arising from business combination	Total
	RMB'000	*RMB'000*	*RMB'000*
As at 1 January 2023	1,097	1,464	2,561
Deferred tax charged to the statement of profit or loss during the year *(note 12)*	(463)	(155)	(618)
As at 31 December 2023 and 1 January 2024	634	1,309	1,943
Deferred tax charged to the statement of profit or loss during the year *(note 12)*	1,719	(2,209)	(490)
Acquisition of subsidiaries *(note 34)*	—	27,389	27,389
As at 31 December 2024 and 1 January 2025	2,353	26,489	28,842
Deferred tax charged to the statement of profit or loss during the year *(note 12)*	262	(2,886)	(2,624)
As at 31 December 2025 and 1 January 2026	2,615	23,603	26,218
Deferred tax charged to the statement of profit or loss during the period *(note 12)*	525	(1,447)	(922)
As at 30 June 2026	3,140	22,156	25,296

The Company

	Right-of-use assets
	RMB'000
As at 1 January 2023	425
Deferred tax charged to the statement of profit or loss during the year	(252)
As at 31 December 2023 and 1 January 2024	173
Deferred tax charged to the statement of profit or loss during the year	(173)
As at 31 December 2024 and 1 January 2025	—
Deferred tax charged to the statement of profit or loss during the year	319
As at 31 December 2025 and 1 January 2026	319
Deferred tax charged to the statement of profit or loss during the period *(note 12)*	43
As at 30 June 2026	362

For presentation purposes, certain deferred tax assets and liabilities have been offset in the statements of financial position:

The Group

	As at 31 December			As at 30 June
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Net deferred tax liabilities recognised in the consolidated statement of financial position	354	15,468	15,468	15,468

The Company

	As at 31 December			As at 30 June
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Net deferred tax liabilities recognised in the statement of financial position	—	—	—	—

The Group

Deferred tax assets have not been recognised in respect of the following items:

	As at 31 December			As at 30 June
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Tax losses	207,598	438,014	517,812	553,117
Deductible temporary differences	24,108	77,244	73,535	82,969
Total	231,706	515,258	591,347	636,086

The above tax losses are available and will expire in one to ten years for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax assets have not been recognised in respect of these losses as it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

30. PROVISION

The Group

	Warranties
	RMB'000
At 1 January 2023	1,262
Additional provision	3,131
Amounts utilised during the year	(2,195)
At 31 December 2023	2,198
Provision (Current)	1,708
Provision (Non-current)	490
At 1 January 2024	2,198
Acquisition of subsidiaries *(note 34)*	42,396
Additional provision	584
Amounts utilised during the year	(15,946)
At 31 December 2024	29,232
Provision (Current)	16,818
Provision (Non-current)	12,414
At 1 January 2025	29,232
Additional provision	(3,483)
Amounts utilised during the year	(13,115)
At 31 December 2025	12,634
Provision (Current)	9,196
Provision (Non-current)	3,438
At 1 January 2026	12,634
Additional provision	2,934
Amounts utilised during the period	(2,674)
At 30 June 2026	12,894
Provision (Current)	10,489
Provision (Non-current)	2,405

The Group generally provides customers warranties of typically 36 months on certain of its products for general repairs of defects occurring during the warranty period. The amount of the provision for the warranties is estimated based on sales volumes and experience of the level of repairs and returns. The estimation basis is reviewed on an ongoing basis and revised where appropriate.

The Company

	Warranties
	RMB'000
At 1 January 2023	1,262
Additional provision	3,131
Amounts utilised during the year	(2,195)
At 31 December 2023	2,198
Provision (Current)	1,708
Provision (Non-current)	490
At 1 January 2024	2,198
Additional provision	2,367
Amounts utilised during the year	(2,137)
At 31 December 2024	2,428
Provision (Current)	1,887
Provision (Non-current)	541
At 1 January 2025	2,428
Additional provision	1,532
Amounts utilised during the year	(1,249)
At 31 December 2025	2,711
Provision (Current)	2,107
Provision (Non-current)	604
At 1 January 2026	2,711
Additional provision	4,964
Amounts utilised during the period	(1,426)
At 30 June 2026	6,249
Provision (Current)	4,856
Provision (Non-current)	1,393

31. DEFERRED INCOME

The Group

	As at 31 December			**As at 30 June**
	2023	**2024**	**2025**	**2026**
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Government grants	1,357	1,161	9,840	9,679

The movements in deferred income during the Relevant Periods are as follows:

	As at 31 December			**As at 30 June**
	2023	**2024**	**2025**	**2026**
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
At beginning of the year/period	835	1,357	1,161	9,840
Grants received during the year/ period*	720	—	8,968	—
Amounts released to profit or loss during the year/period	(198)	(196)	(289)	(161)
At end of the year/period	1,357	1,161	9,840	9,679

The Company

	As at 31 December			As at 30 June
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Government grants	720	720	1,995	1,995

The movements in deferred income during the Relevant Periods are as follows:

	As at 31 December			As at 30 June
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
At beginning of the year/period	—	720	720	1,995
Grants received during the year/ period*	720	—	1,275	—
At end of the year/period	720	720	1,995	1,995

* *The Group has received certain government grants which require the Group to comply with conditions attached to the grants and the government to acknowledge the compliance of these conditions.*

32. SHARE CAPITAL

The Group and the Company

A summary of movements in the Company's share capital is as follows:

	Number of shares in issue	Share capital
		RMB'000
At 1 January 2023	11,964,286	11,964
Issuance of new shares (b)	2,728,977	2,729
At 31 December 2023	14,693,263	14,693
Issuance of new shares (c)	1,881,567	1,882
At 31 December 2024	16,574,830	16,575
Issuance of new shares (d)	1,589,689	1,590
At 31 December 2025	18,164,519	18,165
Issuance of new shares (e)	1,130,314	1,130
At 30 June 2026	19,294,833	19,295

Note:

(a) The Company was incorporated in 2013, with an initial authorized share capital of RMB10,050,000, consisting of 10,050,000 shares with a nominal value of RMB1.00 each.

(b) Pursuant to the shareholders' resolution dated 24 April 2023, shareholders of the Company agreed to increase the registered capital from RMB11,964,286 to RMB13,398,803, with the issuance of 1,434,517 new shares. Pursuant to the shareholders' resolution dated 27 December 2023, shareholders of the Company agreed to increase the registered capital from RMB13,398,803 to RMB14,965,781, with the issuance of 1,566,978 new shares. Among which, 1,294,460 shares were issued before 31 December 2023, and the remaining 272,518 shares were issued once the cash consideration was paid in January 2024.

(c) Pursuant to the shareholders' resolution dated 27 July 2024, shareholders of the Company agreed to increase the registered capital from RMB14,965,781 to RMB16,574,830, with the issuance of 1,609,049 new shares.

(d) Pursuant to the shareholders' resolution dated 9 October 2025, shareholders of the Company agreed to increase the registered capital from RMB16,574,830 to RMB18,164,519, with the issuance of 1,589,689 new shares.

(e) Pursuant to the shareholders' resolution dated 14 March 2026, shareholders of the Company agreed to increase the registered capital from RMB18,164,519 to RMB18,849,973, with the issuance of 685,454 new shares. Pursuant to the shareholders' resolution dated 1 June 2026, shareholders of the Company agreed to increase the registered capital from RMB18,849,973 to RMB20,961,170, with the issuance of 2,111,197 new shares. Among which, 444,860 shares were issued before 30 June 2026, and the remaining 1,666,337 shares were issued once the cash consideration of RMB221 million was paid in July and August 2026.

33. RESERVES

The Group

The amounts of the Group's reserves and the movements therein for the Relevant Periods are presented in the consolidated statements of changes in equity.

(a) Capital reserve

The capital reserve of the Group represents the difference between the par value of the shares issued and the consideration received.

(b) Other reserves

Other reserves of the Group represent redemption financial liabilities as stipulated in note 28 to the Historical Financial Information.

The Company

The amounts of the Company's reserves and the movements therein for the Relevant Periods are presented as follows:

	Capital reserve	Other reserves	Accumulated losses	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
As at 1 January 2023	30,086	(32,000)	(54,939)	(56,853)
Loss for the year	—	—	(34,623)	(34,623)
Issuance of new shares	114,221	—	—	114,221
Recognition of redemption financial liabilities *(note 28)*	—	(116,950)	—	(116,950)
As at 31 December 2023	144,307	(148,950)	(89,562)	(94,205)
Loss for the year	—	—	(45,624)	(45,624)
Issuance of new shares	80,971	—	—	80,971
Recognition of redemption financial liabilities *(note 28)*	—	(82,853)	—	(82,853)
As at 31 December 2024	225,278	(231,803)	(135,186)	(141,711)
Loss for the year	—	—	(21,818)	(21,818)
Issuance of new shares	68,410	—	—	68,410
Recognition of redemption financial liabilities *(note 28)*	—	(70,000)	—	(70,000)
As at 31 December 2025	293,688	(301,803)	(157,004)	(165,119)
Loss for the period	—	—	(16,094)	(16,094)
Issuance of new shares	97,870	—	—	97,870
Recognition of redemption financial liabilities *(note 28)*	—	(99,000)	—	(99,000)
As at 30 June 2026	391,558	(400,803)	(173,098)	(182,343)

34. BUSINESS COMBINATION

Acquisition of Shanghai Yuzhou

In 2024, the Group entered the share purchase agreement with certain of the then shareholders of Shanghai Yuzhou to acquire the equity interests in Shanghai Yuzhou. Upon the completion of these transactions, Shanghai Yuzhou has become a subsidiary of the Group since 31 March 2024, the details are set below:

1) Acquisition of 56.5166% equity interests in Shanghai Yuzhou

On 31 March 2024, the Company entered into the share purchase agreement with certain of the then shareholders of Shanghai Yuzhou to acquire 56.5166% equity interests in Shanghai Yuzhou at an aggregate consideration of RMB26,011,000. Among which, there were a cash consideration of RMB5,000,000 and a non-cash consideration of RMB8,000,000 via the waiver by the Company of loan to Dongguan Yingyu Enterprise Management Consulting Center (Limited Partnership) ("**Dongguan Yingyu**"), the then shareholders of Shanghai Yuzhou, and a cash consideration of capital injection to Shanghai Yuzhou RMB13,011,000;

2) On the same date, the Company entered into the capital injection agreement to inject capital of RMB20,920,225 by cash into Shanghai Yuzhou, acquiring an additional 31.2500% equity interest in Shanghai Yuzhou. After the above transaction, the Group's total holding in Shanghai Yuzhou increased to 70.1051%.

3) Identifiable assets acquired and liabilities assumed

	Notes	**Recognized fair values on date of acquisition** *RMB'000*
Property, plant and equipment	15	20,487
Right-of-use assets	17	13,212
Other intangible assets	16	182,590
Inventories		50,062
Trade and bills receivables		61,998
Prepayments, other receivables and other assets		16,760
Restricted cash		14
Cash and cash equivalents		4,340
Interest-bearing bank and other borrowings		(68,336)
Trade and bills payables		(146,929)
Other payables and accruals		(35,947)
Contract liabilities		(2,951)
Lease liabilities	17	(13,780)
Provision	30	(42,396)
Deferred tax liabilities	29	(15,114)
Total identifiable net assets acquired		24,010

4) Goodwill

Goodwill arising from the acquisition has been recognized as follows:

	Percentage of equity interest	**On acquisition date** *RMB'000*
Fair value of total identifiable net assets on acquisition date		24,010
NCI's paid-in capital after acquisition		131
The Group's paid-in capital payable		13,011
The Group's capital injection payable		20,920
		58,072
NCI, based on their proportionate share in Shanghai Yuzhou	29.8949%	17,361
The Group's interest in Shanghai Yuzhou	70.1051%	40,711
Goodwill		6,220
Consideration		46,931
Satisfied by:		
Capital payable to Shanghai Yuzhou		33,931
Cash consideration		5,000
The waiver of loan to Dongguan Yingyu		8,000

An analysis of the cash flows in respect of the acquisition is as follows:

	RMB'000
Cash consideration	5,000
Cash and cash equivalents acquired	(4,340)
Net outflow of cash and cash equivalents included in cash flows from investing activities	660

Since the acquisition, Shanghai Yuzhou contributed RMB117,019,000 to the Group's revenue and the loss of RMB31,358,000 to the consolidated loss for the year ended 31 December 2024.

Had the combination taken place at the beginning of the year of 2024, the revenue from the Group and the loss of the Group for the year ended 31 December 2024 would have been RMB296,293,000 and RMB113,287,000, respectively.

35. NOTES TO THE CONSOLIDATED STATEMENTS OF CASH FLOWS

(a) Major non-cash transactions

	Year ended 31 December			Six months ended 30 June
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Additions of right-of-use assets	—	3,836	7,507	8,491
Supplier finance arrangement	3,562	—	7,207	—
Non-cash settlement of bills discounted	—	(10,624)	—	—
	3,562	(6,788)	14,714	8,491

(b) Changes in liabilities arising from financing activities

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

	Interest-bearing bank and other borrowings	Lease liabilities	Redemption financial liabilities	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
At 1 January 2023	68,640	8,858	36,916	114,414
Changes from financing cash flows				
— New borrowings or fundings	119,073	—	116,950	236,023
— Repayment of borrowings or fundings	(86,152)	—	—	(86,152)
— Payments of lease liabilities	—	(2,503)	—	(2,503)
Interest expense	6,482	280	5,735	12,497
Instalment purchase of raw materials	3,562	—	—	3,562
At 31 December 2023	111,605	6,635	159,601	277,841

	Interest-bearing bank and other borrowings	Lease liabilities	Redemption financial liabilities	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
At 1 January 2024	111,605	6,635	159,601	277,841
Changes from financing cash flows				
— New borrowings or fundings	262,034	—	82,853	344,887
— Repayment of borrowings or fundings	(219,475)	—	—	(219,475)
— Payments of lease liabilities	—	(6,552)	—	(6,552)
Non-cash settlement of bills discounted	(10,624)	—	—	(10,624)
New leases	—	3,836	—	3,836
Interest expense	12,915	665	15,468	29,048
Acquisition of subsidiaries	68,336	13,780	—	82,116
At 31 December 2024	224,791	18,364	257,922	501,077

	Interest-bearing bank and other borrowings	Lease liabilities	Redemption financial liabilities	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
At 1 January 2025	224,791	18,364	257,922	501,077
Changes from financing cash flows				
— New borrowings or fundings	359,254	—	70,000	429,254
— Repayment of borrowings or fundings	(287,343)	—	—	(287,343)
— Payments of lease liabilities	—	(5,152)	—	(5,152)
New leases	—	7,507	—	7,507
Interest expense	15,702	676	19,311	35,689
Instalment purchase of raw materials	7,207	—	—	7,207
At 31 December 2025	319,611	21,395	347,233	688,239

	Interest-bearing bank and other borrowings	Lease liabilities	Redemption financial liabilities	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
At 1 January 2026	319,611	21,395	347,233	688,239
Changes from financing cash flows				
— New borrowings or fundings	286,556	—	99,000	385,556
— Repayment of borrowings or fundings	(207,292)	—	—	(207,292)
— Payments of lease liabilities	—	(3,308)	—	(3,308)
New leases	—	8,491	—	8,491
Interest expense	9,347	458	12,630	22,435
Termination of a lease contract	—	(228)	—	(228)
At 30 June 2026	408,222	26,808	458,863	893,893

(c) Total cash outflow for leases

The total cash outflow for leases included in the consolidated statements of cash flows is as follows:

	Year ended 31 December			Six months ended 30 June	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (unaudited)	*RMB'000*
Within operating activities	312	1,077	2,685	1,639	1,642
Within financing activities	2,503	6,552	5,152	2,799	3,308
Total	2,815	7,629	7,837	4,438	4,950

36. COMMITMENTS

Commitments outstanding at the end of each reporting period not provided for in the Historical Financial Information were as follows:

	As at 31 December			As at 30 June
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Contracted, but not provided for:				
Investments in a joint venture*	—	5,000	5,000	5,000
Property, plant and equipment	—	10,254	9,448	—
Total	—	15,254	14,448	5,000

* *Shanghai Voyager Mekra-Lang Electronics Tech Co., Ltd. is a joint venture established pursuant to a Joint Venture Agreement executed on 28 November 2024, between Voyager Intelligent Systems Limited and Shanghai Mekra Lang Vehicle Mirror Co., Ltd. Both parties exercise joint control over the entity, requiring unanimous consent for all major operational decisions. While the deadline for subscribed capital contributions is 11 October 2029, no capital has been contributed as of 30 June 2026.*

37. RELATED PARTY TRANSACTIONS

(a) Name and relationship:

Name of party	Relationships
Chen Yin-Jen	Controlling shareholder
Li Juenan	Non-controlling shareholder of a subsidiary
Peng Hongwei	Vice general manager of the Company
Dongguan Yingyu Enterprise Management Consulting Center (Limited Partnership) ("**Dongguan Yingyu**")	Entity controlled by Li Juenan
Voyager Technology International Limited	Entity controlled by the controlling shareholder
Voyager Asset Investment Limited	Entity controlled by the controlling shareholder
Chery Automobile Co., Ltd. ("Chery Automobile") (奇瑞汽車股份有限公司)	Controlling shareholder of the non-controlling shareholder of a subsidiary*

* Wuhu Chery Technology Co., Ltd. (蕪湖奇瑞科技有限公司) was a substantial shareholder, holding approximately 29.4% of the equity interests in Wuhu Ruishida Optical Technology Co., Ltd. (蕪湖瑞視達光學科技有限公司), the non-wholly owned subsidiary. Wuhu Chery Technology Co., Ltd. is a wholly-owned subsidiary of Chery Automobile.

Chery Automobile, together with its subsidiaries (collectively "Chery Automobile Group") were hold by Chery Holding Group Co., Ltd. (奇瑞控股集團有限公司) ("Chery Holding"). Upon completion of the Shareholding Restructuring on 20 January 2025, Chery Holding ceased to hold any equity interest in Chery Automobile.

(b) Related party transactions

	Year ended 31 December			Six months ended 30 June	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (unaudited)	*RMB'000*
Purchase of technology services					
Voyager Technology International Limited	2,403	4,399	8,706	2,615	—
Loan to related parties					
Dongguan Yingyu (i)	17,588	37,104	34,795	2,912	25,062
Repayment from related parties					
Dongguan Yingyu (i)	—	29,567	30,630	—	24,728
Waiver of loan to related parties					
Dongguan Yingyu (i)	—	8,000	—	—	—
Interest income from loan to related parties					
Dongguan Yingyu (i)	263	809	922	468	480
Advance to related parties					
Chen Yin-Jen (ii)	—	2,004	1,091	110	469
Li Juenan (ii)	—	1,178	1,046	50	—
Loan from related parties					
Chen Yin-Jen (iii)	5,153	—	—	—	—
Peng Hongwei (iii)	820	4,216	1,000	1,000	—
Repayment to related parties					
Chen Yin-Jen (iii)	—	5,153	—	—	—
Peng Hongwei (iii)	—	—	1,690	—	4,062
Interest expense of loan from related parties					
Voyager Asset Investment Limited (iv)	181	186	153	83	52
Sales of products					
Chery Automobile Group*	52,561	38,989	22,450	7,188	5,084
Procurement of goods					
Chery Automobile Group	—	—	3,627	—	8,406
Rental Fee					
Chery Automobile Group	540	540	540	270	270

* The amounts indicated above of RMB52.6 million and RMB39.0 million for the years ended 31 December 2023 and 2024, respectively, represented the amount attributable to the sale of products to Chery Automobile Group as well as Chery Holding, whereas the amounts indicated above of RMB22.5 million, RMB7.2 million and RMB5.1 million for the year ended 31 December 2025 and the six months ended 30 June 2025 and 2026 represented the amounts attributable to the sale of products to Chery Automobile Group only.

(c) Outstanding balances with related parties

The Group

	As at 31 December			As at 30 June
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Prepayments, other receivables and other assets				
Non-trade related:				
Loan to Dongguan Yingyu (i)	17,851	29,079	34,166	34,980
Trade related:				
Other receivables from Chen Yin-Jen (ii)	—	2,004	3,095	3,564
Other receivables from Li Juenan (ii)	—	1,378	2,424	2,424
Total	17,851	32,461	39,685	40,968
Other payables and accruals				
Non-trade related:				
Loan from Chen Yin-Jen (iii)	5,153	—	—	—
Loan from Peng Hongwei (iii)	820	5,036	4,346	284
Trade related:				
Payable to Voyager Technology International Limited	—	—	3,080	612
Total	5,973	5,036	7,426	896
Interest-bearing bank and other borrowings				
Non-trade related:				
Loan from Voyager Asset Investment Limited	2,443	2,480	2,425	2,350
Trade and bills receivables				
Chery Automobile Group	19,160	9,887	9,962	7,729
Trade and bills payables				
Chery Automobile Group	—	—	4,099	6,646
Lease liabilities				
Chery Automobile Group	3,065	2,966	2,842	2,685

(i) The transaction represented the amount of loan provided to Dongguan Yingyu for the operational funding requirements. The balance is pledged with the equity interest in Shanghai Yuzhou held by Dongguan Yingyu since March 2024, at an interest rate of 3% per annum and has no fixed term of repayment.

(ii) The transaction represented the amount of advance to related parties. The balance is unsecured, interest free and has no fixed terms of repayment.

(iii) This transaction represented the amount of loan provided by related parties to meet the Group's operational funding requirements. The balance is unsecured, interest free and has no fixed terms of repayment.

(iv) This transaction represented the amount of loan provided by related parties to meet the Group's operational funding requirements. The balance is unsecured, at an interest rate of 7% per annum and has no fixed term of repayment.

The Company

	As at 31 December			As at 30 June
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Due from subsidiaries	12,863	56,427	93,582	116,456
Prepayments, other receivables and other assets				
Non-trade related:				
Loan to Dongguan Yingyu	17,851	17,319	17,805	18,048
Trade related:				
Other receivables from Chen Yin-Jen	—	1,004	1,203	1,106
Total	17,851	18,323	19,008	19,154
Trade and bills receivables				
Chery Automobile Group	17,524	9,671	4,482	2,620

	As at 31 December			As at 30 June
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Due to subsidiaries	32,340	111,811	68,660	107,946
Other payables and accruals				
Non-trade related:				
Loan from Chen Yin-Jen	6,153	—	—	—
Loan from Peng Hongwei	—	3,762	4,346	284
Trade related:				
Payable to Voyager Technology International Limited	—	—	3,080	612
Total	6,153	3,762	7,426	896
Interest-bearing bank and other borrowings				
Non-trade related:				
Loan from Voyager Asset Investment Limited	2,443	2,480	2,425	2,350

(d) Guarantees provided by related parties

	As at 31 December			As at 30 June
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Guarantees and securities provided by related parties for the Group's bank loans *(note 26)*	72,039	184,106	253,784	349,577

The above mentioned guarantees and securities were provided by the controlling shareholder and Mr. Li Juenan.

(e) Compensation of key management personnel of the Group

	Year ended 31 December			Six months ended 30 June	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (unaudited)	*RMB'000*
Salaries, allowances and benefits in kind	4,260	5,362	4,668	2,458	2,740
Performance related bonuses	405	736	838	—	—
Pension scheme contributions	576	927	899	461	447
Total compensation paid to key management personnel	5,241	7,025	6,405	2,919	3,187

Further details of directors' and the chief executive's remuneration are included in note 10 to the Historical Financial Information.

The related party transactions in respect of transactions with Chery Automobile Group and guarantees provided by Mr. Li Juenan above also constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules.

38. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments at the end of each of the Relevant Periods were as follows:

The Group

As at 31 December 2023

Financial assets

	Financial assets at fair value through other comprehensive income	Financial assets at amortised cost	Total
	RMB'000	*RMB'000*	*RMB'000*
Trade and bills receivables	540	71,770	72,310
Financial assets included in prepayments, other receivables and other receivables	—	45,106	45,106
Cash and cash equivalents	—	49,309	49,309
Restricted cash	—	38	38
Total	540	166,223	166,763

Financial liabilities

	Financial liabilities at amortised cost
	RMB'000
Redemption financial liabilities	159,601
Trade and bills payables	71,323
Financial liabilities included in other payables and accruals	14,111
Interest-bearing bank and other borrowings	111,605
Total	356,640

As at 31 December 2024

Financial assets

	Financial assets at fair value through other comprehensive income	Financial assets at amortised cost	Total
	RMB'000	*RMB'000*	*RMB'000*
Trade and bills receivables	6,185	108,236	114,421
Financial assets included in prepayments, other receivables and other receivables	—	36,811	36,811
Cash and cash equivalents	—	11,504	11,504
Restricted cash	—	6,862	6,862
Total	6,185	163,413	169,598

Financial liabilities

	Financial liabilities at amortised cost
	RMB'000
Redemption financial liabilities	257,922
Trade and bills payables	146,327
Financial liabilities included in other payables and accruals	15,198
Interest-bearing bank and other borrowings	224,791
Total	644,238

As at 31 December 2025

Financial assets

	Financial assets at fair value through other comprehensive income	**Financial assets at amortised cost**	**Total**
	RMB'000	*RMB'000*	*RMB'000*
Trade and bills receivables	951	260,617	261,568
Financial assets included in prepayments, other receivables and other receivables	—	44,641	44,641
Cash and cash equivalents	—	40,491	40,491
Restricted cash	—	3,167	3,167
Total	951	348,916	349,867

Financial liabilities

	Financial liabilities at amortised cost
	RMB'000
Redemption financial liabilities	347,233
Trade and bills payables	259,443
Financial liabilities included in other payables and accruals	52,584
Interest-bearing bank and other borrowings	319,611
Total	978,871

As at 30 June 2026

Financial assets

	Financial assets at fair value through other comprehensive income	**Financial assets at amortised cost**	**Total**
	RMB'000	*RMB'000*	*RMB'000*
Trade and bills receivables	592	310,996	311,588
Financial assets included in prepayments, other receivables and other receivables	—	57,597	57,597
Cash and cash equivalents	—	86,030	86,030
Restricted cash	—	9,033	9,033
Total	592	463,656	464,248

Financial liabilities

	Financial liabilities at amortised cost
	RMB'000
Redemption financial liabilities	458,863
Trade and bills payables	220,364
Financial liabilities included in other payables and accruals	54,426
Interest-bearing bank and other borrowings	408,222
Total	1,141,875

39. TRANSFERS OF FINANCIAL ASSETS

Transferred bills receivables that are not derecognised in their entirety

(a) The Group endorsed certain bills receivables included in trade and bills receivables, which were accepted by banks in the Chinese mainland (the "**Endorsed Bills**") to certain suppliers in order to settle the trade and other payables due to such suppliers (the "**Endorsement**"). The aggregate amounts of the Endorsed Bills that were not due were RMB2,560,000, RMB5,663,000, RMB3,501,000 and RMB14,090,000 as at 31 December 2023, 2024, 2025 and 30 June 2026, respectively, and discounted bills receivables with carrying amounts of RMB9,954,000, RMB nil, RMB nil and RMB nil (the "**Discounted Bills**") as at 31 December 2023, 2024, 2025 and 30 June 2026. In the opinion of the management, the Group retains significant risks and rewards, including the risk of default associated with the Endorsed Bills and Discounted Bills, and therefore the Group continues to recognise the full carrying amounts of the Endorsed Bills and related trade and other payables, and it continues to recognise the full carrying amounts of the Discounted Bills and recognised the associated interest-bearing bank borrowings obtained.

(b) As part of its normal business, the Group entered into a trade receivable factoring arrangement (the "**Arrangement**") and transferred certain trade receivables to an external third-party financial institution. The original carrying value of the trade receivables transferred under the Arrangement that have not been settled were RMB nil, RMB10,950,000, RMB14,140,000 and RMB2,960,000 as at 31 December 2023, 2024, 2025 and 30 June 2026, respectively. Under the Arrangement, the Group may be required to reimburse the financial institution for loss of interest if any trade debtors have late payment up to 90 days. The Group retains substantially all the risks and rewards relating to the trade receivables, including the risk of default, and has fully recognized the associated liability as short-term borrowings.

Transferred bills receivables that are derecognised in their entirety

The Group endorsed certain bills receivables accepted by banks (the "**Derecognised Bills**") to certain of their suppliers in order to settle the trade payables due to such suppliers with carrying amounts in aggregate of RMB2,230,000, RMB34,551,000, RMB44,787,000 and RMB29,400,000 as at 31 December 2023, 2024, 2025 and 30 June 2026, respectively. Some bills receivables accepted by banks (the "**Derecognised Bills**") were discounted with carrying amounts of RMB7,045,000, RMB13,662,000, RMB9,925,000 and RMB18,250,000 as at 31 December 2023, 2024, 2025 and 30 June 2026, respectively. The Derecognised Bills had a maturity of six months at the end of the reporting period. In accordance with the Law of Negotiable Instruments in the PRC, the holders of the Derecognised Bills may exercise the right of recourse against any, several or all of the persons liable for the Derecognised Bills, including the Group, in disregard of the order of precedence (the "**Continuing Involvement**"). In the opinion of the directors, the risk of the Group being claimed by the holders of the Derecognised Bills is remote in the absence of a default of the accepted banks. The Group has transferred substantially all risks and rewards relating to the Derecognised Bills. Accordingly, it has derecognised the full carrying amounts of the Derecognised Bills and the associated trade payables. The maximum exposure to loss from the Group's Continuing Involvement in the Derecognised Bills and the undiscounted cash flows to repurchase these Derecognised Bills is equal to their carrying amounts. In the opinion of the directors, the fair values of the Group's Continuing Involvement in the Derecognised Bills are not significant.

During the Relevant Periods, the Group has not recognised any gain or loss on the date of transfer of the Endorsed Bills. No gains or losses were recognised from the Continuing Involvement, both during the reporting period and cumulatively. The endorsement has been made evenly throughout.

40. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

	Carrying amounts			
	As at 31 December			As at 30 June
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Financial liabilities				
Non-current interest-bearing bank and other borrowings	2,739	12,100	18,095	26,437

	Fair values			
	As at 31 December			As at 30 June
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Financial liabilities				
Non-current interest-bearing bank and other borrowings	2,738	11,372	17,319	24,544

Management has assessed that the fair values of cash and cash equivalents, trade and bills receivables, financial assets included in prepayments, other receivables and other assets, trade and bills payables, and financial liabilities included in other payables and accruals approximate to their carrying amounts largely due to the short-term maturities of these instruments.

The finance manager of the Group is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The Group's finance manager reports directly to the chief financial officer. At the end of each of the Relevant Periods, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the chief financial officer.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The Group has bills receivables measured at fair value through other comprehensive income. The Group has estimated the fair value of these bills receivables by using a discounted cash flow valuation model based on the market interest rates of instruments with similar terms and risks.

The fair values of the non-current portion of interest-bearing bank and other borrowings and other long payables and accruals have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The changes in fair value as a result of the Group's own non-performance risk for the non-current portion of interest-bearing bank and other borrowings as at were assessed to be insignificant. And the fair values of non-current other payables and accruals have been assessed to be approximate to their carrying amounts.

Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value:

As at 31 December 2023

	Fair value measurement using			
	Quoted prices in active markets Level 1	**Significant observable inputs Level 2**	**Significant unobservable Level 3**	**Total**
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Financial assets at FVTOCI — bills receivables	—	540	—	540

As at 31 December 2024

	Fair value measurement using			
	Quoted prices in active markets Level 1	**Significant observable inputs Level 2**	**Significant unobservable Level 3**	**Total**
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Financial assets at FVTOCI — bills receivables	—	6,185	—	6,185

As at 31 December 2025

	Fair value measurement using			
	Quoted prices in active markets Level 1	**Significant observable inputs Level 2**	**Significant unobservable Level 3**	**Total**
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Financial assets at FVTOCI — bills receivables	—	951	—	951

As at 30 June 2026

	Fair value measurement using			
	Quoted prices in active markets Level 1	Significant observable inputs Level 2	Significant unobservable Level 3	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Financial assets at FVTOCI — bills receivables	—	592	—	592

During the Relevant Periods, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities.

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise interest-bearing bank and other borrowings and cash and bank balances. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables, financial assets included in prepayments, other receivables and other assets, trade payables and financial liabilities included in other payables and accruals which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term obligations with floating interest rates.

After the assessment, the directors of the Company consider the Group's exposure to interest rate risk to be not significant.

Foreign currency risk

As the Group's major businesses are in Chinese Mainland, the majority of the transactions are conducted in RMB. Most of the Group's assets and liabilities are denominated in RMB. The Group was not exposed to material foreign currency risk during the Relevant Periods.

Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

Maximum exposure and year-end staging

The tables below show the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at the end of each of the Relevant Periods.

The amounts presented are gross carrying amounts for financial assets and the exposure to credit risk for the financial guarantee contracts.

As at 31 December 2023

	12-month ECLs	Lifetime ECLs			
	Stage 1	Stage 2	Stage 3	Simplified approach	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Trade receivables*	—	—	—	61,506	61,506
Bills receivables	16,700	—	—	—	16,700
Financial assets included in prepayments, other receivables and other assets — Normal**	45,693	—	—	—	45,693
Restricted cash	38	—	—	—	38
Cash and cash equivalents — Not yet past due	49,309	—	—	—	49,309
Total	111,740	—	—	61,506	173,246

As at 31 December 2024

	12-month ECLs	Lifetime ECLs			
	Stage 1	Stage 2	Stage 3	Simplified approach	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Trade receivables*	—	—	—	112,030	112,030
Bills receivables*	7,061	—	—	—	7,061
Financial assets included in prepayments, other receivables and other assets — Normal**	37,314	—	—	—	37,314
Restricted cash	6,862	—	—	—	6,862
Cash and cash equivalents — Not yet past due	11,504	—	—	—	11,504
Total	62,741	—	—	112,030	174,771

As at 31 December 2025

	12-month ECLs	Lifetime ECLs			
	Stage 1	Stage 2	Stage 3	Simplified approach	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Trade receivables*	—	—	—	260,503	260,503
Bills receivables*	7,759	—	—	—	7,759
Financial assets included in prepayments, other receivables and other assets — Normal**	45,372	—	—	—	45,372
Restricted cash	3,167	—	—	—	3,167
Cash and cash equivalents — Not yet past due	40,491	—	—	—	40,491
Total	96,789	—	—	260,503	357,292

As at 30 June 2026

	12-month ECLs	Lifetime ECLs			
	Stage 1	Stage 2	Stage 3	Simplified approach	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Trade receivables*	—	—	—	305,418	305,418
Bills receivables*	13,970	—	—	—	13,970
Financial assets included in prepayments, other receivables and other assets — Normal**	58,550	—	—	—	58,550
Restricted cash	9,033	—	—	—	9,033
Cash and cash equivalents — Not yet past due	86,030	—	—	—	86,030
Total	167,583	—	—	305,418	473,001

* *For trade receivables to which the Group applies the simplified approach for impairment, information is disclosed in note 21 to the Historical Financial Information.*

** *The credit quality of the financial assets included in prepayments, other receivables and other assets is considered to be "normal" when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be "doubtful".*

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables are disclosed in note 21 to the Historical Financial Information.

Liquidity risk

The Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management of the Group to finance the operations and mitigate the effects of fluctuations in cash flows.

The maturity profile of the Group's financial liabilities as at the end of each of the Relevant Periods, based on the contractual undiscounted payments, is as follows:

31 December 2023

	Within 1 year	1 to 5 years	Total
	RMB'000	*RMB'000*	*RMB'000*
Redemption financial liabilities	159,601	—	159,601
Trade payables	71,323	—	71,323
Financial liabilities included in other payables and accruals	14,111	—	14,111
Interest-bearing bank and other borrowings	111,011	2,897	113,908
Lease liabilities	5,095	1,728	6,823
Total	361,141	4,625	365,766

31 December 2024

	Within 1 year	1 to 5 years	Total
	RMB'000	*RMB'000*	*RMB'000*
Redemption financial liabilities	257,922	—	257,922
Trade payables	146,327	—	146,327
Financial liabilities included in other payables and accruals	15,198	—	15,198
Interest-bearing bank and other borrowings	217,244	13,126	230,370
Lease liabilities	7,479	12,129	19,608
Total	644,170	25,255	669,425

31 December 2025

	Within 1 year	1 to 5 years	Total
	RMB'000	*RMB'000*	*RMB'000*
Redemption financial liabilities	347,233	—	347,233
Trade payables	259,443	—	259,443
Financial liabilities included in other payables and accruals	52,584	—	52,584
Interest-bearing bank and other borrowings	317,499	18,497	335,996
Lease liabilities	11,637	10,739	22,376
Total	988,396	29,236	1,017,632

30 June 2026

	Within 1 year	1 to 5 years	Total
	RMB'000	*RMB'000*	*RMB'000*
Redemption financial liabilities	458,863	—	458,863
Trade payables	220,364	—	220,364
Financial liabilities included in other payables and accruals	54,426	—	54,426
Interest-bearing bank and other borrowings	390,338	28,225	418,563
Lease liabilities	15,684	12,119	27,803
Total	1,139,675	40,344	1,180,019

Capital management

The Group's primary objective for managing capital is to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the Relevant Periods.

42. PRE-ACQUISITION CONSOLIDATED FINANCIAL INFORMATION OF SHANGHAI YUZHOU

The following Pre-acquisition consolidated financial information of Shanghai Yuzhou and its subsidiaries (together, the "**Subgroup**") from 1 January 2023 to 31 March 2024 ("**Pre-acquisition Period**") presented with Rule 4.05A of the Listing Rules is disclosed below. The accounting policies adopted in the preparation of the pre-acquisition financial information is consistent with those adopted in the preparation of the Historical Financial Information as set out in note 2 above.

CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	Notes	Year ended 31 December 2023	Three months ended 31 March 2024
		RMB'000	*RMB'000*
REVENUE	(1)	118,987	67,069
Cost of sales		(125,514)	(58,767)
Gross profit		(6,527)	8,302
Other income and gains	(2)	463	239
Selling and marketing expenses		(2,725)	(574)
Administrative expenses		(37,689)	(9,150)
Research and development expenses		(19,483)	(2,439)
Impairment losses on financial assets, net		(812)	(496)
Other expenses	(5)	(405)	(277)
Finance costs	(4)	(6,613)	(1,307)
LOSS BEFORE TAX	(3)	(73,791)	(5,702)
Income tax expense	(6)	—	—
LOSS FOR THE YEAR/PERIOD		(73,791)	(5,702)

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	Notes	As at 31 December 2023 RMB'000	As at 31 March 2024 RMB'000
NON-CURRENT ASSETS			
Property, plant and equipment	(7)	23,710	20,487
Right-of-use assets	(8)	14,075	13,212
Total non-current assets		37,785	33,699
CURRENT ASSETS			
Inventories	(9)	38,575	50,062
Trade and bills receivables	(10)	47,620	61,998
Prepayments, other receivables and other assets	(11)	5,874	16,760
Restricted cash	(12)	9	14
Cash and cash equivalents	(12)	83	4,340
Total current assets		92,161	133,174
CURRENT LIABILITIES			
Interest-bearing bank and other borrowings	(15)	54,349	66,747
Trade and bills payables	(13)	119,540	146,929
Other payables and accruals	(14)	56,980	35,947
Provision	(18)	20,092	19,494
Lease liabilities	(8)	3,155	3,247
Contract liabilities	(16)	448	2,951
Total current liabilities		254,564	275,315
NET CURRENT LIABILITIES		(162,403)	(142,141)
TOTAL ASSETS LESS CURRENT LIABILITIES		(124,618)	(108,442)
NON-CURRENT LIABILITIES			
Interest-bearing bank and other borrowings	(15)	699	1,589
Provision	(18)	27,113	22,902
Lease liabilities	(8)	11,359	10,533
Total non-current liabilities		39,171	35,024
NET LIABILITIES		(163,789)	(143,466)
EQUITY			
Paid-in capital	(19)	6,857	32,882
Reserves	(20)	(170,646)	(176,348)
Total equity		(163,789)	(143,466)

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	Paid-in capital	Capital reserve	Other reserve	Accumulated losses	Total deficits
	RMB'000 (note (19))	*RMB'000 (note (20))*	*RMB'000 (note (20))*	*RMB'000*	*RMB'000*
As at 1 January 2023	6,857	18,943	1,074	(116,872)	(89,998)
Loss for the year	—	—	—	(73,791)	(73,791)
Total comprehensive loss for the year	—	—	—	(73,791)	(73,791)
As at 31 December 2023	6,857	18,943	1,074	(190,663)	(163,789)
As at 1 January 2024	6,857	18,943	1,074	(190,663)	(163,789)
Loss for the period	—	—	—	(5,702)	(5,702)
Total comprehensive loss for the period	—	—	—	(5,702)	(5,702)
Capital contribution by shareholders	26,025	—	—	—	26,025
As at 31 March 2024	32,882	18,943	1,074	(196,365)	(143,466)

The reserve accounts comprise the consolidated reserves of RMB(170,646,000) and RMB(176,348,000), in the consolidated statements of financial position as at 31 December 2023 and 31 March 2024, respectively.

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Notes	Year ended 31 December 2023	Three months ended 31 March 2024
		RMB'000	*RMB'000*
CASH FLOWS FROM OPERATING ACTIVITIES			
Loss before tax		(73,791)	(5,702)
Adjustments for:			
Finance costs	(4)	6,613	1,307
Depreciation of items of property, plant and equipment	(7)	6,110	3,860
Depreciation of right-of-use assets	(8)	2,043	863
Amortisation of other intangible assets		197	—
Impairment losses on financial assets, net	(3)	812	496
Inventory provision		(2,174)	1,416
Loss on disposal of items of property, plant and equipment	(3)	9	214
		(60,181)	2,454
Increase in inventories		(1,691)	(12,904)
Decrease/(increase) in trade receivables		8,936	(17,989)
(Increase)/decrease in bills receivables		(8,196)	(1,885)
Decrease/(increase) in prepayments, other receivables and other assets		25,693	(5)
Increase in trade and bills payables		29,358	27,389
Increase in contract liabilities		431	2,502
Increase/(decrease) in other payables and accruals		(6,034)	(1,670)
Increase/(decrease) in provisions		4,807	(4,810)
Increase in restricted cash		(9)	(5)
Cash used in operations		(6,886)	(6,922)
Taxes paid		—	—
Net cash flows used in operating activities		(6,886)	(6,922)
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of items of property, plant and equipment		(16,396)	(1,275)
Proceeds from disposal of property, plant and equipment		501	425
Loan to related parties		—	(11,081)
Net cash flows used in investing activities		(15,895)	(11,931)

	Note	Year ended 31 December 2023 RMB'000	Three months ended 31 March 2024 RMB'000
CASH FLOWS FROM FINANCING ACTIVITIES			
New bank and other borrowings		93,930	20,135
Repayment of bank and other borrowings		(86,047)	(3,880)
Interest paid on bank and other borrowings		(6,109)	(26)
Borrowings from sales and lease back transactions		862	1,459
Repayment of sales and lease back transactions		(141)	(339)
Payment of lease liabilities		(2,050)	(902)
Loan from related parties		19,362	—
Repayment to related parties		—	(19,362)
Capital contribution from shareholders		—	26,025
Net cash flows generated from financing activities		19,807	23,110
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS		(2,974)	4,257
Cash and cash equivalents at beginning of year/period		3,057	83
Cash and cash equivalents at end of year/period	(12)	83	4,340

(1) REVENUE

An analysis of revenue is as follows:

	Year ended 31 December 2023 RMB'000	Three months ended 31 March 2024 RMB'000
Revenue from contracts with customers	118,987	67,069

Revenue from contracts with customers

(a) Disaggregated revenue information

	Year ended 31 December 2023 RMB'000	Three months ended 31 March 2024 RMB'000
Types of goods or services		
Intelligent Cockpit Solutions	118,987	67,069
Timing of revenue recognition		
Goods and services transferred at a point in time	118,987	67,069

The following table shows the amounts of revenue recognised in each of the year ended 31 December 2023 and the three months ended 31 March 2024 that were included in the contract liabilities at the beginning of each of the years ended 31 December 2023 and the three months ended 31 March 2024:

	Year ended 31 December 2023 RMB'000	Three months ended 31 March 2024 RMB'000
Revenue recognised that was included in contract liabilities at the beginning of the reporting period:		
Sales of products	17	448

(b) Performance obligations

Information about Shanghai Yuzhou's performance obligations is summarised below:

Intelligent cockpit solutions

The performance obligation is fulfilled after the customer completes the acceptance and confirms the receipt of goods. The payment term is generally 30 to 90 days after the invoice is issued.

(2) OTHER INCOME AND GAINS

An analysis of other income and gains is as follows:

	Year ended 31 December 2023	Three months ended 31 March 2024
	RMB'000	*RMB'000*
Government grants*	443	44
Bank interest income	7	52
Others	13	143
Total	463	239

* *Government grants related to income that is received as compensation for expenses already incurred or for the purpose of giving immediate financial support to Shanghai Yuzhou with no future related costs recognised in profit or loss in the period upon actual receipt. There are no unfulfilled conditions or contingencies relating to these grants. Shanghai Yuzhou has received certain government grants related to purchases of items of property, plant and equipment and the grants related to assets were recognised in profit or loss over the useful lives of the relevant assets.*

(3) LOSS BEFORE TAX

Shanghai Yuzhou's loss before tax is arrived at after charging/(crediting):

	Notes	Year ended 31 December 2023	Three months ended 31 March 2024
		RMB'000	*RMB'000*
Cost of inventories and services sold*		125,514	58,767
Depreciation of property, plant and equipment*	(7)	6,110	3,860
Depreciation of right-of-use assets*	(8)(a)	2,043	863
Amortisation of other intangible assets*		197	—
Lease payments not included in the measurement of lease liabilities	(8)(c)	88	14
Research and development costs		19,483	2,439
Loss on disposal of items of property, plant and equipment	(5)	9	214
Government grants	(2)	(443)	(44)
Impairment of trade receivables, net	(10)	807	297
Impairment of other receivables, net	(11)	5	199
Write-down of inventories to net realisable value		(2,174)	1,416
Employee benefit expenses			
Wages, salaries and other allowances		23,370	8,158
Pension scheme contributions and social welfare		2,235	521
Total		25,605	8,679

* *The depreciation of property, plant and equipment, amortisation of intangible assets, and depreciation of right-of-use assets and employee benefit expenses are included in "Cost of sales", "Selling and marketing expenses", "Administrative expenses", and "Research and development expenses" in profit or loss. In addition, write-down of inventories to net realisable value are included in the cost of inventories.*

(4) FINANCE COSTS

An analysis of finance costs is as follows:

	Year ended 31 December 2023	Three months ended 31 March 2024
	RMB'000	*RMB'000*
Interest on bank and other borrowings	6,167	1,139
Interest on lease liabilities	446	168
Total	6,613	1,307

(5) OTHER EXPENSES

	Year ended 31 December 2023	Three months ended 31 March 2024
	RMB'000	*RMB'000*
Loss on disposal of property, plant and equipment	9	214
Others	396	63
Total	405	277

(6) INCOME TAX

Shanghai Yuzhou is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of Shanghai Yuzhou are domiciled and operate.

Chinese mainland

Under the Law of the PRC on Enterprise Income Tax (the "**EIT Law**") and Implementation Regulation of the EIT Law, the Enterprise Income Tax ("**EIT**") rate of the PRC subsidiaries was 25% during the Pre-acquisition Periods, unless otherwise specified below.

Shanghai Yuzhou obtained its "High and New Technology Enterprise" ("**HNTE**") qualification since 2023 and reviewed by the relevant tax authority in the PRC every three years, so it was entitled to the preferential tax rate of 15% as at 31 December 2023 and 31 March 2024.

Yuzhou Electrical Equipment (Dongguan) Co., Ltd., a subsidiary of Shanghai Yuzhou in Chinese mainland, is qualified as a high and new technology enterprise and was subject to income tax at a preferential tax rate of 15% for the three months ended 31 March 2024. This qualification is subject to review by the relevant tax authority in the PRC for every three years.

Certain of Shanghai Yuzhou's PRC subsidiaries are qualified as small and micro enterprises and are entitled to a preferential corporate income tax rate of 20% during the Pre-acquisition Periods.

	Year ended 31 December 2023	Three months ended 31 March 2024
	RMB'000	*RMB'000*
Current income tax	—	—
Deferred income tax *(note (17))*	—	—
Total tax charge for the year/period	—	—

A reconciliation of the tax expense applicable to loss before tax using the statutory rate for the jurisdiction in which Shanghai Yuzhou and the majority of its subsidiaries are domiciled and/or operate to the tax expense at the effective tax rate is as follows:

	Year ended 31 December 2023	Three months ended 31 March 2024
	RMB'000	*RMB'000*
Loss before tax	(73,791)	(5,702)
Tax at the statutory tax rate of 25%	(18,448)	(1,426)
Effect of preferential tax rates	5,910	180
Additional deductible allowance for qualified research and development expenses	(2,630)	(329)
Temporary differences and tax losses not recognised	15,007	1,518
Expenses not deductible for tax	161	57
Tax charge at the Subgroup's effective tax rate	—	—

(7) PROPERTY, PLANT AND EQUIPMENT

	Leasehold improvements	Motor vehicles	Electronic and office equipment	Machinery and others	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
31 December 2023					
At 1 January 2023:					
Cost	4,458	730	3,129	6,713	15,030
Accumulated depreciation	(1,785)	(278)	(1,651)	(1,756)	(5,470)
Net carrying amount	2,673	452	1,478	4,957	9,560
At 1 January 2023, net of accumulated depreciation	2,673	452	1,478	4,957	9,560
Additions	3,728	1,385	1,105	14,552	20,770
Disposals	—	(9)	(501)	—	(510)
Depreciation provided during the year *(note (3))*	(2,611)	(176)	(475)	(2,848)	(6,110)
At 31 December 2023, net of accumulated depreciation	3,790	1,652	1,607	16,661	23,710
At 31 December 2023:					
Cost	8,186	1,936	2,396	18,792	31,310
Accumulated depreciation	(4,396)	(284)	(789)	(2,131)	(7,600)
Net carrying amount	3,790	1,652	1,607	16,661	23,710
31 March 2024					
At 1 January 2024:					
Cost	8,186	1,936	2,396	18,792	31,310
Accumulated depreciation	(4,396)	(284)	(789)	(2,131)	(7,600)
Net carrying amount	3,790	1,652	1,607	16,661	23,710
At 1 January 2024, net of accumulated depreciation	3,790	1,652	1,607	16,661	23,710
Additions	—	—	58	1,217	1,275
Disposals	—	(173)	(3)	(462)	(638)
Depreciation provided during the year *(note (3))*	(265)	(107)	(257)	(3,231)	(3,860)
At 31 March 2024, net of accumulated depreciation	3,525	1,372	1,405	14,185	20,487
At 31 March 2024:					
Cost	8,186	1,747	2,451	19,528	31,912
Accumulated depreciation	(4,661)	(375)	(1,046)	(5,343)	(11,425)
Net carrying amount	3,525	1,372	1,405	14,185	20,487

At 31 December 2023 and 31 March 2024, certain of the machinery and others with a net carrying amount of approximately RMB322,000 and RMB2,625,000 were related to sales and lease back transactions.

(8) LEASES

Shanghai Yuzhou as a lessee

Shanghai Yuzhou has certain lease contracts for buildings for used in its operations. Leases of buildings generally have lease terms exceed one year. Other equipment generally has lease terms of 12 months or less or is individually of low value. Generally, Shanghai Yuzhou is restricted from assigning and subleasing the leased assets outside Shanghai Yuzhou.

(a) Right-of-use assets

The carrying amounts of right-of-use assets and the movements during the Pre-acquisition Periods are as follows:

	Buildings
	RMB'000
As at 1 January 2023	
Additions	16,118
Depreciation charge	(2,043)
As at 31 December 2023	14,075

	Buildings
	RMB'000
As at 1 January 2024	14,075
Depreciation charge	(863)
As at 31 March 2024	13,212

The right-of-use (the "**ROU**") assets of Shanghai Yuzhou consisted of the offices leased from third parties for headquarter offices purpose.

(b) Lease liabilities

The carrying amounts of lease liabilities and the movements during the Pre-acquisition Periods are as follows:

	As at 31 December 2023	**As at 31 March 2024**
	RMB'000	*RMB'000*
Carrying amount at the beginning of the year/period	—	14,514
New leases	16,118	—
Accretion of interest recognised during the year	446	168
Lease payments	(2,050)	(902)
Carrying amount at the end of the year/period	14,514	13,780
Analysed into:		
Current portion	3,155	3,247
Non-current portion	11,359	10,533

(c) The amounts recognised in profit or loss in relation to leases are as follows:

	Year ended 31 December 2023	**Three months ended 31 March 2024**
	RMB'000	*RMB'000*
Interest on lease liabilities	446	168
Depreciation charge of right-of-use assets	2,043	863
Expense related to short-term and low-value leases	88	14
Total amount recognised in profit or loss	2,577	1,045

(9) INVENTORIES

	As at 31 December 2023	**As at 31 March 2024**
	RMB'000	*RMB'000*
Raw materials	11,965	13,129
Work in progress	11,345	12,083
Finished goods	15,265	24,850
Total	38,575	50,062

(10) TRADE AND BILLS RECEIVABLES

	As at 31 December 2023	As at 31 March 2024
	RMB'000	*RMB'000*
Trade receivables	40,591	58,580
Impairment	(1,103)	(1,400)
Subtotal	39,488	57,180
Bills receivables	8,132	4,818
Total trade and bills receivables	47,620	61,998

Shanghai Yuzhou's trading terms with its certain customers are on credit, and the credit period is generally three month extending up to six months for major customers. Shanghai Yuzhou seeks to maintain strict control over its outstanding receivables and has a credit control department to minimise credit risk. Overdue balances are reviewed regularly by management. In view of the aforementioned and the fact that Shanghai Yuzhou's trade receivables relate to diversified customers, there is no significant concentration of credit risk. Shanghai Yuzhou does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

An ageing analysis of the trade receivables as at the end of the year ended 31 December 2023 and the three months ended 31 March 2024, based on the date of revenue recognition and net of loss allowance, is as follows:

	As at 31 December 2023	As at 31 March 2024
	RMB'000	*RMB'000*
Within 1 year	39,395	57,097
Over 1 year	93	83
Total	39,488	57,180

The movements in the loss allowance for impairment of trade receivables are as follows:

	As at 31 December 2023	As at 31 March 2024
	RMB'000	*RMB'000*
At beginning of the year/period	296	1,103
Impairment losses, net	807	297
At end of the year/period	1,103	1,400

An impairment analysis was performed at the end of each of the years ended 31 December 2023 and the three months ended 31 March 2024 using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

Shanghai Yuzhou writes off trade receivables when there is information indicating that the counterparty is in severe financial difficulties and there is no realistic prospect of recovery, e.g., when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, whichever occurs sooner, also taking into account legal advice where appropriate.

The bills receivables are bank acceptance bills aged within 6 months. Shanghai Yuzhou considers that there is no material credit risk in the bank acceptance bills held by Shanghai Yuzhou.

Set out below is the information about the credit risk exposure on Shanghai Yuzhou's trade and bills receivables using a provision matrix:

As at 31 December 2023

	Within 1 year	1 to 2 years	2 to 3 years	Over 3 years	Total
Expected credit loss rate	2%	75%	100%	100%	3%
Gross carrying amount *(RMB'000)*	40,124	376	50	41	40,591
Expected credit losses *(RMB'000)*	729	283	50	41	1,103

As at 31 March 2024

	Within 1 year	1 to 2 years	2 to 3 years	Over 3 years	Total
Expected credit loss rate	2%	75%	100%	100%	2%
Gross carrying amount *(RMB'000)*	58,152	334	34	60	58,580
Expected credit losses *(RMB'000)*	1,055	251	34	60	1,400

(11) PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

	As at 31 December 2023	As at 31 March 2024
	RMB'000	*RMB'000*
Prepayments	763	182
Value-added tax recoverable	3,888	4,641
Deposits and other receivables	1,232	1,063
Amounts due from related parties (i)	—	11,082
Impairment allowance	(9)	(208)
Total	5,874	16,760

(i) The transaction represented a net amount of loan provided to Dongguan Yingyu for the operational funding requirements. The balance is unsecured, interest free and has no fixed repayment terms.

At the end of each of the Pre-acquisition Periods, the ECLs of the financial assets included in prepayments, other receivables and other assets were measured based on the 12-month expected credit loss if they were not past due and there was no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, they were measured based on the lifetime expected credit loss. An impairment analysis was performed at the end of each of the Pre-acquisition Periods.

The movements in the loss allowance for impairment of other receivables are as follows:

	As at 31 December 2023	As at 31 March 2024
	RMB'000	*RMB'000*
At beginning of year/period	4	9
Impairment of other receivables, net	5	199
At end of year/period	9	208

(12) CASH AND CASH EQUIVALENTS

	As at 31 December 2023	As at 31 March 2024
	RMB'000	*RMB'000*
Cash and bank balances	92	4,354
Less: Restricted cash	9	14
Cash and cash equivalents	83	4,340
Denominated in:		
RMB	83	4,340
Total	83	4,340

As at 31 December 2023 and 31 March 2024, the cash at bank of RMB9,000 and RMB14,000 were restricted due to long-term inactivity and freezing.

The RMB is not freely convertible into other currencies, however, under the Chinese mainland's Foreign Exchange Control Regulations and Administration of Settlement, and Sale and Payment of Foreign Exchange Regulations, Shanghai Yuzhou is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of Shanghai Yuzhou, and earn interest at the respective short term time deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

(13) TRADE AND BILLS PAYABLES

	As at 31 December 2023	As at 31 March 2024
	RMB'000	*RMB'000*
Trade and bills payables	119,540	146,929

An ageing analysis of the trade and bills payables as at the end of the year ended 31 December 2023 and the three months ended 31 March 2024, based on the invoice date, is as follows:

	As at 31 December 2023	As at 31 March 2024
	RMB'000	*RMB'000*
Within 1 year	109,966	139,090
1 to 2 years	9,574	7,839
Total	119,540	146,929

The trade payables are non-interest-bearing and are normally settled on terms of 1 to 6 months.

(14) OTHER PAYABLES AND ACCRUALS

	As at 31 December 2023	As at 31 March 2024
	RMB'000	*RMB'000*
Current		
Payroll and welfare payables	7,070	5,924
Other tax payable	4,173	5,197
Other payables	26,375	24,826
Amounts due to related parties (i)	19,362	—
Total	56,980	35,947

(i) This transaction represented the amount of loan provided by Dongguan Yingyu to meet Shanghai Yuzhou's operational funding requirements. The balance is unsecured, interest free and has no fixed terms of repayment.

(15) INTEREST-BEARING BANK AND OTHER BORROWINGS

The effective interest rates and maturities of the borrowings are as follows

	As at 31 December 2023		
	Effective interest rate	Maturity	*RMB'000*
	%		
Current			
Bank loans — guaranteed (i)	1.10%–4.20%	2024	23,717
Other borrowings — secured (iii)	1.10%–6.50%	2024	3,841
Other borrowings — unsecured	5.00%–18.00%	2024	26,513
Payables relating to sales and lease back transactions (iv)	3.85%	2024	278
Non-current			
Bank loans — guaranteed (i)	9.45%–23.45%	2025	43
Payables relating to sales and lease back transactions (iv)	3.85%	2026	656
Total			55,048

	As at 31 March 2024		
	Effective interest rate	Maturity	*RMB'000*
	%		
Current			
Bank loans — guaranteed (ii)	3.10%–4.50%	2025	30,514
Bank loans — unsecured	4.35%	2025	5,251
Other borrowings — secured (iii)	1.10%–6.50%	2025	12,810
Other borrowings — unsecured	5.00%–18.00%	2025	16,690
Payables relating to sales and lease back transactions (iv)	3.85%–10.38%	2025	1,482
Non-current			
Bank loans — guaranteed (ii)	9.45%	2025	23
Payables relating to sales and lease back transactions (iv)	3.85%–10.38%	2026	1,566
Total			68,336

The carrying amounts of borrowings are denominated in RMB.

	As at 31 December 2023	As at 31 March 2024
	RMB'000	*RMB'000*
Analysed into:		
Bank loans repayable:		
Within one year	54,349	66,747
In the second year	699	1,589
Total	55,048	68,336

(i) At 31 December 2023, bank loans of RMB23,760,000 were guaranteed by certain substantial shareholders.

(ii) At 31 March 2024, bank loans of RMB30,537,000 were guaranteed by certain substantial shareholders and related parties of Shanghai Yuzhou.

(iii) Other borrowings — secured comprises discounted bills receivables and borrowings from recourse factoring of accounts receivable with the pledge of bills and accounts receivables.

(iv) The Subgroup has entered into sale and leaseback transactions whereby certain assets were sold and subsequently leased back, cash received in substance is treated as borrowings.

(16) CONTRACT LIABILITIES

	As at 31 December 2023	As at 31 March 2024
	RMB'000	*RMB'000*
Advances received from customers	448	2,951

(17) DEFERRED TAX

Deferred tax assets have not been recognised because of company has been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

Deferred tax assets have not been recognised in respect of the following items:

	As at 31 December 2023	As at 31 March 2024
Tax losses	64,921	81,831
Deductible temporary differences	28,664	26,850
Total	93,585	108,681

The above tax losses are available and will expire in one to ten years for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax assets have not been recognised in respect of these losses as it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

(18) PROVISION

	Warranties
	RMB'000
At 1 January 2023	42,399
Additional provision	22,417
Amounts utilised during the year	(17,611)
At 31 December 2023 and 1 January 2024	47,205
Provision	20,092
Provision (Non-current)	27,113
At 1 January 2024	47,205
Additional provision	2,102
Amounts utilised during the year	(6,911)
At 31 March 2024	42,396
Provision	19,494
Provision (Non-current)	22,902

Shanghai Yuzhou generally provides customers warranties of typically 36 months on certain of its products for general repairs of defects occurring during the warranty period. The amount of the provision for the warranties is estimated based on sales volumes and experience of the level of repairs and returns. The estimation basis is reviewed on an ongoing basis and revised where appropriate.

(19) PAID-IN CAPITAL

A summary of movements in Shanghai Yuzhou's paid-in capital is as follows:

	Number of shares in issue	Paid-in capital
		RMB'000
At 1 January 2023 and 31 December 2023	6,857,100	6,857
Capital contribution by shareholders	26,024,496	26,025
At 31 March 2024	32,881,596	32,882

(20) RESERVES

The amounts of the Shanghai Yuzhou's reserves and the movements therein for the Pre-acquisition Periods are presented in the consolidated statements of changes in equity.

(a) Capital reserve

The capital reserve represents capital contributions and distributions to the shareholders.

(b) Other reserves

Other reserves of Shanghai Yuzhou represent the amounts of the statutory surplus reserves.

43. EVENTS AFTER THE RELEVANT PERIODS

Pursuant to the resolutions of the shareholders dated 29 June 2026, the shareholders resolved to implement the share subdivision, pursuant to which each share shall be subdivided into 10 shares with a nominal value of RMB0.1 each. Upon completion of the share subdivision on 1 July 2026, the total number of issued shares increased from 20,961,170 shares to 209,611,700 shares.

During July and August 2026, the Company received proceeds of RMB221,000,000 from pre-**[REDACTED]** investors for the subscription of 1,666,337 shares newly issued, which is equivalent to [16,663,370] shares after taking into account of the share subdivision as described in the aforementioned paragraph. Refer to Note 32 (e) for details.

Save as disclosed above, there are no other material subsequent events after 30 June 2026.

44. SUBSEQUENT FINANCIAL STATEMENTS

No audited financial statements have been prepared by the Company, the Group or any of the companies now comprising the Group in respect of any period subsequent to 30 June 2026.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

This Appendix sets out summaries of the main clauses of our Articles of Association adopted on September 10, 2026 which shall become effective as at the date on which the H shares are ***[REDACTED]*** *on the Stock Exchange. As the main purpose of this appendix is to provide potential* ***[REDACTED]*** *with an overview of the Articles of Association, it may not necessarily contain all information that is important to potential* ***[REDACTED]****. As discussed in the appendix headed "Appendix V — Documents Delivered to the Registrar of Companies and Documents on Display," the full document of the Articles of Association is available on display.*

DIRECTORS AND BOARD OF DIRECTORS

Power to allocate and issue Shares

The Articles of Association contain clauses that authorize the Board of Directors to issue shares. The Shareholders' Meeting of our Company may authorize the Board of Directors to decide on the issuance of not more than 50% of the issued shares within 3 years. However, if the capital contribution is made at the price of non-monetary property, it shall be resolved by the Shareholders' meeting. Where the Shareholders' Meeting authorizes the Board of Directors to decide on the issuance of new shares, the resolution of the Board of Directors shall be adopted by more than two-thirds of all Directors.

Power to dispose assets of our Company or any subsidiary

The Board of Directors shall determine the authority of external investment, acquisition and sale of assets, asset mortgage, external guarantee matters, entrusted financial management, connected transactions, and establish strict review and decision-making procedures; major investment projects shall be reviewed by relevant experts and professionals and reported to the Shareholders' Meeting for approval.

Compensation or payments for loss of office

There are no provisions in the Articles of Association relating to compensation or payments for loss of office.

Loans to Directors

There are no provisions in the Articles of Association relating to loans to directors.

Provision of financial assistance for acquiring the Shares of the Company or shares of any subsidiary

The Articles of Association contain provisions relating to financial assistance for acquiring shares of our Company or its parent company. Save for employee shareholding schemes implemented by our Company, our Company or any of our subsidiaries (including our affiliated enterprises) shall not, by way of gift, advance, guarantee, loan or otherwise, provide financial assistance to any person for acquiring shares in our Company or our parent company. For the benefit of our Company, upon a resolution of the Shareholders' Meeting, or a resolution made by the Board of Directors in accordance with these Articles of Association or the authorization of the Shareholders' Meeting, our Company may provide financial assistance to any person for acquiring shares in our Company or our parent company, provided that the cumulative total amount of such financial assistance shall not exceed 10% of the total issued share capital. A resolution made by the Board of Directors in this regard shall be adopted by more than two-thirds of all Directors.

Disclosure of interests in contracts with the Company or any subsidiary

Without reporting to the Board of Directors or the Shareholders' Meeting and obtaining approval by a resolution of the Board of Directors or the Shareholders' Meeting in accordance with the Articles of Association, Directors shall not directly or indirectly conclude any contract or engage in any transaction with our Company.

Remuneration

The appointment and removal of the members of the Board of Directors as well as their remuneration and payment methods, shall be adopted by the Shareholders' Meeting by ordinary resolution.

Retirement, appointment, removal

The Board of Directors is composed of no less than eight Directors, among whom three are independent non-executive directors. The Directors of the Company are elected by the Shareholders' Meeting. At any time, the Board of Directors should have more than one-third independent non-executive directors, and the total number of independent non-executive directors should not be less than three.

The Board of Directors has one chairman. The chairman of the Board of Directors shall be elected by more than half of all Directors.

Directors serve three-year terms, and the Director can be re-elected and reappointed at the end of the term. The term of office of a Director shall be calculated from the date of appointment until the expiration of the term of office of the current Board of Directors. If the term of office of a Director expires without timely re-election, the original Director shall still perform the duties of a Director in accordance with laws, regulations, departmental rules, regulatory provisions of the relevant regulatory authorities and the provisions of these Articles of Association before the newly elected Director takes office.

The Articles of Association do not contain provisions regarding the shareholding qualification and age limit for Directors.

None of the following persons shall serve as our Director:

(I) a person who has no capacity for civil conduct or having limited capacity for civil conduct;

(II) a person who has been sentenced to criminal punishment for corruption, bribery, encroachment on property, misappropriation of property or sabotage of the order of the socialist market economy, and less than five years have elapsed since the completion of the sentence, or having been deprived of his/her political rights as a result of a criminal conviction and five years have not elapsed since the date on which execution of the sentence was completed, two years have not yet elapsed from the date on which the probationary period of probation has expired;

(III) a person who has served as a Director, factory chief, or manager of an insolvent and liquidated company or enterprise and is held personally liable for such bankruptcy, and three years have not elapsed since the date when the insolvency and liquidation of the company or enterprise is completed;

(IV) a person who has served as the legal representative of a company or enterprise whose business license has been revoked or ordered to close down due to any violation of law, and is held personally liable for the revocation, and three years have not elapsed since the date when the revocation occurs;

(V) a person who is listed by the people's court as a judgment defaulter because the amount of debt he bears is relatively large and the debt is not paid off when it is due;

(VI) a person who has been prohibited from entering the securities market by the relevant regulatory authorities, and the time limit has not expired;

(VII) other contents stipulated by laws, regulations, or regulatory provisions of the relevant regulatory authorities.

The election, appointment or employment of the Directors shall be invalid if such election, appointment or employment is against the Articles of Association. If a Director falls into the situations provided in the above-mentioned situations during his/her term of office, the company shall remove him/her from his/her position.

Borrowing Powers

The Board of Directors shall be entitled to make resolutions for our Company to issue bonds and its Shares under the authorization of Shareholders' Meeting.

Powers of the Board of Directors

The Board of Directors shall exercise the following functions and powers:

(I) to convene Shareholders' Meeting and report to the Shareholders' Meeting;

(II) to implement resolutions of the Shareholders' Meeting;

(III) to decide on our Company's business plans and investment plans;

(IV) to formulate our Company's profit distribution plans and plans on making up losses;

(V) to formulate proposals for the increase or reduction of our Company's registered capital, the issuance of bonds or other securities of our Company and listing of Shares of our Company;

(VI) to formulate plans for the company's major acquisitions and disposals, repurchase of the company's shares, mergers, divisions, dissolution, or changes in corporate form;

(VII) to make a resolution on external investment, acquisition and sale of assets, asset mortgage, external guarantee matters, entrusted financial management, connected transactions and external donations as authorized by the Shareholders' Meeting;

(VIII) to decide on establishment of internal management organs of our Company;

(IX) to decide on the appointment or dismissal of our Company's general manager; to decide to appoint or dismiss our Company's deputy general manager, financial director, secretary of the Board and other senior management personnel according to the nomination of the general manager, and decide on their remuneration, rewards and punishments;

(X) to formulate the basic management system of our Company;

(XI) to formulate proposals to amend the Articles of Association;

(XII) to propose to the Shareholders' Meeting the appointment or replacement of the accounting firm that provides audit service to our Company;

(XIII) to listen to the work report of the general manager of the company and inspect the work of the general manager;

(XIV) other powers stipulated by laws, regulations, regulatory rules of the place where the Company's shares are listed ("**the Listing Place Rules**"), regulatory provisions of relevant regulatory authorities or the Articles of Association, or powers granted by Shareholders' Meeting.

Matters beyond the scope of authorization of the Shareholders' Meeting shall be submitted to the Shareholders' Meeting for deliberation.

DIRECTORS' VOTING WITH MATERIAL INTERESTS

Save for the limited exceptions permitted under the PRC Company Law, a Director who has a material interest, whether directly or indirectly, in any proposal, arrangement or contract with the Company shall abstain from voting on the relevant resolution at the meeting of the Board of Directors and shall not be counted for the purpose of forming a quorum for such meeting. The Articles of Association do not confer any general power on any Director to vote in respect of any proposal, arrangement or contract in which such Director has a material interest, other than such statutory exceptions.

Secretary of the Board of Directors

Our Company shall establish a secretary to the Board of Directors, responsible for the preparation of our Company's Shareholders' Meeting and Board of Directors' meeting, retention of documents, management of our investor relations and our Company's Shareholder materials.

ALTERATIONS TO CONSTITUTIONAL DOCUMENTS

In any of the following circumstances, the Company shall amend its articles of association:

(I) after the revision of the PRC Company Law or relevant laws, regulations and regulatory provisions of relevant regulatory authorities, the matters stipulated in the Articles of Association are in conflict with the provisions of the amended laws, regulations and regulatory provisions of relevant regulatory authorities;

(II) the situation of the Company changes and is inconsistent with the matters recorded in the articles of association;

(III) the Shareholders' Meeting has decided to amend the articles of association.

If the amendment of the articles of association approved by the Shareholders' Meeting resolution requires approval by the competent authority, it must be submitted to the competent authority for approval; if it involves Company registration matters, change registration shall be handled in accordance with the law.

The Board of Directors shall amend the Articles of Association in accordance with the resolution of the Shareholders' Meeting and the approval opinions of relevant competent authorities.

The amendment of the Articles of Association constitutes to the information required to be disclosed by laws and regulations and shall be announced in accordance with regulations.

SPECIAL RESOLUTIONS — MAJORITY REQUIRED

The resolutions of the Shareholders' Meeting are categorized as ordinary resolutions and special resolutions. An ordinary resolution shall be adopted by a simple majority of the votes held by the Shareholders (including proxies) attending the Shareholders' Meeting. A special resolution shall be adopted by a two-thirds majority of the votes held by the Shareholders (including proxies) attending the Shareholders' Meeting.

VOTING RIGHTS (GENERALLY AND ON A POLL)

Shareholders (including proxy) shall exercise their voting rights according to the number of voting Shares they represent, and each Share shall have one vote.

Any Shareholder who, in accordance with the Listing Place Rules, is required to waive their voting rights or is limited to only casting affirmative or negative votes on a certain matter shall waive their voting rights in accordance with the provisions. Any Shareholder vote or representative vote that violates relevant regulations or restrictions will not be counted in the voting results.

The Shares held by the Company do not have voting rights, and these Shares are not included in the total number of Shares with voting rights present at the Shareholders' Meeting.

When the Shareholders' Meeting deliberates on related transactions, affiliated Shareholders shall not participate in voting.

The Shareholders' Meeting adopts a registered voting method. The same voting right can only choose one of on-site, online or other voting methods. In case of repeated voting with the same voting right, the first voting result shall prevail.

Shareholders attending the Shareholders' Meeting shall express one of the following opinions on the proposal submitted for voting: affirmative, negative or abstention.

Where any ballot is not completed in full, is completed incorrectly or unintelligibly, or has no vote recorded, the voter shall be deemed to have waived his voting rights and the voting result for his shares shall be deemed as an "abstention".

The Articles of Association do not contain provisions regarding variation of rights of existing shares or classes of shares.

LAPSE OF DIVIDEND ENTITLEMENTS

There are no provisions under the Articles of Association or the PRC Company Law prescribing any time-limit upon the expiry of which a shareholder's entitlement to dividends shall lapse. No dividend entitlement shall lapse for the benefit of the Company or any other party merely by passage of time.

REQUIREMENTS FOR ANNUAL SHAREHOLDERS' MEETING

The Shareholders' Meeting are divided into annual Shareholders' Meeting and extraordinary Shareholders' Meeting. The annual Shareholders' Meeting shall be convened once a year and be held within six months of the end of the previous fiscal year.

ACCOUNTING AND AUDITS

Financial and accounting policies

The Company formulates its financial and accounting system in accordance with laws, regulations, and regulatory provisions of relevant regulatory authorities.

The Company shall prepare a financial report at the end of each fiscal year, which shall be reviewed and verified in accordance with the law.

The Company shall not establish other accounting books except for statutory accounting books. The assets of the Company shall not be deposited in any account opened in the name of any individual.

The Company shall publish annual results announcements within three months after fiscal year-end, interim results announcements within two months after the first six months, annual reports within four months after fiscal year-end, and interim reports within three months after the first six months, in compliance with the Hong Kong Listing Rules.

Appointment and Dismissal of Accountants

The Company engages accounting firms that comply with the provisions of the Securities Law and the regulatory provisions of relevant regulatory authorities to conduct accounting statement auditing, net asset verification, and other related consulting services. The term of employment is one year and can be renewed. The appointment of an accounting firm by the Company must be decided by a majority of Shareholders at the Shareholders' Meeting, and the Board of Directors shall not appoint an accounting firm before the decision is made at the Shareholders' Meeting. The Company guarantees to provide the accounting firm it engages with true and complete accounting vouchers, accounting books, financial accounting reports, and other accounting materials, and shall not refuse, conceal, or falsely report.

The remuneration of an accounting firm or the method of determining remuneration shall be determined by the Shareholders' Meeting. When the Company dismisses or no longer renews the appointment of an accounting firm, the Shareholders' Meeting shall make a decision and notify the accounting firm 10 days in advance. When the Company's Shareholders' Meeting votes on the dismissal of an accounting firm, the accounting firm is allowed to state its opinions. If the accounting firm proposes to resign, it shall explain to the Shareholders' Meeting whether the Company has any improper circumstances.

NOTICE AND AGENDA OF GENERAL SHAREHOLDERS' MEETING

The Shareholders' Meeting is the organ of authority of the Company. The Company shall convene an extraordinary Shareholders' Meeting within two months from the date of the fact:

(I) the number of Directors is less than two-thirds of the number specified in the PRC Company Law or the Articles of Association;

(II) where the Company's unfunded losses reach one-third of the total Share capital paid in;

(III) where the Shareholder(s) who individually or jointly hold no less than 10% of the Company's Shares (excluding Treasury Shares) request(s) holding of such a meeting;

(IV) when deemed necessary by the Board of Directors;

(V) when the Audit Committee proposes to convene such a meeting;

(VI) in other circumstances stipulated by laws, regulations, regulatory provisions of relevant regulatory authorities, or the Articles of Association.

The Audit Committee has the right to propose the convening of an extraordinary shareholders' meeting to the Board of Directors, and such proposal shall be made in writing. Pursuant to applicable laws, regulations and the Company's Articles of Association, the Board of Directors shall provide written feedback indicating its approval or disapproval of convening the shareholders' meeting within 10 days upon receipt of the proposal. If the Board of Directors agrees to convene an extraordinary Shareholders' Meeting, it shall issue a notice of convening the Shareholders' Meeting within five days after making the Board resolution. If the Board of Directors disapproves the convening of the shareholders' meeting, or fails to provide feedback within 10 days upon receipt of the request, it shall be deemed that the Board of Directors refuses to convene and preside over the meeting, and the Audit Committee may convene and preside over the meeting on its own authority.

The independent non-executive director has the right to propose the convening of an extraordinary shareholders' meeting to the Board of Directors, and such proposal shall be made in writing. Pursuant to applicable laws, regulations and the Company's Articles of Association, the Board of Directors shall provide written feedback indicating its approval or disapproval of convening the shareholders' meeting within 10 days upon receipt of the proposal. If the Board of Directors agrees to convene an extraordinary Shareholders' Meeting, it shall issue a notice of convening the Shareholders' Meeting within five days after making the Board resolution.

Shareholders who individually or collectively hold 10% or more of the Company's Shares have the right to request the convening of an extraordinary Shareholders' Meeting from the Board of Directors. The Board of Directors shall, in accordance with laws, regulations and the Articles of Association, provide written feedback on whether to agree or disagree with the convening of an extraordinary Shareholders' Meeting within ten days after receiving the request. If the Board of Directors agrees to convene an extraordinary Shareholders' Meeting, it shall issue a notice of convening the Shareholders' Meeting within five days after making the Board resolution. If the Board of Directors does not agree to convene an extraordinary Shareholders' Meeting or fails to provide feedback within ten days after receiving the request, Shareholders who have individually or collectively held 10% or more of the Company's Shares for 90 consecutive days or more have the right to convene and preside over the Shareholders' Meeting on their own.

The Company holds a Shareholders' Meeting, and the Board of Directors, Audit Committee, and Shareholders who individually or jointly hold more than 1% of the Company's Shares have the right to submit proposals to the Company. Shareholders who individually or collectively hold more than 1% of the Company's Shares may submit temporary proposals and submit them in writing to the convener ten days prior to the convening of the Shareholders' Meeting. The convener shall issue a supplementary notice of the Shareholders' Meeting within two days after receiving the proposal, announcing the content of the temporary proposal.

Except for the circumstances specified in the preceding paragraph, the convener shall not modify the proposals listed in the notice of the Shareholders' Meeting or add new proposals after issuing the notice of the Shareholders' Meeting. Proposals that are not listed in the notice of the Shareholders' Meeting or do not comply with the provisions of the Articles of Association shall not be voted on and a resolution shall not be made by the Shareholders' Meeting.

The convener will notify all Shareholders by personal delivery, mail, facsimile or announcement 21 days before the annual Shareholders' Meeting is held, and the extraordinary Shareholders' Meeting will notify all Shareholders by announcement 15 days before the meeting is held. The notice of the Shareholders' Meeting shall include the following contents. In calculating the commencement period, the day of the meeting and the day on which the notice is issued shall not be included:

(I) the time, location, and duration of the meeting;

(II) submit matters and proposals for review at the meeting;

(III) clearly state in writing that all Shareholders have the right to attend the Shareholders' Meeting and may appoint a proxy in writing to attend and vote at the meeting. The proxy does not need to be a Shareholder of the Company;

(IV) share registration date of the Shareholders entitled to attend the Shareholders' Meeting;

The interval between the share registration date and the date of the meeting shall comply with the Listing Place Rules. Once the share registration date is confirmed, it may not be changed; if it needs to be changed, the procedures stipulated in the Listing Place Rules must be followed.

(V) name and phone number of the permanent contact person for conference affairs;

(VI) online or other voting time and voting procedure;

(VII) other requirements stipulated by laws, regulations, regulatory provisions of relevant regulatory authorities, and the Articles of Association.

The resolutions of the Shareholders' Meeting are divided into ordinary resolutions and special resolutions.

The following matters shall be passed by ordinary resolution at the Shareholders' Meeting:

(I) work reports of the Board of Directors;

(II) the profit distribution plan and loss recovery plan formulated by the Board of Directors;

(III) appointment or dismissal of the members of the Board of Directors and their remuneration and payment methods;

(IV) other matters other than those required by laws, regulations, the Listing Place Rules, the regulatory provisions of relevant regulatory authorities, or the Articles of Association to be passed through special resolutions.

(V) the annual report of the Company;

The following matters shall be passed by special resolution of the Shareholders' Meeting:

(I) the increase or decrease in registered capital of the company;

(II) the listing, division, merger, dissolution, liquidation or change in corporate form of the Company;

(III) the amendment to the Articles of Association;

(IV) the aggregate amount of the company's acquisitions or disposals of material assets within a year exceeds 30% of the total audited assets reflected in the company's latest financial statements;

(V) equity incentive plan;

(VI) other matters required by laws, regulations, the Listing Place Rules regulatory provisions of relevant regulatory authorities or the Articles of Association, as well as those determined by ordinary resolutions of the Shareholders' Meeting with significant impact on the Company, and which require special resolutions to be passed.

TRANSFER OF SHARES

The Shares of our Company issued before the company's **[REDACTED]** shall not be transferred within one year from the date of **[REDACTED]** and **[REDACTED]** of the Company's shares on the stock exchange.

The Directors and senior management of our Company shall declare, to our Company, information on their holdings of the Shares of our Company and the changes thereto. The Shares transferrable by them during each year of their term of office shall not exceed 25% of their total holdings of a single class of Shares of our Company. The Shares that they hold in our Company shall not be transferred within one year from the date of **[REDACTED]** and **[REDACTED]** of the Company's shares. The aforesaid persons shall not transfer their Shares of our Company within half a year from the date of their resignation.

If the Shares are pledged within the period of restriction on transfer stipulated by relevant laws and regulations, the pledgee shall not exercise the pledge within the period of restriction on transfer.

POWER OF THE COMPANY TO PURCHASE ITS OWN SHARES

The Company shall not acquire its own Shares. However, except for one of the following situations:

(I) to reduce the registered capital of the Company;

(II) to merger with other companies holding Shares in the Company;

(III) to use Shares for employee shareholding schemes or as equity incentives;

(IV) to acquire the Shares of shareholders (upon their request) who vote against any resolution adopted at any Shareholders' Meeting regarding the merger or division of the Company;

(V) to use the Shares to satisfy the conversion of the convertible corporate bonds into Shares issued by the Company;

(VI) to safeguard corporate value and Shareholders' interests as the Company deems necessary;

(VII) other situations permitted by laws, regulations and regulatory provisions of relevant regulatory authorities.

The Company may acquire its own shares by way of public centralized trading or in other manner approved by other ways permitted by laws, regulations and regulatory provisions of relevant regulatory authorities.

POWER OF ANY SUBSIDIARY OF THE ISSUER TO OWN SHARES IN ITS PARENT

The Company's holding subsidiaries are not allowed to acquire the Company's shares. If a holding subsidiary of the Company holds shares of the Company due to the merger of the Company, the exercise of pledge rights, etc., it shall not exercise the voting rights corresponding to the shares it holds, and shall dispose of the shares of the Company in a timely manner.

PROXIES

Any Shareholder who has the right to attend and vote at the Shareholders' Meeting may attend the meeting in person or entrust one or more persons (who may not be shareholders) as their proxy to attend and vote on their behalf. The power of attorney issued by Shareholders authorizing others to attend the Shareholders' Meeting shall include the following contents:

(I) the name of the proxy;

(II) voting rights;

(III) respective instructions on affirmative, negative or abstention voting on each item for consideration listed in the Shareholders' Meeting's agenda;

(IV) date of issuance and validity period of the power of attorney;

(V) signature (or seal) of the Shareholder; If the Shareholder is a corporate Shareholder, the seal of the legal entity shall be affixed.

The power of attorney shall indicate the Shareholder's proxy can vote according to its own will if the Shareholder does not provide specific instructions.

CALLS ON SHARES AND FORFEITURE OF SHARES

There are no provisions in the Articles of Association relating to calls on Shares and forfeiture of Shares of the Company.

INSPECTION OF REGISTER OF MEMBERS

Our Company establishes a register of members based on the vouchers provided by the securities registration and settlement institution, which is sufficient evidence to prove that shareholders hold our Company's Shares. Shareholders shall enjoy rights and assume obligations according to the types of Shares they hold. Shareholders holding the same type of Shares shall have equal rights and assume the same obligations.

The transfer of Shares must be recorded in the register of members. In the register of shareholders of overseas listed foreign shares, the original part of the register of shareholders of holders of shares listed on the Hong Kong Stock Exchange shall be kept in Hong Kong.

When our Company convenes a Shareholders' Meeting, distributes dividends, liquidates, or engages in other activities that require confirmation of Shareholder identity, the Board of Directors or the convener of the Shareholders' Meeting shall determine the share registration date. After the share registration date is closed, the registered Shareholders shall be the Shareholders who enjoy the relevant rights and interests.

QUORUM FOR SHAREHOLDERS' MEETING

There are no provisions in the Articles of Association relating to quorum for Shareholders' Meeting of the Company.

RIGHTS OF THE MINORITIES IN RELATION TO FRAUD OR OPPRESSION THEREOF

If Directors (other than Audit Committee) and senior management personnel violate laws, regulations, or the provisions of the Articles of Association while performing their duties, causing losses to our Company, Shareholders who individually or jointly hold more than 1% of our Company's Shares for more than 180 consecutive days have the right to request in writing that the Audit Committee file a lawsuit with the people's court; If the Audit Committee violates laws, regulations, or the provisions of the Articles of Association while performing its duties, causing losses to our Company, the aforementioned Shareholders may request in writing that the Board of Directors file a lawsuit with the people's court. If the Audit Committee or the Board of Directors refuses to file a lawsuit after receiving a written request from the Shareholders specified in the preceding paragraph, or fails to file a lawsuit within 30 days from the date of receiving the request, or if the situation is urgent and the failure to file a lawsuit immediately will cause irreparable damage to our Company's interests, the Shareholders specified in the preceding paragraph have the right to directly file a lawsuit in their own name to the people's court for the benefit of our Company. If another person infringes on the legitimate rights and interests of our Company and causes losses to our Company, Shareholders who individually or jointly hold more than 1% of our Company's Shares for more than 180 consecutive days may file a lawsuit with the people's court in accordance with the provisions of the preceding two paragraphs. The same rights apply to the wholly-owned subsidiaries of our Company where their Directors, Audit Committee members or senior management personnel have committed the aforesaid violations, or where another person infringes on the legitimate rights and interests of such wholly-owned subsidiaries.

PROCEDURES ON LIQUIDATION

Under the PRC Company Law, a company shall be dissolved for any of the following reasons:

(I) the expiration of the business term specified in these articles of association or the occurrence of other dissolution reasons specified in the Articles of Association;

(II) the Shareholders' Meeting resolves for dissolution;

(III) dissolution is required due to the merger or division of our Company;

(IV) the business license has been revoked, ordered to close down or dissolved in accordance with the law; and

(V) the Company is dissolved by a people's court in response to the request of Shareholders holding Shares that represent more than 10% of the voting rights of all Shareholders, on the grounds that there are serious difficulties in the operation and management of our Company and its continued existence will cause significant losses to the interests of Shareholders, which cannot be resolved through other means.

If our Company has the reasons for dissolution provided for in the preceding paragraph, it shall publicize the reasons for dissolution through the national enterprise credit information publicity system within 10 days.

The liquidation group shall notify creditors within 10 days of its establishment, and make an announcement in a newspaper or the national enterprise credit information publicity system within 60 days. Creditors shall declare their claims to the liquidation team within 30 days from the date of receiving the notice, or within 45 days from the date of announcement if they have not received the notice.

When applying for creditor's rights, creditors shall explain the relevant matters of the creditor's rights and provide proof materials. The liquidation committee shall register the creditor's rights. During the period of declaring creditor's rights, the liquidation committee shall not pay off the creditor.

After clearing our Company's assets, preparing a balance sheet and inventory of assets, the liquidation team shall formulate a liquidation plan and submit it to the Shareholders' Meeting or the people's court for confirmation. The remaining assets of our Company after paying the liquidation expenses, employee salaries, social insurance expenses, and statutory compensation, paying the outstanding taxes, and paying off our Company's debts shall be distributed by our Company according to the proportion of Shares held by Shareholders. During the liquidation period, our Company exists but cannot carry out business activities unrelated to liquidation. Our Company's assets will not be distributed to Shareholders until they have been paid off in accordance with the provisions of the preceding paragraph.

Upon liquidation of the Company's property and preparation of the required statement of financial position and inventory of assets, if the liquidation committee becomes aware that the Company does not have sufficient assets to meet its liabilities, it must apply to a people's court for a declaration of bankruptcy in accordance with the laws. Following such declaration of bankruptcy by the people's court, the people's court shall take over the administration of the liquidation procedure from the liquidation committee.

After the liquidation of our Company is completed, the liquidation committee shall prepare a liquidation report, submit it to the Shareholders' Meeting or the people's court for confirmation, and submit it to our Company registration authority to apply for deregistration of our Company, and announce the termination of our Company. Members of the liquidation committee shall perform their obligation in compliance with laws and shall have the duty of loyalty and duty of care. Members of the liquidation committee are liable to indemnify the company and its creditors in respect of any loss arising from their willful or gross negligence.

Liquidation of a company which is declared bankrupt according to laws shall be processed in accordance with the laws on corporate bankruptcy.

OTHER PROVISIONS MATERIAL TO THE ISSUER OR THE SHAREHOLDERS THEREOF

General Provisions

Our Company is a joint stock limited company incorporated under the laws of the PRC, with a fixed term of existence expiring on November 27, 2043, commencing from the date of obtaining its business license.

All the assets of our Company are divided into Shares of equal value. The Shareholders are responsible for our Company to the extent of their subscribed Shares, and our Company is responsible for our Company's debts with all its assets.

From the effective date, this Articles of Association shall become a legally binding document regulating the organization and behavior of our Company, the rights and obligations between our Company and its Shareholders, and between Shareholders, and shall have legal binding force on our Company, Shareholders, Directors and senior management.

Share and Transfer

In light of our Company's operational and developmental needs, our Company may increase its capital in accordance with the laws and regulations and subject to a resolution of the Shareholders' Meeting, by any of the following methods:

(I) a public offering of shares;

(II) a private placement of shares;

(III) allotment of bonus shares to existing shareholders;

(IV) conversion of reserve funds to share capital;

(V) other methods permitted by laws, regulations, and regulatory provisions of relevant regulatory authorities.

Our Company may reduce its registered capital. Any reduction of our Company's registered capital shall be subject to the procedures prescribed in the PRC Company Law and other relevant regulations, as well as the Articles of Association.

Shareholders

Shareholders are entitled to rights and assumes obligations pursuant to the classification of their shares.

Shareholders holding the same classified Share have the same rights and assume the same obligations. Shareholders of our Company shall enjoy the following rights:

(I) the right to dividends and other distributions in proportion to the number of Shares held;

(II) the right to apply for, convene, preside, attend or appoint proxies to attend Shareholders' Meeting and to exercise the corresponding right to speak and vote;

(III) the right to supervise, present proposals or raise enquiries in respect of our Company's business operations;

(IV) the right to transfer, give as a gift or pledge the Shares it holds in accordance with laws, regulations and the Articles of Association;

(V) the right to inspect and copy the Articles of Association, Register of Shareholders, minutes of Shareholders' Meeting, resolutions of the Board of Directors and accounting reports of our Company; eligible Shareholders shall enjoy the right to inspect the accounting books and accounting vouchers of the Company;

(VI) in the event of the termination or liquidation of our Company, the right to participate in the distribution of the remaining property of our Company in proportion to the number of Shares held;

(VII) Shareholders who object to resolutions of merger or division made by the Shareholders' Meeting may request our Company to purchase Shares held;

(VIII) other rights provided for by laws, regulations, regulatory provisions of relevant regulatory authorities or the Articles of Association.

Where any Shareholder demands to read the relevant information or obtain any of the aforesaid materials, he shall submit to our Company written documents proving the class(es) and number of Shares he holds. Our Company shall provide the relevant information or materials in accordance with the Shareholder's demand after verifying the Shareholder's identity. Shareholder(s) who individually or jointly hold(s) 3% or more of the Company's shares for a continuous period of 180 days or more may request to inspect the Company's accounting books and accounting vouchers. A shareholder requesting to inspect the Company's accounting books and accounting vouchers shall submit a written request to the Company, stating the purpose. If the Company has reasonable grounds to believe that the shareholder's inspection request is for an improper purpose and may harm the Company's legitimate interests, the Company may refuse to provide access, and shall, within 15 days from the date of receipt of the shareholder's written request, give a written reply to the shareholder stating the reasons.

Shareholders of our Company shall have the following obligations:

(I) to abide by laws, regulations and the Articles of Association;

(II) to pay the Share subscription price based on the Shares subscribed for by them and the method of acquiring such Shares;

(III) not to return Shares unless prescribed otherwise in laws and regulations;

(IV) not to abuse Shareholders' rights to infringe upon the interests of our Company or other Shareholders; not to abuse our Company's status as an independent legal entity or the limited liability of Shareholders to harm the interests of our Company's creditors;

(V) to assume other obligations required by laws, regulations, regulatory provisions of relevant regulatory authorities and the Articles of Association.

Any Shareholder who abuses Shareholders' rights and causes our Company or other Shareholders to suffer a loss shall be liable for making compensation in accordance with the law. Any Shareholder who abuses the status of our Company as an independent legal entity or the limited liability of Shareholders to evade debts and severely harm the interests of our Company's creditors shall assume joint and several liability for our Company's debts.

The Audit Committee

Our company does not have the Board of Supervisors or Supervisor but has an Audit Committee within the Board of Directors to exercise the powers of the Board of Supervisors as stipulated in the Company Law. The Audit Committee shall consist of no fewer than three directors and shall be composed solely of non-executive directors, among whom independent non-executive directors shall constitute more than half. Members of the Audit Committee shall not hold the position of senior management personnel in the company.

The audit committee shall exercise the following powers:

(I) to inspect the company's finances;

(II) to supervise the actions of directors and senior management personnel in performing their duties, and to propose the removal of directors or senior management personnel who violate laws, regulations, this charter, or resolutions of the shareholders' meeting;

(III) to demand that directors or senior management personnel correct their actions when such actions are found to be detrimental to the company's interests;

(IV) to propose the convening of a special shareholders' meeting, and to convene and preside over the shareholders' meeting when the board of directors fails to fulfill its statutory duties to convene and preside over the shareholders' meeting;

(V) to submit proposals to the shareholders' meeting;

(VI) to initiate litigation against directors or senior management personnel in accordance with the relevant provisions of the Company Law;

(VII) other powers stipulated by laws, regulations and the Articles of Association.

General Manager

The company's general manager, deputy general managers, chief financial officer, secretary of the Board of Directors, and other senior management personnel determined by the Board of Directors shall be deemed as the senior management personnel of the company. The general manager shall be accountable to the Board of Directors and exercise the following functions and powers:

(I) to be in charge of the production, operation and management of our Company, to organize the implementation of the resolutions of the Board of Directors, and to report his/her works to the Board of Directors;

(II) to organize the implementation of our Company's annual business plans and investment plans;

(III) to draft plans for the establishment of our Company's internal management organization;

(IV) to draft our Company's basic management system;

(V) to formulate the specific rules and regulations of our Company;

(VI) to propose to the Board of Directors appointment or dismissal of deputy general manager or other senior management;

(VII) to appoint or dismiss management personnel other than those required to be appointed or dismissed by the Board of Directors;

(VIII) such other functions and powers conferred by the Articles of Association, the Board of Directors.

The general manager shall attend the Board meeting as a non-voting delegate and shall be responsible to the Board of Directors.

Reserves

In distributing its current-year after-tax profits, our Company shall allocate 10% of its profit to its statutory reserve fund.

Allocations to Company's statutory reserve fund may be waived once the cumulative amount of funds therein exceeds 50% of our Company's registered capital.

Where the statutory reserve fund is not sufficient to cover any loss made by Company in the previous year, the current year's profit shall be used to cover such loss before any allocation is made to the statutory reserve fund pursuant to the preceding paragraph.

After an allocation to the statutory reserve fund has been made from the after-tax profit of our Company, and subject to the adoption of a resolution by the Shareholders' Meeting, an allocation may be made to the discretionary reserve fund.

The remaining after-tax profit after our Company makes up for losses and withdraws provident fund shall be distributed according to the proportion of Shares held by Shareholders, unless prohibited by the Articles of Association.

If the Shareholders' Meeting distributes profits to shareholders in violation of laws, regulations and regulatory provisions of relevant regulatory authorities, the shareholders shall return the profits distributed in violation of the provisions to the Company; if losses are caused to the Company, the shareholders and the directors and senior managers who are responsible shall be liable for compensation.

Profits shall not be distributed to Shares held by the Company itself.

Our Company's provident fund is used to compensate for its losses, expand its production and operation, or convert it into an increase in our Company's capital.

The provident fund to make up for the Company's losses should first use the arbitrary provident fund and the statutory provident fund; if it still cannot be made up, the capital reserve may be used in accordance with the regulations.

After converting statutory reserve funds into capital, the amount remaining in the statutory reserve fund shall be no less than 25% of the Company's registered capital.

A. FURTHER INFORMATION ABOUT OUR COMPANY

1. Incorporation of our Company

Our Company was established as a limited liability company under the laws of the PRC on November 28, 2013, and was converted into a joint stock limited company with limited liability on February 19, 2019. As of the Latest Practicable Date, the registered share capital of our Company was RMB20,961,170.

Our Company was registered as a non-Hong Kong company in Hong Kong under Part 16 of the Companies Ordinance on [•] and have established a place of business in Hong Kong at Room D, 6/F, Ho Lee Commercial Building, 38–44 D'Aguilar Street, Central, Hong Kong. Ms. Tung Wing Yee Winnie has been appointed as the authorized representative of our Company for the acceptance of service of process and notices in Hong Kong.

2. Changes in share capital of our Company

Save as disclosed in the section headed "History, Development and Corporate Structure", there has been no other alteration in the share capital of our Company during the two years immediately preceding the date of this document.

3. Changes in the registered capital of our subsidiaries

On December 24, 2024, the registered capital of Wuhu Yinjia Automotive Parts Co., Ltd. (蕪湖寅家汽車零部件有限公司), our wholly-owned subsidiary, increased from RMB50.0 million to RMB80.0 million.

On July 30, 2024, the registered capital of Suzhou Yinyu Electronic Technology Co., Ltd (蘇州寅宇電子科技有限公司), our wholly-owned subsidiary, increased from RMB30.0 million to RMB35.0 million.

Save as disclosed, there has been no alteration in the registered capital of our subsidiaries within two years immediately preceding the date of this document.

4. Resolutions of our Shareholders

Pursuant to a general meeting of our Shareholders held on September 10, 2026, our Shareholders passed, among others, the following resolutions:

(a) the **[REDACTED]** has been approved, and the Board has been authorised to apply for the **[REDACTED]** of our H Shares on the Stock Exchange as well as to approve matters in relation to the **[REDACTED]**;

(b) the issue by our Company of H Shares with a nominal value of RMB**[REDACTED]** each and the **[REDACTED]** of such H Shares on the Stock Exchange;

(c) that the number of H Shares **[REDACTED]** shall not exceed **[REDACTED]**% of the total issued share capital of our Company as enlarged by the **[REDACTED]**;

(d) authorisation of the Board and its authorised persons to handle all matters relating to, among other things, the **[REDACTED]**, the issue and **[REDACTED]** of the H Shares;

(e) subject to the completion of filing with the CSRC, upon completion of the **[REDACTED]**, **[REDACTED]** Unlisted Shares shall be converted into H Shares on a one-for-one basis ("**Full Circulation**");

(f) authorisation of the Board and its authorized persons to deal with, individually or jointly, all matters relating to the application for Full Circulation;

(g) granting of a general mandate authorizing the Directors to repurchase H Shares on the Stock Exchange in an amount not exceeding 10% of the total number of Shares in issue immediately following completion of the **[REDACTED]**; and

(h) the Board has been authorised to revise and amend the Articles of Association, which shall become effective on the **[REDACTED]**, in accordance with relevant laws, regulations and regulatory documents, the requirements and recommendations of the relevant governmental and regulatory authorities, and the actual situation of the **[REDACTED]**.

B. FURTHER INFORMATION ABOUT OUR BUSINESS

1. Summary of material contracts

We have entered into the following contracts (not being contracts entered into in the ordinary course of business) within the two years immediately preceding the date of this document that are or may be material:

(i) shareholder agreement and capital increase agreement dated October 9, 2025, entered into among our Company, Mr. YJ Chen, the then existing Shareholders and Tongxiang Wuzhen Zhenghai Changhong Venture Capital Partnership Enterprise (Limited Partnership) (桐鄉烏鎮正海長宏創業投資合夥企業(有限合夥)) ("**Wuzhen Zhenghai**"), pursuant to which Wuzhen Zhenghai agreed to subscribe for 1,589,689 Shares for a consideration of RMB70.0 million;

(ii) shareholder agreement and capital increase agreement dated April 7, 2026 entered into among our Company, Mr. YJ Chen, the then existing Shareholders and Chongqing Rongchang District Science and Technology Innovation Industry Private Equity Investment Fund Partnership (Limited Partnership) (重慶市榮昌區科技創新產業私募股權投資基金合夥企業(有限合夥)) ("**Rongchang Science**"), pursuant to which Rongchang Science agreed to subscribe for 685,454 Shares for a consideration of RMB40.0 million;

(iii) shareholder agreement and capital increase agreement dated June 18, 2026 entered into among our Company, Mr. YJ Chen, the then existing Shareholders, Guangzhou NewMargin LLP (廣州聯界廿五投資合夥企業(有限合夥)) ("**Guangzhou NewMargin LLP**"), Wuhu Fanchang Chungu Industrial Investment Fund Co., Ltd. (蕪湖市繁昌春谷產業投資基金有限公司) ("**Chungu Industrial Investment**"), Shenzhen Danheng Xingchan No. 2 Venture Capital Partnership (Limited Partnership) (深圳市丹恆興產二號創業投資合夥企業(有限合夥)) ("**Shenzhen Danheng**") and Sichuan Tianfu Xinyun Digital Economy Development Fund Co., Ltd. (四川省天府芯雲數字經濟發展基金有限公司) ("**Xinyun Development Fund**"), pursuant to which (i) Guangzhou NewMargin LLP agreed to subscribe for 753,999 Shares for a consideration of RMB100.0 million; (ii) Chungu Industrial Investment agreed to subscribe for 753,999 Shares for a consideration of RMB100.0 million; (iii) Shenzhen Danheng agreed to subscribe for 452,399 Shares for a consideration of RMB60.0 million; and (iv) Xinyun Development Fund agreed to subscribe for 150,800 Shares for a consideration of RMB20.0 million.; and

(iv) the **[REDACTED]**.

2. Intellectual Property Rights

(a) Trademarks

As of the Latest Practicable Date, we have registered the following trademarks in the PRC, which we considered to be material to our business:

No.	Registered Owner	Trademark	Registration Number	Class	Effective Date	Expiry Date
1	our Company	VT-cockpit	75295851	11	July 7, 2024	July 6, 2034
2	our Company	VT-cockpit	75269701	12	July 28, 2024	July 27, 2034
3	our Company	VT-Vulcan	74220639	9	May 28, 2024	May 27, 2034
4	our Company	VT-Vulcan	74213642	42	June 14, 2024	June 13, 2034
5	our Company	VT-Pilot	65536845	38	January 21, 2023	January 20, 2033
6	our Company	VT-Pilot	65536845	35	January 21, 2023	January 20, 2033
7	our Company	VT-Pilot	65541821	12	January 28, 2023	January 27, 2033
8	our Company	VT-Pilot	65541782	9	March 28, 2023	March 27, 2033
9	our Company	寅家	59038860	42	February 28, 2022	February 27, 2032
10	our Company		59015358	42	February 28, 2022	February 27, 2032
11	our Company		59022691	38	April 28, 2022	April 27, 2032
12	our Company		59026577	38	February 28, 2022	February 27, 2032
13	our Company		59022109	35	April 28, 2022	April 27, 2032
14	our Company	寅家	59014972	12	February 28, 2022	February 27, 2032
15	our Company		59018071	35	April 28, 2022	April 27, 2032
16	our Company	寅家	59033459	9	February 28, 2022	February 27, 2032
17	our Company		59017046	12	May 7, 2022	May 6, 2032
18	our Company		59028554	12	February 28, 2022	February 27, 2032
19	our Company	寅家科技	59022656	35	May 7, 2022	May 6, 2032
20	our Company		59023999	9	April 28, 2022	April 27, 2032

No.	Registered Owner	Trademark	Registration Number	Class	Effective Date	Expiry Date
21	our Company		18371811	9	September 28, 2017	September 27, 2027
22	Shanghai Yuzhou		54833119	11	December 28, 2021	December 27, 2031
23	Shanghai Yuzhou		1455136	12	October 7, 2020	October 6, 2030
24	Shanghai Yuzhou		547543	9	March 30, 2021	March 29, 2031
25	Wuhu Ruishida Optical Technology Co., Ltd. (蕪湖瑞視達光學科技有限公司) ("**Wuhu Ruishida**")		80486714	9	May 14, 2025	May 13, 2035
26	Yuzhou Electrical Equipment (Dongguan) Co., Ltd. (宇宙電器(東莞)有限公司) ("**Dongguan Yuzhou**")		54814864	9	November 21, 2021	November 20, 2031
27	Dongguan Yuzhou		54833135	11	October 21, 2021	October 20, 2031
28	Dongguan Yuzhou		54815803	37	October 21, 2021	October 20, 2031
29	Dongguan Yuzhou		54848581	12	October 21, 2021	October 20, 2031
30	Dongguan Yuzhou		54815794	42	October 21, 2021	October 20, 2031

(b) Patents

As of the Latest Practicable Date, we have registered the following patents, which we consider to be material to the business of our Group:

No.	Patentee	Patent Name	Patent Type	Patent Number	Application Date	Authorization Announcement Date
1	our Company	A Parking Method, Device and Computer Storage Medium for a Parking Lot (一種用於停車場的泊車方法、裝置及電腦存儲介質)	Invention	ZL202210562093.1	May 23, 2022	June 10, 2025

No.	Patentee	Patent Name	Patent Type	Patent Number	Application Date	Authorization Announcement Date
2	our Company	Panoramic Road Calibration Method, Terminal, Vehicle and Computer-readable Storage Medium (全景道路標定方法、終端、車輛及電腦可讀存儲介質)	Invention	ZL202210355542.5	April 6, 2022	June 10, 2025
3	our Company	Reverse Parking Guidance System and Method (倒車入庫引導系統及方法)	Invention	ZL202111613964.X	December 27, 2021	January 24, 2025
4	our Company	A Portable Battery-powered Circuit System (一種可攜式電池供電線路系統)	Utility Model	ZL202322616674.1	September 26, 2023	September 27, 2024
5	our Company	A Vision-based Disinfection and Sterilization System (一種基於視覺的消殺系統)	Utility Model	ZL202221672049.8	June 30, 2022	August 6, 2024
6	our Company	A Vehicle Window Driving Device Based on Obstacle Recognition (一種基於障礙物識別的車輛車窗驅動裝置)	Utility Model	ZL202322041945.5	July 31, 2023	March 19, 2024
7	our Company	Automatic Parking Payment Device and Method (自動泊車支付裝置及方法)	Invention	ZL202110023708.9	January 8, 2021	March 19, 2024
8	our Company	An ADAS Controller Wake-up System (一種ADAS控制器喚醒系統)	Utility Model	ZL202322011606.2	July 28, 2023	March 19, 2024
9	our Company	Driver Real-scene Interaction System (駕駛員實景互動系統)	Invention	ZL201710113034.5	February 28, 2017	July 11, 2023
10	our Company	Vehicle-mounted Camera Fixing Device and Vehicle Having the Same (車載攝像頭固定裝置及具有其的車輛)	Invention	ZL201610570842.X	July 19, 2016	June 9, 2023
11	our Company	CAN Communication Control Mini Board (CAN通信控制小板)	Industrial Design	ZL202230285943.9	May 16, 2022	December 6, 2022
12	our Company	A Device for Measuring Vehicle Camera Installation Parameters (一種用於測量車輛攝像頭安裝參數的裝置)	Utility Model	ZL202222048357.X	August 4, 2022	November 22, 2022
13	our Company	A Vehicle Control Circuit, Circuit Mainboard and Vehicle (一種車輛控制電路、電路主板和車輛)	Utility Model	ZL202221411335.9	June 1, 2022	October 14, 2022
14	our Company	A Measurement Jig for the Field of View of a Camera (一種攝像頭視場角的測量治具)	Utility Model	ZL202221614822.5	June 24, 2022	September 20, 2022
15	our Company	Automatic Identification System and Method for Color-difference Metering Areas in a Panoramic Surround-view System (全景環視系統的色差測光區自動識別系統及自動識別方法)	Invention	ZL201710010695.5	January 6, 2017	August 23, 2022
16	our Company	An Automated Testing Device (一種自動化測試裝置)	Utility Model	ZL202123342867.X	December 28, 2021	May 17, 2022
17	our Company	Automated Valet Parking and Charging System (自動代客泊車充電系統)	Utility Model	ZL202120574475.7	March 19, 2021	January 25, 2022
18	our Company	Vehicle-mounted Camera Fixing Device and Vehicle Having the Same (車載攝像頭固定裝置及具有其的車輛)	Invention	ZL201610571000.6	July 19, 2016	December 28, 2021
19	our Company	Vehicle Collision Avoidance Control Device (車輛防碰撞控制裝置)	Utility Model	ZL202023020745.4	December 14, 2020	October 22, 2021
20	our Company	Vehicle Control System (車輛控制系統)	Utility Model	ZL202022934438.0	December 9, 2020	October 8, 2021

No.	Patentee	Patent Name	Patent Type	Patent Number	Application Date	Authorization Announcement Date
21	our Company	Automated Development and Testing Mini Board (自動化開發測試小板)	Industrial Design	ZL202130197016.7	April 8, 2021	August 10, 2021
22	our Company	Vehicle Automatic Control Device (車輛自動控制裝置)	Utility Model	ZL202022698156.5	November 19, 2020	June 22, 2021
23	our Company	Combined Positioning and Support Structure and Dashcam Having the Same (組合式定位支撐結構及具有其的行車記錄儀)	Utility Model	ZL201820945320.8	June 19, 2018	April 26, 2019
24	our Company	Dashcam (行車記錄儀)	Utility Model	ZL201820999163.9	June 26, 2018	April 26, 2019
25	our Company	A Housing Assembly for a Dashcam and a Dashcam (一種行車記錄儀的殼體組件和一種行車記錄儀)	Utility Model	ZL201820984349.7	June 25, 2018	March 1, 2019
26	our Company	A Vibration-damping Support Assembly for a Rear-view Mirror and a Vehicle Having the Assembly (一種後視鏡減震支撐總成和具有該總成的車輛)	Utility Model	ZL201820984328.5	June 25, 2018	January 29, 2019
27	our Company	A Heat Dissipation Structure Assembly and a Vehicle-mounted Dashcam (一種散熱結構總成及一種車載行車記錄儀)	Utility Model	ZL201820984237.1	June 25, 2018	December 21, 2018
28	our Company	Vehicle-mounted Surround-view System and Vehicle Having the Same (車載環視系統及具有其的車輛)	Invention	ZL201511031964.3	December 31, 2015	November 27, 2018
29	our Company	Dashcam (行車記錄儀)	Industrial Design	ZL201830314870.5	June 19, 2018	November 9, 2018
30	our Company	Dashcam (行車記錄儀)	Industrial Design	ZL201830315319.2	June 19, 2018	November 9, 2018
31	our Company	Camera (SG00) (攝像頭(SG00))	Industrial Design	ZL201830315318.8	June 19, 2018	November 9, 2018
32	our Company	Easily Locatable Vehicle Key (易找尋車鑰匙)	Utility Model	ZL201721644137.6	November 29, 2017	October 2, 2018
33	our Company	Ring Scanner with Integrated Scanner and Display (掃描器與顯示器一體式指環掃描器)	Invention	ZL201510993390.1	December 25, 2015	July 6, 2018
34	our Company	Intelligent Vehicle Door-opening Device (車用智能開門裝置)	Utility Model	ZL201721644123.4	November 29, 2017	July 6, 2018
35	our Company	Ring Scanner with Separate Scanner and Display (掃描器與顯示器分離式指環掃描器)	Invention	ZL201510993407.3	December 25, 2015	July 3, 2018
36	our Company	Exterior Rear-view Mirror Bracket for a Vehicle-mounted Surround-view System (車載環視系統用外後視鏡支架)	Invention	ZL201610016199.6	January 11, 2016	June 5, 2018
37	our Company	360-degree Panoramic Driving Assistance System (360度全景行車輔助系統)	Utility Model	ZL201720517055.9	May 10, 2017	March 30, 2018
38	our Company	An Automatic Parking Method and System (一種自動泊車方法及系統)	Invention	ZL201510239392.1	May 12, 2015	February 6, 2018
39	our Company	Dashcam (行車記錄儀)	Utility Model	ZL201720517229.1	May 10, 2017	January 23, 2018
40	our Company	Real-scene Online Ride-hailing Assistance System (實景互聯網打車輔助系統)	Utility Model	ZL201720337575.1	March 31, 2017	January 23, 2018
41	our Company	Real-scene Vehicle Damage Assessment System (實景定損系統)	Utility Model	ZL201720206147.5	March 3, 2017	November 24, 2017

No.	Patentee	Patent Name	Patent Type	Patent Number	Application Date	Authorization Announcement Date
42	our Company	View-angle Switching Method and Device (視角切換方法及裝置)	Invention	ZL201510388538.9	July 3, 2015	November 14, 2017
43	our Company	Dashcam (行車記錄儀)	Industrial Design	ZL201730170290.9	May 10, 2017	November 10, 2017
44	our Company	Driver Real-scene Interaction System (駕駛員實景互動系統)	Utility Model	ZL201720187767.9	February 28, 2017	November 10, 2017
45	our Company	Automatic Identification System for Color-difference Metering Areas in a Panoramic Surround-view System (全景環視系統的色差測光區自動識別系統)	Utility Model	ZL201720017353.1	January 6, 2017	August 8, 2017
46	our Company	Vehicle-mounted Monitoring System and Vehicle-mounted Monitoring Processing Method (車載監控系統及車載監控處理方法)	Invention	ZL201510274231.6	May 26, 2015	June 27, 2017
47	our Company	Vehicle Driving Data Recording System and Method (汽車行駛數據記錄系統及方法)	Invention	ZL201510502308.0	August 17, 2015	May 17, 2017
48	Yinjia Electronic Technology (Zhejiang) Co., Ltd. (寅家電子科技(浙江)有限公司) ("**Yinjia Zhejiang**")	A Vehicle Steering Wheel Control Method, Terminal and Computer Storage Medium (一種車輛方向盤的控制方法、終端及電腦存儲介質)	Invention	ZL202210735907.7	June 27, 2022	March 19, 2024
49	Yinjia Zhejiang	A Vehicle Monitoring System (一種車輛監控系統)	Utility Model	ZL202122353356.1	September 27, 2021	January 25, 2022
50	our Company	Automatic Parking Payment Device (自動泊車支付裝置)	Utility Model	ZL202120051983.7	January 8, 2021	October 22, 2021
51	Yinjia Zhejiang	An Angle-adjustable Automotive Navigation Device (一種便於調節角度的汽車導航儀)	Utility Model	ZL202022320848.6	October 16, 2020	July 20, 2021
52	Yinjia Zhejiang	An Easily Detachable Automotive Navigation Device (一種便於拆裝的汽車導航儀)	Utility Model	ZL202022320901.2	October 16, 2020	July 16, 2021
53	Yinjia Zhejiang	An Easy-to-install Intelligent Automotive Navigation Device (一種方便安裝的汽車智能導航儀)	Utility Model	ZL202022320682.8	October 16, 2020	July 16, 2021
54	Yinjia Zhejiang	A Driving Data Recorder for Autonomous Vehicles (一種無人駕駛汽車用行駛記錄儀)	Utility Model	ZL202021602456.2	August 5, 2020	July 13, 2021
55	Yinjia Zhejiang	A Longitudinal Deviation Detection Device for Autonomous Driving of Vehicles (一種車輛自動駕駛直向偏移檢測裝置)	Utility Model	ZL202022493939.X	November 2, 2020	July 6, 2021
56	Yinjia Zhejiang	A Dashcam for Autonomous Vehicles (一種無人駕駛汽車用行車記錄儀)	Utility Model	ZL202021601588.3	August 5, 2020	June 29, 2021
57	Yinjia Zhejiang	An Automotive Driving Safety Radar (一種汽車行車安全雷達)	Invention	ZL201810276655.X	March 30, 2018	June 25, 2021
58	Yinjia Zhejiang	An Intelligent Station Safety Navigation System (一種智能車站安全導航系統)	Utility Model	ZL202022083692.4	September 22, 2020	June 25, 2021
59	Yinjia Zhejiang	A Parking Guidance Device for Autonomous Vehicles (一種自動駕駛汽車停車引導裝置)	Utility Model	ZL202022492140.9	November 2, 2020	June 25, 2021
60	Yinjia Zhejiang	A Vehicle-mounted Electronic Radar Device with Photovoltaic Power Generation Function (一種具有光伏發電功能的車載電子雷達裝置)	Utility Model	ZL202022202757.2	September 30, 2020	June 25, 2021

No.	Patentee	Patent Name	Patent Type	Patent Number	Application Date	Authorization Announcement Date
61	Yinjia Zhejiang	A Foldable Automotive Navigation Device (一種折疊式汽車導航裝置)	Utility Model	ZL202021567999.5	August 1, 2020	June 25, 2021
62	Shanghai Yuzhou	Automotive Trim Panel Assembly and Automobile (汽車飾板組件及汽車)	Invention	ZL202011644212.5	December 30, 2020	July 16, 2024
63	Shanghai Yuzhou	Automotive Trim Panel Assembly and Automobile (汽車飾板組件及汽車)	Invention	ZL202111605008.7	December 24, 2021	May 10, 2024
64	Shanghai Yuzhou	Ambient Lighting Prompt System Based on In-vehicle Air Quality (基於車輛內部空氣品質的氛圍燈提示系統)	Utility Model	ZL202223164924.4	November 28, 2022	April 11, 2023
65	Shanghai Yuzhou	An Automotive Air Vent Ambient Lighting Assembly (一種汽車出風口氛圍燈組件)	Utility Model	ZL202222669777.X	October 11, 2022	February 21, 2023
66	Shanghai Yuzhou	An Ambient Lighting Adjustment System Responsive to Changes in In-vehicle Volume (一種隨車輛內部音量變化而變化的氛圍燈調節系統)	Utility Model	ZL202222954135.4	November 7, 2022	January 20, 2023
67	Shanghai Yuzhou	A Tunnel Ear Lamp (一種隧道耳朵燈)	Utility Model	ZL202222881285.7	October 31, 2022	January 10, 2023
68	Shanghai Yuzhou	An Automotive Projection Sunroof (一種汽車投影天窗)	Utility Model	ZL202221722747.4	July 6, 2022	January 6, 2023
69	Shanghai Yuzhou	An Intuitive Automotive Charging Indicator Lamp (一種直觀的汽車充電指示燈)	Utility Model	ZL202221660718.X	June 30, 2022	November 18, 2022
70	Shanghai Yuzhou	An Automotive Charging Indicator Lamp (一種汽車充電指示燈)	Utility Model	ZL202221662829.4	June 30, 2022	November 15, 2022
71	Shanghai Yuzhou	A Vehicle Gearshift Lever Ambient Lighting Adjustment System (一種車輛換擋桿氛圍燈調節系統)	Utility Model	ZL202222140155.8	August 15, 2022	November 15, 2022
72	Shanghai Yuzhou	A Vehicle Gearshift Lever Ambient Lighting Assembly (一種車輛換擋桿氛圍燈組件)	Utility Model	ZL202222135109.9	August 15, 2022	November 15, 2022
73	Shanghai Yuzhou	An Automotive Sunroof Ambient Light (一種汽車天窗氛圍燈)	Utility Model	ZL202221397248.2	June 7, 2022	November 1, 2022
74	Shanghai Yuzhou	A Structure for Preventing Glue Leakage (一種防止漏膠的結構)	Utility Model	ZL202221190568.0	May 18, 2022	August 30, 2022
75	Shanghai Yuzhou	An Adhesive Application Jig for Ambient Lights (一種氛圍燈的貼膠工裝)	Utility Model	ZL202123218372.6	December 21, 2021	July 12, 2022
76	Shanghai Yuzhou	A Snap-fit Device for Ambient Lights (一種用於氛圍燈的卡接裝置)	Utility Model	ZL202122740824.0	November 10, 2021	June 17, 2022
77	Shanghai Yuzhou	A Soldering Jig for an Ambient Light Circuit Board (一種氛圍燈線路板的焊錫工裝)	Utility Model	ZL202122859903.3	November 22, 2021	June 17, 2022
78	Shanghai Yuzhou	An Anti-rattle Limiting Jig for Ambient Lights (一種氛圍燈的防異響限位工裝)	Utility Model	ZL202122787220.1	November 15, 2021	June 17, 2022
79	Shanghai Yuzhou	A Pre-press Welding Jig for a Charging Indicator Lamp (一種充電指示燈的預壓焊接工裝)	Utility Model	ZL202123144034.2	December 15, 2021	April 26, 2022
80	Shanghai Yuzhou	An Automotive Ambient Light with Good Sealing Performance (一種密封效果好的汽車氛圍燈)	Utility Model	ZL202123276127.0	December 24, 2021	April 26, 2022
81	Shanghai Yuzhou	An Assembly Jig for Ambient Lights (一種氛圍燈的裝配工裝)	Utility Model	ZL202123258505.2	December 23, 2021	April 26, 2022

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82	Suzhou Yinyu Electronic Technology Co., Ltd. (蘇州寅宇電子科技有限公司) ("**Suzhou Yinyu**")	An In-vehicle GMSL-to-HDMI Display System (一種車載GMSL轉HDMI顯示系統)	Utility Model	ZL202421974089.7	August 15, 2024	July 22, 2025
83	Wuhu Ruishida	A Mounting Bracket for a 360-degree Omnidirectional Automotive Camera (一種360度全方位汽車攝像頭的安裝支架)	Utility Model	ZL202322813709.0	October 19, 2023	October 1, 2024
84	Wuhu Ruishida	An Automotive Monitoring Camera with Automatic Tracking Function (一種具有自動追蹤功能的汽車監控攝像頭)	Utility Model	ZL202322813666.6	October 19, 2023	October 1, 2024
85	Wuhu Ruishida	A Multifunctional Protective Device for Automotive Cameras (一種用於汽車攝像頭的多功能防護裝置)	Utility Model	ZL202322995165.4	November 7, 2023	July 19, 2024
86	Wuhu Ruishida	An Operating Temperature Test Device for Automotive Cameras (一種汽車攝像頭的工作溫度測試裝置)	Utility Model	ZL202323133851.7	November 17, 2023	July 5, 2024
87	Wuhu Ruishida	An Automotive Safety Camera with Thermal Imaging Function (一種帶有熱成像功能的汽車安全攝像頭)	Utility Model	ZL202322904633.2	October 27, 2023	June 14, 2024
88	Wuhu Ruishida	An Anti-vibration Device for Automotive Forward-facing Cameras (一種用於汽車前向攝像頭的防震裝置)	Utility Model	ZL202323019500.3	November 7, 2023	June 14, 2024
89	Wuhu Ruishida	An Anti-shake Test Device for Automotive Cameras (一種汽車攝像頭的防抖測試裝置)	Utility Model	ZL202323106850.3	November 17, 2023	June 14, 2024
90	Wuhu Ruishida	An Automatic Cleaning Device for Automotive Cameras (一種用於汽車攝像頭的自動清潔裝置)	Utility Model	ZL202322989111.7	November 7, 2023	June 14, 2024
91	Wuhu Ruishida	A Sealing Test Device for Automotive Cameras (一種汽車攝像頭的密封測試裝置)	Utility Model	ZL202323133913.4	November 17, 2023	May 28, 2024
92	Wuhu Ruishida	A Protective Device for Waterproof and Dustproof Automotive Cameras (一種防水防塵汽車攝像頭的防護裝置)	Utility Model	ZL202322905857.5	October 27, 2023	May 28, 2024
93	Wuhu Ruishida	An Optical Lens for Projectors (一種投影機光學鏡頭)	Invention	ZL202110997252.6	August 27, 2021	April 5, 2024
94	Wuhu Ruishida	A Lane-change Assistance Camera (一種並道輔助攝像頭)	Utility Model	ZL202320553814.2	March 16, 2023	September 15, 2023
95	Wuhu Ruishida	A Test Jig Capable of Measuring the Current of a Camera Module (一種可測量攝像頭模組電流的測試工裝)	Utility Model	ZL202122043469.1	August 27, 2021	March 18, 2022
96	Wuhu Ruishida	Vehicle-mounted Camera (3) (車載攝像頭(3))	Industrial Design	ZL202130567867.6	August 30, 2021	March 4, 2022
97	Wuhu Ruishida	Vehicle-mounted Camera (2) (車載攝像頭(2))	Industrial Design	ZL202130567869.5	August 30, 2021	March 4, 2022
98	Wuhu Ruishida	Vehicle-mounted Camera (1) (車載攝像頭(1))	Industrial Design	ZL202130567892.4	August 30, 2021	December 28, 2021

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99	Wuhu Ruishida	An Alarm Test Device for Recording Abnormal Current of Vehicle-mounted Cameras (一種記錄車載攝像頭電流異常的報警實驗設備)	Utility Model	ZL202021764806.5	August 21, 2020	June 11, 2021
100	Wuhu Ruishida	A Dispensing Machine for Camera Production (一種攝像頭生產用點膠機)	Utility Model	ZL202021753844.0	August 20, 2020	June 1, 2021
101	Wuhu Ruishida	A Storage Container for Cameras (一種放置攝像頭的陳放容器)	Utility Model	ZL202021753864.8	August 20, 2020	May 18, 2021
102	Wuhu Ruishida	A Common Test Jig for Multiple Models (一種多機種公用測試治具)	Utility Model	ZL202021868084.8	August 28, 2020	April 23, 2021
103	Wuhu Ruishida	An Auxiliary Jig for Camera Focusing (一種攝像頭調焦輔助治具)	Utility Model	ZL202021766724.4	August 21, 2020	March 23, 2021
104	Wuhu Ruishida	A Wide-angle Optical Lens (一種廣角光學鏡頭)	Utility Model	ZL202021101445.6	June 15, 2020	January 5, 2021
105	Wuhu Ruishida	A Wide-angle Lens Assembly (一種廣角鏡頭組件)	Utility Model	ZL202021136066.0	June 18, 2020	January 5, 2021
106	Wuhu Ruishida	An Optical Lens (一種光學鏡頭)	Utility Model	ZL202021148688.5	June 19, 2020	January 5, 2021
107	Wuhu Ruishida	A High-temperature-resistant Optical Lens (一種耐高溫的光學鏡頭)	Utility Model	ZL202021135496.0	June 18, 2020	December 29, 2020
108	Wuhu Ruishida	Camera (Vehicle-mounted) (攝像頭(車載))	Industrial Design	ZL202030298896.2	June 12, 2020	December 29, 2020
109	Dongguan Yuzhou	A Foldable Packaging Insert Card for Ambient Lights (一種氛圍燈折疊式包裝內襯紙卡)	Utility Model	ZL202421497161.1	June 27, 2024	December 20, 2024
110	Dongguan Yuzhou	An EPE Foam Positioning Packaging Box (一種珍珠棉定位包裝箱)	Utility Model	ZL202421357710.5	June 14, 2024	November 15, 2024
111	Dongguan Yuzhou	A Suction-cup-fixed Automotive Ambient Light Convenient for Connection and Assembly with a Sunroof (一種便於同天窗裝配連接的吸盤式固定汽車氛圍燈)	Utility Model	ZL202420375827.X	February 28, 2024	October 29, 2024
112	Dongguan Yuzhou	An Automotive Interior Crystal Warning Light (一種汽車內飾水晶警示燈)	Utility Model	ZL202421200728.4	May 29, 2024	October 11, 2024
113	Dongguan Yuzhou	An Automotive Ambient Light with a Driver Warning Function (一種帶有警示駕駛人功能的汽車氛圍燈)	Utility Model	ZL202420303687.5	February 19, 2024	September 27, 2024
114	Dongguan Yuzhou	A PIN Lead Detection Device (PIN腳檢測裝置)	Utility Model	ZL202420276923.9	February 4, 2024	September 24, 2024
115	Dongguan Yuzhou	An Automotive Ambient Lighting Adjustment Device (一種汽車氛圍燈調節裝置)	Utility Model	ZL202420794526.0	April 17, 2024	August 23, 2024
116	Dongguan Yuzhou	A Mounting Structure for Automotive Ambient Lights (一種汽車氛圍燈的安裝結構)	Utility Model	ZL202420640090.X	March 30, 2024	July 19, 2024
117	Dongguan Yuzhou	A Novel Mounting Bracket for Automotive Ambient Lights (一種新型汽車氛圍燈安裝架)	Utility Model	ZL202420509512.X	March 15, 2024	July 12, 2024
118	Dongguan Yuzhou	An Automotive Ambient Light with a Transparent Bracket (一種透明支架汽車氛圍燈)	Utility Model	ZL202420429285.X	March 6, 2024	July 5, 2024
119	Dongguan Yuzhou	An Automotive Ambient Light with a Segmented Bracket Structure (一種分段式支架結構汽車氛圍燈)	Utility Model	ZL202420231278.9	January 31, 2024	June 14, 2024

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120	Dongguan Yuzhou	An Anti-fog Automotive Headlamp (一種防氣霧的汽車大燈)	Invention	ZL202110984003.3	August 25, 2021	May 3, 2024
121	Dongguan Yuzhou	Circuit Board Fixing Structure and LED Luminaire (電路板固定結構及LED燈具)	Utility Model	ZL202320466626.6	March 10, 2023	November 10, 2023

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As of the Latest Practicable Date, we have registered the following copyrights which we consider to be material to our Group's business:

No.	Copyright Owner	Software Name	Registration Number	Registration Date
1	our Company	Jetour License Activation V1.0	2024SR0731797	May 29, 2024
2	our Company	Auxiliary Line Smoothing Algorithm Software for 360-degree Panoramic Images V1.0 (360全景影像中輔助線平滑演算法軟體V1.0)	2023SR1555412	December 4, 2023
3	our Company	Dynamic Light and Shadow Software for 3D Vehicle Models in 360-degree Panoramic Images V1.0 (360全景影像中3D車模動態光影軟體V1.0)	2023SR1556213	December 4, 2023
4	our Company	APA X70 Drive-by-Wire Host Computer Software V1.0 (APA X70線控上位機軟體V1.0)	2023SR1362453	November 2, 2023
5	our Company	AV171 Project Diagnostic Software Flashing Test Tool V1.0 (AV171專案診斷軟體刷寫測試工具軟體V1.0)	2023SR0991223	August 30, 2023
6	our Company	Image Watermarking Mini Program V1.0 (圖片浮水印添加小程式V1.0)	2022SR1040868	August 8, 2022
7	our Company	360-degree Surround-view Panoramic Controller Function Test Host Computer Software V0.1 (360環視全景控制器功能測試上位機軟體V0.1)	2022SR1040869	August 8, 2022
8	our Company	Volkswagen Tiguan Drive-by-Wire Test Software V1.0 (大眾途觀線控測試軟體V1.0)	2022SR1040863	August 8, 2022
9	our Company	AV192 Panoramic Factory Production Date Writing Software V1.0 (AV192全景工廠出廠日期寫入軟體V1.0)	2022SR1040867	August 8, 2022
10	our Company	Chery Jetour X95 Diagnostic Refresh AVM Test Software V1.0 (奇瑞捷途X95診斷刷新AVM測試軟體V1.0)	2022SR1040865	August 8, 2022
11	our Company	Tiguan APA Mobile Remote Parking Assistant Software V0.1 (途觀車APA手機遙控泊車助手軟體V0.1)	2022SR1040866	August 8, 2022
12	our Company	AV192 Panoramic Factory Test Tool Software V1.0 (AV192全景工廠測試工具軟體V1.0)	2022SR1040862	August 8, 2022
13	our Company	Automotive Ultrasonic Radar Ranging and Plotting Tool Software V1.0 (汽車超聲波雷達測距繪圖工具軟體V1.0)	2022SR1040864	August 8, 2022

No.	Copyright Owner	Software Name	Registration Number	Registration Date
14	our Company	Jetour X70 Plus APA Debugging Assistant Software V1.0 (捷途X70Plus APA調試助手軟體V1.0)	2022SR1040870	August 8, 2022
15	our Company	Panoramic Driving Assistance System Configuration Software V1.0 (全景行車輔助系統配置軟體 V1.0)	2017SR385321	July 20, 2017
16	Yinjia Zhejiang	License Plate Function Software for 360-degree Panoramic Images V1.0 (360全景影像中車牌功能軟體V1.0)	2024SR1181453	August 14, 2024
17	Yinjia Zhejiang	AVM Log Filtering Host Computer Software V1.0 (AVM日誌篩選上位機軟體V1.0)	2024SR1173390	August 13, 2024
18	Yinjia Zhejiang	360-degree Panoramic Image Vehicle Model Rendering Module Software (360°全景影像車模渲染模組軟體)	2024SR1174311	August 13, 2024
19	Yinjia Zhejiang	In-vehicle Ultrasonic Radar FOV Simulation Software (車載超聲波雷達FOV仿真軟體)	2024SR1176170	August 13, 2024
20	Yinjia Zhejiang	AP006 Project APA Mobile Remote Parking Assistant Software V1.0 (AP006專案APA手機遙控泊車助手軟體V1.0)	2024SR1175557	August 13, 2024
21	Yinjia Zhejiang	Camera Module Software V1.0 (Camera模組軟體V1.0)	2024SR1172586	August 13, 2024
22	Yinjia Zhejiang	Driving Trajectory Line Drawing Program Software V1.0 (行車軌跡線的繪製程式軟體V1.0)	2024SR1174402	August 13, 2024
23	Yinjia Zhejiang	360-degree Panoramic Image Calibration Modular Software V1.0 (360全景影像標定模組化軟體V1.0)	2024SR1175541	August 13, 2024
24	Yinjia Zhejiang	Linux System Performance Monitoring Software V1.0 (linux系統的性能監控軟體V1.0)	2024SR1172490	August 13, 2024
25	Shanghai Yuzhou	On-board Control Center Software for Automotive Ambient Light Assemblies (汽車氛圍燈總成板載控制中心軟體)	2020SR0960880	August 20, 2020
26	Shanghai Yuzhou	Automotive Ambient Light Driver Software (汽車氛圍燈驅動軟體)	2019SR1014009	October 8, 2019
27	Shanghai Yuzhou	Production Line Kanban Management System (生產線看板管理系統)	2019SR1011611	September 30, 2019
28	Shanghai Yuzhou	Ambient Light Factory Parameter Test System (氛圍燈出廠參數測試系統)	2019SR1012724	September 30, 2019
29	Shanghai Yuzhou	Automotive Ambient Light Control Software (汽車氛圍燈控制軟體)	2019SR1011596	September 30, 2019
30	Shanghai Yuzhou	Production Line Real-time Monitoring System (生產線即時監控系統)	2019SR1012717	September 30, 2019
31	Shanghai Yuzhou	Production Planning Management Software (生產計畫管理軟體)	2019SR0635195	June 20, 2019

No.	Copyright Owner	Software Name	Registration Number	Registration Date
32	Shanghai Yuzhou	WMS Warehouse Management Software (WMS倉庫管理軟體)	2019SR0635714	June 20, 2019
33	Shanghai Yuzhou	Supply Chain Management Software (供應鏈管理軟體)	2019SR0632351	June 19, 2019
34	Shanghai Yuzhou	Mobile-end Control Software for Automotive Ambient Lights (汽車氛圍燈手機端控制軟體)	2019SR0634480	June 19, 2019
35	Suzhou Yinyu	APA Communication Module Software (APA通信模組軟體)	2025SR1346181	July 24, 2025
36	Suzhou Yinyu	360-degree Surround-view Panoramic Controller Function Test Host Computer Software (360環視全景控制器功能測試上位機軟體)	2025SR1346196	July 24, 2025
37	Suzhou Yinyu	AVM-FreeType Software (AVM-FreeType軟體)	2025SR1346172	July 24, 2025
38	Suzhou Yinyu	Automated Test Software (自動化測試軟體)	2025SR1346147	July 24, 2025
39	Suzhou Yinyu	Panoramic Image Vehicle Model Rendering Software V1.0 (全景影像車模渲染軟體V1.0)	2025SR0868524	May 26, 2025
40	Suzhou Yinyu	In-vehicle Ultrasonic Radar Data Acquisition and Real-time Display Software V1.0 (車載超聲波雷達數據採集及即時顯示軟體V1.0)	2025SR0868501	May 26, 2025
41	Suzhou Yinyu	HMI Module Software V1.0 (HMI模組軟體V1.0)	2025SR0868513	May 26, 2025
42	Suzhou Yinyu	Panoramic Image Radar Shield Warning Software V1.0 (全景影像雷達盾牌預警軟體V1.0)	2025SR0664150	April 23, 2025
43	Suzhou Yinyu	DM181S Project CAN Signal Debugging Host Computer Software V2.4 (DM181S專案CAN信號調試上位機軟體V2.4)	2025SR0664240	April 23, 2025
44	Suzhou Yinyu	T5 Platform Camera Input Software (T5平台攝像頭輸入軟體)	2024SR1588277	October 23, 2024
45	Shenzhen Herui Software Co., Ltd. (深圳市合瑞軟件有限公司) ("**Shenzhen Herui**")	Herui E115 C-pillar Ambient Light Software (合瑞E115C柱氛圍燈軟體)	2020SR1914019	December 30, 2020
46	Shenzhen Herui	Herui C229 Door Light Software (合瑞C229門燈軟體)	2020SR1914040	December 30, 2020
47	Shenzhen Herui	Herui VW4831 Center Console Ambient Light Software (合瑞VW4831副儀錶氛圍燈軟體)	2020SR1914020	December 30, 2020
48	Dongguan Yuzhou	Intelligent Control System for Automotive Ambient Lights (汽車氛圍燈智能控制系統)	2024SR0589387	April 30, 2024
49	Dongguan Yuzhou	Dynamic Adjustment System for Automotive Ambient Lights (汽車氛圍燈動態調節系統)	2024SR0589385	April 30, 2024

(d) Domain names

As of the Latest Practicable Date, we have registered the following domain names which we consider to be material to our Group's business:

No.	Owner	Domain Name	Expiry date
1	Our Company	voyager-tech.com	August 31, 2027
2	Wuhu Ruishida	wuhuruishida.com	March 30, 2027
3	Shanghai Yuzhou	yu-zhou.net.cn	May 21, 2027

C. FURTHER INFORMATION ABOUT OUR DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

1. Disclosure of interests

Save as disclosed below, immediately following completion of the **[REDACTED]** (without taking into account any H Shares which may be allotted and issued pursuant to the exercise of the **[REDACTED]**), so far as our Directors are aware, none of our Directors and chief executive has any interest or short positions in our Shares, underlying Shares or debentures of our Company or any associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO), or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which will be required to be notified to our Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules.

Name	Position	Nature of interest	Number and class of Shares held	Approximate percentage of shareholding in the relevant type of Shares after the [REDACTED]	Approximate percentage of shareholding in the total share capital of our Group after the [REDACTED]
Mr. YJ Chen	Chairman of the Board, executive Director, and chief executive officer	Interest in controlled corporation/ Interest held jointly with other persons[Note]	**[REDACTED]**	**[REDACTED]**%	**[REDACTED]**%

Note: See "Substantial Shareholders" in this document for details.

2. Substantial Shareholders

For the information on the persons who will, immediately following the completion of the **[REDACTED]**, have interests or short positions in our Shares or underlying Shares which would be 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, please see "Substantial Shareholders" in this document.

Save as set out above, our Directors are not aware of any other person (other than our Directors or chief executive) will, immediately following completion of the **[REDACTED]**, directly or indirectly, be interested 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 other member of our Group.

3. Service contracts

Pursuant to Rules 19A.54 and 19A.55 of the Listing Rules, we have entered into a contract with each of our Directors in respect of, among other things, compliance with relevant laws and regulations, the Articles of Association and applicable provisions on arbitration.

Each of our Directors has entered into a service contract with our Company. The principal particulars of these service contracts comprise (a) a term of three years commencing from the date of appointment; and (b) termination provisions in accordance with their respective terms. Our Directors may be re-appointed subject to Shareholders' approval.

Save as disclosed above, none of our Directors has or is proposed to have entered into any service contract with any member of our Group (excluding contracts expiring or determinable by any member of our Group within one year without payment of compensation other than statutory compensation).

4. Remuneration of Directors

Save as disclosed in "Directors and Senior Management" and Note 10 to the Accountants' Report in Appendix I for the three financial years ended December 31, 2023, 2024 and 2025 and the six months ended June 30, 2026, none of our Directors received other remunerations or benefits in kind from us. Under the arrangements currently in force, we estimate that the aggregate remuneration payable to, and benefits in kind receivable by, our Directors by any member of our Group in respect of the year ending December 31, 2026 is approximately RMB3.7 million.

There is no arrangement under which any Director has waived or agreed to waive any remuneration or benefits in kind during the Track Record Period.

5. Disclaimers

Save as disclosed in this document:

(a) save as disclosed in this document, none of our Directors or any of the parties listed in "D. Other information — 7. Qualifications of experts" of this Appendix is:

  (i) interested in our promotion, or in any assets which have been, within two years immediately preceding the date of this document, acquired or disposed of by or leased to us, or are proposed to be acquired or disposed of by or leased to any member of our Company; or

  (ii) materially interested in any contract or arrangement subsisting at the date of this document which is significant in relation to our business;

(b) save in connection with the **[REDACTED]** and the **[REDACTED]**, none of the parties listed in "D. Other information — 7. Qualification of Experts" of this Appendix:

  (i) is interested legally or beneficially in any shares in any member of our Group; or

  (ii) has any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for any securities in any member of our Group;

(c) none of our Directors is a director or employee of a company that has an interest in the share capital of our Company which, once the H Shares are **[REDACTED]** on the Stock Exchange, would have to be disclosed pursuant to Divisions 2 and 3 of Part XV of the SFO; and

(d) so far as is known to our Directors, save for Customer B (i.e. Shanghai Yuzhou), being a non-wholly owned subsidiary of our Company and Mr. YJ Chen being an executive Director and a Controlling Shareholder, none of our Directors or their respective close associates (as defined under the Listing Rules) or Shareholders who owns more than 5% of the issued shares of our Company has any interests 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 impose on our Company or any of our subsidiaries under the laws of the PRC.

2. Litigation

As of the Latest Practicable Date, no member of our Group was involved in any litigation, arbitration or claim of material importance, and, so far as we are aware, no litigation, arbitration or claim of material importance is pending or threatened against any member of our Group, which would have a material adverse effect on our financial condition or results of operations, taken as a whole.

3. Sole Sponsor

The Sole Sponsor has made an application on behalf of our Company to the Hong Kong Stock Exchange for the **[REDACTED]** of, and permission to **[REDACTED]**, our H Shares. All necessary arrangements have been made to enable the securities to be admitted into **[REDACTED]**.

The Sole Sponsor satisfies the independence criteria applicable to sponsor set out in Rule 3A.07 of the Listing Rules. The Sole Sponsor will receive a fee of HK$**[REDACTED]** million to act as a sponsor to our Company in connection with the **[REDACTED]**.

4. Compliance Advisor

Our Company has appointed Eddid Capital Limited as our Compliance Adviser in compliance with Rule 3A.19 of the Listing Rules.

5. Preliminary expenses

As at the Latest Practicable Date, our Company has not incurred material preliminary expenses.

6. Taxation of Holders of H Shares

The sale, purchase and transfer of H Shares are subject to Hong Kong stamp duty. The current rate charged on each of the purchaser and seller is 0.1% of the consideration or, if higher, the fair value of the H Shares being sold or transferred.

Potential **[REDACTED]** in the **[REDACTED]** are urged to consult their professional tax advisers if they are in any doubt as to the taxation implications of **[REDACTED]** for, purchasing, holding or disposing of or **[REDACTED]** in our H Shares (or exercising rights attached to them). None of our Company, our Directors, the Sole Sponsor, the **[REDACTED]**, the **[REDACTED]**, the **[REDACTED]**, the **[REDACTED]**, the **[REDACTED]**, the **[REDACTED]**, or any other person or party involved in the **[REDACTED]** accept responsibility for any tax effects on, or liabilities of, any person, resulting from the subscription, purchase, holding or disposal of, **[REDACTED]** in or the exercise of any rights in relation to our H Shares.

7. Qualifications of experts

The qualifications of the experts (as defined under the Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance) who have given opinions and/or advice in this document are as follows:

Name	Qualifications
Guotai Junan Capital Limited	A licensed corporation under the SFO for type 6 (advising on corporate finance) of the regulated activities as defined under the SFO
Ernst & Young	Certified Public Accountants and Registered Public Interest Entity Auditor
Commerce & Finance Law Offices	Company's PRC legal advisor
Commerce & Finance Law Offices	Company's legal advisor as to PRC cybersecurity and data privacy protection laws
Commerce & Finance Law Offices	Company's legal advisor as to U.S. export control, sanctions law and Outbound Investment Security Program
Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.	Independent industry consultant

8. Consents of experts

Each of the experts as referred to "D. Other information — 7. Qualifications of Experts" of this Appendix has given and has not withdrawn its respective written consents to the issue of this document with the inclusion of certificates, letters, opinions or reports and the references to its name included herein in the form and context in which it respectively included.

9. No material adverse change

Our Directors confirm that, as of the date of this document, there has been no material adverse change in the financial or trading position of our Company since June 30, 2026 (being the date to which the latest audited consolidated financial statements of our Company were prepared).

10. Promoters

Save as disclosed in this document, within the two years preceding the date of this document, no cash, securities or other benefit has been paid, allotted or given or is proposed to be paid, allotted or given to any promoter in connection with the **[REDACTED]** and the related transactions described in this document.

11. Restrictions on repurchase

For details, please see "Appendix III — Summary of the Articles of Association" to this document.

12. Binding effect

This document shall have the effect, if an application is made in pursuance of it, of rendering all persons concerned bound by all of the provisions (other than the penal provisions) of sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance so far as applicable.

13. Bilingual document

The English and Chinese language versions of this document are being published separately, in reliance upon the exemption provided under section 4 of the Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).

14. Miscellaneous

Save as otherwise disclosed in this document:

(a) within the two years preceding the date of this document, (i) our Company has not issued nor agreed to issue any share or loan capital fully or partly paid either for cash or for a consideration other than cash; and (ii) no commission, discount, brokerage or other special term has been granted in connection with the issue or sale of any shares of our Company;

(b) no Share or loan capital of our Company, if any, is under option or is agreed conditionally or unconditionally to be put under option;

(c) our Company has not issued nor agreed to issue any founder shares, management shares or deferred shares;

(d) our Company has no outstanding convertible debt securities or debentures;

(e) there is no arrangement under which future dividends are waived or agreed to be waived;

(f) there has been no interruption in our business which may have or have had a significant effect on the financial position in the last 12 months;

(g) our Company is not presently **[REDACTED]** on any stock exchange or traded on any trading system; and

(h) our Company is a joint stock limited company and is subject to the PRC Company Law.

APPENDIX V DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES AND DOCUMENTS 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:

1. the written consents referred to in "Appendix IV — Statutory and General Information — D. Other information — 8. Consents of experts" in this document; and

2. a copy of each of the material contracts referred to in "Appendix IV — Statutory and General Information — B. Further Information about our Business — 1. Summary of material contracts".

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.voyager-tech.com**, for a period of 14 days from the date of this document:

1. the Articles of Association;

2. the Accountants' Report prepared by Ernst & Young, the text of which is set out in Appendix I to this document;

3. the audited consolidated financial statements of our Company for the three years ended December 31, 2023, 2024 and 2025 and the six months ended June 30, 2026;

4. the report prepared by Ernst & Young on the unaudited **[REDACTED]** financial information of our Company, the text of which is set out in Appendix IIA to this document;

5. **[REDACTED]**

6. the material contracts referred to in "Appendix IV — Statutory and General Information — B. Further information about our business — 1. Summary of material contracts";

7. the written consents referred to in "Appendix IV — Statutory and General Information — D. Other Information — 8. Consents of experts";

8. the service contracts referred to in "Appendix IV — Statutory and General Information — C. Further Information about our Directors and substantial shareholders — 3. Service contracts";

9. the PRC legal opinion issued by Commerce & Finance Law Offices, the PRC Legal Advisor, in respect of, among other things, the general corporate matters and property interests of our Group under PRC laws;

10. the legal memo issued by Commerce & Finance Law Offices, the PRC Legal Advisor, in relation to PRC cybersecurity and data privacy protection laws;

11. the legal memo issued by Commerce & Finance Law Offices, the Legal Advisor, in relation to U.S. export control, sanctions law and Outbound Investment Security Program;

12. the industry report issued by Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., the summary of which is set forth in the section headed "Industry Overview"; and

13. the PRC Company Law, the PRC Securities Law, the Trial Measures and Guidelines for Articles of Association of Listed Companies issued by the CSRC, together with their unofficial English translations.