ZG Group

找钢 产业互联集团

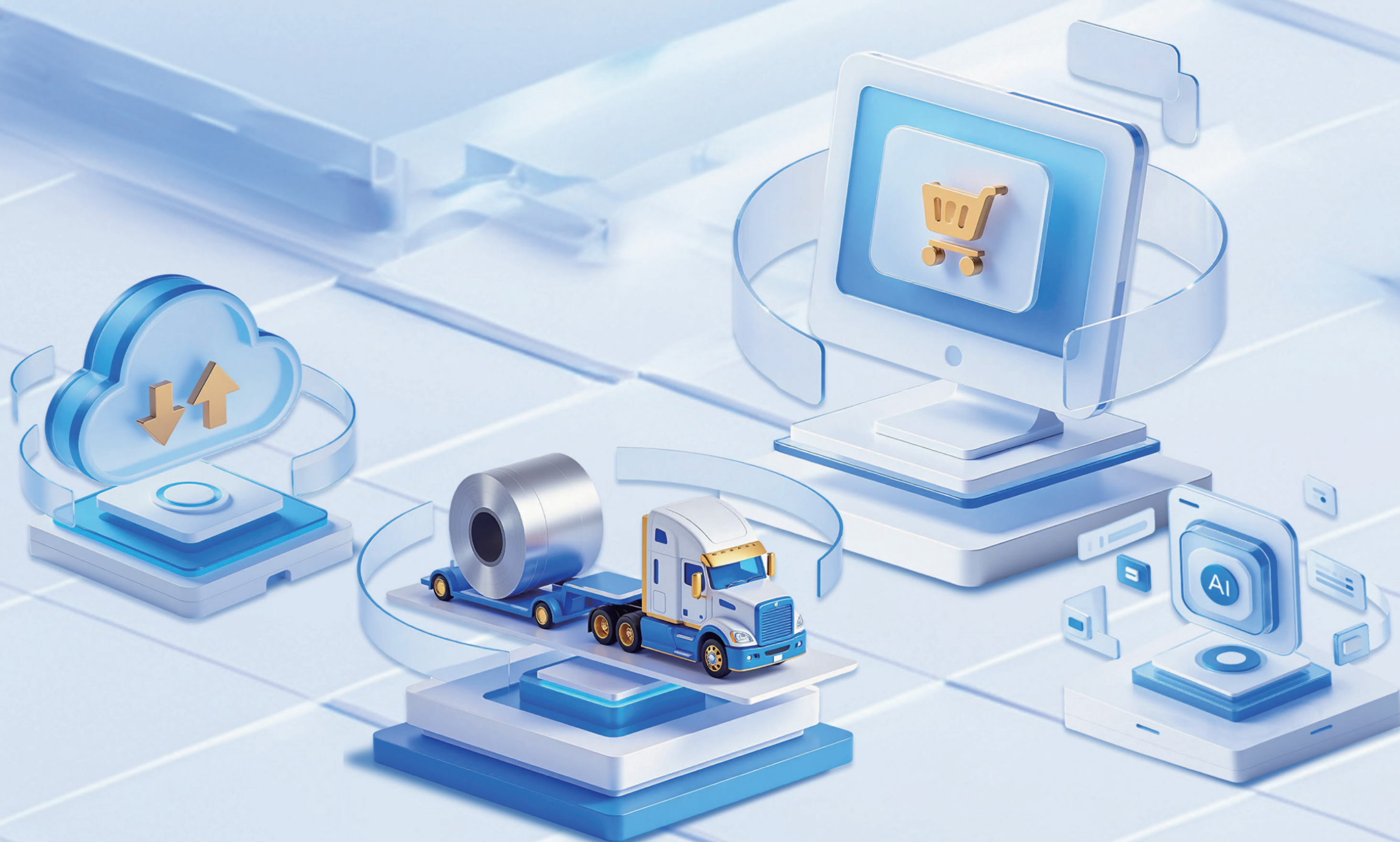
(A company controlled through weighted voting rights, incorporated in the Cayman Islands with limited liability and carrying on business in Hong Kong as ZGW)

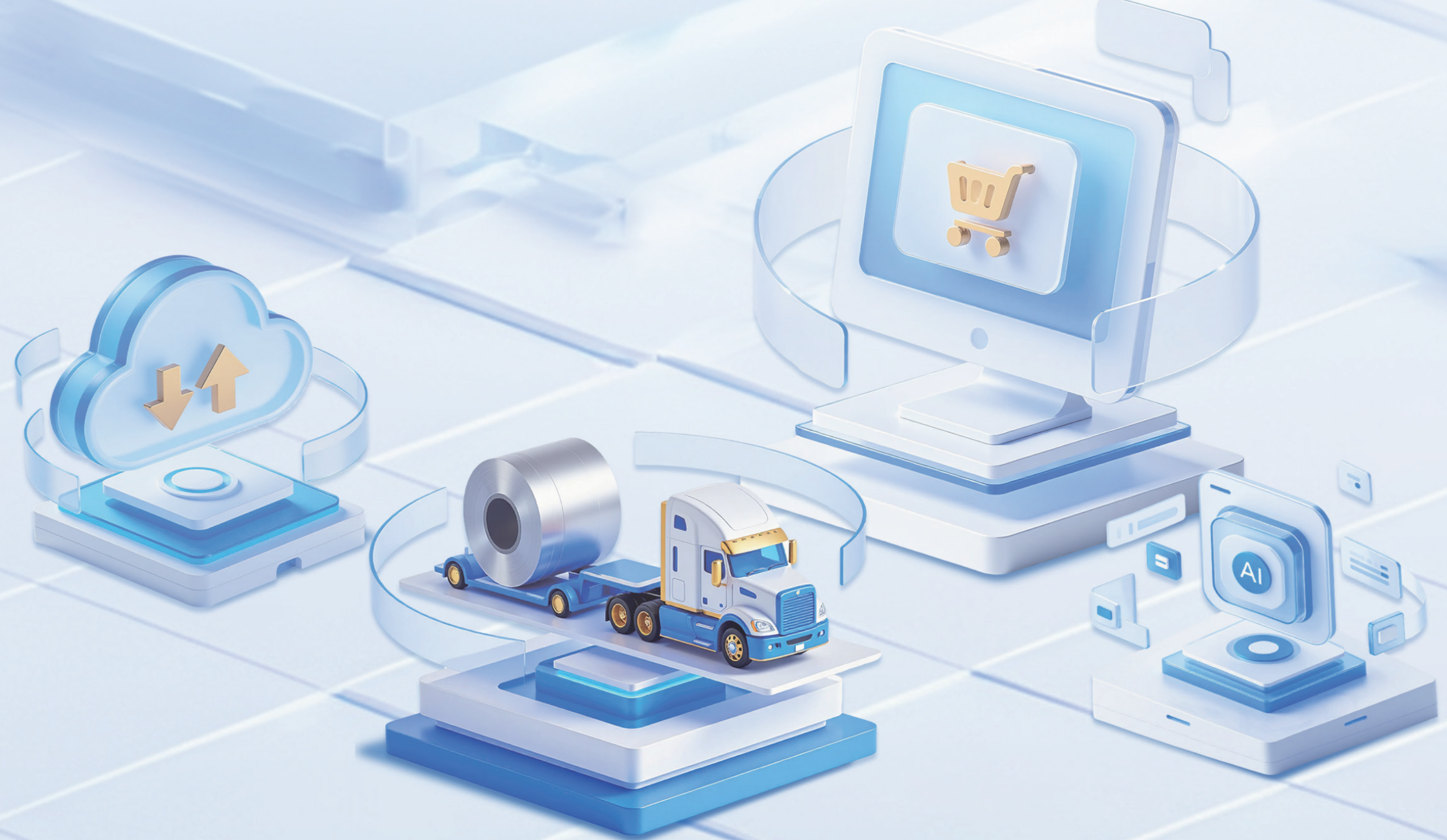
Stock Code: 6676

Warrant Code: 2572

2025

INTERIM REPORT

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Company Information

BOARD OF DIRECTORS

Executive Directors

Mr. Wang Dong (王東)
(Chairman and chief executive officer)
Mr. Wang Changhui (王常輝)
Ms. Gong Yingxin (宮穎欣)
Ms. Zhou Min (周敏)

Non-Executive Directors

Mr. Ye Qian (葉芊)
Mr. Jiang Rongfeng (蔣榕烽)
(resigned on August 27, 2025)
Mr. Sun Qingdong（孫卿東）
(appointed on August 27, 2025)

Independent Non-Executive Directors

Mr. Wang Xiang (王翔)
Mr. Wang Weisong (王蔚松)
Mr. Chen Yin (陳垠)

AUDIT COMMITTEE

Mr. Wang Weisong *(Chairman)*
Mr. Chen Yin
Mr. Jiang Rongfeng
(resigned on August 27, 2025)
Mr. Sun Qingdong (孫卿東)
(appointed on August 27, 2025)

REMUNERATION COMMITTEE

Mr. Wang Xiang *(Chairman)*
Mr. Chen Yin
Mr. Ye Qian

NOMINATION COMMITTEE

Mr. Wang Xiang *(Chairman)*
Mr. Wang Weisong
Ms. Gong Yingxin

CORPORATE GOVERNANCE COMMITTEE

Mr. Chen Yin *(Chairman)*
Mr. Wang Weisong
Mr. Wang Xiang

JOINT COMPANY SECRETARIES

Mr. Meng Long
Ms. Lai Siu Kuen *(FCG, HKFCG)*

AUTHORIZED REPRESENTATIVES

Mr. Wang Dong
Ms. Lai Siu Kuen

REGISTERED OFFICE

Maples Corporate Services Limited
PO Box 309, Ugland House
Grand Cayman, KY1-1104
Cayman Islands

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

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PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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Causeway Bay
Hong Kong

HONG KONG SHARE REGISTRAR

Tricor Investor Services Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

Company Information

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Maples Fund Services (Cayman) Limited
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Cricket Square
Grand Cayman, KY1-1102
Cayman Islands

COMPLIANCE ADVISOR

Altus Capital Limited
21 Wing Wo Street
Central, Hong Kong

PRINCIPAL BANKS

Bank of Communications Co., Ltd.
China Merchants Bank Co., Ltd.
Ping An Bank Co., Ltd.

STOCK CODE

6676

WARRANT CODE

2572

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AUDITOR

Deloitte Touche Tohmatsu
Certified Public Accountants
Registered Public Interest Entity Auditor
35/F One Pacific Place
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Hong Kong

HONG KONG COMPANY WEBSITE

ir.zhaogang.com

Financial Highlights

Condensed Consolidated Statement of Profit or Loss

	For the Six Months Ended June 30,		
	2025	2024	Change
	RMB	*RMB*	%
	(Unaudited)	*(Unaudited)*	
	(in thousands, except percentages)		
Revenue	**797,395**	710,892	12.2
Gross Profit	**181,532**	203,112	(10.6)
Loss before tax	**(498,534)**	(75,730)	(558.3)
Loss for the period	**(498,807)**	(75,772)	(558.3)

Condensed Consolidated Statement of Financial Position

	As of June 30, 2025	As of December 31, 2024	Change (%)
	(Unaudited)	*(Audited)*	
	(RMB in thousands, except percentages)		
Total current assets	**10,380,113**	9,577,651	8.4
Total non-current assets	**469,419**	470,901	(0.3)
Total assets	**10,849,532**	10,048,552	8.0
Total liabilities	**10,140,869**	16,554,957	(38.7)
Total shareholders' equity	**708,663**	(6,506,405)	110.9
Total liabilities and shareholders' equity	**10,849,532**	10,048,552	8.0

Financial Highlights

Non-IFRS Financial Measures

To supplement our condensed consolidated financial statements which are presented in accordance with IFRS, we also use non-IFRS measures, namely adjusted net loss (non-IFRS measure) and adjusted EBITDA (non-IFRS measure) as additional financial measures, which are not required by or presented in accordance with IFRS. We believe that such non-IFRS measures facilitate comparisons of operating performance from period to period and company to company by eliminating potential impacts of certain items, and provide useful information to investors and others in understanding and evaluating our consolidated results of operations in the same manner as it helps our management. However, our presentation of such non-IFRS measures may not be comparable to similarly titled measures presented by other companies. The use of such non-IFRS measures has limitations as an analytical tool, and you should not consider it in isolation from, or as substitute for analysis of, our results of operations or financial condition as reported under IFRS.

We define adjusted net loss (non-IFRS measure) as profit/(loss) for the period adjusted by adding back fair value change of convertible preferred shares, warrants and earn-out rights, share-based payment expenses, professional fees and expenses related to De-SPAC Transaction and De-SPAC Transaction expenses arising from capital reorganisation. The convertible preferred shares automatically convert into ordinary shares upon the completion of the De-SPAC Transaction, and no further loss or gain on fair value changes is expected to be recognized afterwards. In addition, share-based payment expenses are non-cash in nature and do not result in cash outflow, and the adjustments have been consistently made during the Reporting Period. We also exclude professional fees and expenses related to De-SPAC Transaction and De-SPAC Transaction expenses arising from capital reorganisation. We define adjusted EBITDA (non-IFRS measure) as adjusted net loss (non-IFRS measure) for the period adjusted by adding back income tax expense, finance costs, interest on bank deposit related to borrowings and depreciation and amortization.

	For the Six Months Ended June 30,	
	2025	2024
	RMB	*RMB*
	(in thousands)	
Loss for the period	**(498,807)**	(75,772)
Add: Fair value change of convertible preferred shares, warrants and earn-out rights	**(109,989)**	4,472
Share-based payments	**83,670**	–
De-SPAC Transaction expenses arising from capital reorganisation	**373,590**	–
Professional fees and expenses related to De-SPAC Transaction	**44,671**	7,518
Adjusted net loss (non-IFRS measure)	**(106,865)**	(63,782)
Add: Income tax expense	**273**	42
Finance costs	**10,357**	26,457
Interest on bank deposit related to borrowings	**(432)**	(485)
Depreciation and amortization	**9,312**	10,459
Adjusted EBITDA (non-IFRS measure)	**(87,355)**	(27,309)

Financial Highlights

Included in the adjusted net loss (non-IFRS measure) and adjusted EBITDA (non-IFRS measure) of RMB106.9 million and RMB87.4 million loss for the six months ended June 30, 2025 (six months ended June 30, 2024: RMB63.8 million and RMB27.3 million loss), respectively, an amount of RMB57.1 million represents the expected credit loss ("**ECL**") recognized during the period in relation to other receivables (six months ended June 30, 2024: ECL of RMB24.6 million), which is not representative of the Group's normal core business activities, and a gain of RMB1.8 million (six months ended June 30, 2024: gain of RMB3.3 million) from fair value changes of financial assets measured at fair value through profit or loss ("**FVTPL**"), which are not directly related to the Group's daily operation.

Management believes that excluding these items, which are not incurred during the Group's normal core business activities, provides a clearer reflection of the Group's underlying operating performance and better illustrates the results of its normal core business operations.

For illustrative purposes only, after excluding these amounts, the adjusted net loss (non-IFRS measure) and adjusted EBITDA (non-IFRS measure) would have been RMB51.6 million and RMB32.1 million loss for the six months ended June 30, 2025, respectively, compared to adjusted net loss (non-IFRS measure) of RMB42.5 million, and adjusted EBITDA (non-IFRS measure) of RMB6.0 million loss for the six months ended June 30, 2024, respectively. For the six months ended June 30, 2025, the change in adjusted EBITDA was larger than adjusted net loss, primarily due to lower finance costs.

Business Review and Outlook

OVERVIEW

Aquila Acquisition Corporation ("**Aquila**"), a special purpose acquisition company focused on technology-enabled businesses in Asia, completed a transformative De-SPAC Transaction with ZG Group (formerly Zhaogang.com Inc.), upon completion of the De-SPAC Transaction on March 10, 2025, now known as the Company. This business combination was effected through a series of agreements, including the Business Combination Agreement, under which Aquila merged with a wholly-owned subsidiary of ZG Group, resulting in Aquila becoming a wholly-owned subsidiary of the Company. The transaction also included PIPE Investments totalling a final amount of HK$532.6 million from eight investors, a bonus share issue to incentivize Aquila shareholders, and a promoter earn-out right granting additional shares to Aquila's promoters upon meeting certain conditions. Valued at HK$10.0 billion, the De-SPAC Transaction enabled the Company's listing on the Stock Exchange, marking the culmination of Aquila's mission to partner with a leading player in the new economy sector – ZG Group, China's largest digital platform for third-party steel transactions by volume in 2023.

Upon completion of the De-SPAC Transaction, Aquila shareholders and PIPE Investors became shareholders of the Company, which now operates as a listed entity on the Stock Exchange, advancing its mission to revolutionize the steel transaction industry through technology and innovation. This interim report covers the Company's performance for the six months ended June 30, 2025, reflecting the continued momentum following the De-SPAC Transaction and ongoing strategic initiatives in its growth journey. The first half of 2025 was a period of sustained progress and operational enhancement.

REVIEW AND OUTLOOK

Since its listing on the Main Board of the Hong Kong Stock Exchange on March 10, 2025, our Group has been committed to evolving from a single-category digital platform for steel in China to an AI industrial internet platform characterized by stable domestic growth, globalization, and diversification, and has made breakthrough progress during the Reporting Period.

The Group has consistently consolidated its foundation in domestic steel transactions. Following its listing, the Group's brand influence has significantly increased, with steady enhancement in its per-ton commission fee collection capability. In globalization, building on its presence in the Middle East, the international business has achieved rapid growth in Southeast Asia, with transaction volumes reaching new highs and per-ton fees continuing to rise. In diversification, the Group has achieved sustained growth in GMV for electrical and electric products through its AI transaction assistant. Furthermore, the Group has formed a joint venture with Trafigura Group, a leading global commodity trader, to establish the LYKOS non-ferrous metals e-commerce platform, creating an AI industrial internet matrix spanning ferrous metals, non-ferrous metals, and electrical and electric products.

Business Review and Outlook

As of June 30, 2025, our steel transaction platform boasted over 16,000 registered suppliers and more than 189,000 registered buyers, covering over 650,000 SKUs. Our non-steel transaction platform collaborated with 576 suppliers and 2,128 buyers, spanning more than 3,935 SKUs. In the first half of 2025, the steel transaction business recorded a GMV of RMB63.8 billion, with a total transaction volume of over 19.1 million tons, while the non-steel transaction business achieved a GMV of RMB211.3 million.

In the first half of 2025, our Group's operating revenue reached RMB797.4 million, reflecting a year-on-year increase of 12.2%. Gross profit stood at RMB181.5 million, down 10.6%, which was mainly attributable to the termination of FatCat Bai Tiao and FatCat Easy Procurement services. Following the listing, the Group has gradually resumed its fintech solution through equity participation, and transaction volume and profitability have continuously recovered through enhanced brand influence.

1. Transaction Platform: Consolidating Domestic Steel Foundation and Resuming Fintech Solution via Equity Participation

In August 2024, the Group proactively terminated its FatCat Bai Tiao and FatCat Easy Procurement services which had a significant impact on transaction volume in the first half of 2025. During the Reporting Period, the platform transaction volume was 19.0 million tons, a year-on-year decrease of 25.2%. As the Group's listed brand influence increased, transaction volume in the second quarter continued to recover, exceeding 11.5 million tons – a 15.2% increase compared to the fourth quarter of 2024 and a 54.8% quarter-on-quarter increase compared to the first quarter. The Group's profitability continued to strengthen, with the average commission fee charged on a per ton basis for SME sellers rising from RMB5.0 in the first half of 2024 to RMB6.3, a year-on-year increase of 27.5%.

Concurrently, the Group has readjusted its fintech solution. Under the new model, the Group conducts business through equity participation, primarily providing data support and scenario support. In July 2025, the Group jointly created the "Daolerong" (到樂融) product with Chongqing Fumin Bank. The product provides data authenticity services based on the terminal delivery scenario. Focusing on core state-owned enterprises and under the premise of the bank's independent risk review, the bank can provide large-scale financing to high-quality customers. After obtaining bank credit, customers must use one or more services from the Group's transaction, logistics, or FatCat Cloud offerings. Under this model, the Group can not only assist more high-quality platform customers in obtaining financial support but will also effectively drive synergies across the Group's transaction, logistics, and FatCat Cloud businesses. To date, the platform has hundreds of high-quality customers meeting cooperation standards, of which 23 have been served, with a total approved credit around RMB4 billion and an actual loan balance of exceeding RMB200 million. This progress has verified the model's feasibility and paved the way for subsequent large-scale replication.

In August 2025, the Group invested in and established a supply chain company in collaboration with a state-owned enterprise. This will fully utilize the resource and risk control advantages of state-owned enterprises to provide high-quality supply chain services focused on state-owned enterprise users and upstream steel mill partners, further optimizing users' purchasing experience.

Business Review and Outlook

In addition to existing steel product transactions, the Group has launched a shaped steel and pipes market place in late August, focusing on small-variety transaction services such as shaped steel and pipes. These products have higher profit margins, but the sales sector faces challenges such as numerous product specifications, complex quotations, and difficulty in customer matching. The market place will integrate resources from over 400 leading steel mills and traders. Downstream customers highly overlap with the Group's existing general steel transaction buyers, enabling replication of the integrated service system from transactions to logistics and warehousing, powered by the AI intelligent quotation system across the entire transaction process. In its early stage, the project will prioritize rapid development, building an industry transaction portal to aggregate traffic. In the future, the Group will further optimize its business model, enhance service capabilities, and create a leading domestic channel for shaped steel and pipes.

2. International Business: Exponential Growth Driven by Digital Transactions and Digital Manufacturing

Fueled by strong infrastructure demand in the Middle East and Southeast Asian countries, as well as the increasing presence of Chinese firms in Belt and Road countries, our Group comprehensively deepened its international business layout in 2024 and plans to become the largest AI industrial internet platform in the Belt and Road region. In countries and regions such as the UAE, Saudi Arabia, Thailand, Malaysia, and Indonesia, through cooperation with overseas subsidiaries of domestic state-owned enterprises, the Group sells steel and MRO products while actively advancing localization. In the first half of 2025, the Group's international business transaction volume surpassed 70,000 tons, a year-on-year increase of 58.0%, with operating revenue of RMB338.5 million, up 38.9%. Gross profit was RMB29.6 million, up 90.5%, while per-ton gross profit continued to grow, achieving a year-on-year increase of 20.6%.

Notably, the Group's Southeast Asia business developed rapidly, with the international business team actively participating in key Belt and Road projects, including transportation hubs such as the China-Thailand High-Speed Railway and Thailand's Laem Chabang Port, as well as digital infrastructure projects like the Malaysia Logistics Center, Wanguo Data Center, Qinhuai Data Center, and Zhonglian Data Center. The Group effectively addressed material supply challenges for Chinese general contractors, significantly improving engineering efficiency. While ensuring high-quality project delivery, the Group has shaped an excellent brand image for Chinese construction in these countries, contributing to local infrastructure upgrades. During the Reporting Period, transaction volume for Southeast Asian companies (including Thailand, Malaysia, and Indonesia) reached approximately 45,000 tons, an increase of 441% compared to the second half of 2024.

In the UAE, the Group will form a "digital transactions + digital manufacturing" dual-driven layout. To provide one-stop services, enhance customer stickiness, and address local processing capacity shortages, the Group's first processing plant will commence operations in Dubai Industrial City by year-end. Adopted via equipment purchase and land lease, the plant covers over 35,000 square meters. At full capacity, output will reach 400,000 tons, effectively supporting steel demand for Chinese state-owned enterprise projects. The processing segment itself offers substantial profit margins, directly boosting the Group's overseas transaction business profitability. As the project lands, this layout will rapidly fill regional capacity gaps and lay a solid foundation for long-term international growth.

Business Review and Outlook

3. Non-Steel Segment: Rapid Growth with Expansion into Non-Ferrous Metals via Trafigura Partnership

In 2025, the Group's "FatCat Industrial" division was upgraded to the "Zhaogang Industrial" division, leveraging the steel-honed infrastructure and enabling automated inquiry-and-quotation matching through AI large language models. Non-steel business thus expanded from SaaS services to transaction services.

As of June 30, 2025, the non-steel transaction business collaborated with 576 suppliers and 2,128 buyers, covering over 3,935 SKUs and fulfilling 31,498 orders. This generated a GMV of RMB211.3 million, a year-on-year increase of 23.0%. Among these, electrical and electric products transactions achieved a GMV of RMB186.0 million, up 108.9%. Currently focused on Siemens electrical and electric products sales, the Group's non-steel e-commerce operations obtained distribution agency licenses for Schneider low-voltage power distribution and industrial control components, as well as the ABB China Motion Control Distributor Certificate, in the first half of the year. In the future, the Group will explore expansion into additional electrical and electric categories.

In July 2025, the Group reached an in-depth strategic cooperation with Trafigura Group, a leading global commodity trader. The parties will jointly build the LYKOS non-ferrous metals e-commerce platform as Trafigura's exclusive non-ferrous metals e-commerce platform in China, providing full-chain support including intelligent commodity pricing, platform transaction matching, B2B payment solutions, warehousing, logistics, and big data to enhance enterprise operational efficiency. In this cooperation, the Group has made equity investments and will fully participate in operations, offering customized value-added services and technical development support. As of June 30, 2025, the LYKOS platform focused on sales of Trafigura's self-operated resources, with trial operation GMV exceeding RMB25 million. Going forward, the platform will introduce more high-quality suppliers, extend downstream customers to terminals, and provide comprehensive services such as warehousing, logistics, and supply chain to form a complete industrial chain closed loop. Leveraging both parties' resource synergies and model innovation, the LYKOS platform is expected to become a comprehensive third-party non-ferrous metals transaction platform, scaling toward hundreds of billions in GMV.

4. AI: Achieving Commercialization, Registration, and Data Asset Recognition

Leveraging over a decade of industry experience – including millions of conversation samples and structured transaction data on commodities, quotes, logistics, payments, inventory, and customers – our Group has built an AI large language model tailored to the industrial internet. Based on this model, the Group developed 12 AI Agents, fully integrated with DeepSeek, ultimately launching four flagship AI products: AI transaction assistant, AI procurement assistant, FatCat Cloud AI manager, and FatCat Assistant. These products span pre-sales, in-sales, after-sales, and internal operations, significantly enhancing upstream-downstream collaboration and employee efficiency.

Business Review and Outlook

In procurement, the Group has applied large language models to sourcing, intelligent price comparison, and compliance management. As of June 30, 2025, the self-developed SaleMatch transaction engine processed over 14 million daily messages via AI large language models with over 95% accuracy, completing billions in intelligent transaction matches. The AI procurement assistant automatically organizes market dynamics, monitors inventory price changes, tracks trends, and aids intelligent pricing; it has connected nearly 14,000 supplier staffs and updated over 33 million product entries. In in-sales and after-sales, FatCat Cloud's AI manager acts as an intelligent overseer, with AI business assistants automatically generating, printing, and sending over 500,000 business documents for efficiency gains. AI financial specialists automate collections and payments, processing nearly 5 million transactions to accelerate fund flows. AI risk control specialists review vehicle qualifications and monitor logistics for transaction security, having assessed over 100,000 vehicles and tracked more than 490,000 routes. AI warehouse specialists provide 7*24 cargo ownership confirmation and instruction dispatch, operating in 191 warehouses and handling over 27,000 receipt confirmations. Internally, FatCat Assistant draws on the enterprise knowledge base to support employee growth, enabling novices to reach 3-5 years of industry expertise.

In May 2025, the Group's industrial AI large language model was registered with the Cyberspace Administration of China, allowing external sales of AI products and boosting technology subscription service profit margins. During the Reporting Period, the Group achieved AI commercialization, signing new AI product sales contracts totaling RMB322,800.

During the Reporting Period, the Group engaged a third-party intermediary to conduct digital asset accounting for core assets, including the self-developed AI transaction assistant, logistics intelligent tracking APP, and automated transaction data analysis system. The Group recognized digital assets of RMB2.3 million, including RMB1.2 million from the AI transaction assistant. This initiative helps investors fully understand the value of the Group's AI data assets.

AI has significantly enhanced the Group's operational efficiency. During the Reporting Period, management expenses, sales expenses and R&D expenses, excluding share-based payments and listing expenses, totaled RMB223.3 million, with an operating expense ratio of 28.0%, down 0.3% compared to 28.3% of the first half of 2024.

RECENT DEVELOPMENTS AFTER THE REPORTING PERIOD

Save as disclosed in this interim report, there were no other significant events that might affect us since the end of the Reporting Period and up to the Latest Practicable Date.

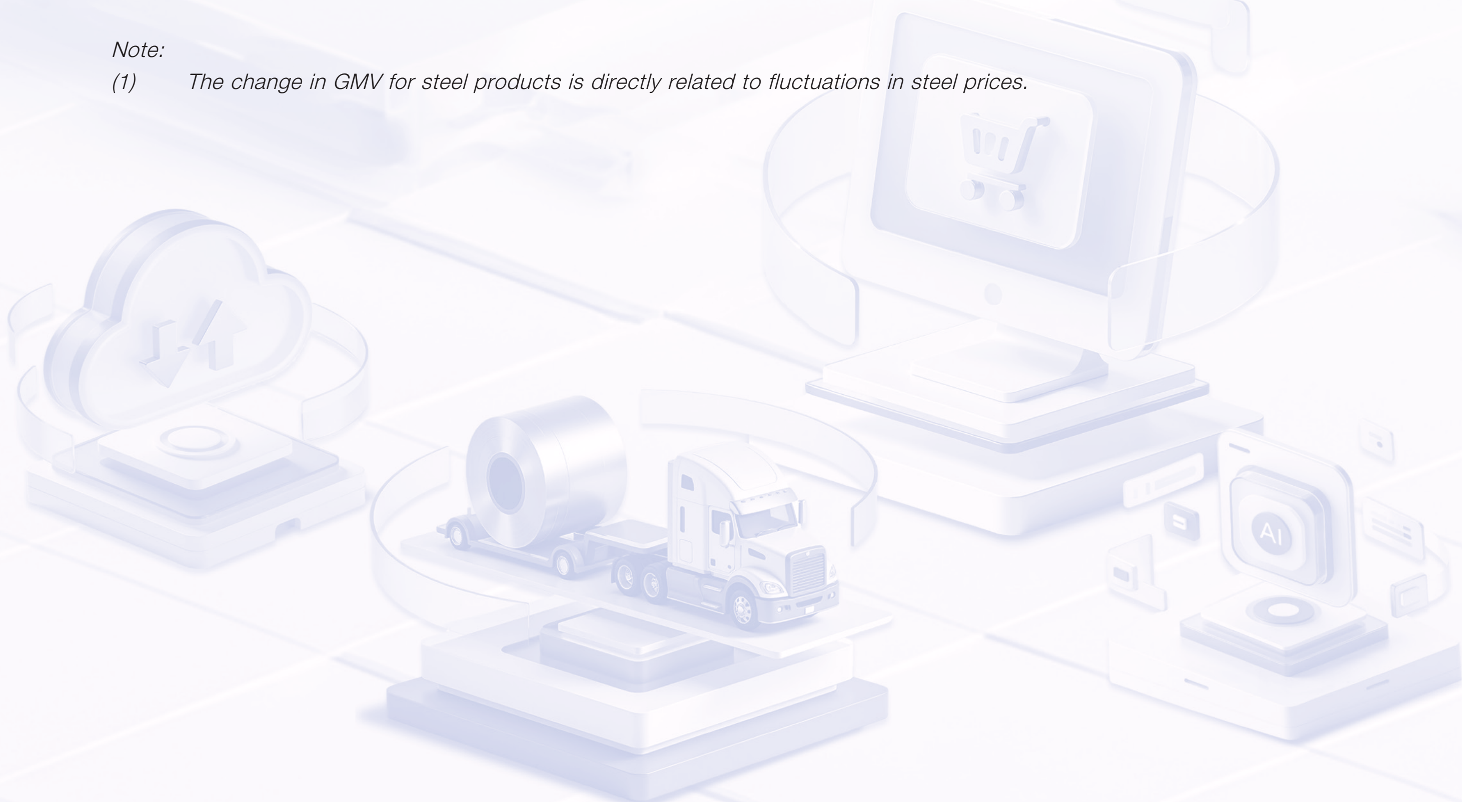
Management Discussion and Analysis

The following table sets forth the key operating data of the Group for the periods indicated.

	For the Six Months Ended June 30,	
	2025	2024
Total GMV (RMB in millions)	**63,989.6**	101,089.3
GMV for steel products (RMB in millions)[(1)]	**63,778.3**	100,917.5
GMV for non-steel products (RMB in millions)	**211.3**	171.8
Total Transaction Volume (million tons)	**19.1**	26.5
Transaction Services		
Online third-party transaction volume (million tons)	**19.0**	25.5
GMV for online third-party transaction (RMB in millions)	**63,629.1**	97,157.0
Average commission fee per ton charged on sellers (RMB)	**6.3**	5.0
Average commission fee per ton charged on key accounts (RMB)	**40.3**	170.7
Transaction Support Services		
Transaction volume supported by logistics services (million tons)	**3.3**	3.4
Overseas Transaction Business		
Transaction volume (in tons)	**71,344.9**	45,165.4

Note:

(1) The change in GMV for steel products is directly related to fluctuations in steel prices.



Management Discussion and Analysis

The following table sets forth the key financial data of the Group for the periods indicated.

	For the Six Months Ended June 30, 2025	2024
Gross profit margin[1]	**22.8%**	28.6%
Operating expense ratio[2]	**28.0%**	28.3%
Net profit margin[3]	**(62.6)%**	(10.7)%

	As of June 30, 2025	As of December 31, 2024
Interest-bearing debt ratio[4]	**35.0%**	24.7%

Notes:

(1) Gross profit margin equals gross profit for the period divided by revenue for the specified period, multiplied by 100%.

(2) Operating expense ratio equals operating expenses (excluding share-based payment expenses and listing expenses) divided by revenue for the specified period, multiplied by 100%.

(3) Net profit margin equals net profit for the period divided by revenue for the specified period, multiplied by 100%.

(4) Interest-bearing debt ratio equals interest-bearing debt (excluding bank bills not derecognized) divided by total liabilities (excluding bank bills not derecognized, preferred shares, and advances received from buyers related to transaction services and transaction support services), multiplied by 100%.

Management Discussion and Analysis

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

The following table sets forth selected items from the condensed consolidated statement of profit or loss of the Group for the periods indicated.

	For the Six Months Ended June 30,		
	2025	2024	Change
	RMB'000	*RMB'000*	*%*
	(Unaudited)	*(Unaudited)*	
	(in thousands, except percentages)		
Revenue	**797,395**	710,892	12.2
Cost of revenue	**(615,863)**	(507,780)	(21.3)
Gross profit	**181,532**	203,112	(10.6)
Other income	**14,474**	8,817	64.2
Other gains and losses	**5,920**	(3,703)	259.9
Selling and distribution expenses	**(167,470)**	(138,244)	(21.1)
Administrative expenses	**(117,443)**	(37,423)	(213.8)
Research and development expenses	**(22,091)**	(25,176)	12.3
Professional fees and expenses related to De-SPAC Transaction	**(44,671)**	(7,518)	(494.2)
De-SPAC Transaction expenses arising from capital reorganisation	**(373,590)**	–	N/A
Finance costs	**(10,357)**	(26,457)	60.9
Impairment losses under expected credit loss ("**ECL**") model, net of reversal	**(75,595)**	(44,542)	(69.7)
Fair value changes of financial assets at fair value through profit or loss ("**FVTPL**")	**1,762**	3,315	(46.8)
Fair value changes of financial liabilities at FVTPL	**109,860**	(6,824)	1,709.9
Share of results of associates and joint venture	**(865)**	(1,087)	20.4
Loss before tax	**(498,534)**	(75,730)	(558.3)
Income tax expense	**(273)**	(42)	(550.0)
Loss for the period	**(498,807)**	(75,772)	(558.3)

Management Discussion and Analysis

	For the Six Months Ended June 30,		
	2025	2024	Change
	RMB'000	*RMB'000*	*%*
	(Unaudited)	*(Unaudited)*	
	(in thousands, except percentages)		
Other comprehensive (expense) income			
Item that may be reclassified subsequently to profit or loss:			
Exchange differences arising on translation of foreign operations	**(2,096)**	547	(483.2)
Other comprehensive (expense) income for the period, net of income tax	**(2,096)**	547	(483.2)
Total comprehensive expense for the period	**(500,903)**	(75,225)	(565.9)
Loss for the period attributable to:			
Owners of the Company	**(498,831)**	(74,110)	(573.1)
Non-controlling interests	**24**	(1,662)	101.4
	(498,807)	(75,772)	(558.3)
Total comprehensive expense attributable to:			
Owners of the Company	**(500,927)**	(73,563)	(580.9)
Non-controlling interests	**24**	(1,662)	101.4
	(500,903)	(75,225)	(565.9)
Loss per share			
– Basic (RMB)	**(0.66)**	(0.31)	(112.9)
– Diluted (RMB)	**(0.66)**	(0.31)	(112.9)

Management Discussion and Analysis

NET REVENUES

Net revenues increased by 12.2% from approximately RMB710.9 million for the six months ended June 30, 2024, to approximately RMB797.4 million for the same period in 2025, mainly due to increases in revenue from overseas transaction business and other business. The following table sets forth a breakdown of revenue by business segment for the periods indicated.

	For the Six Months Ended June 30,			
	2025	***(%)***	2024	*(%)*
	(RMB in thousands, except percentages)			
Transaction Services	**131,466**	**16.5**	142,239	20.0
Transaction Support Services	**201,589**	**25.3**	217,617	30.6
Technology Subscription Services	**12,436**	**1.6**	16,188	2.3
Overseas Transaction Business	**338,537**	**42.5**	243,675	34.3
Others	**113,367**	**14.1**	91,173	12.8
Total Net Revenues	**797,395**	**100.0**	710,892	100.0

Transaction services

Revenue generated from transaction services primarily consists of income from steel transactions on our digital platform, where we sell steel products to buyers through our digital platform and charge commissions from sellers on a per-ton basis. We do not obtain ownership of the steel products sold through our platform. In accordance with IFRS 15, we act as an agent because the specified goods remain under the control of the sellers before they are transferred to the buyers. Revenue related to commissions is reported on a net basis and recognized when the relevant transaction is completed (i.e., when the right to receive the commission becomes unconditional).

Revenue generated from transaction services decreased by 7.6% from approximately RMB142.2 million for the six months ended June 30, 2024, to approximately RMB131.5 million for the same period in 2025, mainly due to a decrease in steel transaction volume.

Management Discussion and Analysis

Transaction support services

The following table sets forth a breakdown of our transaction support services revenue by nature for the periods indicated.

	For the Six Months Ended June 30,			
	2025	**%**	2024	%
	(RMB in thousands, except percentages)			
Logistics, warehousing and processing services	**201,589**	**100.0**	198,430	91.2
Platform users	**190,069**	**94.3**	191,298	87.9
Non-platform users	**11,520**	**5.7**	7,132	3.3
Transaction settlement services	**–**	**–**	19,187	8.8
Total	**201,589**	**100.0**	217,617	100.0

Logistics, Warehousing and Processing Services

We coordinate logistics, warehousing, and processing for buyers who choose to use our services by engaging and matching suitable carriers for the delivery of steel products, and relevant warehousing and processing service providers for warehousing and steel product processing. Through this, we earn the fee difference between the fees charged to buyers on a per-ton basis and payments to partnered third-party service providers. Service income is recognized over the service period when the services are performed.

Transaction Settlement Services

We provide three types of transaction settlement services, namely FatCat Bai Tiao, FatCat Easy Procurement, and bill settlement, and earn service fees from our transaction settlement services. We ceased providing FatCat Bai Tiao and FatCat Easy Procurement and related systems by August 2024. After termination, we no longer generate income from providing transaction settlement services but will continue to provide bill settlement as a payment or settlement method for transactions on our digital platform.

Revenue generated from transaction support services decreased by 7.4% from approximately RMB217.6 million for the six months ended June 30, 2024, to approximately RMB201.6 million for the same period in 2025, mainly due to our cessation of FatCat Bai Tiao and FatCat Easy Procurement and related systems by August 2024.

Technology Subscription Services

We provide a range of digital solutions through our digital platform to facilitate user transaction services, including our SaaS products, data analytics, and other value-added services such as advertising services. Revenue generated from technology subscription services is recognized over the service period during which the services are provided. We have assessed that the stage of completion is determined based on the proportion of the total service period that has elapsed as of the end of the Reporting Period, as this is an appropriate method to measure progress towards complete satisfaction of these performance obligations in accordance with IFRS 15, because buyers simultaneously receive and consume the services we provide during the service period.

Management Discussion and Analysis

Revenue generated from technology subscription services decreased by 23.2% from RMB16.2 million for the six months ended June 30, 2024, to RMB12.4 million for the same period in 2025, mainly due to a decrease in our advertising business.

Overseas Transaction Business

The following table sets forth a breakdown of revenue generated from our overseas transaction business by geographical location for the periods indicated.

	For the Six Months Ended June 30,			
	2025	**%**	2024	%
	(RMB in thousands, except percentages)			
Middle East	**134,998**	**39.9**	140,347	57.6
Southeast Asia	**195,679**	**57.8**	700	0.3
East Asia	**7,860**	**2.3**	102,628	42.1
Total	**338,537**	**100.0**	243,675	100.0

During the Reporting Period, we operated in overseas markets through a project direct supply model. In accordance with IFRS 15, we primarily act as a principal under the project direct supply model because we obtain control over the specified goods before they are transferred to the buyers. Revenue generated from overseas transaction business is primarily reported on a gross basis and recognized when signed receipt documents are received from buyers and the goods are received by buyers at the premises specified in the contract (i.e., when buyers obtain control over the goods and we fulfill our performance obligations).

Revenue generated from overseas transaction business increased significantly by 38.9% from RMB243.7 million for the six months ended June 30, 2024, to RMB338.5 million for the same period in 2025, mainly due to our deepening of international business layout, leveraging the development opportunities of the Belt and Road Initiative, coupled with strong infrastructure demand in Southeast Asian countries. To this end, we invested more resources in developing overseas transaction business, resulting in increased transaction volumes in regions such as Thailand, Indonesia, and Malaysia.

Others

Others primarily refer to non-steel products transaction business. We actively develop diversified business lines across industry sectors, mainly including electrical and electronic products, non-ferrous metals, and wires and cables.

Revenue generated from other business increased by 24.3% from RMB91.2 million for the six months ended June 30, 2024, to RMB113.4 million for the same period in 2025, mainly due to the continued expansion of our non-steel products transaction business.

Management Discussion and Analysis

COST OF REVENUE

Our cost of revenue primarily consists of (i) logistics, warehousing, and processing costs; (ii) product procurement costs, representing steel product procurement costs for overseas transaction sales and other procurement costs of non-steel products; (iii) stamp duty and extra charges; and (iv) service fees.

The table below sets forth a breakdown of our cost of revenue by nature and as a percentage of total cost of revenue for the periods indicated.

	For the Six Months Ended June 30,			
	2025	***%***	2024	*%*
	(RMB in thousands, except percentages)			
Cost of revenue				
Product procurement costs	**418,678**	**68.0**	315,250	62.1
Logistics, warehousing and processing costs	**187,377**	**30.4**	181,232	35.7
Stamp duty and extra charges	**8,599**	**1.4**	10,178	2.0
Service fees	**1,209**	**0.2**	1,120	0.2
Total	**615,863**	**100.0**	507,780	100.0

Our cost of revenue was RMB615.9 million for the six months ended June 30, 2025, a 21.3% increase from RMB507.8 million for the six months ended June 30, 2024, in line with our revenue growth. Our product procurement costs were RMB418.7 million in the same period of 2025, a 32.8% increase from RMB315.3 million for the six months ended June 30, 2024, primarily due to expansion of overseas transaction business and non-steel products. This was partially offset by logistics, warehousing, and processing costs of RMB187.4 million in the same period of 2025, a 3.4% increase from RMB181.2 million for the six months ended June 30, 2024, consistent with the growth trend of logistics revenue.

Management Discussion and Analysis

GROSS PROFIT AND GROSS PROFIT MARGIN

The table below sets forth a breakdown of our gross profit and gross profit margin by business segments for the periods indicated:

	For the Six Months Ended June 30,			
	2025	**%**	2024	%
	(RMB in thousands, except percentages)			
Gross profit and gross profit margin				
Transaction services	**123,010**	**93.6**	132,640	93.3
Transaction support services	**14,137**	**7.0**	35,835	16.5
Technology subscription services	**11,202**	**90.1**	15,046	92.9
Overseas transaction business	**29,590**	**8.7**	15,531	6.4
Others	**3,593**	**3.2**	4,060	4.5
Total	**181,532**	**22.8**	203,112	28.6

Our gross profit was RMB181.5 million for the six months ended June 30, 2025, a 10.6% decrease from RMB203.1 million for the six months ended June 30, 2024, primarily due to our cessation of FatCat Bai Tiao and FatCat Easy Procurement and related systems by August 2024. Our overall gross profit margin was 22.8% in the same period of 2025, compared to 28.6% for the six months ended June 30, 2024, primarily due to higher proportion of lower-margin international transaction services and non-steel products transaction business.

Transaction Services

Our gross profit from transaction services was RMB123.0 million for the six months ended June 30, 2025, a 7.3% decrease from RMB132.6 million for the six months ended June 30, 2024, primarily due to the overall decline in steel transaction tonnage. The gross profit margin was 93.6% for the six months ended June 30, 2025, compared to 93.3% for the six months ended June 30, 2024, remaining relatively stable.

Transaction Support Services

Our gross profit from transaction support services was RMB14.1 million for the six months ended June 30, 2025, a 60.5% decrease from RMB35.8 million for the six months ended June 30, 2024, primarily due to our cessation of FatCat Bai Tiao and FatCat Easy Procurement and related systems by August 2024. Due to the termination of high-margin businesses such as FatCat Bai Tiao and FatCat Easy Procurement, the gross profit margin also decreased accordingly, from 16.5% for the six months ended June 30, 2024 to 7.0% for the six months ended June 30, 2025.

Management Discussion and Analysis

Technology Subscription Services

Our gross profit from technology subscription services was RMB11.2 million for the six months ended June 30, 2025, a 25.5% decrease from RMB15.0 million for the six months ended June 30, 2024, primarily due to the decrease in our advertising business. The gross profit margin was 90.1% for the six months ended June 30, 2025, compared to 92.9% for the six months ended June 30, 2024, remaining relatively stable.

Overseas Transaction Business

Our gross profit from overseas transaction business was RMB29.6 million for the six months ended June 30, 2025, a 90.5% increase from RMB15.5 million for the six months ended June 30, 2024, in line with increased revenue from our overseas transaction business. Due to deep cultivation of business and continuous improvement in management efficiency, the gross profit margin also increased accordingly, from 6.4% for the six months ended June 30, 2024 to 8.7% for the six months ended June 30, 2025.

Others

Our gross profit from the non-steel products transaction business was RMB3.6 million for the six months ended June 30, 2025, a 11.5% decrease from RMB4.1 million for the six months ended June 30, 2024. The gross profit margin was 3.2% for the six months ended June 30, 2025, compared to 4.5% for the six months ended June 30, 2024, primarily due to changes in the non-steel products transaction structure.

OTHER INCOME

Other income primarily consists of (i) interest on bank deposits; and (ii) government grants, which represent incentives provided by local government authorities in the PRC, including various forms of government financial incentives and preferential tax treatments, to reward our support and contribution to local economic development.

The table below sets forth a breakdown of our other incomes for the periods indicated:

	For the Six Months Ended June 30,	
	2025	2024
	(RMB in thousands)	
Interest on bank deposits	**9,745**	4,682
Government grants	**4,729**	4,135
Total	**14,474**	8,817

Our other income was RMB14.5 million for the six months ended June 30, 2025, an increase from RMB8.8 million for the six months ended June 30, 2024, primarily due to an increase in bank deposit interest income as more funds are available after listing.

Management Discussion and Analysis

OTHER GAINS AND LOSSES, NET

Other gains and losses primarily consist of (i) fair value changes of derivative financial instruments, related to our holding of derivative futures contracts and foreign exchange forward contracts priced at market value, with resulting gains or losses recognized in profit or loss; (ii) gain on disposal of property and equipment; and (iii) net foreign exchange gain.

The table below sets forth a breakdown of our other gains and losses for the periods indicated:

	For the Six Months Ended June 30,	
	2025	2024
	(RMB in thousands)	
Loss on fair value changes of derivative financial instruments	**(510)**	(636)
Gain on disposal of property and equipment	**191**	262
Net foreign exchange gains (losses)	**6,156**	(3,579)
Others	**83**	250
Total	**5,920**	(3,703)

Our net other gains were RMB5.9 million for the six months ended June 30, 2025, an increase from net other losses of RMB3.7 million for the six months ended June 30, 2024, primarily due to an increase in foreign exchange gains of RMB9.7 million.

FAIR VALUE CHANGES OF FINANCIAL LIABILITIES AT FVTPL

Fair value changes of financial liabilities at FVTPL include (i) fair value changes of listed warrants liabilities; (ii) fair value changes of promoter warrant liabilities; (iii) fair value changes of promoter earn-out right liabilities; (iv) fair value changes of convertible preferred share liabilities; and (v) fair value changes of redeemable preferred share liabilities. Our fair value changes of financial liabilities at FVTPL increased from a loss of RMB6.8 million for the six months ended June 30, 2024 to a gain of RMB109.9 million in the same period of 2025, primarily due to share price fluctuations after listing.

SELLING AND DISTRIBUTION EXPENSES

Our selling and distribution expenses were RMB167.5 million for the six months ended June 30, 2025, an increase from RMB138.2 million for the six months ended June 30, 2024; excluding equity-settled share-based payments, selling and distribution expenses were RMB156.5 million for the six months ended June 30, 2025, primarily attributable to business expansion leading to an increase in employee benefit expenses related to sales personnel.

Management Discussion and Analysis

ADMINISTRATIVE EXPENSES

Our administrative expenses were RMB117.4 million for the six months ended June 30, 2025, an increase from RMB37.4 million for the six months ended June 30, 2024; excluding equity-settled share-based payments, administrative expenses were RMB48.5 million for the six months ended June 30, 2025, primarily due to increased listing-related expenses.

RESEARCH AND DEVELOPMENT EXPENSES

Our research and development expenses were RMB22.1 million for the six months ended June 30, 2025, a decrease from RMB25.2 million for the six months ended June 30, 2024; excluding equity-settled share-based payments, research and development expenses were RMB18.3 million for the six months ended June 30, 2025, primarily due to improved efficiency in research and development activities and completion of major research and development products in the past few years.

DE-SPAC TRANSACTION EXPENSES ARISING FROM CAPITAL REORGANISATION

Due to the completion of the De-SPAC transaction, Aquila promoters and certain shareholders were deemed to have been issued shares and warrants at a fair value exceeding the net asset value acquired by the Company. This difference of RMB373.6 million was recognized as De-SPAC transaction expenses arising from capital reorganisation at the time of listing on March 10, 2025.

FINANCE COSTS

Our finance costs were RMB10.4 million for the six months ended June 30, 2025, a decrease from RMB26.5 million for the six months ended June 30, 2024, primarily due to reduced borrowing interest expenses and bank handling fees.

IMPAIRMENT LOSSES UNDER EXPECTED CREDIT LOSS MODEL, NET OF REVERSAL

Our impairment losses under the expected credit loss model, net of reversal, were RMB75.6 million for the six months ended June 30, 2025, an increase from RMB44.5 million for the six months ended June 30, 2024, primarily due to economic environment reasons, estimated on a more prudent basis.

INCOME TAX EXPENSE

Our income tax expense was RMB0.27 million for the six months ended June 30, 2025, an increase from RMB0.04 million for the six months ended June 30, 2024, primarily due to our development of international business segments, increasing income tax expenses for international entities.

LOSS FOR THE PERIOD

Our loss for the period was RMB498.8 million for the six months ended June 30, 2025, an increase from loss of RMB75.8 million for the six months ended June 30, 2024, due to the reasons described above.

Management Discussion and Analysis

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

The following table sets forth the condensed consolidated statement of financial position of the Group as of the dates indicated.

	As of June 30, 2025 *(Unaudited)*	As of December 31, 2024 *(Audited)*	Change *(%)*
	(RMB in thousands, except percentages)		
Non-current Assets			
Property and equipment	**210,705**	209,525	0.6
Right-of-use assets	**30,681**	34,043	(9.9)
Goodwill	**31,954**	31,954	0.0
Intangible assets	**111,167**	110,226	0.9
Interests in associates and a joint venture	**34,032**	34,897	(2.5)
Financial assets at fair value through profit and loss	**44,439**	42,806	3.8
Prepayments	**6,441**	7,450	(13.5)
	469,419	470,901	(0.3)
Current Assets			
Inventories	**15,302**	20,077	(23.8)
Trade receivables, prepayments and other receivables	**9,227,281**	8,696,367	6.1
Financial assets at fair value through other comprehensive income (“**FVTOCI**”)	**189,633**	114,349	65.8
Restricted cash	**537,070**	506,695	6.0
Cash and cash equivalents	**410,827**	240,163	71.1
	10,380,113	9,577,651	8.4

Management Discussion and Analysis

	As of June 30, 2025 *(Unaudited)*	As of December 31, 2024 *(Audited)*	Change *(%)*
	(RMB in thousands, except percentages)		
Current Liabilities			
Trade, bills and other payables	**9,404,591**	9,181,814	2.4
Bank and other borrowings	**591,474**	406,358	45.6
Derivative financial instruments	**510**	–	N/A
Lease liabilities	**5,387**	7,990	(32.6)
Contract liabilities	**32,974**	67,045	(50.8)
Financial liabilities at FVTPL	**37,900**	6,821,940	(99.4)
	10,072,836	16,485,147	(38.9)
Net Current Assets (Liabilities)	**307,277**	(6,907,496)	104.4
Total Assets Less Current Liabilities	**776,696**	(6,436,595)	112.1
Capital and Reserves			
Share capital	**377**	71	431.0
Reserves	**665,275**	(6,549,463)	110.2
Equity attributable to owners of the Company	**665,652**	(6,549,392)	110.2
Non-controlling interests	**43,011**	42,987	0.1
Total Equity/(Deficit)	**708,663**	(6,506,405)	110.9
Non-Current Liabilities			
Financial liabilities at FVTPL	**27,888**	27,759	0.5
Contract liabilities	**9,388**	10,956	(14.3)
Lease liabilities	**7,049**	7,112	(0.9)
Deferred tax liabilities	**23,708**	23,983	(1.1)
	68,033	69,810	(2.5)

Management Discussion and Analysis

Trade Receivables, Prepayments and Other Receivables

The following table sets forth the trade receivables, prepayments and other receivables of the Group as of the dates indicated.

	As of June 30, 2025	As of December 31, 2024
	(RMB in thousands)	
Trade receivables		
– Transaction services	109,592	76,973
– Transaction support services	8,250	6,675
– Technology subscription services	2,770	1,200
– Overseas transaction business	252,995	213,229
– Others	2,161	606
Less: allowance for credit losses	(25,259)	(25,198)
Sub-total	350,509	273,485
Prepayment to sellers in relation to transaction services	8,652,105	8,251,935
Prepayment to sellers in relation to overseas transaction business	42,158	54,261
Refundable deposits in relation to purchase of property and equipment	71,479	–
Interest receivable	3,902	3,529
Prepaid expenses	29,578	27,736
Amounts due from related parties	–	23,340
Loans to third parties	20,695	–
Refundable deposits to sellers	13,312	8,801
Deferred issue cost	–	3,019
Others	63,588	73,651
Sub-total	8,896,817	8,446,272
Less: allowance for credit losses	(13,604)	(15,940)
Sub-total	8,883,213	8,430,332
Total	9,233,722	8,703,817

Management Discussion and Analysis

In terms of transaction services, we charge sellers a commission and buyers a service fee. As we typically collect advances from buyers and disburse prepayments to sellers on a back-to-back basis, we recognize the advances from buyers and the prepayments to sellers.

Our trade receivables, prepayments, and other receivables were RMB9,233.7 million as of June 30, 2025, a 6.1% increase from RMB8,703.8 million as of December 31, 2024, primarily due to the recovery of transaction tonnage in the Reporting Period, leading to an increase in prepayments to sellers related to our transaction services.

Restricted Cash

The following table sets forth the restricted cash of the Group as of the dates indicated.

	As of June 30, 2025	As of December 31, 2024
	(RMB in thousands)	
Margin deposits to secure open derivatives	**–**	2,297
Deposits to secure bank borrowing and bills payable	**516,814**	470,280
Others	**20,256**	34,118
Total	**537,070**	506,695

Our restricted cash primarily includes margin deposits to secure open derivatives, deposits for bank borrowing and bills payable, and others. Others mainly refers to deposits associated with derivative futures contracts that we periodically enter into, as well as deposits restricted by banks due to certain business disputes.

Management Discussion and Analysis

Trade, Bills and Other Payables

The following table sets forth the trade, bills and other payables of the Group as of the dates indicated.

	As of June 30, 2025	As of December 31, 2024
	(RMB in thousands)	
Trade payables		
– Transaction services	**76,974**	78,601
– Transaction support services	**19,930**	27,557
– Technology subscription services	**29**	11
– Overseas transaction business	**10,505**	38,710
– Others	**–**	295
Bills payable	**565,050**	438,800
Advances received from buyers in relation to transaction services	**8,646,844**	8,516,647
Interest payable	**425**	361
Salary and bonus payables	**36,447**	38,381
Stamp duty payable	**5,780**	17,553
Other taxes payable	**11,796**	3,937
Accrued expenses	**15,179**	2,235
Accrued professional fees and expenses related to De-SPAC Transaction	**4,890**	8,482
Accrued issue costs	**679**	352
Construction cost payables	**109**	157
Others	**9,954**	9,735
Total	**9,404,591**	9,181,814

Our trade, bills, and other payables were RMB9,404.6 million as of June 30, 2025, an increase from RMB9,181.8 million as of December 31, 2024, primarily due to the recovery of transaction tonnage in the Reporting Period, leading to an increase in advances received from buyers related to our transaction services.

Management Discussion and Analysis

Bank and Other Borrowings

The following table sets forth our bank and other borrowings as of the dates indicated:

	As of June 30, 2025	As of December 31, 2024
	(RMB in thousands)	
Bank borrowings	**591,256**	399,978
Other borrowings	**218**	6,380
Total	**591,474**	406,358

As of June 30, 2025 and December 31, 2024, our bank and other borrowings were RMB591.5 million and RMB406.4 million, respectively, all of which were fixed-rate borrowings. Bank borrowings include bills discounted to banks but not derecognized, amounting to RMB129.2 million. The remaining balance of other borrowings arose from factoring trade receivables to bank and non-bank financial institutions with full recourse. The Company further confirms that during the Reporting Period, we did not encounter any difficulties in obtaining bank loans and other borrowings, had no defaults on bank loans and other borrowings, no breaches of covenants, and no significant changes in our debts.

Financial Liabilities at FVTPL

The following table sets forth the financial liabilities at FVTPL of the Group as of the dates indicated.

	As of June 30, 2025	As of December 31, 2024
	(RMB in thousands)	
Current Liabilities		
Convertible preferred shares	**–**	6,821,940
Listed warrants	**3,390**	–
Promoter warrants	**14,771**	–
Promoter earn-out rights	**19,739**	–
	37,900	6,821,940
Non-current Liabilities		
Redeemable preferred shares	**27,888**	27,759
Total	**65,788**	6,849,699

Management Discussion and Analysis

Our financial liabilities at FVTPL are the convertible preferred shares, warrants, and redeemable preferred shares issued to investors. The fair value of convertible preferred shares, warrants, and redeemable preferred shares is affected by changes in our equity value and various parameters and input data.

LIQUIDITY AND CAPITAL RESOURCES

We primarily funded our cash requirements through proceeds from business operations, bank borrowings, other debt financing, and shareholder equity contributions. Our cash position increased from RMB746.9 million as of December 31, 2024 to RMB947.9 million as of June 30, 2025. The cash position includes cash and cash equivalents and restricted cash.

Condensed Consolidated Statement of Cash Flows

The following table sets forth the components of our condensed consolidated statement of cash flows for the periods indicated.

	For the Six Months Ended June 30,	
	2025	2024
	(RMB in thousands)	
Net cash (used in)/generated from operating activities	**(134,230)**	339,202
Net cash used in investing activities	**(530,587)**	(304,534)
Net cash from financing activities	**835,131**	97,574
Net increase in cash and cash equivalents	**170,314**	132,242
Cash and cash equivalents at beginning of the period	**240,163**	310,904
Effect of foreign exchange rate changes	**350**	592
Cash and cash equivalents at end of the period	**410,827**	443,738

Management Discussion and Analysis

Operating Activities

For the six months ended June 30, 2025, our net cash used in operating activities was RMB134.2 million. This was primarily due to (i) decrease in working capital, mainly including: (a) increase in trade receivables of RMB77.0 million, (b) decrease in contract liabilities of RMB35.6 million; and (ii) loss of RMB72.4 million adjusted for non-cash items, mainly including: (a) impairment losses under expected credit loss model (net of reversal) of RMB75.6 million, (b) share-based expenses of RMB83.7 million, (c) De-SPAC transaction expenses arising from capital reorganisation of RMB373.6 million, and (d) partially offset by fair value gain on financial liabilities at FVTPL of RMB109.9 million.

Investing Activities

For the six months ended June 30, 2025, our net cash used in investing activities was RMB530.6 million, primarily attributable to placement of bank deposits pledged for bills payable related to transaction services of RMB516.8 million.

Financing Activities

For the six months ended June 30, 2025, our net cash generated from financing activities was RMB835.1 million, primarily attributable to (i) net proceeds from fundraising of RMB506.0 million and proceeds from capital reorganisation of RMB115.8 million; (ii) proceeds from bills discounted to banks not fully derecognized of RMB143.5 million; and (iii) proceeds from bank and other borrowings of RMB183.1 million, partially offset by repayment of bank and other borrowings of RMB73.7 million.

CAPITAL EXPENDITURES

Our capital expenditures primarily consisted of purchases of property and equipment, as well as intangible assets. The following table sets forth our capital expenditures for the periods indicated.

	For the Six Months Ended June 30,	
	2025	2024
	(RMB in thousands)	
Purchases of property and equipment	75,925	5,829
Capitalisation of digital assets	2,431	–
Total	78,356	5,829

Management Discussion and Analysis

CONTRACTUAL COMMITMENTS

Our contracted capital expenditure refers to capital expenditure related to the acquisition of prepaid lease payments and property and equipment that have been contracted for but not yet provided for in the historical financial information. As of June 30, 2025, we did not record any capital commitments.

CONTINGENT LIABILITIES

As of June 30, 2025, we did not have any significant contingent liabilities.

SIGNIFICANT INVESTMENTS HELD, SIGNIFICANT ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATED COMPANIES AND JOINT VENTURES, AND FUTURE PLANS FOR SIGNIFICANT INVESTMENTS OR CAPITAL ASSETS

For the six months ended June 30, 2025, except for the "Future Plans and Use of Proceeds" as disclosed in the Prospectus, the Group did not hold any significant investments and did not make any significant acquisitions or disposals of subsidiaries, associates, or joint ventures.

PLEDGE OF ASSETS

As of June 30, 2025, we had pledged land use rights and property, plant and equipment with net book values of RMB16.3 million and RMB196.1 million, respectively, as security for the Group's short-term borrowings of RMB280.0 million. The Group is not allowed to use such assets as security for other borrowings.

GEARING RATIO

As of June 30, 2025, the Group's gearing ratio (calculated as total liabilities divided by total assets, expressed as a percentage) was 93.5%, compared with 164.7% as of December 31, 2024. The decline in the gearing ratio was mainly due to the impact of the convertible preferred shares, which were converted into ordinary shares on March 10, 2025 after listing of the Company.

FOREIGN EXCHANGE EXPOSURE

We primarily conduct our operations in China, with the majority of our transactions settled in RMB. Our exposure to foreign exchange risks arises predominantly from international transaction business, involving currencies such as the USD, Hong Kong dollar, Dirham, Ringgit, Indonesian Rupiah, Singapore dollar, and Thai Baht. Therefore, foreign exchange risks mainly stem from assets and liabilities recognized when we receive or anticipate receiving foreign currency from overseas business partners, or when we pay or expect to pay foreign currency to them. As of June 30, 2025, with the increase in the scale of international transaction business, we actively prevent exchange rate fluctuation risks to ensure overall control of exchange rate risks. Based on business development, we actively take the following measures to prevent foreign exchange risks: (i) reasonably arrange financing and foreign exchange receipts and payments, and timely adjust foreign exchange fund management plans; and (ii) in combination with changes in exchange rates and interest rates, timely use foreign exchange hedging tools to avoid foreign exchange risks.

Management Discussion and Analysis

EMPLOYEES AND REMUNERATION

As of June 30, 2025, we employed 1,291 full-time staff. Our success hinges on our ability to attract, retain, and motivate qualified personnel. As part of our human resources strategy, we offer competitive salaries, performance-linked bonuses, and other incentives to our employees. Additionally, we have implemented robust training programs for new hires and provide tailored online and offline regular and professional training based on the needs of employees across different departments. These training courses are customized according to the roles and skill levels of new hires, current employees, and management.

As required by regulations in China, we participate in various government statutory employee benefit plans. These include social insurance plans – covering retirement, medical, unemployment, work-related injury, and maternity benefits – as well as housing provident funds. Under Chinese law, we must contribute to these employee benefit plans at specified percentages of our employees' salaries, bonuses, and certain allowances, up to a maximum amount determined periodically by local governments.

We believe that we maintain good working relationships with our employees and during the Reporting Period, we have not experienced any strikes nor labour disputes that had any material adverse effect on our operations.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Since the listing of the Company's shares on March 10, 2025, up to June 30, 2025, neither the Company nor any of its subsidiaries and consolidated affiliated entities had purchased, sold, or redeemed any of the Company's listed securities.

MATERIAL LITIGATION

During the Reporting Period and up to the Latest Practicable Date, unless otherwise disclosed in the Circular of the Company under the section headed "Material Litigation", our Company has not been involved in any material litigation or arbitration. Furthermore, our Directors are not aware of any material litigation or claims, whether pending or threatened, against our Company.

IMPLEMENTATION STATUS OF THE 2023 PRE-LISTING SHARE OPTION SCHEME

The 2023 Pre-Listing Share Option Scheme was approved by the Board on July 14, 2023, and is managed and implemented in accordance with the 2023 Pre-Listing Share Option Scheme and Implementation Measures for Option Incentives of Zhaogang as adopted by a Board resolution. The newly issued pre-listing options to subscribe for a total of 14,554,683 shares were granted on March 5, 2025.

Corporate Governance Report

WEIGHTED VOTING RIGHTS

The Company is controlled through a weighted voting rights ("**WVR**") structure. Under this structure, each Class A Share entitles the holder to exercise one vote, while each Class B Share entitles the holder to exercise ten votes on all matters requiring a shareholder vote, except for the Reserved Matters, where each share carries one vote as mandated by Rule 8A.24 of the Listing Rules. The Reserved Matters include: (i) any amendment to the constitutional documents of the Company, including variations to class rights, (ii) the appointment, election, or removal of independent non-executive Directors, (iii) the appointment or removal of the Company's auditors, and (iv) the voluntary liquidation or winding-up of the Company. This WVR structure allows Mr. Wang Dong and Mr. Wang Changhui, the holders of Class B Shares (the "**WVR Beneficiaries**"), to exercise voting control over the Company despite not holding a majority economic interest in its share capital. This arrangement enables the Company to benefit from the continued vision and leadership of the WVR Beneficiaries.

Shareholders and prospective investors should note the potential risks associated with investing in companies with a WVR structure. The interests of the WVR Beneficiaries may not always align with those of the Company Shareholders as a whole, and the WVR Beneficiaries are positioned to exert significant influence over the Company's affairs and the outcome of shareholders' resolutions, regardless of how other shareholders vote. Prospective investors are urged to carefully consider these factors before deciding to invest in the Company.

As of June 30, 2025, the WVR Beneficiaries collectively hold 36,108,114 Class A Shares, representing approximately 3.4% of the issued share capital and approximately 1.3% of the voting rights, and 191,035,862 Class B Shares, representing approximately 17.8% of the issued share capital and approximately 68.5% of the voting rights with respect to shareholders' resolutions on matters other than the Reserved Matters. Class B Shares may be converted into Class A Shares on a one-to-one basis. Upon full conversion of all issued and outstanding Class B Shares into Class A Shares, the Company would issue an additional 191,035,862 Class A Shares, bringing the total to 1,071,092,361 Class A Shares, with the converted shares then representing approximately 17.8% of the total issued share capital.

As of June 30, 2025, Mr. Wang Dong beneficially owns 157,523,425 Class B Shares, representing approximately 56.5% of the voting rights in the Company with respect to matters other than the Reserved Matters. These shares are held through Wangdong Holdings and Pangmao1 Ltd, with Pangmao1 Ltd wholly-owned by Wangdong Holdings, a company indirectly wholly-owned by a trust established by Mr. Wang Dong for the benefit of himself and his family. As of the same date, Mr. Wang Changhui beneficially owns 33,512,437 Class B Shares, representing approximately 12.0% of the voting rights in the Company with respect to matters other than the Reserved Matters. These shares are held through Wangchanghui Holdings and Pangmao2 Ltd, with Pangmao2 Ltd wholly-owned by Wangchanghui Holdings, a company indirectly wholly-owned by a trust established by Mr. Wang Changhui for the benefit of himself and his family.

Corporate Governance Report

The WVR attached to the Class B Shares will cease when neither of the WVR Beneficiaries retains beneficial ownership of any Class B Shares, in accordance with Rule 8A.22 of the Listing Rules. This may occur:

(i) upon the occurrence of circumstances outlined in Rule 8A.17 of the Listing Rules, including where a WVR Beneficiary is: (1) deceased; (2) no longer a member of the Company Board; (3) deemed by the Stock Exchange to be incapacitated for performing director duties; or (4) deemed by the Stock Exchange to no longer meet the director requirements under the Listing Rules;

(ii) when a WVR Beneficiary transfers the beneficial ownership of, or economic interest in, all Class B Shares or their attached voting rights to another person, except in circumstances permitted by Rule 8A.18 of the Listing Rules;

(iii) where a vehicle holding Class B Shares on behalf of a WVR Beneficiary no longer complies with Rule 8A.18(2) of the Listing Rules; or

(iv) when all Class B Shares have been converted into Class A Shares.

The Company confirms that, during the period from the Listing Date to June 30, 2025, it has complied with the Corporate Governance Code set out in Appendix C1 to the Listing Rules, to the extent required by Chapter 8A of the Listing Rules.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Corporate Governance Code has been applicable to the Company with effect from the Listing Date.

The Company and the Directors are committed to upholding and implementing the highest standards of corporate governance and recognize the importance of protecting the rights and interests of all Shareholders, including the rights and interests of the minority Shareholders. In light of this, the Company has established a Corporate Governance Committee which has adopted terms of reference consistent with Code Provision D.3.1 of the Corporate Governance Code and Rule 8A.30 of the Listing Rules. The members of the Corporate Governance Committee are independent non-executive Directors. The primary duties of the Corporate Governance Committee are to ensure that the Company is operated and managed for the benefit of all Shareholders and to ensure the Company's compliance with the Listing Rules and safeguards relating to the WVR structure of the Company.

Under the articles of association of the Company (the "**Articles**"), Shareholders, including holders of Class A Shares, holding not less than one-tenth of the paid-up capital of the Company that carries the right of voting at general meetings (on a one share one vote basis) are entitled to convene an extraordinary general meeting of the Company and add resolutions to the meeting agenda. In addition, pursuant to the Shareholder communication policy, Shareholders are encouraged to put governance-related matters to the Directors of the Company and to the Company directly in writing.

Corporate Governance Report

The Group has adopted the following measures to ensure good corporate governance standards and to avoid potential conflicts of interest between the Group and the Controlling Shareholders (namely Mr. Wang Dong, Mr. Wang Changhui, Mr. Rao Huigang, Jeremy Global Development Limited, Kiwi Global Development Limited, Restriven Limited, Wangdong Holdings Limited, Pangmao1 Ltd, Wangchanghui Holdings Limited, Pangmao2 Ltd, and Raohuigang Holdings Limited):

(a) under the Articles, where a Shareholders' meeting is to be held for considering proposed transactions in which the Controlling Shareholders have a material interest, the relevant Controlling Shareholders will not vote on the relevant resolutions;

(b) the Company has established internal control mechanisms to identify connected transactions, and will comply with applicable Listing Rules upon entering into connected transactions;

(c) the independent non-executive Directors of the Company will review, on an annual basis, whether there are any conflicts of interest between the Group and the Controlling Shareholders and provide impartial and professional advice to protect the interests of the minority Shareholders;

(d) the Controlling Shareholders will undertake to provide all information necessary, including all relevant financial, operational, and market information and any other necessary information as required by the independent non-executive Directors for the purpose of their annual review;

(e) the Company will disclose decisions on matters reviewed by the independent non-executive Directors either in its interim and annual reports or by way of announcements as required by the Listing Rules;

(f) where the Directors reasonably request the advice of independent professionals, such as financial advisors, the appointment of such independent professionals will be made at the Company's expense;

(g) the Company has appointed a compliance advisor on a permanent basis, Altus Capital Limited, to provide advice and guidance to the Group in respect of compliance with the applicable laws and regulations, as well as the Listing Rules, including various requirements relating to corporate governance; and

(h) the Company has established its Audit Committee, Remuneration Committee, Nomination Committee, and Corporate Governance Committee with written terms of reference in compliance with the Listing Rules and the Corporate Governance Code and Chapter 8A to the Listing Rules. All members of the Corporate Governance Committee, including the chairman, are independent non-executive Directors.

Based on the above, during the period from the Listing Date to June 30, 2025, the Directors are satisfied that sufficient corporate governance measures have been put in place to manage conflicts of interest that may arise between the Group and the Controlling Shareholders, and to protect the minority Shareholders' interests. During this period, the Company has complied with all applicable code provisions set out in the Corporate Governance Code, save for the deviation set out below.

Corporate Governance Report

Pursuant to Code Provision C.2.1 of the Corporate Governance Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. In view of Mr. Wang Dong's experience, personal profile, and his roles in the Company, and given that Mr. Wang Dong has assumed the role of chief executive officer of the Company since its commencement of business, the Board considers it beneficial to the business prospect and operational efficiency to have Mr. Wang Dong act as the chairman of the Board and continue to act as the chief executive officer of the Company. While this constitutes a deviation from Code Provision C.2.1 of the Corporate Governance Code, the Board believes that this structure will not impair the balance of power and authority between the Board and the management of the Company, given that: (i) decisions to be made by the Board require approval by at least a majority of the Directors; (ii) Mr. Wang Dong and the other Directors are aware of and undertake to fulfil their fiduciary duties as Directors, which require, among other things, that they act for the benefit and in the best interests of the Company and will make decisions for the Company accordingly; and (iii) the balance of power and authority is ensured by the operations of the Board, which comprises experienced and high-calibre individuals who meet regularly to discuss issues affecting the operations of the Company. Moreover, the overall strategic and other key business, financial, and operational policies of the Company are made collectively after thorough discussion at both board and senior management levels. The Board will continue to review the effectiveness of the corporate governance structure of the Company to assess whether separation of the roles of chairman of the Board and chief executive officer is necessary.

COMPLIANCE WITH THE MODEL CODE

The Company has adopted its own code (the "**Company's Code**"), with terms no less exacting than that of the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules, as its own securities dealing code to regulate all dealings by Directors and relevant employees in the securities of the Company.

Specific enquiry has been made of all the Directors, and they have confirmed that they have complied with the Company's Code during the period from the Listing Date to June 30, 2025.

AUDIT COMMITTEE

The Company has established an Audit Committee in compliance with Rule 3.21 of the Listing Rules and paragraph D.3.3 of the Corporate Governance Code. During the Reporting Period, the Audit Committee comprises one non-executive Director and two independent non-executive Directors, namely Mr. Jiang Rongfeng, Mr. Wang Weisong, and Mr. Chen Yin. With effect from August 27, 2025, Mr. Sun Qingdong has been appointed as a non-executive director and a member of the Audit Committee, replacing Mr. Jiang Rongfeng, who resigned from these positions on the same date. Mr. Wang Weisong is the chairman of the Audit Committee and possesses the appropriate qualifications or accounting or related financial management expertise as required under Rules 3.10(2) and 3.21 of the Listing Rules.

Corporate Governance Report

The primary duties of the Audit Committee include: (i) reviewing and supervising the effectiveness of the Company's financial reporting, risk management, and internal control systems; (ii) reviewing the Company's financial information; (iii) considering issues relating to external auditors and their appointment; (iv) reviewing and monitoring the Company's environmental, social responsibility, and corporate governance policies and practices; (v) reviewing and approving connected transactions; and (vi) other duties and responsibilities as assigned by the Board.

The Company has determined that Mr. Wang Weisong, Mr. Chen Yin, and Mr. Wang Xiang each satisfies the "independence" requirements under the Listing Rules.

The Audit Committee has reviewed the unaudited interim results of the Company for the six months ended June 30, 2025, and has met with the independent auditor, Deloitte Touche Tohmatsu. The Audit Committee has also discussed matters with respect to the accounting policies and practices adopted by the Company and internal control and financial reporting matters with senior management members of the Company.

In addition, the independent auditor of the Company, Deloitte Touche Tohmatsu, has reviewed our interim financial information for the six months ended June 30, 2025, in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity".

NOMINATION COMMITTEE

The Company has established a Nomination Committee in compliance with Rules 3.27A, 8A.27, and 8A.28 of the Listing Rules and paragraph B.3.1 of the Corporate Governance Code. The Nomination Committee comprises one executive Director and two independent non-executive Directors, namely Ms. Gong Yingxin, Mr. Wang Xiang, and Mr. Wang Weisong. Mr. Wang Xiang, our independent non-executive Director, is the chairman of the Nomination Committee.

The primary duties of the Nomination Committee include: (i) reviewing the structure, diversity, size, and composition of the Board on a regular basis and making recommendations regarding any proposed changes to its composition; (ii) identifying, selecting, or making recommendations to the Board on the selection of nominees for directorship; (iii) ensuring the diversity of the Board; (iv) assessing the independence of the Company's independent non-executive Directors; (v) making recommendations to the Board regarding the appointment, re-appointment, removal, and succession of the Directors; and (vi) assessing each Director's time commitment and contribution to the Board annually.

The Nomination Committee recommended the Board to continue the implementation of the corporate governance measures described above and to periodically review their efficacy.

CORPORATE GOVERNANCE COMMITTEE

The Company has established a Corporate Governance Committee in compliance with the Corporate Governance Code and Chapter 8A of the Listing Rules. The Corporate Governance Committee comprises three independent non-executive Directors, namely Mr. Chen Yin, Mr. Wang Weisong, and Mr. Wang Xiang. Mr. Chen Yin is the chairman of the Corporate Governance Committee.

The Corporate Governance Committee is required to confirm to the Board that it is of the view that the Company has adopted sufficient corporate governance measures to manage the potential conflict of interest between the Group and the beneficiaries of WVR to ensure that the operations and management of the Company are in the interests of the Shareholders as a whole indiscriminately. In accordance with Rule 8A.30 of the Listing Rules and the Corporate Governance Code, the following is a summary of the work performed by the Corporate Governance Committee during the Reporting Period in respect of its corporate governance functions:

(a) developed, reviewed, and assessed the adequacy of the Company's policies and practices on corporate governance and made recommendations to the Board;

(b) reviewed and monitored the training and continuous professional development of Directors and senior management of the Company;

(c) reviewed and monitored the Company's policies and practices on compliance with legal and regulatory requirements;

(d) developed, reviewed, and monitored the code of conduct and compliance manual (if any) applicable to Directors and employees;

(e) reviewed the Company's compliance with the Corporate Governance Code and disclosure in the Corporate Governance Report;

(f) reviewed and monitored whether the Company was operated and managed for the benefit of all its shareholders;

(g) reviewed and monitored, for the purpose of the annual confirmation, that the beneficiaries of WVR had been members of the Board throughout the Reporting Period and that no matters under Rule 8A.17 of the Listing Rules had occurred during the Reporting Period;

(h) reviewed and monitored, for the purpose of the annual confirmation, whether or not the beneficiaries of WVR had complied with Rules 8A.14, 8A.15, 8A.18, and 8A.24 of the Listing Rules throughout the Reporting Period;

Corporate Governance Report

(i) reviewed and monitored the management of conflicts of interests and made a recommendation to the Board on any matter where there was a potential conflict of interest between the Company, a subsidiary of the Company, and/or shareholders of the Company (considered as a group) on the one hand and any beneficiary of WVR on the other;

(j) reviewed and monitored all risks related to the Company's WVR structure, including connected transactions between the Company and/or a subsidiary of the Company on the one hand and any beneficiary of WVR on the other and made a recommendation to the Board on any such transaction;

(k) made a recommendation to the Board as to the appointment or removal of the Compliance Advisor;

(l) sought to ensure effective and ongoing communication between the Company and its shareholders, particularly with regard to the requirements of Rule 8A.35 of the Listing Rules;

(m) reported on the work of the Corporate Governance Committee on at least a half-yearly and annual basis covering all areas of the terms of reference; and

(n) disclosed, on a comply or explain basis, its recommendations to the Board in respect of the matters in sub-paragraphs (i) to (k) above in the report referred to in sub-paragraph (m) above.

The attendance record of the Corporate Governance Committee members will be disclosed in accordance with the Listing Rules.

The Corporate Governance Committee confirms that, except as otherwise disclosed in this interim report, it is not aware of any significant subsequent events that have occurred between the end of the Reporting Period and June 30, 2025.

OTHER BOARD COMMITTEES

In addition to the Audit Committee, Nomination Committee, and Corporate Governance Committee, the Board has also established the Remuneration Committee. Each of these committees is established with defined written terms of reference. The terms of reference of the Board committees are available on the website of the Stock Exchange and the investor relations website of the Company.

INTERIM DIVIDEND

The Board does not recommend the distribution of an interim dividend for the six months ended June 30, 2025.

Other Information

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SECURITIES

The Company was listed on March 10, 2025 and as at the Latest Practicable Date, the following persons (other than a Director or chief executive of the Company) have interests and/or short positions (as applicable) in the Company Shares or underlying Company Shares that would fall to be disclosed to the Company and the Stock Exchange pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO, and required to be entered into the register maintained by the Company pursuant to Section 336 of the SFO:

Name of substantial shareholders	Capacity/ Nature of interest	Number of Company Shares	Approximate percentage of shareholding of each class of Company Shares[1][2]	Approximate percentage of shareholding in the total issued Company Shares[1][2]
Pangmao1 Ltd[3][6]	Beneficial interest; Interest of a party to an agreement	36,108,114 Class A Shares 191,035,862 Class B Shares	4.1% 100%	3.4% 17.8%
Wangdong Holdings[3][6]	Beneficial interest; Interest of a party to an agreement; Interest in a controlled corporation	36,108,114 Class A Shares 191,035,862 Class B Shares	4.1% 100%	3.4% 17.8%
Pangmao2 Ltd[4][6]	Beneficial interest; Interest of a party to an agreement	36,108,114 Class A Shares 191,035,862 Class B Shares	4.1% 100%	3.4% 17.8%
Wangchanghui Holdings[4][6]	Beneficial interest; Interest of a party to an agreement; Interest in a controlled corporation	36,108,114 Class A Shares 191,035,862 Class B Shares	4.1% 100%	3.4% 17.8%
Raohuigang Holdings[5][6]	Beneficial interest; Interest of a party to an agreement	36,108,114 Class A Shares 191,035,862 Class B Shares	4.1% 100%	3.4% 17.8%
Mr. Rao Huigang[5][6]	Interest in a controlled corporation; Interest of a party to an agreement	36,108,114 Class A Shares 191,035,862 Class B Shares	4.1% 100%	3.4% 17.8%
TMF (Cayman) Ltd.[7]	Trustee	36,108,114 Class A Shares 191,035,862 Class B Shares	4.1% 100%	3.4% 17.8%
Fatcat International Limited[8]	Beneficial interest	173,145,133 Class A Shares	19.7%	16.2%
Beijing Jianshi Hongyuan Investment Management Centre (L.P.)[9]	Beneficial interest	102,686,809 Class A Shares	11.7%	9.6%
K2 Partners II L.P.[10]	Beneficial interest	66,699,433 Class A Shares	7.6%	6.2%
KPartners Limited[10]	Interest in controlled corporations	95,207,229 Class A Shares	10.8%	8.9%

Other Information

Name of substantial shareholders	Capacity/ Nature of interest	Number of Company Shares	Approximate percentage of shareholding of each class of Company Shares(1)(2)	Approximate percentage of shareholding in the total issued Company Shares(1)(2)
MPC II L.P.(11)	Beneficial interest	79,129,243 Class A Shares	9.0%	7.4%
MPC GPGP II Ltd.(11)	Interest in controlled corporations	87,921,381 Class A Shares	10.0%	8.2%
Mr. Wong Kun Kau(12)	Interest in controlled corporations	61,534,437 Class A Shares	7.0%	5.7%
China Merchants Bank Co., Limited(13) – (15)	Interest in controlled corporations	48,329,054 Class A Shares	5.5%	4.5%
CMB International Asset Management Limited(13) – (15)	Interest in controlled corporations Investment manager	48,329,054 Class A Shares 833,910 Class A Shares	5.5% 0.1%	4.5% 0.1%
CMB International Capital Corporation Limited(13) – (15)	Interest in controlled corporations	48,329,054 Class A Shares	5.5%	4.5%
CMB International Capital Holdings Corporation Limited(13) – (15)	Interest in controlled corporations	48,329,054 Class A Shares	5.5%	4.5%
CMBI AM Acquisition Holding LLC(14) – (15)	Beneficial owner	47,495,144 Class A Shares	5.4%	4.4%

Notes:

(1) The approximate percentage of interest in the issued Company Shares is calculated based on the total number of 1,071,092,361 Company Shares as at the Latest Practicable Date, which consists of 880,056,499 Class A Shares and 191,035,862 Class B Shares.

(2) The interests disclosed above represent long positions in the Company Shares. Percentages have been rounded to the decimal places.

(3) Pangmao1 Ltd is wholly-owned by Wangdong Holdings. Wangdong Holdings is controlled by Jeremy Global Development Limited which is in turn controlled by TMF (Cayman) Ltd. as trustee for a trust established by Mr. Wang Dong (as settlor) for the benefit of Mr. Wang Dong and his family. Each of Mr. Wang Dong, Jeremy Global Development Limited and TMF (Cayman) Ltd. is deemed to be interested in 130,336,463 Class B Shares held by Wangdong Holdings under the SFO. Mr. Wang Dong fully exercised 24,575,290 options of the Company (representing 27,186,962 Class B Shares) under the 2023 Pre-Listing Share Option Scheme through Pangmao1 Ltd. Each of Wangdong Holdings, Mr. Wang Dong, Jeremy Global Development Limited and TMF (Cayman) Ltd. is deemed to be interested in 27,186,962 Class B Shares held by Pangmao1 Ltd under the SFO.

Other Information

(4) Pangmao2 Ltd is wholly-owned by Wangchanghui Holdings. Wangchanghui Holdings is controlled by Kiwi Global Development Limited which is in turn controlled by TMF (Cayman) Ltd. as trustee for a trust established by Mr. Wang Changhui (as settlor) for the benefit of Mr. Wang Changhui and his family. Each of Mr. Wang Changhui, Kiwi Global Development Limited and TMF (Cayman) Ltd. is deemed to be interested in 19,255,154 Class B Shares held by Wangchanghui Holdings under the SFO. Mr. Wang Changhui fully exercised 12,887,680 options of the Company (representing 14,257,283 Class B Shares) under the 2023 Pre-Listing Share Option Scheme through Pangmao2 Ltd. Each of Wangchanghui Holdings, Mr. Wang Changhui, Kiwi Global Development Limited and TMF (Cayman) Ltd. is deemed to be interested in 14,257,283 Class B Shares held by Pangmao2 Ltd under the SFO.

(5) Raohuigang Holdings is controlled by Restriven Limited which is in turn controlled by TMF (Cayman) Ltd. as trustee for a trust established by Mr. Rao Huigang (as settlor) for the benefit of Mr. Rao Huigang and his family. Each of Mr. Rao Huigang, Restriven Limited and TMF (Cayman) Ltd. is deemed to be interested in 36,108,114 Class A Shares held by Raohuigang Holdings under the SFO.

(6) Pursuant to the Concert Party Agreement, each of the Concert Parties agreed to vote in concert with the others for all operational and other matters at board meetings (as the case may be) or shareholders' meetings of the Group, and in the event of any dispute among Concert Parties, the Concert Parties must act based on the instructions of Mr. Wang Dong. Therefore, each of them are deemed to be interested in all the Company Shares to be held by the other in aggregate by virtue of the SFO.

(7) TMF (Cayman) Ltd. is deemed to be interested through Wangdong Holdings, Wangchanghui Holdings and Raohuigang Holdings in an aggregate of 36,108,114 Class A Shares and 191,035,862 Class B Shares under the SFO.

(8) Fatcat International Limited is an investment holding company incorporated in the BVI, wholly-owned by Shanghai Hemao Corporate Management Consultancy Center (L.P.), which is managed by Shanghai Yanmao Corporate Management Consultancy Co., Ltd., its general partner. Shanghai Hemao Corporate Management Consultancy Center (L.P.) and Shanghai Yanmao Corporate Management Consultancy Co., Ltd. are deemed to be interested in 173,145,133 Class A Shares held by Fatcat International Limited under the SFO. None of the partners of Shanghai Hemao Corporate Management Consultancy Center (L.P.) is individually in a position to control Fatcat International Limited and each is entitled to exercise the voting rights representing their respective underlying equity interests therein. Therefore, the respective voting power from Fatcat International Limited is divided among its indirect investors into their corresponding portions. As of the Latest Practicable Date, Fatcat International Limited holds approximately 19.7% of the total issued and outstanding Class A Shares.

(9) Beijing Jianshi Hongyuan Investment Management Centre (L.P.) is a limited partnership ultimately controlled by Beijing West Fund Management Co., Ltd (北京京西創業投資基金管理有限公司), an indirect subsidiary of Shoucheng Holdings Limited, a company listed on the Stock Exchange (stock code: 0697). As of the Latest Practicable Date, Beijing Jianshi Hongyuan Investment Management Centre (L.P.) (北京堅石宏遠投資管理中心(有限合夥)) holds approximately 11.7% of the total issued and outstanding Class A Shares.

(10) K2 Evergreen Partners L.P. and K2 Partners II L.P. are both Cayman Islands limited partnership, engaged in venture capital investment, focusing on technology, business model innovations and changing consumer lifestyles. K2 Evergreen Partners L.P. is controlled by K2 Evergreen Partners, LLC, its general partner. K2 Partners II L.P. is controlled by K2 Partners II GP, L.P., whose general partner is K2 Partners II GP, LLC. K2 Partners II GP, LLC and K2 Evergreen Partners, LLC are both under control with KPartners Limited, a Cayman Islands limited company. As of the Latest Practicable Date, K2 Evergreen Partners L.P. holds 28,507,796 Class A Shares and K2 Partners II L.P. holds 66,699,433 Class A Shares, and collectively holds 95,207,229 Class A Shares in aggregate (i.e. approximately 10.8% of the total issued and outstanding Class A Shares). KPartners Limited is controlled by Mr. Zhang Rui and Mr. Zhang Rui is deemed interested in 95,207,229 Class A Shares held by K2 Evergreen Partners L.P. and K2 Partners II L.P. K2 Partners II GP, L.P. and K2 Partners II GP, LLC are deemed to be interested in 66,699,433 Class A Shares held by K2 Partners II L.P. under the SFO.

Other Information

(11) MPC II L.P. and MPC II-A L.P., each an exempted limited partnership incorporated under the laws of the Cayman Islands, of which the general partner is MPC Management II L.P., whose general partner is MPC GPGP II Ltd. As of the Latest Practicable Date, MPC II L.P. holds 79,129,243 Class A Shares and MPC II-A L.P. holds 8,792,138 Class A Shares, and collectively holds 87,921,381 Class A Shares in aggregate (i.e. approximately 10.0% of the total issued and outstanding Class A Shares). MPC GPGP II Ltd. is controlled by Mr. Su David Tuong Sing and Mr. Su David Tuong Sing is deemed interested in 87,921,381 Class A Shares held by MPC II L.P. and MPC II-A L.P. MPC Management II L.P. is deemed to be interested in 87,921,381 Class A Shares held by MPC II L.P. and MPC II-A L.P. under the SFO.

(12) Success Path Enterprises Limited is wholly-owned by Vigorous Ventures Limited, a company incorporated in the BVI with limited liabilities, which is controlled by Mr. Wong Kun Kau. Quick Returns Ventures Limited is wholly-owned by Bull Capital China Growth Fund II, L.P., an exempted limited partnership in the Cayman Islands. Bull Capital China Growth Fund II, L.P.'s general partner is Bull Capital GP II Limited and it is managed by Bull Capital Partners Ltd., which is controlled by Mr. Wong Kun Kau. As of the Latest Practicable Date, Success Path Enterprises Limited and Quick Returns Ventures Limited collectively holds approximately 7.0% of the total issued and outstanding Class A Shares.

(13) CMBI Private Equity Series B SPC is interested in 833,910 Class A Shares. CMB International Asset Management Limited is the investment manager, and CMB International Private Investment Limited is holding the management shares (carrying voting rights), of CMBI Private Equity Series B SPC. CMB International Private Investment Limited is wholly-owned by CMB International Investment Management Limited, which is wholly-owned by CMB International Capital Corporation Limited. Each of CMB International Asset Management Limited, CMB International Private Investment Limited, CMB International Investment Management Limited and CMB International Capital Corporation Limited is deemed to be interested in the Class A Shares held by CMBI Private Equity Series B SPC.

(14) CMB International Asset Management Limited is deemed to be interested in the promoter warrants. promoter earn-out right and Class A Shares held by CMBI AM Acquisition Holding LLC, its 93.4%-owned subsidiary.

(15) CMB International Asset Management Limited is wholly-owned by CMB International Capital Corporation Limited, which is owned as to approximately 83.2% by CMB International Capital Holdings Corporation Limited. CMB International Capital Holdings Corporation Limited is in turn wholly-owned by China Merchants Bank Co., Limited. Each of China Merchants Bank Co., Limited, CMB International Capital Holdings Corporation Limited, CMB International Capital Corporation Limited and CMB International Asset Management Limited is deemed to be interested in (i) the promoter warrants, promoter earn-out rights and Class A Shares held by CMBI AM Acquisition Holding LLC and (ii) the Class A Shares held by CMBI Private Equity Series B SPC.

Except as disclosed above, the Directors are not aware of any other person (other than a Director or chief executive of a Company) who have any interest and/or short positions in the Company Shares or underlying Company Shares which would fall to be disclosed to the Company pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO, and required to be entered into the register maintained by the Company pursuant to Section 336 of the SFO.

Other Information

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SECURITIES

The Company was listed on March 10, 2025 and as at the Latest Practicable Date, the following Director and chief executive of the Company and their associates have interests and/or short positions (as applicable) in the Company Shares or underlying Company Shares and shares of its associated corporations (within the meaning of Part XV of the SFO), as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code:

Name of director	Capacity/Nature of interest	Number of Company Shares	Approximate percentage of shareholding of each class of Company Shares(1)(2)	Approximate percentage of shareholding in the total issued Company Shares(1)(2)
Mr. Wang Dong(3)(5)	Beneficial owner; Interest in controlled corporations; Interest of a party to an agreement	36,108,114 Class A Shares 191,035,862 Class B Shares	4.1% 100.0%	3.4% 17.8%
Mr. Wang Changhui(4)(5)	Beneficial owner; Interest in controlled corporations; Interest of a party to an agreement	36,108,114 Class A Shares 191,035,862 Class B Shares	4.1% 100.0%	3.4% 17.8%
Ms. Gong Yingxin	Beneficial owner	2,212,544 Class A Shares	0.3%	0.2%
Ms. Zhou Min	Beneficial owner	1,704,813 Class A Shares	0.2%	0.2%

Notes:

(1) The approximate percentage of interest in the issued Company Shares is calculated based on the total number of 1,071,092,361 Company Shares as at the Latest Practicable Date, which consists of 880,056,499 Class A Shares and 191,035,862 Class B Shares.

(2) The interests disclosed above represent long positions in the Company Shares. Percentages have been rounded to one decimal place.

(3) Pangmao1 Ltd is wholly-owned by Wangdong Holdings. Wangdong Holdings is controlled by Jeremy Global Development Limited which is in turn controlled by TMF (Cayman) Ltd. as trustee for a trust established by Mr. Wang Dong (as settlor) for the benefit of Mr. Wang Dong and his family. Each of Mr. Wang Dong, Jeremy Global Development Limited and TMF (Cayman) Ltd. is deemed to be interested in 130,336,463 Class B Shares held by Wangdong Holdings under the SFO. Mr. Wang Dong fully exercised 24,575,290 options of the Company (representing 27,186,962 Class B Shares) under the 2023 Pre-Listing Share Option Scheme through Pangmao1 Ltd. Each of Wangdong Holdings, Mr. Wang Dong, Jeremy Global Development Limited and TMF (Cayman) Ltd. is deemed to be interested in 27,186,962 Class B Shares held by Pangmao1 Ltd under the SFO.

(4) Pangmao2 Ltd is wholly-owned by Wangchanghui Holdings. Wangchanghui Holdings is controlled by Kiwi Global Development Limited which is in turn controlled by TMF (Cayman) Ltd. as trustee for a trust established by Mr. Wang Changhui (as settlor) for the benefit of Mr. Wang Changhui and his family. Each of Mr. Wang Changhui, Kiwi Global Development Limited and TMF (Cayman) Ltd. is deemed to be interested in 19,255,154 Class B Shares held by Wangchanghui Holdings under the SFO. Mr. Wang Changhui fully exercised 12,887,680 options of the Company (representing 14,257,283 Class B Shares) under the 2023 Pre-Listing Share Option Scheme through Pangmao2 Ltd. Each of Wangchanghui Holdings, Mr. Wang Changhui, Kiwi Global Development Limited and TMF (Cayman) Ltd. is deemed to be interested in 14,257,283 Class B Shares held by Pangmao2 Ltd under the SFO.

Other Information

(5) Pursuant to the Concert Party Agreement, each of the Concert Parties agreed to vote in concert with the others for all operational and other matters at board meetings (as the case may be) or shareholders' meetings of the Group, and in the event of any dispute among Concert Parties, the Concert Parties must act based on the instructions of Mr. Wang Dong. Therefore, each of them are deemed to be interested in all the Company Shares to be held by the other in aggregate by virtue of the SFO.

Save as disclosed above, no interests and short positions were held or deemed to be or taken to be held under Part XV of the SFO by any Director or chief executive of the Company or their respective associates in the Company Shares or underlying Company Shares and shares of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Part XV of the SFO or pursuant to the Model Code which are required pursuant to Section 352 of the SFO to be entered in the register referred to therein.

SHARE SCHEMES

The Company has adopted the 2023 Pre-Listing Share Option Scheme.

2023 Pre-Listing Share Option Scheme

The 2023 Pre-Listing Share Option Scheme was approved by the Board of the Company on July 14, 2023, and remained in force during the Reporting Period. No further options has been granted under the 2023 Pre-Listing Share Option Scheme after the Listing Date, as it does not involve the grant of options by the Company to subscribe for Company Shares post-Listing. The awards previously granted and outstanding, along with their evidencing original award agreements, shall survive the termination of the 2023 Pre-Listing Share Option Scheme and remain effective until the expiration of their original terms, as may be amended from time to time.

The following table sets out a summary of the options granted during the Reporting Period under the 2023 Pre-Listing Share Option Scheme as adjusted after the Pre-Merger Capital Restructuring.

Name and category of grantee[1]	Date of grant	Option period	Exercise price per Class A Share	Vesting Period and performance target	Number of Class A Shares under the outstanding options: As of January 1, 2025	Granted during the Reporting Period[2]	Exercised during the Reporting Period	Cancelled during the Reporting Period	Lapsed during the Reporting Period	As of June 30, 2025	As a percent of Shares in issue as of June 30, 2025[3]	Closing price per Class A Share[4]	Weighted average closing price per Class A Share[5]
Directors													
Zhou Min	March 5, 2025	10 years from the grant date	4.65	Note (7)	0	55,314	0	0	0	55,314	0.01%	N/A	N/A
	March 5, 2025	10 years from the grant date	0.0009	Note (7)	0	1,372,931	0	0	0	1,372,931	0.13%	N/A	N/A
	March 5, 2025	10 years from the grant date	3.62	Note (8)	0	276,568	0	0	0	276,568	0.03%	N/A	N/A
Gong Yingxin	March 5, 2025	10 years from the grant date	3.62	Note (8)	0	829,704	0	0	0	829,704	0.08%	N/A	N/A
Employees[6]													
110 Employees	March 5, 2025	10 years from the grant date	0.07-6.45[9]	Note (7)	0	8,324,264	0	0	0	8,324,264	0.78%	N/A	N/A
14 Employees	March 5, 2025	10 years from the grant date	0.0009	Note (7)	0	829,702	0	0	0	829,702	0.08%	N/A	N/A
59 Employees	March 5, 2025	10 years from the grant date	3.62	Note (8)	0	4,335,520	0	0	0	4,335,520	0.40%	N/A	N/A
Consultants													
1 Consultant	March 5, 2025	10 years from the grant date	0.0009	Note (7)	0	77,439	0	0	0	77,439	0.01%	N/A	N/A
Total						16,101,442[10]	0	0	0	16,101,442[10]	1.50%	N/A	N/A

Other Information

Notes:

(1) On March 5, 2025, a total of 164 personnel were granted options, including Ms. Zhou Min, Ms. Gong Yingxin (both being directors of the Company) and our consultant.

(2) The Shares granted under the option scheme are Class A shares.

(3) The total number of shares issued by the Company as of June 30, 2025 are 1,071,092,361, with a total of 880,056,499 Class A Shares and 191,035,862 Class B Shares.

(4) Representing the closing price of the Shares immediately before the date on which the options were granted. The shares of the Company were listed after the date of grant.

(5) Representing the weighted average closing price of the Shares immediately before the dates on which the options were exercised.

(6) There are 15 personnels (including Ms. Zhou Min) who were granted both Type 2 and Type 3 Options.

(7) The Option shall vest immediately upon the Listing, and the Option will be exercisable six (6) months after the Listing Date ("**Type 2 Option**").

(8) 50% of the Option shall vest within 5 business days of the first anniversary of the Listing Date; and the remaining 50% shall vest within 5 business days of the second anniversary of the Listing Date ("**Type 3 Option**").

(9) The variation in exercise prices is due to the options being granted to employees upon their joining at different times, based on the Company's valuation at those respective times.

(10) Equivalent to 14,554,683 shares before the Pre-Merger Capital Restructuring.

Other Information

Purpose

The purpose of the 2023 Pre-Listing Share Option Scheme is to provide selected participants with the opportunity to acquire proprietary interests in the Company, to encourage them to enhance the value of the Company and its Shares for the benefit of the Company and its shareholders as a whole, and to offer a flexible means of retaining, incentivizing, rewarding, remunerating, compensating, and/or providing benefits to selected participants.

Eligible Participants

The Directors may determine the persons belonging to any of the following classes of participants, who the Board considers, in its sole discretion, have contributed or will contribute to the Company, to take up options to subscribe for Shares:

(a) any directors and former or present employees of any members of the Group; and

(b) any consultants of the Group.

For the avoidance of doubt, the grant of any options by the Company for the subscription of Shares or other securities of the Group to any person who falls within any of these classes of participants shall not, by itself, unless the Directors otherwise so determine, be construed as a grant of option under the 2023 Pre-Listing Share Option Scheme.

The eligibility of any of these classes of participants to the grant of any option shall be determined by the Directors from time to time on the basis of the Directors' opinion as to the participant's contribution to the development and growth of the Group.

Types of Awards

The 2023 Pre-Listing Share Option Scheme permits the grant of options to subscribe for Shares. No other types of awards (such as restricted shares or restricted share units) are specified under this scheme.

Scheme Limit and Number of Company Shares Available for Grant

The maximum aggregate number of shares that may be issued upon exercise of all outstanding options granted and yet to be exercised under the 2023 Pre-Listing Share Option Scheme is 71,578,750 Shares (as adjusted after the Pre-Merger Capital Restructuring), representing the Scheme Limit. No options may be granted under any schemes of the Company (or its subsidiaries) if this will result in the Scheme Limit being exceeded. Options lapsed and/or cancelled in accordance with the terms of the 2023 Pre-Listing Share Option Scheme shall not be counted for the purpose of calculating the Scheme Limit and shall be counted as unissued options, and the number of shares in respect of which options may be granted under the 2023 Pre-Listing Share Option Scheme shall be increased by the same number of options lapsed and/or cancelled.

Other Information

Performance Targets

Unless as prescribed under the 2023 Pre-Listing Share Option Scheme or Directors otherwise determine and state in the offer of the grant of options to a grantee, a grantee is not required to achieve any performance targets before any options granted under the 2023 Pre-Listing Share Option Scheme can be exercised.

Limit for Each Participant

Under the 2023 Pre-Listing Share Option Scheme, there is no specific limit on the maximum number of Company Shares that may be granted to a single eligible participant, unless otherwise determined by the Board of the Company in accordance with the scheme's terms.

Consideration, Exercise Price, and Subscription Price

The subscription price in relation to each option granted under the 2023 Pre-Listing Share Option Scheme shall be determined by the Board. A nominal consideration of RMB1 is payable upon acceptance of the grant of options.

Adjustments

In the event of an alteration in the capital structure of the Company whilst any option remains exercisable by way of capitalisation of profits or reserves, rights issue, subdivision or consolidation of shares, or reduction of the share capital of the Company in accordance with legal requirements and requirements of the Stock Exchange (other than any alteration in the capital structure of the Company as a result of an issue of shares as consideration in a transaction to which the Company is a party), such corresponding alterations (if any) shall be made to:

(a) the number or nominal amount of shares comprised in each option so far as unexercised; and/or

(b) the subscription price; and/or

(c) the method of exercise of the option,

or any combination thereof, as the auditors or a financial advisor engaged by the Company for such purpose shall, at the request of the Company, certify in writing, either generally or as regards any particular grantee, to be in their opinion fair and reasonable, provided always that any such adjustments should give each grantee the same proportion of the equity capital of the Company as that to which that grantee was previously entitled prior to such adjustments, and no adjustments shall be made which will enable a share to be issued at less than its nominal value.

Other Information

Vesting Schedule

The option granted under the 2023 Pre-Listing Share Option Scheme can only be vested in the following manners (each date on which any portion of options granted shall be vested is hereinafter referred to as a "Vesting Date of 2023 Pre-Listing Share Option Scheme" and each batch on which any portion of options granted shall be vested is hereinafter referred to as a "Batch under 2023 Pre-Listing Share Option Scheme"):

Batch under 2023 Pre-Listing Share Option Scheme	Vesting Date of 2023 Pre-Listing Share Option Scheme
Batch 1	Not subject to any vesting period
Batch 2	Upon the Listing without service condition
Batch 3	Within 5 business days of the first anniversary of the Listing Date, 50% of the options shall vest; and within 5 business days of the second anniversary of the Listing Date, the remaining 50% of the option shall vest

Note: Batch 2 is only exercisable six months upon the Listing.

Option Exercise Period

The maximum exercisable term of an option is 10 years from the date of grant, subject to earlier termination provisions under the 2023 Pre-Listing Share Option Scheme. An option may be exercised during the period notified by the Directors to the grantee, which may commence on the date of the offer but must end no later than 10 years from the grant date.

Transfer Restrictions

Options granted under the 2023 Pre-Listing Share Option Scheme may not be transferred by the participant, except as permitted by the scheme's terms or as otherwise determined by the Board, such as transfers by will or the laws of descent and distribution.

Other Information

Options Granted under the 2023 Pre-Listing Share Option Scheme

The grant of options under the 2023 Pre-Listing Share Option Scheme to the grantees was approved by the Board on July 14, 2023. The overall limit on the number of underlying shares pursuant to the 2023 Pre-Listing Share Option Scheme is 71,578,750 Shares (as adjusted after the Pre-Merger Capital Restructuring).

As of June 30, 2025, the Company had granted all options under the 2023 Pre-Listing Share Option Scheme to 169 grantees with a right to subscribe for a total of 71,578,750 Shares (as adjusted after the Pre-Merger Capital Restructuring). As of June 30, 2025, an aggregate of 55,477,308 Shares (as adjusted after the Pre-Merger Capital Restructuring) had been issued to relevant grantees.

Movements

During the Reporting Period, 16,101,442 (as adjusted after the Pre-Merger Capital Restructuring) share options were granted under the 2023 Pre-Listing Share Option Scheme. As of June 30, 2025, there were no share options outstanding.

Ranking of Shares

The Shares allotted and issued upon the exercise of an option shall be identical to the then existing issued Company Shares and, subject to all the provisions of the Company Articles, rank pari passu with the fully paid shares in issue on the date the name of the grantee is registered on the register of members of the Company or, if that date falls on a day when the register of members of the Company is closed, the first day of the re-opening of the register of members, save that the grantee shall not have any voting rights, or rights to participate in any dividends or distributions (including those arising on a liquidation of the Company) declared or recommended or resolved to be paid to the shareholders on the register on a date prior to such registration.

Unless the context otherwise requires, references to "Shares" in this sub-paragraph include references to Shares in the ordinary equity share capital of the Company of such nominal amount as shall result from a subdivision, consolidation, reclassification, or re-construction of the share capital of the Company from time to time.

Termination

The Company may by ordinary resolution in a general meeting or the Board may at any time resolve to terminate the operation of the 2023 Pre-Listing Share Option Scheme prior to the expiry of the 2023 Pre-Listing Share Option Scheme and in such event no further options shall be offered or granted but the provisions of the 2023 Pre-Listing Share Option Scheme shall remain in force to the extent necessary to give effect to the exercise of any options granted prior thereto or otherwise as may be required in accordance with the provisions of the 2023 Pre-Listing Share Option Scheme. Options granted prior to such termination shall continue to be valid and exercisable in accordance with the 2023 Pre-Listing Share Option Scheme.

Other Information

USE OF PROCEEDS

The Company raised a total of HK$726.4 million from the De-SPAC Transaction completed on March 10, 2025, and after deducting transaction expenses of HK$189.0 million, the net proceeds received were HK$537.4 million (the "**Net Proceeds**"). As of June 30, 2025, the Directors are not aware of any material change to the planned use of the Net Proceeds. It is expected that the Group will utilize the Net Proceeds in the manner consistent with the purposes as stated in "Future Plans and Use of Proceeds" in the Circular as follows:

Purpose	Approximate percentage of Net Proceeds	Net Proceeds (HK$ million)	Utilized Net Proceeds since the Listing Date and up to June 30, 2025 (HK$ million)	Unutilized Net Proceeds as at June 30, 2025 (HK$ million)	Expected timeline for Net Proceeds to be utilized by
Enhance service offerings through digitalization	25%	134.4	134.4	–	N/A
Broaden buyer base and increase their stickiness	20%	107.5	15.9	91.6	February 2030
Strengthen technological capabilities	20%	107.5	20.0	87.5	February 2030
Explore cross-industry expansion	25%	134.4	2.7	131.7	February 2030
Working capital and general corporate purpose	10%	53.6	12.0	41.6	February 2030
Total	100%	537.4	185.0	352.4	

CHANGES TO DIRECTORS' INFORMATION

Since the date of the latest annual report and up to June 30, 2025, there has been no change to the information of the Directors which is required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

Mr. Sun Qingdong obtained the legal advice referred to in Rule 3.09D of the Listing Rules, and has confirmed that he understands his obligation as a director of the Company.

Mr. Sun Qingdong has been appointed as the non-executive director and member of the Audit Committee with effect from August 27, 2025. Mr. Jiang Rongfeng has resigned as the non-executive director and member of the Audit Committee with effect from August 27, 2025.

CONTINUING DISCLOSURE OBLIGATIONS PURSUANT TO THE LISTING RULES

The Company does not have any disclosure obligations under Rules 13.20, 13.21, and 13.22 of the Listing Rules for the six months ended June 30, 2025.

Report on Review of Condensed Consolidated Financial Statements

TO THE BOARD OF DIRECTORS OF ZG GROUP
(incorporated in the Cayman Islands with limited liability)

INTRODUCTION

We have reviewed the condensed consolidated financial statements of ZG Group (the "Company") and its subsidiaries, including the consolidated affiliated entities (collectively referred to as the "Group") set out on pages 56 to 113, which comprise the condensed consolidated statement of financial position of the Group as of June 30, 2025, and the related condensed consolidated statement of profit or loss and other comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six-month period ended June 30, 2025, and notes to the condensed consolidated financial statements. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and International Accounting Standard 34 "Interim Financial Reporting" ("IAS 34") as issued by the International Accounting Standards Board. The directors of the Company are responsible for the preparation and presentation of these condensed consolidated financial statements in accordance with IAS 34. Our responsibility is to express a conclusion on these condensed consolidated financial statements based on our review, and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

SCOPE OF 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" ("HKSRE 2410") as issued by the Hong Kong Institute of Certified Public Accountants. A review of these condensed consolidated financial statements 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.

Report on Review of Condensed Consolidated Financial Statements (Continued)

CONCLUSION

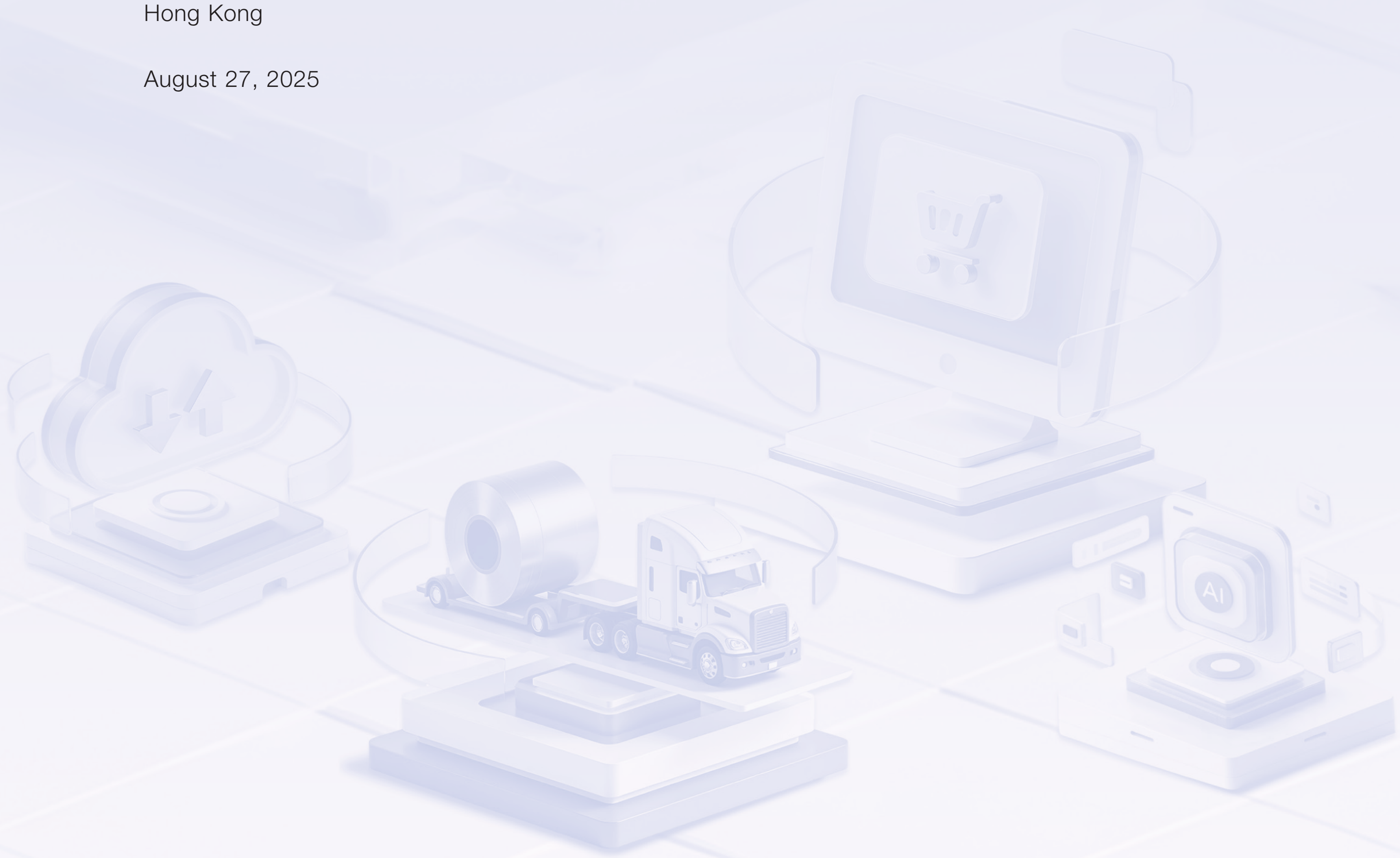
Based on our review, nothing has come to our attention that causes us to believe that the condensed consolidated financial statements are not prepared, in all material respects, in accordance with IAS 34.

OTHER MATTER

The comparative condensed consolidated statement of profit or loss and other comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six-month period ended June 30, 2024, and the relevant notes included in these condensed consolidated financial statements have not been reviewed in accordance with HKSRE 2410.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong

August 27, 2025



Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the six months ended June 30, 2025

	NOTES	Six months ended June 30, 2025 RMB'000 (Unaudited)	2024 RMB'000 (Unaudited)
Revenue	4	**797,395**	710,892
Cost of revenue		**(615,863)**	(507,780)
Gross profit		**181,532**	203,112
Other income	6	**14,474**	8,817
Other gains and losses	7	**5,920**	(3,703)
Selling and distribution expenses		**(167,470)**	(138,244)
Administrative expenses		**(117,443)**	(37,423)
Research and development expenses		**(22,091)**	(25,176)
Professional fees and expenses related to De-SPAC Transaction		**(44,671)**	(7,518)
De-SPAC Transaction expenses arising from capital reorganisation	25	**(373,590)**	–
Finance costs	8	**(10,357)**	(26,457)
Impairment losses under expected credit loss ("ECL") model, net of reversal	10	**(75,595)**	(44,542)
Fair value changes of financial assets at fair value through profit or loss ("FVTPL")		**1,762**	3,315
Fair value changes of financial liabilities at FVTPL	22	**109,860**	(6,824)
Share of results of associates and joint venture	15	**(865)**	(1,087)
Loss before tax		**(498,534)**	(75,730)
Income tax expense	9	**(273)**	(42)
Loss for the period	10	**(498,807)**	(75,772)
Other comprehensive (expense) income			
Item that may be reclassified subsequently to profit or loss:			
Exchange differences arising on translation of foreign operations		**(2,096)**	547
Other comprehensive (expense) income for the period, net of income tax		**(2,096)**	547
Total comprehensive expense for the period		**(500,903)**	(75,225)

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income (Continued)

For the six months ended June 30, 2025

	NOTE	Six months ended June 30, 2025 RMB'000 (Unaudited)	2024 RMB'000 (Unaudited)
Loss for the period attributable to:			
Owners of the Company		**(498,831)**	(74,110)
Non-controlling interests		**24**	(1,662)
		(498,807)	(75,772)
Total comprehensive expense attributable to:			
Owners of the Company		**(500,927)**	(73,563)
Non-controlling interests		**24**	(1,662)
		(500,903)	(75,225)
Loss per share	12		
– Basic (RMB)		**(0.66)**	(0.31)
– Diluted (RMB)		**(0.66)**	(0.31)

Condensed Consolidated Statement of Financial Position

As at June 30, 2025

	NOTES	**June 30, 2025 RMB'000 (Unaudited)**	December 31, 2024 RMB'000 (Audited)
Non-current Assets			
Property and equipment	13	**210,705**	209,525
Right-of-use assets	13	**30,681**	34,043
Goodwill		**31,954**	31,954
Intangible assets	14	**111,167**	110,226
Interests in associates and a joint venture	15	**34,032**	34,897
Financial assets at FVTPL	18	**44,439**	42,806
Prepayments	16	**6,441**	7,450
		469,419	470,901
Current Assets			
Inventories		**15,302**	20,077
Trade receivables, prepayments and other receivables	16	**9,227,281**	8,696,367
Financial assets at fair value through other comprehensive income ("FVTOCI")	17	**189,633**	114,349
Restricted cash	19	**537,070**	506,695
Cash and cash equivalents	19	**410,827**	240,163
		10,380,113	9,577,651
Current Liabilities			
Trade, bills and other payables	20	**9,404,591**	9,181,814
Bank and other borrowings	21	**591,474**	406,358
Derivative financial instruments		**510**	–
Lease liabilities		**5,387**	7,990
Contract liabilities	4	**32,974**	67,045
Financial liabilities at FVTPL	22	**37,900**	6,821,940
		10,072,836	16,485,147
Net Current Assets (Liabilities)		**307,277**	(6,907,496)
Total Assets Less Current Liabilities		**776,696**	(6,436,595)

Condensed Consolidated Statement of Financial Position (Continued)

As at June 30, 2025

	NOTES	**June 30, 2025** ***RMB'000*** ***(Unaudited)***	December 31, 2024 *RMB'000* *(Audited)*
Non-current Liabilities			
Financial liabilities at FVTPL	22	**27,888**	27,759
Contract liabilities	4	**9,388**	10,956
Lease liabilities		**7,049**	7,112
Deferred tax liabilities		**23,708**	23,983
		68,033	69,810
Net Assets (Liabilities)		**708,663**	(6,506,405)
Capital and Reserves			
Share capital	23	**377**	71
Reserves		**665,275**	(6,549,463)
Equity attributable to owners of the Company		**665,652**	(6,549,392)
Non-controlling interests		**43,011**	42,987
Total Equity (Deficit)		**708,663**	(6,506,405)

The condensed consolidated financial statements on pages 56 to 113 were approved and authorised for issue by the Board of Directors on August 27, 2025 and are signed on its behalf by:

Wang Dong
EXECUTIVE DIRECTOR

Zhou Min
EXECUTIVE DIRECTOR

Condensed Consolidated Statement of Changes in Equity

For the six months ended June 30, 2025

	Attributable to owners of the Company							
	Share capital *RMB'000*	Other reserve *RMB'000* (note)	Equity-settled share-based compensation reserve *RMB'000*	Share premium *RMB'000*	Accumulated Losses *RMB'000*	Subtotal *RMB'000*	Non-controlling interests *RMB'000*	Total *RMB'000*
At January 1, 2025 (Audited)	71	(562,442)	–	343,947	(6,330,968)	(6,549,392)	42,987	(6,506,405)
(Loss) profit for the period	–	–	–	–	(498,831)	(498,831)	24	(498,807)
Other comprehensive expense for the period	–	(2,096)	–	–	–	(2,096)	–	(2,096)
Total comprehensive (expense) income for the period	–	(2,096)	–	–	(498,831)	(500,927)	24	(500,903)
Recognition of equity-settled share-based payments *(Note 24)*	–	–	83,670	–	–	83,670	–	83,670
Conversion of preference shares *(Note 22)*	267	–	–	6,859,487	–	6,859,754	–	6,859,754
Shares issued to private investment in public equity ("PIPE") and permitted equity financing ("PEF") investors	20	–	–	505,974	–	505,994	–	505,994
Shares and bonus shares issued to non-redeeming Aquila's Class A shareholders *(Note 25)*	2	–	–	72,641	–	72,643	–	72,643
Shares issued to promoters *(Note 25)*	9	–	–	222,532	–	222,541	–	222,541
Capitalisation issue to existing shareholders *(Note 23)*	8	–	–	(8)	–	–	–	–
Transaction costs directly attributable to issue of new shares to PIPE and PEF investors	–	(28,631)	–	–	–	(28,631)	–	(28,631)
At June 30, 2025 (Unaudited)	377	(593,169)	83,670	8,004,573	(6,829,799)	665,652	43,011	708,663
At January 1, 2024 (Audited)	71	(562,782)	–	343,947	(6,261,966)	(6,480,730)	42,652	(6,438,078)
Loss for the period	–	–	–	–	(74,110)	(74,110)	(1,662)	(75,772)
Other comprehensive income	–	547	–	–	–	547	–	547
Total comprehensive income (expense) for the period	–	547	–	–	(74,110)	(73,563)	(1,662)	(75,225)
At June 30, 2024 (Unaudited)	71	(562,235)	–	343,947	(6,336,076)	(6,554,293)	40,990	(6,513,303)

Condensed Consolidated Statement of Changes in Equity (Continued)

For the six months ended June 30, 2025

Note: Other reserve of the Group mainly consists of: (i) share capital and share premium of Shanghai Steel Information Technology Co., Ltd.* (上海找鋼網信息科技股份有限公司("Zhaogang Netcom", formerly known as Shanghai Gangfu E-commerce Co., Ltd.* (上海鋼富電子商務有限公司)), a company established in the People's Republic of China (the "PRC") and Beijing Steel Home E-commerce Co., Ltd.* (北京找鋼萬家電子商務有限公司), a company established in the PRC, due to the contractual arrangements; (ii) reserve arising from Zhaogang Netcom converting into a joint stock company in 2016; (iii) debit to other reserve arising from derecognition of non-controlling interests of Zhaogang Netcom due to a capital reduction in 2018; (iv) exchange differences arising on translation of foreign operations; and (v) transaction costs directly attributable to issue of new shares to PIPE and PEF investors in 2025.

* English name for identification purposes only.

Condensed Consolidated Statement of Cash Flows

For the six months ended June 30, 2025

	Six months ended June 30,	
	2025	2024
	RMB'000	*RMB'000*
	(Unaudited)	*(Unaudited)*
NET CASH (USED IN) FROM OPERATING ACTIVITIES	**(134,230)**	339,202
INVESTING ACTIVITIES		
Interest received	**9,372**	8,296
Proceeds from settlement of derivative financial instruments	**7,289**	624
Payments for settlement of derivative financial instruments	**(7,289)**	(1,260)
Proceeds from disposal of property and equipment	**202**	332
Proceeds from disposal of financial assets at FVTPL	**85,992**	30,038
Acquisition of financial assets at FVTPL	**(85,863)**	(30,000)
Purchases of property and equipment	**(75,925)**	(5,829)
Capitalisation of digital assets	**(2,431)**	–
Payments for right-of-use assets	**–**	(118)
Repayments from related parties	**23,340**	1,566
Loan to third parties	**(20,695)**	–
Withdrawal of pledged bank deposits for bank borrowing	**46,159**	58,829
Placement of pledged bank deposits for bank borrowing	**–**	(5,000)
Placement of pledged bank deposits for bills payable related to transaction services	**(516,788)**	(362,012)
Withdrawal of pledged bank deposits for bills payable related to transaction services	**6,050**	–
NET CASH USED IN INVESTING ACTIVITIES	**(530,587)**	(304,534)

Condensed Consolidated Statement of Cash Flows (Continued)

For the six months ended June 30, 2025

	Six months ended June 30,	
	2025	2024
	RMB'000	*RMB'000*
	(Unaudited)	*(Unaudited)*
FINANCING ACTIVITIES		
Proceeds from bills discounted to banks that are not derecognised in their entirety	**143,495**	283,646
Repayment of bank borrowings under supplier finance agreements	**–**	(9,705)
Proceeds from bank and other borrowings	**183,067**	208,290
Repayments of bank and other borrowings	**(73,691)**	(353,693)
Repayments of lease liabilities	**(4,210)**	(4,642)
Interest paid	**(10,008)**	(26,022)
Payment of accrued issue costs	**(25,285)**	(300)
Proceeds from PIPE and PEF investors	**505,994**	–
Net cashflow from Capital Reorganisation *(Note 25)*	**115,769**	–
NET CASH FROM FINANCING ACTIVITIES	**835,131**	97,574
NET INCREASE IN CASH AND CASH EQUIVALENTS	**170,314**	132,242
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD	**240,163**	310,904
Effect of foreign exchange rate changes	**350**	592
CASH AND CASH EQUIVALENTS AT END OF THE PERIOD, represented by bank balances and cash	**410,827**	443,738

Notes to the Condensed Consolidated Financial Statements

For the six months ended June 30, 2025

1. GENERAL INFORMATION

ZG Group (the "Company") was incorporated in the Cayman Islands as an exempted company with limited liability under the laws of the Cayman Islands on February 27, 2012, and its shares have been listed by way of De-SPAC Transaction on the Main Board of the Stock Exchange of Hong Kong Limited (the "Stock Exchange") on March 10, 2025. Mr. Wang Dong, Mr. Wang Changhui, and Mr. Rao Huigang are collectively the controlling shareholders of the Company.

The Company acts as an investment holding company and its subsidiaries, including the consolidated affiliated entities (together, the "Group"), are principally engaged in providing an integrated suite of services across the steel trading value chain, including online steel commerce, logistics, warehousing and processing services.

The condensed consolidated financial statements are presented in the currency of Renminbi ("RMB"), which is the Company's functional currency.

2. BASIS OF PREPARATION OF CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The condensed consolidated financial statements have been prepared in accordance with International Accounting Standard 34 "Interim Financial Reporting" ("IAS 34") issued by the International Accounting Standards Board (the "IASB") as well as the applicable disclosure requirements of the Rules Governing the Listing of Securities (the "Listing Rules") on the Stock Exchange.

De-SPAC Transaction

A business combination agreement ("Business Combination Agreement") was entered into on August 31, 2023 and amended on December 9, 2024 among the Company, ZG Merger Sub Limited, a wholly-owned subsidiary of the Company (the "Merger Sub") and Aquila Acquisition Corporation (the "Aquila") as part of the De-SPAC Transaction (as defined below). Aquila was formerly a special purpose acquisition company ("SPAC") incorporated on November 25, 2021 in Cayman Islands with limited liability company formed for the purpose of acquiring a suitable target that results in the listing of a successor company (referred to as a "De-SPAC Transaction) within the time limits required by the Listing Rules on the Stock Exchange. Aquila completed its initial public offering on March 18, 2022.

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2025

2. BASIS OF PREPARATION OF CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

De-SPAC Transaction (continued)

Upon the completion of the De-SPAC Transaction on March 10, 2025 (the "Closing Date"):

a) the Merger Sub and Aquila amalgamated and continue as one company, following which the separate existence of Merger Sub will cease and Aquila will continue as the surviving entity and become a direct, wholly-owned subsidiary of the Company;

b) pursuant to the Business Combination Agreement, (i) each issued and outstanding ordinary share of the Company (other than those beneficially owned by Mr. Wang Dong or Mr. Wang Changhui) was redesignated and reclassified as a class A share of the Company, (ii) each issued and outstanding ordinary share of the Company beneficially owned by Mr. Wang Dong or Mr. Wang Changhui was redesignated and reclassified as a class B share of the Company, and (iii) each existing option of the Company (whether vested or unvested), that is outstanding and unexercised as of immediately prior to the Closing Date was, automatically and without any required action on the part of any holder or beneficiary thereof, be converted into an option to purchase the Company's class A shares; and

c) the Company's 7,869,750 class A shares were issued to the non-redeeming Aquila's class A shareholders pursuant to the Business Combination Agreement.

The results of Aquila have been consolidated to the Group's condensed consolidated financial statements since the Closing Date of the De-SPAC Transaction and further details of the De-SPAC Transaction are set out in Note 25 to the condensed consolidated financial statements.

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2025

2. BASIS OF PREPARATION OF CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

Contractual Arrangements

The operating activities of the Group are mainly carried out by Zhaogang Netcom and its subsidiaries (collectively, the "Consolidated Affiliated Entities").

Zhaogang Netcom, together with its then equity holders, and Beijing Gangfu Management Consulting Co., Ltd. ("Beijing Gangfu"), an indirect wholly owned subsidiary of the Company, entered into a series of contractual arrangements (the "Contractual Arrangements") that include exclusive business cooperation agreement, exclusive option agreement, equity pledge agreement, powers of attorney, confirmations from the relevant individual shareholders, spouse undertakings. The Contractual Arrangements can be extended at Beijing Gangfu's option prior to the expiration date.

Pursuant to the Contractual Arrangements, Beijing Gangfu maintains its effective control over Zhaogang Netcom and entitled to all the economic benefits derived from its operations.

The Company does not have any equity interest in the Consolidated Affiliated Entities. However, as a result of the Contractual Arrangements, the Company has power over the Consolidated Affiliated Entities, has rights to variable returns from its involvement with the Consolidated Affiliated Entities and is therefore considered to have control over the Consolidated Affiliated Entities. Consequently, the Company regards the Consolidated Affiliated Entities as indirect subsidiaries. The Group has consolidated the financial position and results of the Consolidated Affiliated Entities in the condensed consolidated financial statements during the period.

The terms of the Contractual Arrangements are the same as those disclosed in the Group's annual financial statements for the year ended December 31, 2024.

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2025

3. ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair values.

Other than the accounting policies in relation to acquisition of a subsidiary not constituting a business and settle through allotment of Company's shares and the change in accounting policies resulting from application of amendments to IFRS Accounting Standards disclosed below, the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended June 30, 2025 are the same as those presented in the Group's annual consolidated financial statements for the year ended December 31, 2024.

Acquisition of a subsidiary not constituting a business and settle through allotment of Company's shares

When the Group acquires a group of assets and liabilities that do not constitute a business, the Group identifies and recognises the individual identifiable assets acquired and liabilities assumed by allocating the purchase price first to the financial assets and financial liabilities at the respective fair values, the remaining balance of the purchase price is then allocated to the other individual identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such a transaction does not give rise to goodwill or bargain purchase gain.

The issue of equity is accounted for as an equity-settled share-based payment transaction and measured indirectly by reference to the fair value of the equity instruments issued in accordance IFRS 2 "Share-based Payment", any excess of the fair value of the Company's share issued over the fair value of the SPAC's identifiable net assets represents a listing service received by the Company and is recognised in profit or loss as De-SPAC Transaction expenses arising from capital reorganisation.

Application of amendments to IFRS Accounting Standards

In the current interim period, the Group has applied the following amendments to IFRS Accounting Standard as issued by the IASB. For the first time, which are mandatorily effective for the Group's annual period beginning on January 1, 2025 for the preparation of the Group's condensed consolidated financial statements:

Amendments to IAS 21	Lack of Exchangeability

The application of the amendments to an IFRS Accounting Standard in the current interim period has had no material impact on the Group's financial positions and performance for the current and prior periods and/or on the disclosures set out in these condensed consolidated financial statements.

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2025

4. REVENUE

(i) Disaggregation of revenue

	For the six months ended June 30, 2025					
Segments	Transaction services *RMB'000* *(Unaudited)*	Transaction support services *RMB'000* *(Unaudited)*	Technology subscription services *RMB'000* *(Unaudited)*	Overseas transaction business *RMB'000* *(Unaudited)*	Others *RMB'000* *(Unaudited)*	Total *RMB'000* *(Unaudited)*
Commission income	131,466	–	–	–	814	132,280
Service income	–	201,589	12,436	–	–	214,025
Sales of goods	–	–	–	338,537	112,553	451,090
Revenue from contracts with customers	131,466	201,589	12,436	338,537	113,367	797,395
Timing of revenue recognition from contracts with customers:						
A point in time	131,466	860	–	338,537	113,367	584,230
Over time	–	200,729	12,436	–	–	213,165
	131,466	201,589	12,436	338,537	113,367	797,395

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2025

4. REVENUE (continued)

(i) Disaggregation of revenue (continued)

	For the six months ended June 30, 2024					
Segments	Transaction services	Transaction support services	Technology subscription services	Overseas transaction business	Others	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
	(Unaudited)	*(Unaudited)*	*(Unaudited)*	*(Unaudited)*	*(Unaudited)*	*(Unaudited)*
Commission income	142,239	–	–	–	959	143,198
Service income	–	199,666	16,188	–	–	215,854
Sales of goods	–	–	–	243,675	90,214	333,889
Revenue from contracts with customers	142,239	199,666	16,188	243,675	91,173	692,941
Interest income	–	17,951	–	–	–	17,951
Total	142,239	217,617	16,188	243,675	91,173	710,892
Timing of revenue recognition from contracts with customers:						
A point in time	142,239	2,065	–	243,675	91,173	479,152
Over time	–	197,601	16,188	–	–	213,789
	142,239	199,666	16,188	243,675	91,173	692,941

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2025

4. REVENUE (continued)

(ii) Contract liabilities

	As at	
	June 30, 2025 ***RMB'000*** ***(Unaudited)***	December 31, 2024 *RMB'000* *(Audited)*
Overseas transaction business	**7,389**	39,447
Technology subscription services	**21,936**	24,583
Transaction services and transaction support services	**13,037**	13,971
	42,362	78,001

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2025

5. SEGMENT INFORMATION

Information reported to the chief executive officer, being the chief operating decision maker ("CODM"), for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided.

For the six months ended June 30, 2025

	Transaction services *RMB'000* *(Unaudited)*	Transaction support services *RMB'000* *(Unaudited)*	Technology subscription services *RMB'000* *(Unaudited)*	Overseas transaction business *RMB'000* *(Unaudited)*	Others *RMB'000* *(Unaudited)*	Elimination *RMB'000* *(Unaudited)*	Total *RMB'000* *(Unaudited)*
REVENUE							
Commission income	131,466	–	–	–	814	–	132,280
Service income	–	201,589	12,436	–	–	–	214,025
External sales of goods	–	–	–	338,537	112,553	–	451,090
Inter-segment revenue	185,946	–	–	–	–	(185,946)	–
	317,412	201,589	12,436	338,537	113,367	(185,946)	797,395
SEGMENT (LOSS) PROFIT	(65,404)	926	3,336	6,117	1,025	–	(54,000)
Unallocated							
Other income and other gains and losses							20,394
Selling and distribution expenses							(8,546)
Administrative expenses							(117,443)
Research and development expenses							(21,078)
Professional fees and expenses related to De-SPAC Transaction							(44,671)
De-SPAC transaction expenses arising from capital reorganisation							(373,590)
Finance costs							(10,357)
Fair value changes of financial assets at FVTPL							1,762
Fair value changes of financial liabilities at FVTPL							109,860
Share of results of associates and joint ventures							(865)
Loss before tax							(498,534)
Income tax expense							(273)
Loss for the period							(498,807)

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2025

5. SEGMENT INFORMATION (continued)

For the six months ended June 30, 2024

	Transaction services *RMB'000* *(Unaudited)*	Transaction support services *RMB'000* *(Unaudited)*	Technology subscription services *RMB'000* *(Unaudited)*	Overseas transaction business *RMB'000* *(Unaudited)*	Others *RMB'000* *(Unaudited)*	Elimination *RMB'000* *(Unaudited)*	Total *RMB'000* *(Unaudited)*
REVENUE							
Commission income	142,239	–	–	–	959	–	143,198
Service income	–	199,666	16,188	–	–	–	215,854
External sales of goods	–	–	–	243,675	90,214	–	333,889
Interest income	–	17,951	–	–	–	–	17,951
Inter-segment revenue	162,610	–	377	–	–	(162,987)	–
	304,849	217,617	16,565	243,675	91,173	(162,987)	710,892
SEGMENT (LOSS) PROFIT	(10,702)	21,258	544	8,718	2,952	–	22,770
Unallocated							
Other income and other gains and losses							5,114
Selling and distribution expenses							(5,850)
Administrative expenses							(37,423)
Research and development expenses							(21,770)
Professional fees and expenses related to De-SPAC Transaction							(7,518)
Finance costs							(26,457)
Fair value changes of financial assets at FVTPL							3,315
Fair value changes of financial liabilities at FVTPL							(6,824)
Share of results of associates and joint ventures							(1,087)
Loss before tax							(75,730)
Income tax expense							(42)
Loss for the period							(75,772)

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2025

5. SEGMENT INFORMATION (continued)

The accounting policies of the operating segments are the same as the Group's accounting policies. Segment (loss) profit represents the loss from/profit earned by each segment without allocation of other income and other gains and losses, certain selling and distribution expenses, administrative expenses, certain research and development expenses, professional fees and expenses related to De-SPAC Transaction, De-SPAC transaction expenses arising from capital reorganisation, finance costs, fair value changes of financial assets and liabilities at FVTPL and share of results of associates and joint ventures.

The CODM makes decisions according to operating results of each segment. No analysis of segment asset and segment liability is presented as the CODM does not regularly review such information for the purposes of resources allocation and performance assessment. Therefore, only segment revenue and segment results are presented.

Geographical information

An analysis of the Group's revenue from external customer, analysed by their location of operation, as detailed below:

	Six months ended June 30,	
	2025	2024
	RMB'000	*RMB'000*
	(Unaudited)	*(Unaudited)*
Mainland China	**458,858**	467,217
United Arab Emirates ("UAE")	**134,998**	140,347
Thailand	**110,658**	–
Malaysia	**50,284**	700
Indonesia	**34,737**	–
Korea	**4,850**	41,480
Hong Kong	**3,010**	61,148
	797,395	710,892

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2025

5. SEGMENT INFORMATION (continued)

Geographical information (continued)

Information about the Group's non-current assets (excluding goodwill and financial assets at FVTPL) which is presented based on geographical location of the assets, is as follows:

	June 30, 2025 **RMB'000** **(Unaudited)**	December 31, 2024 *RMB'000* *(Audited)*
Mainland China	**382,423**	382,037
Overseas	**10,603**	14,104
	393,026	396,141

6. OTHER INCOME

	Six months ended June 30,	
	2025 **RMB'000** **(Unaudited)**	2024 *RMB'000* *(Unaudited)*
Interest on bank deposits	**9,745**	4,682
Government grants *(note)*	**4,729**	4,135
	14,474	8,817

Note: The government grants were mainly incentives provided by local government authorities in the PRC, including various forms of government financial incentives rewarding the Group's support and contribution for the development of local economies. There were no specific conditions attached to the grants received from local government authorities in the PRC.

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2025

7. OTHER GAINS AND LOSSES

	Six months ended June 30,	
	2025	2024
	RMB'000	*RMB'000*
	(Unaudited)	*(Unaudited)*
Loss on fair value changes of derivative financial instruments	**(510)**	(636)
Gain on disposal of property and equipment	**191**	262
Net foreign exchange gains (losses)	**6,156**	(3,579)
Others	**83**	250
	5,920	(3,703)

8. FINANCE COSTS

	Six months ended June 30,	
	2025	2024
	RMB'000	*RMB'000*
	(Unaudited)	*(Unaudited)*
Interest on:		
– Bank borrowings	**6,530**	7,669
– Other borrowings	**3,550**	18,668
– Lease liabilities	**277**	120
	10,357	26,457

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2025

9. INCOME TAX EXPENSE

	Six months ended June 30,	
	2025	2024
	RMB'000	*RMB'000*
	(Unaudited)	*(Unaudited)*
Current tax:		
PRC Enterprise Income Tax ("EIT")	**–**	1
Malaysia corporate income tax	**546**	–
Under provision in prior years	**2**	22
	548	23
Deferred tax:		
Current period	**(275)**	19
	273	42

The Group is operating in certain jurisdictions where the Pillar Two Rules are effective. However, as the Group's consolidated annual revenue is not expected to be 750 million euros or more in the consolidated financial statements in at least two of the four fiscal years preceding the relevant fiscal year, the management of the Group considered the Group is not liable to income taxes under the Pillar Two Rules.

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2025

10. LOSS FOR THE PERIOD

Loss for the period has been arrived at after charging:

	Six months ended June 30,	
	2025	2024
	RMB'000	*RMB'000*
	(Unaudited)	*(Unaudited)*
Cost of inventories recognised as an expense	**418,720**	315,258
Auditors' remuneration:		
– Audit services	**2,684**	900
Depreciation of property and equipment	**3,192**	5,315
Depreciation of right-of-use assets	**4,630**	2,660
Amortisation of intangible assets	**1,490**	2,484
Total depreciation and amortisation	**9,312**	10,459
De-SPAC Transaction expenses arising from capital reorganisation	**373,590**	–
Professional fees and expenses related to De-SPAC Transaction	**10,357**	26,457
Directors' remuneration (excluding equity-settled share-based expense)	**8,049**	7,492
Equity-settled share-based payments *(note)*	**83,670**	–
Salaries, allowances and benefits	**139,277**	123,372
Retirement benefits scheme contributions	**13,443**	12,820
Total staff costs (including directors)	**244,439**	143,684
Impairment loss under ECL model, net of reversal		
Trade receivables		
– Impairment losses recognised	**27,673**	31,337
– Impairment losses reversed	**(9,205)**	(11,365)
	18,468	19,972
Other receivables		
– Impairment losses recognised	**57,160**	24,610
– Impairment losses reversed	**(33)**	(40)
	57,127	24,570
	75,595	44,542

Note: Included the share-based payments paid/payable to key management personnel and directors.

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2025

11. DIVIDENDS

No dividends were paid, declared or proposed during the current interim period. The directors of the Company have resolved not to declare any interim dividend in respect of the interim period.

12. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to the owners of the Company is based on the following data:

Loss figures are calculated as follows:

	Six months ended June 30,	
	2025	2024
	RMB'000	*RMB'000*
	(Unaudited)	*(Unaudited)*
Loss for the period attributable to owners of the Company for the purposes of basic and diluted loss per share	**(498,831)**	(74,110)

Number of shares

	Six months ended June 30,	
	2025	2024
	(Unaudited)	*(Unaudited)*
Weighted average number of ordinary shares for the purpose of basic loss per share	**754,715,802**	241,177,040

The weighted average number of ordinary shares for the purpose of basic loss per share for the six months ended June 30, 2024 and 2025 has been adjusted retrospectively after taking into impact of capitalisation issue (as disclosed in Note 23) to the existing shareholders of 23,168,284 units of ordinary shares.

During the six months ended June 30, 2024, the computation of diluted loss per share does not assume the conversion of the Company's outstanding convertible preferred shares, Tengcai's redeemable preferred shares (as disclosed in Note 22) and the effect of share options granted under the 2023 Pre-Listing Share Option Scheme (as disclosed in Note 24) as these would be anti-dilutive.

During the six months ended June 30, 2025, the computation of diluted loss per share does not assume the effect of share options granted under the 2023 Pre-Listing Share Option Scheme (as disclosed in Note 24), and the Company's Listed Warrants, Promoter Warrants and Promoter Earn-out Rights (defined in Note 22) as these would be anti-dilutive.

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2025

13. MOVEMENTS IN PROPERTY AND EQUIPMENT, AND RIGHT-OF-USE ASSETS

During the current interim period, the Group had the following significant movements in property and equipment, and right-of-use assets:

i. The Group acquired RMB4,398,000 (six months ended June 30, 2024: RMB5,741,000) of property and equipment.

ii. The Group renewed and entered into several new lease agreements for lease properties ranging from 2 to 3 years (six months ended June 30, 2024: 2 to 16 years). On lease commencement, the Group recognised right-of-use assets of RMB2,160,000 and lease liabilities of RMB2,160,000 (six months ended June 30, 2024: RMB11,268,000 and RMB10,900,000 respectively).

14. INTANGIBLE ASSETS

	As at	
	June 30, 2025	December 31, 2024
	RMB'000	*RMB'000*
	(Unaudited)	*(Audited)*
Carrying amount:		
Software	**3,071**	3,293
Trademark	**12,833**	13,933
Know-how	**93,000**	93,000
Digital assets	**2,263**	–
	111,167	110,226

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2025

15. INTERESTS IN ASSOCIATES AND A JOINT VENTURE

	As at	
	June 30, 2025 *RMB'000* *(Unaudited)*	December 31, 2024 *RMB'000* *(Audited)*
Associates		
Cost of investments, unquoted	**21,668**	21,668
Share of post-acquisition result	**(5,883)**	(6,068)
Impairment loss on investments in associates	**(8,397)**	(8,397)
	7,388	7,203
Joint Venture		
Cost of investment, unquoted	**30,625**	30,625
Share of post-acquisition result	**(3,981)**	(2,931)
	26,644	27,694
Total interests in associates and joint venture	**34,032**	34,897

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2025

15. INTERESTS IN ASSOCIATES AND A JOINT VENTURE (continued)

Details of the associates and a joint venture of the Group at the end of each reporting period are as follows:

	Place of registration/ operation	Principal activities	Percentage of equity interest As at		Percentage of voting rights As at	
			June 30, 2025 RMB'000 (Unaudited)	December 31, 2024 RMB'000 (Audited)	**June 30, 2025 RMB'000 (Unaudited)**	December 31, 2024 RMB'000 (Audited)
Name of associates						
Hunan Gangxin Information Technology Co., Ltd	PRC	Information technology services	**41.57%**	41.57%	**41.57%**	41.57%
Shanghai Fenzhi Information Technology Co., Ltd	PRC	Information technology consulting and services	**30.00%**	30.00%	**30.00%**	30.00%
Shanghai Tanqiao E-commerce Co., Ltd.	PRC	Online coal trading	**37.00%**	37.00%	**37.00%**	37.00%
Duda Software (Shanghai) Co., Ltd.	PRC	Software development	**20.00%**	20.00%	**20.00%**	20.00%
Shanghai Gangfeng Logistics Technology Co., Ltd.*	PRC	Information technology consulting and services	**7.12%**	7.12%	**7.12%**	7.12%
Shanghai Haolou Information Technology Co., Ltd.*	PRC	Information technology consulting and services	**12.58%**	12.58%	**12.58%**	12.58%
Name of joint venture						
Xingmao Zhilian	PRC	Steel trading	**43.75%**	43.75%	**43.75%**	43.75%

* The Group is able to exercise significant influence over these entities because it has the power to appoint one to two directors of these entities under the articles of association of these associates.

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2025

16. TRADE RECEIVABLES, PREPAYMENTS AND OTHER RECEIVABLES

	As at	
	June 30, 2025	December 31, 2024
	RMB'000	*RMB'000*
	(Unaudited)	*(Audited)*
Trade receivables (*note i*)		
– Transaction services *(note ii)*	**109,592**	76,973
– Transaction support services	**8,250**	6,675
– Technology subscription services	**2,770**	1,200
– Overseas transaction business	**252,995**	213,229
– Others	**2,161**	606
	375,768	298,683
Less: allowance for credit losses	**(25,259)**	(25,198)
	350,509	273,485
Prepayment to sellers in relation to transaction services *(note iii)*	**8,652,105**	8,251,935
Prepayment to sellers in relation to overseas transaction business	**42,158**	54,261
Refundable deposits in relation to purchase of property and equipment *(note vii)*	**71,479**	–
Interest receivable	**3,902**	3,529
Prepaid expenses	**29,578**	27,736
Amounts due from related parties	**–**	23,340
Loans to third parties *(note v)*	**20,695**	–
Refundable deposits to sellers	**13,312**	8,801
Deferred issue cost	**–**	3,019
Others *(note vi)*	**63,588**	73,651
	8,896,817	8,446,272
Less: allowance for credit losses	**(13,604)**	(15,940)
	8,883,213	8,430,332
Total trade receivables, prepayments and other receivables	**9,233,722**	8,703,817
Analysed for reporting purposes as:		
Current assets	**9,227,281**	8,696,367
Non-current assets *(note iv)*	**6,441**	7,450
	9,233,722	8,703,817

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2025

16. TRADE RECEIVABLES, PREPAYMENTS AND OTHER RECEIVABLES (continued)

Notes:

(i) Before accepting any new buyers, the Group assesses the potential buyer's credit quality by investigating their historical transaction records and defines credit limits by buyers. Credit sales are made to buyers with good credit history and credit limits granted to buyers are under regular review.

(ii) Trade receivables from transaction services include those receivables which are factored to bank and non-bank financial institutions with full recourse.

(iii) Prepayment to sellers in relation to transaction services refer to the gross transaction amount paid, and the corresponding revenue on transaction services is recognised on a net basis.

(iv) Non-current assets mainly represent prepaid expenses to be amortised over one year.

(v) Loans to independent third parties, who are either the customers or suppliers of the Group, comprise the following:

(a) An amount of RMB4,000,000 is interest bearing with interest rate at 8% per annum, secured with inventories and equipment, and repayable within three months;

(b) An amount of RMB2,000,000 is interest bearing with interest rate at 6% per annum, unsecured and repayable within six months;

(c) An amount of RMB3,000,000 is interest bearing with rate at 6% per annum, unsecured and repayable within eight months; and

(d) An amount of RMB11,695,000 is non-interest bearing and secured with post-dated cheque with maturity date of 90 days. Subsequent to current interim period, the post-dated cheque had been honored.

(vi) Other than restricted deposit as disclosed in Note 19, an amount of RMB25,155,000 included in others as at December 31, 2024 represented a deposit demanded by the court relating to a business dispute, which had been refunded to the Group on March 20, 2025. In addition, the balance of others included a government grant receivable amounting to RMB48,551,000 (December 31, 2024: RMB27,926,000) which the directors of the Company believe that there is reasonable assurance to recognise the government grant as the conditions attached to the government grant have been met, and the receipt of which is highly certain based on the Group's historical collection experience. An amount of RMB24,640,000 and nil for the government grant outstanding as at December 31, 2024 and June 30, 2025, respectively, had been received subsequent to the reporting period.

(vii) Subsequent to current interim period, a deposit amount of RMB51,941,000 had been refunded upon cancellation of order for the purchase of equipment.

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2025

16. TRADE RECEIVABLES, PREPAYMENTS AND OTHER RECEIVABLES (continued)

The Group generally allows credit periods ranging from 30 days to 90 days to its trade buyers. The following is an aged analysis of trade receivables (net of allowance for credit losses), presented based on the invoice date, which approximates the respective revenue recognition dates.

	As at	
	June 30, 2025	December 31, 2024
	RMB'000	*RMB'000*
	(Unaudited)	*(Audited)*
Not past due	**157,660**	170,392
Past due:		
0-90 days	**142,100**	78,170
91-180 days	**42,045**	17,103
181-365 days	**2,497**	5,550
1-2 years	**3,992**	151
Over 2 years	**2,215**	2,119
	192,849	103,093
	350,509	273,485

17. FINANCIAL ASSETS AT FVTOCI

	As at	
	June 30, 2025	December 31, 2024
	RMB'000	*RMB'000*
	(Unaudited)	*(Audited)*
Receivables at FVTOCI *(notes i and ii)*	**189,633**	114,349

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2025

17. FINANCIAL ASSETS AT FVTOCI (continued)

Notes:

(i) The balance represents bills receivables held by the Group which is measured at FVTOCI since the bills are held within the business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets, and the contractual cash flows are solely payments of principal and interest on the principal amount outstanding. As at June 30, 2025, included in the Group's receivables at FVTOCI are receivables amounting to RMB189,259,000 (December 31, 2024: RMB113,440,000), which are either endorsed to certain sellers for settlement of trade payables or discounted to the banks that are not derecognised in their entirety. Details of the disclosure are set out in Note 26(b).

Details of pledge of bills receivable for the Group's secured bank borrowings are set out in Note 21.

In addition, the Group has discounted certain bills receivables to banks and transferred certain bills receivables to its suppliers to settle its payables through endorsing the bills to its suppliers. These bills are issued or guaranteed by reputable PRC banks with high credit ratings, therefore the directors of the Company consider the substantial risks in relation to these bills are interest risk as the credit risk arising from these bills are minimal. Upon the discount/endorsement of these bills, the Group has transferred substantially all the risks (i.e. interest risks) of these bills to relevant banks/suppliers, hence the Group has derecognised these bills receivables. Details of the disclosure are set out in Note 26(c).

(ii) The Group's receivables at FVTOCI with the following maturity:

	As at	
	June 30, 2025 ***RMB'000*** ***(Unaudited)***	December 31, 2024 *RMB'000* *(Audited)*
0-180 days	**189,633**	114,349

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2025

18. FINANCIAL ASSETS AT FVTPL

	As at	
	June 30, 2025	December 31, 2024
	RMB'000	*RMB'000*
	(Unaudited)	*(Audited)*
Non-current:		
Preferred shares investments *(note i)*	**2,594**	2,612
Equity securities in a listed entity	**1,026**	1,026
Unlisted equity investments *(note ii)*	**40,819**	39,168
	44,439	42,806

Notes:

(i) The Group made preferred shares investments in private companies which principally engaged in e-commerce sales of merchandise and provision of internet services. All of these investments are convertible redeemable preferred shares or ordinary shares with preferential rights. The Group has the right to require and demand the investees to redeem all of the preferred shares held by the Group at guaranteed predetermined fixed amount upon redemption events which are out of control of issuers.

(ii) These investments represent equity investments in unlisted entities, in the form of ordinary shares without significant influence.

Details of the fair value hierarchy and major assumptions used in valuation for the financial assets are set out in Note 26.

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2025

19. CASH AND CASH EQUIVALENTS/RESTRICTED CASH

Cash and cash equivalents

Cash and cash equivalents comprised of cash and short-term bank deposits with an original maturity of three months or less. The short-term bank deposits are carried interest at market rates, ranging from 0.15% to 3.75% per annum as at June 30, 2025 (December 31, 2024: 0.1% to 3.75% per annum).

Restricted cash

	As at	
	June 30, 2025	December 31, 2024
	RMB'000	*RMB'000*
	(Unaudited)	*(Audited)*
Margin deposits to secure open derivatives	**–**	2,297
Deposits to secure bank borrowing and bills payable *(note i)*	**516,814**	470,280
Others *(note ii)*	**20,256**	34,118
Total	**537,070**	506,695

Notes:

(i) The pledged bank deposits carry annual fixed interest rates ranging from 0.05% to 1.85% as at June 30, 2025 (December 31, 2024: 0.3% to 3.2%). At the end of each reporting period, the bank deposits have been pledged to secure short-term banking facilities and bills payable, and are therefore classified as current assets. The pledged bank deposits will be released upon the settlement of the relevant borrowings and bills.

(ii) As at June 30, 2025, deposits amounting to RMB20,256,000 (December 31, 2024: RMB28,173,000) were restricted by banks pertaining to certain business disputes.

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2025

20. TRADE, BILLS AND OTHER PAYABLES

	As at	
	June 30, 2025	December 31, 2024
	RMB'000	*RMB'000*
	(Unaudited)	*(Audited)*
Trade payables		
– Transaction services	**76,974**	78,601
– Transaction support services	**19,930**	27,557
– Overseas transaction business	**10,505**	38,710
– Technology subscription services	**29**	11
– Others	**–**	295
	107,438	145,174
Bills payable	**565,050**	438,800
Advances received from buyers in relation to transaction services *(note)*	**8,646,844**	8,516,647
Interest payable	**425**	361
Salary and bonus payables	**36,447**	38,381
Stamp duty payable	**5,780**	17,553
Other taxes payable	**11,796**	3,937
Accrued expenses	**15,179**	2,235
Accrued professional fees and expenses related to De-SPAC Transaction	**4,890**	8,482
Accrued issue costs	**679**	352
Construction cost payables	**109**	157
Others	**9,954**	9,735
	9,404,591	9,181,814

Note: In relation to transaction services, the Group normally collects advances based on gross transaction amount from steel buyers and make prepayments to steel sellers on a back-to-back basis.

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2025

20. TRADE, BILLS AND OTHER PAYABLES (continued)

The average credit period on purchase of goods and services is 30 days. The following is an aged analysis of trade payables presented based on the goods received date.

	As at	
	June 30, 2025 **_RMB'000_** **_(Unaudited)_**	December 31, 2024 *RMB'000* *(Audited)*
0-30 days	**47,336**	125,151
31-180 days	**60,102**	20,023
	107,438	145,174

At the end of each reporting period, the Group had bills payable issued by banks with the following maturity.

	As at	
	June 30, 2025 **_RMB'000_** **_(Unaudited)_**	December 31, 2024 *RMB'000* *(Audited)*
0-180 days	**565,050**	438,800

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2025

21. BANK AND OTHER BORROWINGS

	As at	
	June 30, 2025	December 31, 2024
	RMB'000	*RMB'000*
	(Unaudited)	*(Audited)*
Fixed-rate borrowings:		
Bank borrowings	**591,256**	399,978
Other borrowings *(note i)*	**218**	6,380
	591,474	406,358
Analysed as:		
Secured	**135,075**	98,447
Guaranteed	**55,000**	20,000
Secured and guaranteed	**280,000**	280,000
Unsecured and unguaranteed	**121,399**	7,911
	591,474	406,358

Notes:

(i) The balances were arising from factoring of trade receivables to bank and non-bank financial institutions with full recourse.

(ii) The ranges of effective interest rates (which are also equal to contracted interest rates) on the Group's borrowings are as follows:

	As at	
	June 30, 2025	December 31, 2024
	(Unaudited)	*(Audited)*
Fixed-rate borrowings	**2.98%-3.5%**	3.5%-4.0%

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2025

21. BANK AND OTHER BORROWINGS (continued)

Notes: (continued)

(iii) Types of borrowings are as follows:

Types of borrowings	Guaranteed/secured by	As at June 30, 2025 RMB'000 (Unaudited)	As at December 31, 2024 RMB'000 (Audited)
Guaranteed bank borrowings	Guarantees from the shareholders* and fellow subsidiaries	**55,000**	20,000
Guaranteed and secured bank borrowings	Guarantees from the shareholders* and the Company, secured by building and leasehold lands of the Group	**280,000**	280,000
Secured bank borrowings	Secured by certain bank deposits	**5,700**	38,650
	Secured by certain bills receivable	**129,157**	53,417
Secured other borrowings	Secured by certain trade receivables	**218**	6,380
		135,075	98,447
Unsecured and unguaranteed bank borrowings		**121,399**	7,911
		591,474	406,358

* Pursuant to the agreement entered with the banks, the guarantees from shareholders were released on the day of listing of the Company by way of the De-SPAC Transaction.

Details of the securities of the bank and other borrowings are set out in Note 28.

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2025

22. FINANCIAL LIABILITIES AT FVTPL

	As at June 30, 2025 RMB'000 (Unaudited)	As at December 31, 2024 RMB'000 (Audited)
Current:		
Convertible preferred shares	**–**	6,821,940
Listed Warrant Liabilities	**3,390**	–
Promoter Warrant Liabilities	**14,771**	–
Promoter Earn-Out Rights Liabilities	**19,739**	–
	37,900	6,821,940
Non-current:		
Redeemable preferred shares	**27,888**	27,759
	65,788	6,849,699

The movements of the financial liabilities at FVTPL are set out as below:

	Convertible preferred shares RMB'000	Redeemable preferred shares RMB'000	Listed Warrant Liabilities RMB'000	Promoter Warrant Liabilities RMB'000	Promoter Earn-out Rights Liabilities RMB'000	Total RMB'000
Carrying amounts:						
As at January 1, 2024 (audited)	6,816,687	25,008	–	–	–	6,841,695
Change in fair value	5,253	2,751	–	–	–	8,004
As at December 31, 2024 (audited)	6,821,940	27,759	–	–	–	6,849,699
Capital Reorganisation *(Note 25)*	–	–	1,930	78,485	105,288	185,703
Change in fair value	37,814	129	1,460	(63,714)	(85,549)	(109,860)
Conversion into ordinary shares of the Company	(6,859,754)	–	–	–	–	(6,859,754)
As at June 30, 2025 (unaudited)	**–**	**27,888**	**3,390**	**14,771**	**19,739**	**65,788**
As at January 1, 2024 (audited)	6,816,687	25,008	–	–	–	6,841,695
Change in fair value	4,472	2,352	–	–	–	6,824
As at June 30, 2024 (unaudited)	**6,821,159**	**27,360**	**–**	**–**	**–**	**6,848,519**

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2025

22. FINANCIAL LIABILITIES AT FVTPL (continued)

Listed Warrants, Promoter Warrants and Promoter Earn-out Rights are defined and further explained below.

Convertible preferred shares

Since the date of incorporation and up to June 30, 2025, the Company has completed a series of financing by issuing convertible preferred shares.

The rights, preferences and privileges of the convertible preferred shares are the same as disclosed in the Company's 2024 annual report.

Following the listing of the Company's shares on March 10, 2025, the convertible preferred shares of the Company have been automatically converted into the ordinary shares of the Company and the number of ordinary shares are further increased at the ratio of approximately 1:1.106 pursuant to capitalisation issue as disclosed in Note 23. On the listing date, all the convertible preferred shares were converted into ordinary shares in the fair value of the ordinary shares of the Company at the offer price of HK$10.00 (equivalent RMB9.23).

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2025

22. FINANCIAL LIABILITIES AT FVTPL (continued)

Convertible preferred shares (continued)

The movement of the fair value of the convertible preferred shares is set out as below:

	Series A Preferred Shares *RMB'000*	Series B Preferred Shares *RMB'000*	Series C Preferred Shares *RMB'000*	Series D Group Preferred Shares *RMB'000*	Series E Preferred Shares *RMB'000*	Series F Preferred Shares *RMB'000*	Total convertible Preferred Shares *RMB'000*
At January 1, 2024 (audited)	794,884	622,327	872,493	1,347,306	2,075,835	1,103,842	6,816,687
Changes in fair value	271,974	182,852	104,861	(81,545)	(299,453)	(173,436)	5,253
At December 31, 2024 (audited)	1,066,858	805,179	977,354	1,265,761	1,776,382	930,406	6,821,940
At January 1, 2025	**1,066,858**	**805,179**	**977,354**	**1,265,761**	**1,776,382**	**930,406**	**6,821,940**
Changes in fair value	**6,490**	**4,846**	**5,613**	**6,825**	**9,236**	**4,804**	**37,814**
Conversion into ordinary shares of the Company	**(1,073,348)**	**(810,025)**	**(982,967)**	**(1,272,586)**	**(1,785,618)**	**(935,210)**	**(6,859,754)**
At June 30, 2025 (unaudited)	**–**	**–**	**–**	**–**	**–**	**–**	**–**
At January 1, 2024 (audited)	794,884	622,327	872,493	1,347,306	2,075,835	1,103,842	6,816,687
Changes in fair value	(9,508)	(8,991)	(17,623)	(11,958)	31,812	20,740	4,472
As at June 30, 2024 (unaudited)	785,376	613,336	854,870	1,335,348	2,107,647	1,124,582	6,821,159

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2025

22. FINANCIAL LIABILITIES AT FVTPL (continued)

Convertible preferred shares (continued)

Prior to the conversion into ordinary shares of the Company, the Group applied the discounted cash flow method to determine the underlying equity value of the Company and adopted option-pricing method and equity allocation model to determine the fair value of the convertible preferred shares. The Group engages an independent qualified valuation specialist, PGA Valuation Consultants LLC ("PGA"), to perform the valuation. Key assumptions are set out as below:

	As at December 31, 2024 *(Audited)*
Equity value (RMB million)	9,405
Discount rate	15.50%
Risk-free interest rate	4.37%
Discount for lack of marketability ("DLOM")	5.00%
Expected volatility	43.39%

Discount rate was estimated by weighted average cost of capital as of each reporting period. The Group estimated the risk-free interest rate based on the yield of government bond with maturity matching the time to expiration as of the valuation date plus country risk spread. The DLOM was estimated based on the option-pricing method. Under the option pricing method, the cost of put option, which can hedge the price change before the private held share can be sold, was considered as a basis to determine the lack of marketability discount. Volatility was estimated based on annualized standard deviation of daily stock price return of comparable companies for the period before respective valuation date and with similar span as time to expiration. In addition to the assumptions adopted above, the Company's projections of future performance were also factored into the determination of the fair value of the preference shares as at the end of current and prior reporting periods.

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2025

22. FINANCIAL LIABILITIES AT FVTPL (continued)

Redeemable preferred shares

In February 2021, Shanghai Tengcai Technology Co., Ltd. ("Tengcai"), a subsidiary of the Group, entered into definitive agreements with a third party investor, Welight Capital L.P ("Welight Capital") and issued redeemable preferred shares for a cash consideration of RMB20,000,000.

The voting rights, redemption rights and anti-dilution protection are the same as disclosed in the Company's 2024 annual report.

The movements of the fair value of the redeemable preferred shares are set out as below:

	As at	
	June 30, 2025 ***RMB'000*** ***(Unaudited)***	December 31, 2024 *RMB'000* *(Audited)*
Carrying amount:		
At the beginning of the reporting period	**27,759**	25,008
Changes in fair value	**129**	2,751
At the end of the reporting period	**27,888**	27,759

The Group applied the discounted cash flow method to determine the underlying equity value of the Tengcai and adopted option-pricing method and equity allocation model to determine the fair value of the redeemable preferred shares. Key assumptions are set out as below:

	As at	
	June 30, 2025 ***(Unaudited)*** ***%***	December 31, 2024 *(Audited)* *%*
Pre-tax discount rate	**18.71**	18.33
Risk-free interest rate	**1.39**	1.23
Expected volatility	**70.04**	71.76

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2025

22. FINANCIAL LIABILITIES AT FVTPL (continued)

Listed Warrants

Each warrant listed on the Stock Exchange with warrant code 2572 ("Listed Warrants") gives the holder the right to subscribe for one share of the Company upon completion of the De-SPAC Transaction at HK$11.50 per share when the average closing price of the ordinary shares of the Company for the 10 trading days immediately prior to the date on which the notice of exercise is received by the registrar (the "Fair Market Value") is at least HK$11.50 per share, provided that if the Fair Market Value is HK$18.00 or higher, the Fair Market Value will be deemed to be HK$18.00 for the purpose of calculating the number of shares to be issued upon exercise of any Listed Warrants. Such exercise will be conducted on a cashless basis by the holders surrendering the Listed Warrants for that number of ordinary shares of the Company, subject to adjustment, equal to the product of the number of ordinary shares of the Company underlying the Listed Warrants, multiplied by a quotient equal to the excess of the Fair Market Value of an ordinary share of the Company over HK$11.50 divided by the Fair Market Value of the ordinary share of the Company.

The Listed Warrants are exercisable 30 days after the completion of the De-SPAC Transaction up to the date immediately preceding the fifth anniversary of the date of the completion of the De-SPAC Transaction, both days inclusive.

Promoter Warrants

Pursuant to the Business Combination Agreement, the Company issued 30,131,879 promoter warrants ("Promoter Warrants") exchanged for Aquila's promoter warrant upon listing. Each Promoter Warrant gives the holder the right to subscribe for one ordinary share of the Company at HK$11.50 per share. The Promoter Warrants are exercisable 12 months after the completion of the De-SPAC Transaction. The contractual life of the Promoter Warrants is until March 10, 2030.

For the Promoter Warrants issued, those warrant holders will not be serving as employees of the Group nor will they provide services to the Group after the De-SPAC Transaction. Therefore, the Aquila's promoter warrants were assumed by the Company and the Promoter Warrants are regarded as part of the De-SPAC Transactions and IFRS 9 is applied in accounting for them.

Promoter Earn-out Rights

Pursuant to the promoter earn-out and lock-up agreement, the Company grants to the Promoters the right to receive a maximum of 12,508,125 ordinary shares of the Company.

The Promoter Earn-out Right is triggered only if the volume weighted average price of the Company (calculated based on the daily quotation sheets of the Stock Exchange) equals or exceeds HK$12 per share for a period of not less than 20 trading days within a 30 consecutive trading day period commencing six months after, and ending on the fifth anniversary of the date of, the completion of the De-SPAC Transaction. No service conditions for the Promoters was stipulated. Therefore, the earn-out arrangement is regarded as part of the De-SPAC Transaction instead of as post-acquisition remuneration and IFRS 9 is applied in accounting for this agreement.

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2025

22. FINANCIAL LIABILITIES AT FVTPL (continued)

Promoter Earn-out Rights (continued)

Presentation and Classification

The directors of the Company considered that the Listed Warrants, Promoter Warrants and Promoter Earn-Out Rights are accounted for as financial liabilities measured at FVTPL.

The directors of the Company also considered that the changes in the fair value of the Listed Warrants, Promoter Warrants and Promoter Earn-Out Rights attributable to the change in credit risk of these financial liabilities are minimal. Changes in fair value of the Listed Warrants, Promoter Warrants and Promoter Earn-Out Rights not attributable to the change in credit risk of the financial liabilities are charged to profit or loss and presented as "fair value changes of financial liabilities at FVTPL".

The Listed Warrants were valued by the directors with reference to market price and the Promoter Warrants and Promoter Earn-Out Rights were valued by the directors of the Company with reference to valuation reports carried out by an independent qualified professional valuer, PGA, which has appropriate qualifications and experiences in valuation of similar instruments.

The directors of the Company arrived the fair value of the Promoter Warrants and Promoter Earn-Out Rights using binomial model and monte carlo simulation model as at Closing Date and June 30, 2025. Key valuation assumptions used to determine the fair value of Promoter Warrants and Promoter Earn-Out Rights are as follows:

	As at June 30, 2025		As at March 10, 2025	
	Promoter Warrants	**Promoter Earn-Out Rights**	Promoter Warrants	Promoter Earn-Out Rights
Time to maturity	**4.69 years**	**4.69 years**	5.00 years	5.00 years
Risk-free interest rate	**1.95%**	**1.95%**	3.08%	3.08%
Expected volatility	**47.42%**	**47.42%**	48.97%	48.97%
Expected dividend yield	**0.00%**	**0.00%**	0.00%	0.00%

The directors of the Company estimated the risk-free interest rate based on the yield of Hong Kong Treasury security with a maturity life equal to the expected time to maturity of Promoter Warrants and Promoter Earn-Out Rights as of the valuation date. Expected volatility value was estimated on each valuation date based on average of historical volatilities of the comparable companies in the same industry for a period from the respective valuation dates to expected liquidation dates. Dividend yield is estimated based on management estimation at the valuation dates.

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2025

23. SHARE CAPITAL

The movement of share capital of the Company is set out as below:

	Par value per share US$	Number of ordinary shares Class A	Class B	Share capital US$000	Share capital presented in RMB RMB'000
Authorised:					
As at January 1, 2023 and December 31, 2024 (audited), and June 30, 2025 (unaudited)	0.00005	1,700,000,000	300,000,000	100	622

	Par value per share US$	Number of ordinary shares Class A	Class B	Share capital US$	Share capital presented in RMB RMB'000
Issued:					
As at January 1, 2024 and December 31, 2024 (audited)	0.00005	45,324,446	172,684,310	10,900	71
Conversion of preference shares *(Note 22)*	0.00005	743,121,519	–	37,156	267
Shares issued to PIPE and PEF investors	0.00005	54,814,642	–	2,741	20
Shares issued to promoters *(Note 25)*	0.00005	24,109,411	–	1,205	9
Shares and bonus shares issued to non-redeeming Aquila's Class A shareholders *(Note 25)*	0.00005	7,869,750	–	393	2
Capitalisation issue to existing shareholders *(note)*	0.00005	4,816,731	18,351,552	1,158	8
As at June 30, 2025 (unaudited)		**880,056,499**	**191,035,862**	**53,553**	**377**

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2025

23. SHARE CAPITAL (continued)

Note:

The capitalisation issue of 94,555,053 (Class A: 76,203,501 (including the conversion of preference shares), Class B: 18,351,552) shares is calculated at the ratio of approximately 1:1.106, which is derived from the ratio of converting 904,298,188 ordinary shares (including the conversion of preference shares) immediately before completion of the De-SPAC Transaction into 1,000,400,000 ordinary shares immediately after completion of the De-SPAC Transaction.

The Company has adopted a weighted voting rights structure. The share capital of the Company comprises Class A Shares and Class B Shares. The Class B shares are beneficially owned by Mr. Wang Dong and Mr. Wang Changhui. Each Class A Share entitles the holder to exercise one vote, and each Class B Share entitles the holder to exercise ten votes, respectively, on any resolution tabled at the Company's general meetings, except for resolutions with respect to the reserved matters, in relation to which each share is entitled to one vote.

24. SHARE-BASED PAYMENT TRANSACTIONS

Equity instruments granted by the Company to employees of the Group

2023 Pre-Listing Share Option Scheme

On July 14, 2023, the board of the Company approved the 2023 Pre-Listing Share Option Scheme for the primary purpose of recognising the contributions of certain employees and senior management of the Group and directors of the Company. The overall limit on the number of underlying shares pursuant to the 2023 Pre-Listing Share Option Scheme is 64,702,653 shares of the Company.

The option granted under the 2023 Pre-Listing Share Option Scheme can only be vested in the following manners (each date on which any portion of options granted shall be vested is hereinafter referred to as a "Vesting Date of 2023 Pre-Listing Share Option Scheme" and each batch on which any portion of options granted shall be vested is hereinafter referred to as a "Batch under 2023 Pre-Listing Share Option Scheme"):

Batch under 2023 Pre-Listing Share Option Scheme	Vesting Date of 2023 Pre-Listing Share Option Scheme
Batch 1	Not subject to any vesting period
Batch 2	Upon the Listing without service condition *(note)*
Batch 3	Within 5 business days of the first anniversary of the Listing Date, 50% of the options shall vest; and within 5 business days of the second anniversary of the Listing Date, the rest 50% of the option shall vest

Note: Batch 2 is only exercisable six months upon the Listing.

All the options granted under Batch 1 had been fully exercised in 2023.

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2025

24. SHARE-BASED PAYMENT TRANSACTIONS (continued)

Equity instruments granted by the Company to employees of the Group (continued)

2023 Pre-Listing Share Option Scheme (continued)

Set out below are details of the movements of the outstanding share options granted under the 2023 Pre-Listing Share Option Scheme:

Batch 2	**Outstanding as at January 1, 2025**	**Granted** *(note)*	**Exercised**	**Forfeited**	**Outstanding as at June 30, 2025**
Employee:					
March 5, 2025	–	9,010,154	–	–	9,010,154
Director:					
March 5, 2025	–	1,649,500	–	–	1,649,500
	–	10,659,654	–	–	10,659,654
Exercisable at the end of the period	–	–	–	–	–
Weighted average exercise price (RMB)	–	1.09	–	–	1.09

Batch 3	**Outstanding as at January 1, 2025**	**Granted** *(note)*	**Exercised**	**Forfeited**	**Outstanding as at June 30, 2025**
Employee:					
March 5, 2025	–	4,058,948	–	–	4,058,948
Director:					
March 5, 2025	–	1,382,840	–	–	1,382,840
	–	5,441,788	–	–	5,441,788
Exercisable at the end of the period	–	–	–	–	–
Weighted average exercise price (RMB)	–	3.62	–	–	3.62

Note: The number of share option granted have been automatically increased from 14,554,683 to 16,101,442 at the ratio of approximately 1:1.106, pursuant to capitalization issue as disclosed in Note 23.

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2025

24. SHARE-BASED PAYMENT TRANSACTIONS (continued)

Equity instruments granted by the Company to employees of the Group (continued)

2023 Pre-Listing Share Option Scheme (continued)

The estimated fair value of the share options at the date of grant were approximately RMB106,034,000 for Batch 2 and Batch 3 granted in 2025. The fair value was calculated using the Binomial model. The major inputs into the model are as follows:

	Batch 2	Batch 3
Equity value per share (RMB)	9.25	9.25
Exercise price (RMB)	0.0009-6.45	3.62
Expected volatility	50.59%	50.59%
Expected life (years)	10	10
Risk-free interest rate	1.81%	1.81%
Forfeiture rate	0.00%	0.00%-16.29%

The risk-free interest rate was based on market yield rate of PRC government bonds with the term corresponding to the contractual life of the options. Expected volatility was determined by using the historical volatility of the comparable companies. Changes in variables and assumptions may result in changes in the fair values of the share options.

The variables and assumptions used in computing the fair value of the share options are based on the directors of the Company's best estimate. The value of an option varies with different variables of certain subjective assumptions.

The Group recognised total expense of approximately RMB83,670,000 for the period ended June 30, 2025 (June 30, 2024: nil) in relation to options granted by the Company under the 2023 Pre-Listing Share Option Scheme.

25. CAPITAL REORGANISATION

Capital reorganisation as part of the De-SPAC Transaction ("Capital Reorganisation") is accounted for as share-based payment transaction under IFRS 2 and the shares allotted and issued to effect the Capital Reorganisation are measured at fair value of the equity consideration issued to the former owners of Aquila.

Since the Company has issued shares with a fair value in excess of the net assets of Aquila acquired, the difference is recognised in profit or loss as De-SPAC Transaction expenses arising from capital reorganisation.

The fair value of the consideration was determined as follows:

(i) Based on the number of non-redeeming shares of Aquila outstanding immediately prior to the Capital Reorganisation, plus the bonus share issued immediately prior to the Capital Reorganisation, totalling 7,869,750 shares, with a share price of HK$10 per share; and

(ii) Based on the number of Aquila's promoter shares outstanding immediately prior to the Capital Reorganisation, totalling 24,109,411 shares, also at a share price of HK$10 per share.

Accordingly, the deemed consideration amount to approximately RMB295,184,000.

The fair value hierarchy of the input (i.e. share price of Aquila) to determine De-SPAC Transaction expense is categorised under Level 1 by reference to the quoted bid prices in an active market.

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2025

25. CAPITAL REORGANISATION (continued)

The carrying amount of the identifiable assets and liabilities of Aquila acquired or assumed upon the Capital Reorganisation in exchange for the issued share capital of the Company and the De-SPAC Transaction expense arising from the capital reorganisation are set out as follows:

	RMB'000
Ordinary shares of the Company issued:	
– In exchange of non-redeeming Aquila's Class A shareholders	69,184
– As bonus shares issue to non-redeeming Aquila's Class A shareholders	3,459
– As promoter shares	222,541
	295,184
Less: fair value of Aquila 's identifiable assets acquired and liabilities assumed	
Cash and cash equivalents	115,769
Trade and other receivables	759
Accrued payable	(9,231)
	107,297
Excess of net assets	187,887
Other liabilities arising from the Capital Reorganisation:	
Listed warrants	1,930
Promoter Warrants liabilities	78,485
Promoter earn-out right liabilities	105,288
De-SPAC Transaction expense arising from capital reorganisation	373,590

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2025

25. CAPITAL REORGANISATION (continued)

	RMB'000
Net cash inflow from Capital Reorganisation:	
Cash and cash equivalent balances acquired	115,769

26. FINANCIAL INSTRUMENTS

a) Fair value measurements and valuation process

The directors of the Company have closely monitored and determined the appropriate valuation techniques and inputs for fair value measurements.

In estimating the fair value of an asset, the Group uses market-observable data to the extent it is available. For instruments with significant unobservable inputs under Level 3, the Group engages an independent qualified valuation specialist, PGA, to perform the valuation. Management of the Group works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model on a regular basis, or when needs arise and will report the significant results and findings to the board of directors of the Company. The Group uses valuation techniques that include inputs that are not based on observable market data to estimate the fair value of certain types of financial instruments.

The fair values of these financial assets and financial liabilities are determined (in particular, the valuation technique(s) and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (Levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

- Level 1 fair value measurements are based on quoted prices (unadjusted) in active market for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include the lowest level inputs which are significant to the fair value measurement for the asset or liability that are not based on observable market data (significant unobservable inputs).

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2025

26. FINANCIAL INSTRUMENTS (continued)

a) Fair value measurements and valuation process (continued)

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis

Financial assets/ financial liabilities	Fair value at As at June 30, 2025 RMB'000 (Unaudited)	December 31, 2024 RMB'000 (Audited)	Fair value hierarchy	Valuation techniques and key inputs	Significant Unobservable input(s)
Preferred shares investments	**2,594**	2,612	Level 3	Market approach in business valuation. The key inputs include enterprise value/last twelve months sales ("LTM EV/S") multiple, DLOM.	LTM EV/S multiple, DLOM
Equity securities in a listed entity	**1,026**	1,026	Level 1	Transaction price in an active market.	N/A
Unlisted equity investments	**40,819**	39,168	Level 3	Market approach. The key inputs include LTM EV/S multiples or enterprise value/earnings before interest and tax multiple, DLOM.	LTM EV/S multiples or enterprise value/ earnings before interest and tax multiple, DLOM
Derivative financial liabilities	**(510)**	–	Level 2	Market approach. The fair value of the commodity forward contracts is estimated by reference to the quoted bid prices of similar standardised commodity forward contracts, the fair value of foreign exchange forwards is estimated by reference to the open market exchange rate at the end of the reporting period.	N/A
Convertible preferred shares	**–**	(6,821,940)	Level 3	Refer to Note 22	DLOM, discount rate, risk free interest rate, expected volatility
Redeemable preferred shares	**(27,888)**	(27,759)	Level 3	Refer to Note 22	DLOM, discount rate, risk free interest rate, expected volatility

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2025

26. FINANCIAL INSTRUMENTS (continued)

a) Fair value measurements and valuation process (continued)

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (continued)

Financial assets/ financial liabilities	Fair value at As at June 30, 2025 RMB'000 (Unaudited)	December 31, 2024 RMB'000 (Audited)	Fair value hierarchy	Valuation techniques and key inputs	Significant Unobservable input(s)
Financial assets at FVTOCI	**189,633**	114,349	Level 2	Income approach – in this approach, the discounted cash flow method was used to capture the present value of the cash flows to be derived from the receivables using the discount rate that reflected the credit risk of the corresponding banks which are observable.	N/A
Listed Warrant Liabilities	**(3,390)**	–	Level 1	Transaction price in an active market.	N/A
Promoter Warrant Liabilities	**(14,771)**	–	Level 3	Market approach in business valuation. The key inputs include risk-free interest rate, comparable company stock price volatility.	Discount rate, stock price volatility
Promoter Earn-out Rights Liabilities	**(19,739)**	–	Level 3	Market approach in business valuation. The key inputs include risk-free interest rate, comparable company stock price volatility.	Discount rate, stock price volatility

There were no transfers between Level 1, 2 and 3 during the reporting period.

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2025

26. FINANCIAL INSTRUMENTS (continued)

a) Fair value measurements and valuation process (continued)

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (continued)

Reconciliation of Level 3 fair value measurements

	Financial assets at FVTPL *RMB'000*	Financial liabilities at FVTPL *RMB'000*
As at January 1, 2024 (Audited)	41,254	(6,841,695)
Gain (loss) on fair value change	526	(8,004)
As at December 31, 2024 (Audited)	41,780	(6,849,699)
Conversion into ordinary shares of the Company	–	6,859,754
Addition arising from Capital Reorganisation *(Note 25)*	–	(183,773)
Gain on fair value change	1,633	111,320
As at June 30, 2025 (Unaudited)	**43,413**	**(62,398)**

Fair value of financial assets and financial liabilities that are not measured at fair value on a recurring basis

For the financial assets and financial liabilities that are not measured at fair value on a recurring basis, the directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the condensed consolidated financial statements approximate their fair values.

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2025

26. FINANCIAL INSTRUMENTS (continued)

b) Transfers financial assets that are not derecognised in their entirety

The following were the Group's financial assets as at the end of the reporting period that were transferred to banks or suppliers by discounting/endorsing or factoring on a full recourse basis. As the Group has not transferred the significant risks and rewards, it continues to recognise the full carrying amount and recognises the cash received on the transfer as a collateralised borrowing (see Note 21). These financial assets are carried at amortised cost in the consolidated statement of financial position.

As at December 31, 2024 (Audited)	Bills discounted to banks that are not derecognised in their entirety *RMB'000*	Bills endorsed to suppliers that are not derecognised in their entirety *RMB'000*	Factoring of trade receivables to bank financial institutions with full recourse *RMB'000*	Total *RMB'000*
Carrying amount of transferred assets	53,417	60,023	6,380	119,820
Carrying amount of associated liabilities	(53,417)	(60,023)	(6,380)	(119,820)
Net position	–	–	–	–

As at June 30, 2025 (Unaudited)	**Bills discounted to banks that are not derecognised in their entirety** ***RMB'000***	**Bills endorsed to suppliers that are not derecognised in their entirety** ***RMB'000***	**Factoring of trade receivables to bank financial institutions with full recourse** ***RMB'000***	**Total** ***RMB'000***
Carrying amount of transferred assets	**129,157**	**60,102**	**218**	**189,477**
Carrying amount of associated liabilities	**(129,157)**	**(60,102)**	**(218)**	**(189,477)**
Net position	**–**	**–**	**–**	**–**

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2025

26. FINANCIAL INSTRUMENTS (continued)

c) Transferred financial assets that are derecognised in their entirety but have continuing involvement

As at June 30, 2025, the Group has derecognised bills discounted to the banks or endorsed to certain sellers but not expired amounting to RMB5,911,838,000 (2024: RMB9,964,372,000). These bills are issued or guaranteed by reputable PRC banks with high credit ratings, as such, the directors of the Company consider the substantial risks in relation to these bills are interest risk as the credit risk arising from these bills are minimal, the Group has transferred substantially all the risks (i.e. interest risks) of these bills to relevant banks or sellers. However, if the bills cannot be accepted at maturity, the relevant banks or sellers have the right to require the Group to pay off the outstanding balance.

Moreover, as at June 30, 2025, the Group has derecognised trade receivables factored to the banks with no recourse but not expired amounting to RMB892,393,000 (2024: RMB783,628,000). The Group has transferred substantially all of the risks and rewards of these trade receivables but have certain continuing involvement (i.e. interest risks).

Although the Group continues to have involvement in these bills and trade receivables, the management of the Group estimates that the exposure of incurring a loss from its continuing involvement in the derecognised financial assets is insignificant.

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2025

27. RELATED-PARTY TRANSACTIONS

The Group has the following significant transactions with related parties during the reporting periods:

Transactions with a related party

	Six months ended June 30,	
	2025	2024
	RMB'000	*RMB'000*
	(Unaudited)	*(Audited)*
Commission income *(note i)*	**417**	16

Balance with a related party

	As at	
	June 30, 2025	December 31, 2024
	RMB'000	*RMB'000*
	(Unaudited)	*(Audited)*
Trade related:		
Amount due from a related party *(note i)*	**7,794**	37,371

	As at	
	June 30, 2025	December 31, 2024
	RMB'000	*RMB'000*
	(Unaudited)	*(Audited)*
Non-trade related:		
Amounts due from founders and their spouses *(note ii)*	**–**	23,340

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2025

27. RELATED-PARTY TRANSACTIONS (continued)

Balance with a related party (continued)

Notes:

(i) This related party is the joint venture of the Company. The amounts are included in trade receivables and prepayment to sellers in relation to transaction services and transaction support services in Note 16 and advances received from buyers in relation to transaction services in Note 20, respectively. The aging of amount due from is within one year.

(ii) The balance pertains to amounts due from the founders, namely Wang Dong and Wang Changhui, and their spouses which were non-interest bearing, unsecured and repayable on demand and will be settled prior to the De-SPAC transaction. In February 2025, amounts due from founders and their spouses have been settled in full.

Compensation of key management personnel

The remuneration of directors and other members of key management during the was as follows:

	Six months ended June 30,	
	2025	2024
	RMB'000	*RMB'000*
	(Unaudited)	*(Unaudited)*
Salaries, allowances and benefits	**5,619**	6,744
Performance-related bonuses	**1,750**	–
Retirement benefits scheme contributions	**680**	747
Equity-settled share-based expense	**18,025**	–
	26,074	7,491

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2025

28. PLEDGE OF ASSETS

At the end of each reporting period, the Group pledged certain assets as securities for borrowings and other financing facilities. Details of the pledged assets and the corresponding carrying amounts are set out below:

	As at	
	June 30, 2025	December 31 2024
	RMB'000	*RMB'000*
	(Unaudited)	*(Audited)*
Buildings	**196,126**	198,515
Right-of-use assets	**16,321**	16,514
Restricted cash	**516,814**	470,280
Trade and other receivables	**218**	6,380
Financial assets at FVTOCI	**129,157**	53,417
	858,636	745,106

29. MAJOR NON-CASH TRANSACTIONS

During the six months ended June 30, 2025, pledged bank deposits for bills payable related to transaction services amounting to RMB434,204,000 (six months ended June 30, 2024: RMB650,000,000) was offset to settle the bills payable.

Definitions

"AI"	artificial intelligence
"Altus Capital Limited"	Altus Capital Limited, the compliance advisor appointed by the Company to provide advice and guidance to the Group in respect of compliance with applicable laws and regulations
"Aquila"	Aquila Acquisition Corporation, an exempted company incorporated under the laws of the Cayman Islands with limited liability on November 25, 2021
"Auditor"	the auditor of the Company
"Audit Committee"	the audit committee established by the Company in accordance with Rule 3.21 of the Listing Rules and paragraph D.3.3 of the Corporate Governance Code
"Board"	the board of directors consisting of the executive Directors, non-executive Directors and the independent non-executive Directors of the Company
"Business Combination Agreement"	the business combination agreement entered into on August 31, 2023 and amended on December 9, 2024 among Aquila, our Company and ZG Merger Sub
"BVI"	the British Virgin Islands
"B2B"	business to business, a type of commerce transaction in which businesses sell products or services to businesses rather than to individual consumers
"Circular"	the circular to shareholders of Aquila dated February 5, 2025, titled "(1) De-SPAC Transaction comprising (a) the Business Combination Agreement (b) Reverse Takeover involving a New Listing Application by ZG Group (the "**Successor Company**") (c) the PIPE Investments (d) Grant of Promoter Earn-out Right (2) Merger Proposal (3) Proposed Adoption of New Memorandum and Articles of Association by Aquila (4) Withdrawal of Listing of Aquila Class A Shares and (5) Notice of Extraordinary General Meeting"
"Class A Shares"	the class A ordinary shares in the share capital of the Company with a par value of US$0.00005 each, conferring a holder of a class A ordinary share one vote per share on all matters subject to the vote at general meetings of the Company

Definitions

"Class B Shares"	the class B ordinary shares in the share capital of the Company with a par value of US$0.00005 each, conferring weighted voting rights in the Company such that a holder of a class B ordinary share is entitled to ten votes per share on all matters subject to the vote at general meetings of the Company, save for a limited number of Reserved Matters in relation to which each share is entitled to one vote as provided for under Chapter 8A of the Listing Rules and the Company Articles
"Company" or "we" or "our Company"	ZG Group (找钢产业互联集团), an exempted company incorporated under the laws of the Cayman Islands with limited liability on February 27, 2012
"Company Articles"	the amended and restated articles of association (as amended from time to time) adopted by the Company on July 14, 2023 and which became effective on March 10, 2025
"Company Memorandum"	the memorandum of association (as amended from time to time), conditionally adopted by the Company on July 14, 2023 and which became effective on March 10, 2025
"Company Shares" or "Shares"	the Class A Shares and Class B Shares
"Company Shareholders"	holder(s) of the Class A Shares and Class B Shares of the Company
"Concert Parties"	collectively, Mr. Wang Dong, Mr. Wang Changhui, Mr. Rao Huigang, Jeremy Global Development Limited, Kiwi Global Development Limited, Restriven Limited, Wangdong Holdings, Pangmao1 Ltd, Wangchanghui Holdings, Pangmao2 Ltd and Raohuigang Holdings
"Contractual Arrangements"	the series of contractual arrangements entered into by, among others, WFOE 1, Registered Shareholders of Zhaogang Netcom
"Controlling Shareholders"	Mr. Wang Dong, Mr. Wang Changhui, Mr. Rao Huigang, Jeremy Global Development Limited, Kiwi Global Development Limited, Restriven Limited, Wangdong Holdings, Pangmao1 Ltd, Wangchanghui Holdings, Pangmao2 Ltd and Raohuigang Holdings
"Corporate Governance Code"	the corporate governance code set out in Appendix C1 to the Listing Rules

Definitions

"Corporate Governance Committee"	the corporate governance committee established by the Company in accordance with Appendix C1 to the Listing Rules
"Corporate Governance Report"	the corporate governance report for the Company for the year ended December 31, 2024
"De-SPAC Transaction"	the transactions contemplated by the Business Combination Agreement, including the Pre-Merger Capital Restructuring, the Merger and the PIPE Investments, resulting in the listing of the Company on the Stock Exchange subject to obtaining all the necessary approvals
"Director(s)"	the executive Directors, non-executive Directors and the independent non-executive Directors of the Company, as the context requires
"ECL model"	expected credit loss model
"FVTPL"	fair value through profit and loss
"GMV"	gross merchandise volume, the total value of merchandise sold in a given period; GMV of the Group includes (i) total value of steel products sold under transaction services, (ii) total value of steel products transacted under FatCat Easy Procurement, (iii) total value of steel products under overseas transaction business, and (iv) total value of non-steel products
"Group"	the Company, its subsidiaries and Consolidated Affiliated Entities, including their respective predecessors
"HK$" or "HKD"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong" or "HK"	the Hong Kong Special Administrative Region of the PRC
"IFRS"	International Financial Reporting Standards
"independent third party(ies)"	any entity(ies) or person(s) which or who is/are not a connected person (within the meaning ascribed thereto under the Listing Rules)
"Latest Practicable Date"	September 17, 2025
"Listing"	the listing of the Company Shares on the Main Board of the Stock Exchange

Definitions

"Listing Date"	March 10, 2025
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"Merger"	the merger of ZG Merger Sub with and into Aquila, subject to the terms and conditions of the Business Combination Agreement and in accordance with the laws of the Cayman Islands, with Aquila being the surviving entity following the Merger and becoming (immediately following the Merger) a direct wholly-owned subsidiary of the Company
"Model Code"	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules
"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 established by the Company in compliance with Rules 3.27A, 8A.27 and 8A.28 of the Listing Rules and paragraph B.3.1 of the Corporate Governance Code
"PIPE Investment Agreements"	the subscription agreements entered into on August 31, 2023 and February 5, 2025 among Aquila, the Company and the PIPE Investors
"PIPE Investments"	the subscription of the PIPE Investment Shares by the PIPE Investors pursuant to the PIPE Investment Agreements
"PIPE Investors"	the independent third party investors in the De-SPAC Transaction
"PRC" or "China"	the People's Republic of China, but for the purposes of this interim report only, except where the context requires, references in this interim report to PRC or China exclude Hong Kong, Macau and Taiwan
"2023 Pre-Listing Share Option Scheme"	a scheme which permits the grant of options to subscribe for Company Shares by selected participants
"Pre-Merger Capital Restructuring"	capital restructuring transactions to be implemented by the Company and immediately prior to the filing of Aquila's merger plan with the Cayman Registrar
"Raohuigang Holdings"	Raohuigang Holdings Limited, a company established in the BVI with limited liability on February 23, 2012, which is controlled by Mr. Rao Huigang

Definitions

"Registered Shareholder(s)"	any person (including without limitation a nominee, trustee, depositary or any other authorized custodian or third party) whose name is entered in the register of members of Aquila
"Registered Shareholders of Zhaogang Netcom"	registered shareholders of Zhaogang Netcom, namely, Mr. Wang Dong, Mr. Wang Changhui, Mr. Rao Huigang, Shenzhen Cangjin Investment Partnership (L.P.) (深圳市滄金投資合夥企業(有限合夥)), Shanghai Mstone Asset Management Office (上海麥斯通資產管理事務所), Shanghai Weiyi Investment Management Centre (L.P.) (上海未易投資管理中心(有限合夥)), Hangzhou Sanren Yanxing Investment Partnership (L.P.) (杭州三仁焱興投資合夥企業(有限合夥)), Shanghai Yunqi Wangchuang Venture Capital Investment Centre (L.P.) (上海雲奇網創創業投資中心(有限合夥)), Hangzhou Yunjia Venture Capital Investment Partnership (L.P.) (杭州雲嘉創業投資合夥企業(有限合夥)), Shenzhen Xianfeng Chengzhang Investment L.P. (深圳險峰成長投資合夥企業(有限合夥)), Jiaxing Fenglin Yuyong Investment Partnership (L.P.) (嘉興豐廩豫永投資合夥企業(有限合夥)), Beijing Shishang Xiliu Catering Management Co., Ltd. (北京石上溪流餐飲管理有限公司), Beijing Jianshi Hongyuan Investment Management Centre (L.P) (北京堅石宏遠投資管理中心(有限合夥)), Beijing Jianshi Tianhui Management Consulting Centre (L.P.) (北京堅石天匯管理諮詢中心(有限合夥)), Zhuhai Fuhai Huachuang Information Technology Venture Capital Investment Fund (L.P.) (珠海富海鏵創信息技術創業投資基金(有限合夥)), Xinyu Zhongfu Investment Management Centre (L.P.) (新余眾富投資管理中心(有限合夥)), Shenzhen Huasheng Linghui Equity Investment Fund Partnership (L.P.) (深圳華晟領輝股權投資合夥企業(有限合夥)), Shenzhen Cangxin Investment Partnership (L.P.) (深圳市滄鑫投資合夥企業(有限合夥)) and Wuxi Baiaoji Equity Investment Partnership (L.P.) (無錫佰奧基股權投資合夥企業(有限合夥))
"Remuneration Committee"	the remuneration committee established by the Company in compliance with Rule 3.25 of the Listing Rules and paragraph E.1.2 of the Corporate Governance Code
"Reporting Period"	the six months ended June 30, 2025
"Reserved Matter(s)"	means (i) any amendment to the Company Memorandum or the Company Articles, including the variation of the rights attached to any class of shares; (ii) the appointment, election or removal of any independent non-executive Director of the Company, (iii) the appointment or removal of the Company's auditors, and (iv) the voluntary liquidation or winding-up of the Company

Definitions

"RMB"	the lawful currency of the PRC
"SaaS"	software as a service, a cloud-based software licensing and delivery model in which software and associated data are centrally hosted
"SAFE"	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
"SKU"	stock keeping unit
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"TCRM"	the Trading Customer Relationship Management Platform co-developed by the Company and Tencent Technology Co., Ltd. together
"ton"	metric ton, is a unit of weight, being 1,000 kilograms
"total transaction volume"	the total tonnage of steel products (i) transacted under the Group's transaction services, (ii) transacted under FatCat Easy Procurement, and (iii) transacted under overseas transaction business, in a given period
"UAE"	United Arab Emirates
"U.S." "US$" or "United States"	the United States of America, its territories and possessions, any state of the United States and the District of Columbia
"USD"	U.S. dollars, the lawful currency of the U.S.
"Wangchanghui Holdings"	Wangchanghui Holdings Limited, a company established in the BVI with limited liability on February 23, 2012, which is controlled by Mr. Wang Changhui
"Wangdong Holdings"	Wangdong Holdings Limited, a company established in the BVI with limited liability on February 23, 2012, which is controlled by Mr. Wang Dong

Definitions

"WFOE 1"	Beijing Gangfu Management Consulting Co., Ltd. (北京鋼富管理諮詢有限公司) (former names: Beijing Gangfu Huitong Commerce Co., Ltd. (北京鋼富匯通商貿有限公司) and Beijing Gangfu Huitong Consultancy Co., Ltd. (北京鋼富匯通諮詢有限公司)), a company established in the PRC with limited liability on May 23, 2012 and an indirect wholly-owned subsidiary of the Company
"WVR Beneficiaries"	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, refers to Mr. Wang Dong and Mr. Wang Changhui, being the holders of the Class B Shares, entitling each to weighted voting rights, details of which are set out in the section headed "Weighted Voting Rights" in "Corporate Governance Report"
"WVR structure"	has the meaning ascribed to it in the Listing Rules
"Xinmao Equity Investment"	Shanghai Xinmao Equity Investment Management Co., Ltd. (上海新貓股權投資管理有限公司), a company established in the PRC with limited liability on September 6, 2016 and a wholly-owned subsidiary of Zhaogang Netcom
"ZG Merger Sub"	ZG Merger Sub Limited, an exempted company incorporated under the laws of the Cayman Islands with limited liability on July 17, 2023 and a wholly-owned subsidiary of Company
"Zhaogang Netcom"	Shanghai Steel Information Technology Co., Ltd. (上海找鋼網信息科技股份有限公司), a joint stock company established in the PRC with limited liability on August 4, 2016 (formerly known as Shanghai Gangfu E-commerce Co., Ltd. (上海鋼富電子商務有限公司)), the financial results of which have been consolidated and accounted for as a subsidiary of Company by virtue of the Contractual Arrangements, and one of our Consolidated Affiliated Entities