Keep Inc.

(A company incorporated in the Cayman Islands with limited liability)
（於開曼群島註冊成立的有限公司）

Stock Code 股份代號 : 3650

Annual Report 年度報告 2025

Contents

Corporate Information

BOARD OF DIRECTORS

Executive Directors

Mr. Wang Ning *(Chairman and Chief Executive Officer)*
Mr. Peng Wei
Mr. Xu Ce Evan *(appointed on November 13, 2025)*
Mr. Liu Dong *(resigned on November 13, 2025)*

Independent Non-Executive Directors

Ms. Ge Xin
Mr. Shan Yigang
Mr. Wang Haining

AUDIT COMMITTEE

Ms. Ge Xin *(Chairperson)*
Mr. Shan Yigang
Mr. Wang Haining

NOMINATION COMMITTEE

Mr. Shan Yigang *(Chairperson)*
Mr. Wang Haining
Mr. Wang Ning
Ms. Ge Xin *(appointed on March 28, 2025)*

REMUNERATION COMMITTEE

Mr. Wang Haining *(Chairperson)*
Ms. Ge Xin
Mr. Wang Ning

JOINT COMPANY SECRETARIES

Mr. Xu Ce Evan *(appointed on May 16, 2025)*
Ms. Lai Siu Kuen
Ms. Lin Yuxin *(resigned on May 16, 2025)*

AUTHORIZED REPRESENTATIVES

Mr. Wang Ning
Mr. Xu Ce Evan *(appointed on May 16, 2025)*
Ms. Lin Yuxin *(resigned on May 16, 2025)*

AUDITOR

RSM Hong Kong
(Certified Public Accountants and Registered Public Interest Entity Auditor)
29th Floor, Lee Garden Two
28 Yun Ping Road, Causeway Bay, Hong Kong

LEGAL ADVISERS AS TO HONG KONG LAW

Davis Polk & Wardwell
10/F, The Hong Kong Club Building
3A Chater Road
Central, Hong Kong

REGISTERED OFFICE

ICS Corporate Services (Cayman) Limited
Palm Grove Unit 4
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P.O. Box 52A Edgewater Way, #1653
Grand Cayman KY1-9006
Cayman Islands

HEADQUARTERS

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No. 9 Wangjing Street
Chaoyang District
Beijing, China

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 1918, 19/F
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33 Hysan Avenue
Causeway Bay
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

ICS Corporate Services (Cayman) Limited
Palm Grove Unit 4
265 Smith Road, George Town
P.O. Box 52A Edgewater Way, #1653
Grand Cayman KY1-9006
Cayman Islands

HONG KONG SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited
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Wan Chai, Hong Kong

COMPANY WEBSITE

https://keep.com/

STOCK CODE

3650

Five Year Financial Summary

RESULTS

	For the year ended December 31,				
	2025	2024	2023	2022	2021
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Revenues	**1,637,267**	2,065,694	2,137,834	2,211,551	1,619,538
Gross profit	**854,126**	965,432	961,644	900,380	676,628
Gross profit margin (%)	**52.2**	46.7	45.0	40.7	41.8
(Loss)/profit for the year	**(71,786)**	(534,710)	1,105,908	(104,551)	(2,908,237)
Adjusted net profit/(loss) for the year (Non-IFRS measures)(note)	**25,216**	(469,606)	(295,418)	(666,907)	(826,527)
Adjusted net profit/(loss) margin (%)	**1.5**	(22.7)	(13.8)	(30.2)	(51.0)

Note: We define adjusted net profit/(loss) as (loss)/profit for the year, excluding share-based compensation expenses and fair value changes of convertible redeemable preferred shares. We exclude these items because they do not involve any cash outflow: (i) share-based compensation expenses primarily represent the non-cash employee benefit expenses incurred in connection with our 2016 Plan, 2021 Plan and 2023 Plan. Such expenses in any specific year are not expected to result in future cash payments, and (ii) fair value changes of convertible redeemable preferred shares mainly represent changes in the fair value of the convertible redeemable preferred shares issued by us and relate to changes in our valuation. We did not record any further fair value changes of the convertible redeemable preferred shares after the Listing as preferred shares liabilities were redesignated and reclassified from liabilities to equity after automatically converting into ordinary shares upon the Listing.

ASSETS, LIABILITIES AND EQUITY

	As at December 31,				
	2025	2024	2023	2022	2021
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Total current assets	**1,341,345**	1,735,935	2,291,429	2,429,200	2,960,379
Total non-current assets	**437,633**	169,867	157,312	204,341	160,159
Total assets	**1,778,978**	1,905,802	2,448,741	2,633,541	3,120,538
Total current liabilities	**422,932**	526,899	532,171	667,115	606,866
Total non-current liabilities	**3,356**	23,101	43,421	9,476,589	9,274,323
Total liabilities	**426,288**	550,000	575,592	10,143,704	9,881,189
Net assets	**1,352,690**	1,355,802	1,873,149	(7,510,163)	(6,760,651)
Total equity/(deficit in equity)	**1,352,690**	1,355,802	1,873,149	(7,510,163)	(6,760,651)
Total equity and liabilities	**1,778,978**	1,905,802	2,448,741	2,633,541	3,120,538

Management Discussion and Analysis

The year 2025 marked the culmination of China's 14th Five-Year Plan, a period in which the sports industry solidified its role as a pivotal counter-cyclical stabilizer. This sector achieved an average annual value-added growth of 10.5%, consistently outpacing the broader China Gross Domestic Product (GDP). According to the *2025 National Fitness Activity Survey Bulletin*, the proportion of Chinese population exercising regularly increased to 38.5%, while per capita sports spending among residents aged 19-59 surged by 38.1% compared to year 2020, reaching approximately RMB2,500 per annum. The resonance between the national fitness surge and the upgrade in sports consumption – underpinned by a deepening societal shift toward extensive and scientific fitness – has fortified the mass market foundation. Simultaneously, this trend has catalyzed the rise of niche sports, thereby expanding the industry's horizon and unlocking new engines and opportunities for high-quality sports development. Against this favorable macro tailwind, Keep remained steadfast to its operational "lean-and-fit" approach throughout 2025, validating its business resilience through a clear execution path and achieving two key milestones. First, we improved our profitability in 2025 and recorded adjusted net profit (Non-IFRS measures) for the first time. Second, we systematically advanced our long-term strategic transition from a "content-driven platform" to an "AI-driven fitness and health ecosystem". By integrating AI-empowered infrastructure, tech-forward fitness services, and premium consumer products, Keep is fortifying a distinctive competitive moat to capture long-term structural opportunities.

BUSINESS REVIEW

Key Operating Data

The following table sets forth certain of our key operating data for the periods indicated:

	Year ended December 31,	
	2025	2024
Average monthly active users ("**MAU(s)**") *(in thousand)*	**21,772**	29,921
Average monthly revenues per MAU *(in RMB)*	**6.3**	5.8
Average monthly subscribing members *(in thousand)*	**2,742**	3,162
Membership penetration rate	**12.6%**	10.6%

Overview

By deeply integrating online content with fitness products, Keep remains committed to providing users with personalized, anytime-anywhere wellness experiences. 2025 marks the beginning of Keep's second decade of strategic evolution. Rooted in the evergreen sports and health sector, we are resolutely initiating a strategic transformation amidst the surging waves of AI technological iteration. We are reconstructing our business architecture around AI-driven sports and health ecosystems, while de-prioritizing segments misaligned with our long-term strategic trajectory. By intensifying resource concentration and refining our core business focus, we aim to achieve a leaner, faster, and more sustainable trajectory of growth. Through the steadfast execution of our mandates – focusing on advantageous sectors and optimizing operational efficiency – we reached a pivotal inflection point through the achievement of our first-ever full-year profitability turnaround, recording an adjusted net profit (Non-IFRS measures) of RMB25.2 million, signaling a strengthening self-sustaining capability across all business segments, as approximately 60% of this profit was generated in the second half of 2025. This represents a significant improvement compared to the adjusted net loss of RMB469.6 million in 2024. Furthermore, we achieved significant milestones in our long-term AI roadmap by completing the re-engineering of our underlying architecture with progressive product-level deployment, solidifying the foundation for future high-quality growth.

Management Discussion and Analysis

In 2025, the Company recorded a total revenue of RMB1.6 billion, representing a year-on-year contraction of 20.7%. This fluctuation was primarily due to our proactive strategic realignment aimed at enhancing overall profitability. The revenue profile was impacted by two key structural adjustments: 1) in alignment with market trends, the Company intentionally streamlined and reduced spending on certain lower-margin legacy equipment, such as at-home large-scale equipment and smart bands; and 2) due to the diminished appeal of hit IP sports events from 2024, the revenue scale of online sports events has seen a significant year-on-year contraction in 2025. By pivoting to core business segments (such as membership subscriptions, and consumer products led by fitness gear and apparel), we are streamlining operations to drive consistent, long-term expansion.

2025 marked our third consecutive year of gross margin expansion, surging 5.5 percentage points to 52.2%. This accelerating trajectory has constructively expanded our operating leverage, underpinned by several key cost-effective measures: 1) Supply Chain Synergy: we enhanced overall efficiency through scale-based procurement, engineering-led cost improvements, and optimized logistics management; and 2) Tech-Driven Productivity: we leveraged AI and advanced technology to optimize content production costs and streamline business workflows, while simultaneously enhancing organizational efficiency and workforce productivity.

Our average MAUs and average monthly subscribing members were 21.8 million and 2.7 million, respectively, for the twelve months ended December 31, 2025, compared to 29.9 million and 3.2 million, respectively, in the same period in 2024. Membership penetration rate for year 2025 increased to 12.6%, compared to 10.6% in the prior year, while average monthly revenues per MAU rose 8.9% year-on-year to RMB6.3, compared to RMB5.8 of 2024.

During this transformative period of AI infrastructure investment and product iteration, the Company proactively narrowed user acquisition spending to prioritize core user engagement. Consequently, our user base exhibited a meaningful transition characterized by scale volatility with structural change. While churn was primarily concentrated among trend-driven, low-frequency users, our core user base consolidated into a resilient group with habitual trainers and outdoor sports enthusiasts (particularly outdoor enthusiasts in running, cycling). Notably, users aged under 30 still constituted approximately 70% of our core base, characterized by deep athletic engagement and expanding spending power. This structural change has translated into a substantial improvement in engagement metrics for year 2025: the daily average users ("**DAU**") workout rate increased by 5.3 percentage points year-over-year to 57.8%, the average monthly workout time spent per MAU grew by 6.9% annually in 2025, and the DAU next-day retention increased by 2.7 percentage points year-over-year to 41.7%. As our core user stickiness continues to strengthen, we will focus on alignment of fitness solutions with respect to user needs, as well as the integration of AI capabilities across the user journey. Looking ahead, we will further enrich our content offerings and enhance precision user operation to solidify user mindshare and elevate the sports experience across diverse categories.

2025 AI Advancement: From Infrastructure Re-engineering to Productization

In 2025, Keep is transitioning from a content-centric platform to an AI-driven fitness and health ecosystem. We have made progress across underlying architecture, AI productization, and user behavior validation, solidifying the foundation for next-phase expansion in scale and long-term value.

– **Infrastructure: From Tool-Calling to Agent-Native Systems**. Keep has successfully pivoted from a conventional workflow-driven architecture to a Multi-Agent System (MAS) native framework. By constructing a unified orchestration hub based on LangGraph and ReAct, we have integrated an agentic network featuring closed-loop capabilities of "Perception-Memory-Planning-Execution." This architecture enables seamless dynamic coordination between 10 core Agents and 33 specialized AI Skills. The system has decoupled from hard-coded logic, evolving toward autonomous decision-making driven by state and context. It demonstrates reliable scalability and robustness across high-concurrency environments and complex task scenarios.

– **Productization**: **From Feature Sets to Continuously Evolving AI Coaching Agents.** Centering on our AI Coach, "Kaka," we have reconstructed the sports service product paradigm: transitioning from static content distribution to an agentic service equipped with long-term memory and self-optimization capabilities. Throughout the user lifecycle, Kaka dynamically generates and calibrates training regimens, creating a seamless closed-loop across diverse scenarios – including voice-guided coaching, dietary instruction, data analytics, and posture/movement assessment. This marks a strategic shift from a "reactive tool" to a "proactive coach."

– **AI Interaction: From Random Access to Long-term Engagement Loop.** We have prioritized validating the AI interaction closed-loop within high-frequency core scenarios, iteratively refining agent behaviors through real-world user feedback. By the end of 2025, we generated customized plans for over 1.3 million users, facilitated over 21 million voice-coaching running sessions, recorded over 340,000 cumulative plan completions and analyzed 3.5 million food images. Data indicates a fundamental shift in user interaction – from task-triggered encounters to sustainable engagement. A prime example is our AI data analytics skill, the next-day retention rate reached 69%, validating the long-term value of AI in high-frequency decision-making and feedback loops.

– **Progress in Fitness and Health Large Language Models (LLMs):** To systematically address complex intelligent demands in sports and health, in order to bridge the capability gaps of general LLMs, we are advancing the development of our AI-native self-developed model ecosystem. In collaboration with professional sports science institutions, we have established a domain-level benchmark to define the capability boundaries for fitness and health intelligence. Through multi-round alignment evaluations against mainstream foundation models, we have systematically identified deficiencies in professional rigor, long-term consistency, and personalized service, thereby refining the iterative direction of our proprietary models to continuously enhance fitness service quality. We have preliminarily constructed a 12GB high-quality post-training dataset, focusing on structural causal modeling between user behavior and health outcomes to fortify the model's efficacy in real-world scenarios. We have successfully established a full-stack closed-loop spanning data construction, model training, and inference architecture, ensuring the continuous evolution of our model capabilities.

This pilot phase has yielded engineering experience: first, by driving the conversion of casual users toward higher Lifetime Value (LTV) through personalized instructions; and second, by establishing an engagement engine through AI tools, upgrading Keep solution from a "static tracker" into a "real-time life-journey fitness companion."

DATA & CONTENT: ADVANCING PROFESSIONAL EXCELLENCE

In 2025, Keep continued to deepen its expertise in sports science by building a multi-category sports and health metric matrix. Keep has integrated immense third-party fitness data to focus on high-level vertical domains, by introducing advanced dimensions, including Equal-Effort Pace (Run/Walk/Cycling), Total Glides & Vertical Drop (Skiing), Swimming, and Racket Sports (Badminton/Table Tennis/Tennis), in addition to foundational fitness data. With over 50 new advanced metrics integrated, the precision of professional sports data has been significantly enriched. Based on this, the AI User Sports Profile has evolved into a panoramic snapshot covering 17 tag categories and over 700 fine-grained metrics. By providing insights into users' underlying characteristics and exercise behaviors through a professional lens, our AI infrastructure provided key support for refined operations. As of the end of 2025, the cumulative exercise records on Keep App have exceeded 14 billion. With large-scale data accumulation and open platform compatibility, Keep continues to solidify its position as a world-leading sports data platform.

On the professional content side, the Company has successfully integrated Artificial Intelligence Generated Content (AIGC) full-stack technical roadmap. This has significantly bolstered production efficiency: AI-automated demand mining has outpaced manual bottlenecks, enabling content packaging and iteration cycles to leap from a weekly to a daily basis. Internal tests indicate that AIGC-generated workout plans have achieved completion rates comparable to manually generated content output. Moving forward, we will leverage this efficiency to expand into diverse segments and explore more interactive and engaging content offerings.

Beyond technical infrastructure and professional content, we leveraged sportsmanship as a bridge to strengthen emotional bonds through differentiated IP experiences and deep community engagement. By seamlessly integrating sports scenarios with collectible attributes, we have penetrated diverse niche communities and achieved a deep fusion of cultural identity and brand value. As an example in 2025, we further expanded into collaborations with Intangible Cultural Heritage (ICH) and cultural tourism IPs. Concurrently, our flagship road race IP, "K-MARS", has successfully scaled up its audience base. Through a refined operation that integrates online and offline channels, as well as deep expertise in self-operated events and major marathon events, we have effectively diversified our advertiser categories and enhanced monetization efficiency, creating a sustainable conversion channel from cultural resonance to commercial success.

Self-branded Fitness Products: Strategic Focus & Proven Profitability Roadmap

In 2025, our self-branded products segment positively pivoted from scale expansion to profitability-first growth. Adhering to the strategy of "Premium Quality at Competitive Prices," Keep solidified user mindshare in core fitness scenarios by implementing adjustment measures through category optimization, channel realignment, and operational efficiency enhancement. This segment recorded revenue of RMB778.1 million, with gross margin increasing by 4.1 percentage points year-over-year to 35.8%, compared to year 2024, validating our roadmap for high-quality, sustainable expansion.

CATEGORY FOCUS: SOLIDIFIED FOUNDATION & PROVEN EXPANSION PLAYBOOK

As the cornerstone of our self-branded products, the fitness gear category saw its revenue contribution rise to over 60%, representing an increase of 15 percentage points from 2024. This year-over-year growth of fitness gear category partially offset the impact of the rightsizing of other product categories.

– Fitness gear: Through the continuous iteration of star products (such as yoga mats and resistance bands) and the strategic addition to bridge the gap in product assortment (such as pull-up bars and barbells), Keep has consistently improved its coverage of core home fitness scenarios. Annual gross sales value (GSV) for core home scenarios (Yoga/Muscle Gain/Fat Loss) exceeded RMB300 million, with market share maintained a leading position in the industry. By tapping into the growth potential of outdoor segment, the annual GSV of water sports equipment surpassed RMB35 million, representing a year-on-year growth of over 50% in 2025, of which swimming goggles sales surpassed 300,000 units in 2025, a new growth driver for the outdoor category. Meanwhile, exploratory categories such as cycling and badminton have completed their foundational establishment with stable supply chains. The new product exploration delivered a healthy upward trend, with sales of new stepping products exceeded 400,000 units in 2025. New products delivered a stellar sell-through performance in 2025, with the 60-day sell-through rates (STR) exceeding 100% for the first batch of fitness gear. Leveraging continuous product iteration, channel adaptation, and user insights, Keep has solidified its dominance in core indoor scenarios and is steadily expanding into the outdoor domain, consistently advancing the buildup of a strategic product matrix.

– Apparel: We have sharpened our focus on core tracks by reinforcing our traditional strengths in women and indoor fitness scenarios (Yoga and Training), improving our competitive edge in key categories such as sports bras and leggings. We have also been enhancing merchandise development capabilities that span from indoor activities to running and outdoor sports. We introduced dedicated running series and outdoor functional wear, while appropriately supplemented sales opportunities for menswear. Simultaneously, we upgraded supply chain and manufacturing to optimize cost structures, ensure quality, and maintain consistent and agile supply.

– Fitness food: In 2025, the Company proactively phased out low-margin, high-cold-chain-cost, and low-turnover categories to refocus on high-value tracks. For core categories (such as meats and protein bars), we launched various products to complement our portfolio. In the nutrition segment, we introduced new products (such as functional gummies) in a timely manner to align with market trends. The 60-day sell-through rate (STR) for the first batch of new food products exceeded 100%. By bolstering our supply chain capabilities, we have established an “Active Fitness + Daily Life” product lineup, driving the upgrade of functional food and nutrition categories, while expanding addressable consumer segments and consumption scenarios.

– Smart devices: Faced with intense competition in the mature market, we pivoted to an efficiency-oriented model, proactively rationalizing inventory for large at-home equipment and smart bands, optimizing the cost structure while strictly controlling expenses to restore profit profiles. Our smartwatch business continues to penetrate running scenarios by deploying AI Coaches to enhance user experience. Meanwhile, our smart band business introduced more metrics for diverse scenarios such as tennis, pickleball, and table tennis to meet the demands of growing niche sports. Moving forward, the iteration of smart devices products will be closely integrated with AI-powered capabilities and user experiences, serving as a critical data gateway for offline sports scenarios.

OPERATIONAL RESILIENCE: OMNI-CHANNEL SYNERGY & CONSOLIDATED EFFICIENCY

Keep has established a tiered channel structure anchored by mainstream e-commerce platforms, with its own App store serving as a unique stronghold, supplemented by distribution channels, while expanded into instant delivery and health consumption scenarios. This execution is a result of our three-pronged strategy: channel expansion, traffic efficiency enhancement, and deep user operation, aimed at building a sustainable framework for channel and operational efficiency optimization.

- Core self-operated stores: Our flagship stores on Tmall, JD.com, and Keep App remained the bedrock of profit contribution. In the second half of 2025, the Tmall store sustained scale operation, with its scale showing sequential improvement compared to the first half of 2025.

- Supplementary channels: Apart from mainstream e-commerce platforms, we supplemented our reach by strengthening distribution system that drove scale improvement, achieving year-over-year growth. We also actively embraced retail trends by pursuing collaboration opportunities with leading retailers and premier channels.

- Diversified touchpoints: Utilizing platforms such as Pinduoduo and Douyin allowed broader outreach and engagement across diverse user demographics.

The Company enhanced profitability by focusing on flagship products and implementing disciplined cost controls. Furthermore, we integrated AI tools to optimize advertising conversions and staggered inventory stocking, significantly boosting traffic utilization while enhancing members loyalty to extend the LTV potential.

In the second half of 2025, we significantly refined our operations by unifying our design language, optimizing "In-house R&D + Curated Selection" dual-track model, and strengthening supply chain sourcing. Our cornerstone category (Fitness gear) was the first to reverse its downward trend, with growth exceeding 20% year-over-year in the second half of 2025 compared to the same period of 2024, validating the organic expansion strength of our product ecosystem. In 2026, we will continue to fortify our core moats and replicate proven playbooks across categories, and leverage the synergy of product, channel, and brand excellence, in order to steadily driving scale expansion while prioritizing high-quality profitability.

Outlook

2025 marked a pivotal turning point for Keep from scale-driven growth to profit-oriented growth. While revenue faced short-term pressure, our operational resilience and bottom-line performance reflect a consistent trajectory of improvement. Looking ahead to 2026, our strategic focus will center on the following two pillars:

– AI Capability Enhancement: accelerate the deployment and optimization of our fitness and health LLMs, AI Agents, and AIGC framework, as well as KeepClaw- our dedicated initiative for sports and holistic wellness. By building a full-scale deployment of the Keep AI suite to optimize user interactions and drive a recovery in engagement and scale. Profits from online segment will be prioritized for reinvestment into AI R&D, thereby constructing long-term competitive moats.

– Self-branded Fitness Product Upgrades: focus on core user mindshare, and deepen our presence in indoor fitness and outdoor running scenarios. We aim to drive the development and iteration of dominant categories and high-potential new products, while optimizing supply chain integration and vertical penetration, channel efficiency and marketing strategies to scale market presence and enhance operational efficiency.

Leveraging our extensive expertise in scientific fitness guidance and personalized services, Keep is evolving into an "AI-driven Fitness and Health Ecosystem." As we strengthen our competitive barriers in key segments and enhance operational resilience and organizational capabilities, we remain committed to delivering high-quality development and solidifying our long-term competitive advantage.

FINANCIAL REVIEW

Revenues

Total revenues were RMB1,637.3 million for the year ended December 31, 2025, representing a 20.7% decrease from RMB2,065.7 million for the year ended December 31, 2024, which was mainly due to the decrease in revenues generated from self-branded fitness products and online membership and paid content. The breakdown of our revenues by segment for the years are presented as follows:

	Year ended December 31,		
	2025	2024	Year-on-year change
	RMB'000	RMB'000	(%)
Revenues:			
Self-branded fitness products	**778,080**	953,914	(18.4)
Online membership and paid content	**679,709**	917,833	(25.9)
Advertising and others	**179,478**	193,947	(7.5)
Total	**1,637,267**	2,065,694	(20.7)

Revenues from self-branded fitness products were RMB778.1 million for the year ended December 31, 2025, representing an 18.4% decrease from RMB953.9 million for the year ended December 31, 2024. The decrease was mainly because we scaled back certain underperforming categories.

Revenues from online membership and paid content were RMB679.7 million for the year ended December 31, 2025, representing a 25.9% decrease from RMB917.8 million for the year ended December 31, 2024, mainly attributable to the decreased revenues from online sports events.

Revenues from advertising and others were RMB179.5 million for the year ended December 31, 2025, representing a 7.5% decrease from RMB193.9 million for the year ended December 31, 2024, mainly attributable to the gradual phase-out of the Keepland business in 2024. Our advertising revenue remained stable year-over-year.

Cost of revenues

Cost of revenues was RMB783.1 million for the year ended December 31, 2025, representing a 28.8% decrease from RMB1,100.3 million for the year ended December 31, 2024, which was in line with the direction of revenue movement during the year ended December 31, 2025.

	Year ended December 31,		
			Year-on-year
	2025	2024	change
	RMB'000	RMB'000	(%)
Cost of revenues:			
Self-branded fitness products	**499,591**	651,467	(23.3)
Online membership and paid content	**197,058**	327,284	(39.8)
Advertising and others	**86,492**	121,511	(28.8)
Total	**783,141**	1,100,262	(28.8)

Cost of self-branded fitness products was RMB499.6 million for the year ended December 31, 2025, representing a 23.3% decrease from RMB651.5 million for the year ended December 31, 2024, mainly attributable to the decrease of cost of inventories sold in correspondence with related revenues as well as optimized supply chain performance.

Cost of online membership and paid content was RMB197.1 million for the year ended December 31, 2025, representing a 39.8% decrease from RMB327.3 million for the year ended December 31, 2024, which was mainly attributable to decreases of (i) RMB82.7 million in costs of online sports events and RMB19.8 million in payment channel fees paid to third-party application stores and other payment channels, respectively, in correspondence with the decrease of related revenues; and (ii) RMB16.7 million in content related cost in correspondence with the decrease of related revenues as well as the optimized IP cost associated with our partnerships.

Cost of advertising and others was RMB86.5 million for the year ended December 31, 2025, representing a 28.8% decrease from RMB121.5 million for the year ended December 31, 2024, mainly attributable to the decreases of RMB9.7 million in outsourcing and other labour cost, as well as RMB8.8 million in employee benefit costs, primarily related to the gradual phase-out of the Keepland business in 2024.

Gross profit and gross profit margin

As a result of the foregoing, gross profit was RMB854.1 million for the year ended December 31, 2025, representing an 11.5% decrease from RMB965.4 million for the year ended December 31, 2024. Gross profit margin was 52.2% for the year ended December 31, 2025, representing a 5.5 percentage point increase from 46.7% for the year ended December 31, 2024, mainly attributable to the optimized business structure and related costs.

Gross profit margin of self-branded fitness products increased by 4.1 percentage points from 31.7% in 2024 to 35.8% in 2025, which was mainly driven by the refined product portfolio, rationalized pricing strategy and improved cost management.

Gross profit margin of online membership and paid content increased by 6.7 percentage points from 64.3% in 2024 to 71.0% in 2025, due to higher revenue contribution percentage from online membership subscription and improved operational efficiency.

Gross profit margin of advertising and others increased by 14.5 percentage points from 37.3% in 2024 to 51.8% in 2025, primarily because we scaled down certain low gross margin business operations.

Fulfillment expenses

Fulfillment expenses were RMB92.6 million for the year ended December 31, 2025, representing a 24.5% decrease from RMB122.6 million for the year ended December 31, 2024, primarily due to a decrease in sales of self-branded fitness products and online sports events and the further optimization of logistics and storage expenses.

Selling and marketing expenses

Selling and marketing expenses were RMB439.1 million for the year ended December 31, 2025, representing a 42.1% decrease from RMB757.9 million for the year ended December 31, 2024. The decrease was primarily due to a decrease of RMB283.3 million in branding and marketing promotion expenses benefited from the optimized promotion efficiency.

Administrative expenses

Administrative expenses were RMB155.0 million for the year ended December 31, 2025, representing a 33.5% decrease from RMB233.2 million for the year ended December 31, 2024, primarily attributable to the decreases of (i) RMB46.1 million in professional fees; (ii) RMB8.6 million in loss from inventory shortage and write-off, which was mainly due to refined inventory management; (iii) RMB7.5 million in administrative personnel costs (including related share-based compensation expenses); and (iv) RMB7.1 million in credit loss allowances on accounts receivable, attributable to a decrease in accounts receivable balances and an improvement in the expected loss rate.

Research and development expenses

Research and development expenses were RMB310.1 million for the year ended December 31, 2025, representing a 29.4% decrease from RMB439.0 million for the year ended December 31, 2024, primarily attributable to the decreases of RMB85.3 million in research and development personnel costs (including related share-based compensation expenses), and RMB24.1 million in outsourcing and other labour costs, primarily attributable to advanced workforce productivity with AI technological enhancement.

Income tax expense

Our income tax expense was nil for the year ended December 31, 2025, compared to RMB0.6 million for the year ended December 31, 2024. Income tax expense for the year ended December 31, 2024 was composed of a withholding tax for certain royalty license fees.

Loss for the year

As a result of the foregoing, loss for the year ended December 31, 2025 was RMB71.8 million, compared with a loss of RMB534.7 million for the year ended December 31, 2024, primarily attributable to a sustained gross margin expansion across all business segments, alongside disciplined expense management supported by enhanced cost-efficiency measures, including (i) marketing optimization; (ii) supply chain enhancement; (iii) workforce productivity enhancement; and (iv) administrative efficiency improvements. Adjusted net profit (Non-IFRS measures) was RMB25.2 million for the year ended December 31, 2025, compared with adjusted net loss (Non-IFRS measures) of RMB469.6 million for the year ended December 31, 2024.

Non-IFRS measures

To supplement our consolidated financial information, which are presented in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board, we also use adjusted net profit/(loss) as an additional financial measure, which is not required by, or presented in accordance with, IFRS Accounting Standards.

We believe adjusted net profit/(loss) provides useful information to investors and others in understanding and evaluating our consolidated results of operations in the same manner as they help our management. However, our presentation of adjusted net profit/(loss) may not be comparable to similarly titled measures presented by other companies. The use of adjusted net profit/(loss) has limitations as an analytical tool, and you should not consider it in isolation from, or as a substitute for an analysis of, our results of operations or financial condition as reported under IFRS Accounting Standards.

We define adjusted net profit/(loss) as loss for the year, excluding share-based compensation expenses. We exclude this item because it does not involve any cash outflow as the share-based compensation expenses primarily represent the non-cash employee benefit expenses incurred in connection with the 2016 Plan, the 2021 Plan, and the 2023 Plan. Such expenses in any specific period are not expected to result in future cash payments.

The following table reconciles our adjusted net profit/(loss) for the years presented to the most directly comparable financial measure calculated and presented in accordance with IFRS Accounting Standards, which is loss for the years ended December 31, 2025 and 2024:

	For the year ended December 31,	
	2025	2024
	RMB'000	RMB'000
Reconciliation of loss to adjusted net profit/(loss) (Non-IFRS measures):		
Loss for the year	**(71,786)**	(534,710)
Adjustment for:		
Share-based compensation expenses	**97,002**	65,104
Adjusted net profit/(loss) for the year (Non-IFRS measures)	**25,216**	(469,606)

Liquidity and capital resource

For the year ended December 31, 2025, we funded our cash requirements primarily from historical equity financing activities. Our total available funds which we considered in cash management included but not limited to cash and cash equivalents, short-term time deposits and short-term investments. The aggregate amount of our available funds was RMB850.5 million as of December 31, 2025, compared to RMB1.2 billion as of December 31, 2024. Our cash and cash equivalents primarily consist of cash at bank, highly liquid deposits placed in banks with original maturities of three months or less and cash held at third party payment platform that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Our short-term time deposits were deposits placed in a bank with original maturities of three months to one year at the date of acquisition. Short-term investments primarily included wealth management products and a private fund with maturity or lockup period within one year. As of December 31, 2025, most of the cash and cash equivalents and short-term investments were denominated in Renminbi and U.S. dollar. The short-term time deposits were denominated in Singapore dollar as of December 31, 2025.

We had cash and cash equivalents of RMB162.0 million as of December 31, 2025, compared with RMB764.3 million as of December 31, 2024. The decrease was primarily due to the use of cash for investments in financial assets.

Investments in financial assets

As of December 31, 2025, we held financial assets at fair value through profit or loss ("**FVPL**") and financial assets at amortized cost of approximately RMB893.0 million and approximately RMB129.5 million, respectively.

Financial assets at FVPL include the following:

	Fair value as at December 31, 2024 RMB'000	Net changes of additions and disposals during the year ended December 31, 2025 RMB'000	Net changes in FVPL and currency translation differences during the year ended December 31, 2025 RMB'000	Fair value as at December 31, 2025 RMB'000	Percentage to the Group's total assets as at December 31, 2025
Wealth management products (Note a)	**408,954**	**367,459**	**17,758**	**794,171**	**44.6%**
– JPMorgan Chase Financial Company LLC	–	82,579	4,077	86,656	4.9%
– China CITIC Bank International Limited	–	83,770	2,015	85,785	4.8%
– Standard Chartered Bank	72,009	10,898	2,298	85,205	4.8%
– Société Générale	–	81,426	371	81,797	4.6%
– China Minsheng Banking Corp., Ltd.	30,104	49,477	895	80,476	4.5%
– UBS AG	–	74,345	(44)	74,301	4.2%
– Industrial and Commercial Bank of China Limited	40,239	14,371	1,269	55,879	3.1%
– China Construction Bank Corporation	–	50,000	330	50,330	2.8%
– Nomura International Funding Pte. Ltd.	–	35,647	140	35,787	2.0%
– Others (Note d)	266,602	(115,054)	6,407	157,955	8.9%
Investments in unlisted entities (Note b)	**54,224**	**14,789**	**6,087**	**75,100**	**4.2%**
Investments in private funds	**24,055**	**365**	**(725)**	**23,695**	**1.3%**
– Shenzhen Wuwang Chuxin Seed Venture Capital Partnership (Limited Partnership) (Note c)	–	8,100	(62)	8,038	0.5%
– Others (Note a)	24,055	(7,735)	(663)	15,657	0.9%
Total	**487,233**	**382,613**	**23,120**	**892,966**	**50.2%**

Note a: Investments in wealth management products and private fund were the investment products purchased from prominent financial institutions. Wealth management products mainly included structured deposits, structured notes and other wealth management products, most of which were low-risk products such as principal-protected products. The returns on all of these products are not guaranteed, hence their contractual cash flows do not qualify for solely payments of principal and interest. Therefore, they are measured at FVPL. The Group classified current and non-current assets based on the expiration date or lockup period of the products.

Note b: The Group acquired certain ordinary shares with preferential rights of several unlisted entities representing no more than 20% of the equity interest of each unlisted entity. The Group has the right to request and demand the above unlisted entities to redeem all of the shares held by the Group upon redemption events which are out of control of the issuers, or at the Group's discretion. The investments are measured as financial assets at FVPL. The Group does not intend to dispose of these investments within twelve months from the end of the reporting period.

Note c: The Group entered into a limited partnership agreement, pursuant to which it committed to contribute RMB27.0 million to the Fund, representing approximately 16% of the total capital contribution. The Fund principally engages in seed investments with a focus on smart terminals, intelligent robotics, software and information services. Beijing Chuxin serves as manager of the Fund. For more details, please refer to the announcement of the Company dated June 5, 2025. RMB8.1 million of the total consideration was paid during the year ended December 31, 2025. The investment in the Fund does not give rise to contractual cash flows on specified dates that are solely payments of principal and interest. Therefore, the investment in the Fund is measured at FVPL.

Note d: Others comprised wealth management products held by the Group as at December 31, 2025, which were issued by 6 financial institutions. None of these wealth management products, on an individual basis, was considered material relative to the Group's total assets as at that date.

Financial assets at amortized cost include the following:

	Carrying value as at December 31, 2024 RMB'000	Net changes of additions and disposals during the year ended December 31, 2025 RMB'000	Investment gains on financial assets at amortized cost during the year ended December 31, 2025 RMB'000	Carrying value as at December 31, 2025 RMB'000	Percentage to the Group's total assets as December 31, 2025
Wealth management products					
– Shanghai Pudong Development Bank Co., Ltd.	–	104,341	14	104,355	5.9%
– Others	–	24,744	438	25,182	1.4%
Total	**–**	**129,085**	**452**	**129,537**	**7.3%**

The wealth management products represent large-denomination certificates of deposits issued by prominent financial institutions. These products are held within a business model whose objective is to collect contractual cash flows. The contractual terms of these products give rise on specified dates to cash flows that solely represent payments of principal and interest on the principal amount outstanding and are accordingly measured at amortized cost. The wealth management products are interest-bearing at coupon rates ranging from 1.75% to 2.60% per annum and have remaining maturities exceeding one year from the end of the reporting period.

Significant investment

On December 29, 2025, the Group subscribed for a large-denomination negotiable certificate of deposit issued by Shanghai Pudong Development Bank Co., Ltd. ("**SPDB**") at a consideration of approximately RMB104.3 million, with a nominal amount of RMB100.0 million, a fixed annualised coupon rate of 2.6% and a maturity date of May 7, 2027. The subscription was made for the purpose of capital management to maximize the use of idle funds while maintaining high liquidity and low risk to achieve an optimal risk-adjusted return. The subscription of the large-denomination negotiable certificate of deposit forms part of the Group's ordinary course of treasury management activities. The Group considered that the large-denomination negotiable certificate of deposit offers a better yield than fixed deposits generally offered by commercial banks.

The large-denomination negotiable certificate of deposit is classified as financial assets at amortized cost in the consolidated financial statements of the Group for the year ended December 31, 2025. The carrying amount was approximately RMB104.4 million as of December 31, 2025, representing approximately 5.9% of the Group's total assets. The interest income recognized in respect of this investment for the year ended December 31, 2025 was immaterial. For further details, please refer to the announcement of the Company dated December 29, 2025.

Save as disclosed above, we did not hold any other significant investments (including any investment in an investee company) with a value of 5% or more of the Group's total assets as of December 31, 2025.

Investment strategy and risk control measures

The Company seeks to make efficient use of its cash resources by investing in appropriate financial products that generate income while not materially affecting its business operations or capital expenditures. The investments are intended to optimize the Company's liquidity management, enhance returns on idle funds, and provide flexibility in capital allocation. Therefore, maintaining portfolio diversification and exercising rigorous risk control are considered fundamental to the investment process.

Our investment decisions with respect to financial products are made on a case-by-case basis and after due and careful consideration of a number of factors, including, but not limited to, the market conditions, the economic developments, the anticipated investment conditions, the investment cost, the duration of the investment, and the expected benefit and potential risk of the investment. In evaluating these factors, the Company aims to strike a balance between risk management and return generation, ensuring that investments remain prudent and aligned with the Company's overall financial strategy.

The Company maintains a disciplined approach to investment approval and oversight, with clear accountability and reporting mechanisms in place. Each investment is subject to the Company's internal control procedures, including, but not limited to, preliminary screening, appropriate due diligence and ongoing review, to assess the investment quality and associated risks. The finance and investment departments of the Company conducts initial assessment and analysis of all potential investments. Any investment that constitutes a notifiable transaction or connected transaction under the Listing Rules will be submitted to the Board or, where required, to the general meeting of shareholders for approval, in order to ensure full compliance with the Listing Rules. Once the investment is approved, the finance and investment departments of the Company will be responsible for executing the transactions and will closely monitor the investment performance and regularly report to the management of the Company. Any material issues will be promptly escalated to the management and, where appropriate, to the Board, ensuring continuous oversight and alignment with the Group's investment strategy.

Material acquisitions and/or disposals of subsidiaries, associates and joint ventures

We did not have any material acquisitions and/or disposals of subsidiaries, associates and joint ventures during the Reporting Period.

Future plans for material investments and capital assets

We did not have any specific future plans for material investments and capital assets as of the date of this annual report.

Employee and remuneration

As of December 31, 2025, the Group had 645 full-time employees, as compared to 827 as at December 31, 2024. Total employee benefit expenses for the year ended December 31, 2025 was RMB514.7 million, including share-based compensation expenses, compared with RMB647.8 million for the year ended December 31, 2024.

We offer competitive wages and other benefits to the employees and provide discretionary performance bonus as a further incentive. We have also improved career development pathways and talent training systems for employees to facilitate their self-growth. The Group's remuneration policies are formulated based on the performance of individual employees and the Group, which are reviewed regularly.

In accordance with the rules and regulations in the People's Republic of China (the "**PRC**"), we participate in the applicable housing provident funds and various social insurance plans for employees initiated by local and provincial governments. The Group and the PRC-based employees are required to make monthly contributions to these plans calculated as a specific percentage of the employees' salaries.

Bank borrowings and gearing ratio

As of December 31, 2025, there is no outstanding borrowing.

As of December 31, 2025, the Group's gearing ratio (i.e. total liabilities divided by total assets) was 0.24, compared with 0.29 as of December 31, 2024.

The Board and the Audit Committee constantly monitor current and expected liquidity requirements to ensure that the Company maintains sufficient reserves of cash to meet its liquidity requirements in the short and long term.

Contingent liabilities

As of December 31, 2025, we did not have any material contingent liabilities or guarantees.

Pledge of assets

As of December 31, 2025, we did not have any material pledge of assets.

Interest rate risk and foreign exchange risk

We are exposed to insignificant interest rate risk. This is primarily attributable to the fact that the Group did not hold any significant assets or liabilities that were carried at floating rates. Our financial assets and liabilities are primarily composed of fixed-rate instruments and, as such, are not subject to frequent fluctuations in interest rates. This strategic financial stance has shielded our operations from the volatility often associated with varying interest rates and has contributed to our stable financial performance.

We operate mainly in the PRC with most of the transactions settled in RMB. Our management considers that the business is not exposed to any significant foreign exchange risk as there are no significant financial assets or liabilities of the Group denominated in currencies other than the respective functional currencies of our operating entities.

During the year ended December 31, 2025, exchange gains and losses from those foreign currency transactions denominated in a currency other than the functional currency were insignificant and we did not hedge against any fluctuation in foreign currency.

Biographies of Directors and Senior Management

The biographical details of the Directors and senior management as at the date of this annual report are set out as follows:

EXECUTIVE DIRECTORS

Mr. Wang Ning (王寧), aged 35, is an executive Director, the Chief Executive Officer, the Chairman of the Board, and the founder of our Company. Mr. Wang is responsible for the overall strategy, business direction and management of our Company.

Mr. Wang founded Keep in September 2014, immediately after he graduated from university. Mr. Wang received his bachelor's degree in computer science from Beijing Information Science and Technology University in July 2014.

Mr. Peng Wei (彭唯), aged 39, is an executive Director, vice president of online operations and co-founder of our Company. He has served as our Director since July 2015 and the vice president of online operations since October 2014. Mr. Peng leads and manages our Keep online platform, including content and user management.

Prior to joining our Group in October 2014, Mr. Peng was the product manager of Beijing Yuanli Future Technology Co., Ltd. (formerly known as Beijing Fenbi Future Technology Co., Ltd.) from July 2013 to October 2014. Mr. Peng received his bachelor's degree in psychology from Tianjin University of Commerce in June 2009 and master's degree in psychology from Peking University in July 2013.

Mr. Xu Ce Evan (徐策), aged 44, is an executive Director, the Chief Financial Officer, a Joint Company Secretary of our Company. He has served as our Director since November 2025, the Chief Financial Officer since October 2024 and a Joint Company Secretary since May 2025. Mr. Xu is responsible for the finance, legal, risk management, corporate governance matters, Board affairs and the investing and financing activities of our Company.

Before joining our Group in October 2024, Mr. Xu has nearly 20 years of experience working as an investment banker and chief financial officer. He has held positions at several renowned institutions, including a director of investment banking division at Deutsche Bank AG, Hong Kong Branch, an associate and executive director at investment banking division of Goldman Sachs (Asia) L.L.C., and various roles at Citigroup, Lehman Brothers and Nomura Securities (Hong Kong) Limited, respectively, and also served as the chief financial officer of a former U.S. listed company. Mr. Xu received his bachelor's degree in computer engineering from the National University of Singapore in 2004 and his master's degree in information and computer engineering from the National University of Singapore in 2006.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Ge Xin (葛新), aged 49, was appointed as an independent non-executive Director with effect from the Listing Date. Ms. Ge is the founding partner of G-Bridge Partners, an investment and advisory firm that focuses on cross-border business building and venture scaling, operating in Europe and Asia, since September 2022. Ms. Ge served as an advisor of Du Xiaoman from February 2022 to December 2022 and was a senior vice president and the chief financial officer of Du Xiaoman from May 2019 to January 2022. Prior to that, she served as a partner of Ares Management Private Equity Group from June 2014 to December 2018. From August 2005 to May 2014, Ms. Ge served as a managing director at the investment banking division at Goldman Sachs. She was a sponsor principal of Goldman Sachs (Asia) L.L.C. and a responsible officer from January 2012 to May 2014, in respect of Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities. She worked at PricewaterhouseCoopers in Beijing and San Francisco from July 1998 to June 2003. Ms. Ge has served as an independent non-executive director of Goldstream Investment Limited (stock code: HKEX: 1328) since October 2024 and an independent director of Yum China Holdings, Inc. (stock code: HKEX: 9987; NYSE: YUMC) since May 2025. Ms. Ge was a Certified Public Accountant in the United States. Ms. Ge received her dual bachelor's degrees in English literature and economics from Peking University in June 1998. She received her master's degree in business administration from Harvard Business School in June 2005.

Mr. Shan Yigang (單一剛), aged 53, was appointed as an independent non-executive Director with effect from the Listing Date. Mr. Shan has served as the executive director of KE Holdings Inc. (stock code: HKEX: 2423; NYSE: BEKE) since July 2018. He has been a director of Beijing Lianjia from December 2007 to September 2021. Prior to joining Beijing Lianjia, Mr. Shan was the co-founder of Dalian Haowangjiao Real Estate Brokerage Co., Ltd. from December 1999 to November 2007. Mr. Shan obtained his EMBA degree from Tsinghua University in January 2019.

Mr. Wang Haining (王海寧), aged 48, was appointed as an independent non-executive Director with effect from the Listing Date. Mr. Wang has served as the chairman and general manager of Happy Elements Technology (Beijing) Limited since February 2012 where he previously served as the executive director from July 2012 to February 2017. He founded Beijing Shuangyu Hudong Technology Development Co., Ltd. in October 2009. Prior to that, he served as the senior director of Renren Inc. (NYSE: RENN) from June 2007 to October 2009. From March 2005 to June 2007, he served as an account executive of SAP. He served as a high tech industry manager of Oracle from March 2004 to March 2005. Mr. Wang obtained his bachelor's degree in information technology from Wuhan University in July 2000.

SENIOR MANAGEMENT

Mr. Wang Ning (王寧), aged 35, is an executive Director, the Chief Executive Officer, the Chairman of the Board, and the founder of our Company. See "Biographies of Directors and Senior Management－Executive Directors" above.

Mr. Peng Wei (彭唯), aged 39, is an executive Director, vice president of online operations and co-founder of our Company. See "Biographies of Directors and Senior Management－Executive Directors" above.

Mr. Xu Ce Evan (徐策), aged 44, is an executive Director, the Chief Financial Officer, a Joint Company Secretary of our Company. See "Biographies of Directors and Senior Management－Executive Directors" above.

Report of Directors

The Board is pleased to present its report together with the audited consolidated financial statements of the Company for the year ended December 31, 2025.

PRINCIPAL BUSINESS

The Company is an AI-driven fitness and health platform committed to providing users with comprehensive and personalized fitness and wellness experience, integrating fitness content, smart devices, fitness products and community support to help them achieve their fitness and health goals. Leveraging large-scale sports and health data accumulation and open platform compatibility, we advanced our transition from a content-centric platform to an intelligent fitness and health ecosystem by reconstructing our business architecture around data analytics, AI technologies, and fitness and health language models. We offer extensive and professional fitness offerings encompassing recorded fitness courses, interactive live streaming classes and AI-powered personalized training programs, while dynamically adjust course content, workout intensity and recommendations based on users' athletic levels, fitness goals, behavioral data, daily workout and lifestyle patterns and diet. Our offerings are complemented by a variety of smart fitness devices, fitness gear, apparel and food products, which enables us to seamlessly connect the physical and digital realms to create an immersive, one-stop fitness experience.

There were no significant changes in the nature of the Group's principal activities during the year ended December 31, 2025.

RESULTS

The results of the Group for the year ended December 31, 2025 are set out in the consolidated financial statements on pages 80 to 168 of this annual report.

DIVIDEND POLICY AND FINAL DIVIDENDS

When deciding whether to propose a dividend and in determining the dividend amount, the Board shall take into account the Group's actual and expected financial performance, retained earnings and distributable reserves, working capital requirements, capital expenditure requirements and future expansion plans, liquidity position, debt covenants, shareholders' interests, general economic conditions and the business cycle of the Group's operations, and other factors that the Board considers relevant and appropriate. Declaration and payment of dividends is also subject to any restrictions under the Companies Act of the Cayman Islands, any applicable laws, rules and regulations and the Articles of Association.

The Company is a holding company incorporated under the laws of the Cayman Islands. As a result, the payment and amount of any future dividends will also depend on the availability of dividends received from our subsidiaries. PRC laws require that dividends shall be paid only out of the profit for the year determined according to PRC accounting principles, which differ in many aspects from the generally accepted accounting principles in other jurisdictions, including IFRS Accounting Standards. PRC laws also require foreign-invested enterprises to set aside at least 10% of its after-tax profits, if any, to fund its statutory reserves until the aggregate amount of such fund reaches 50% or more of its registered capital, which are not available for distribution as cash dividends. Dividend distribution to our Shareholders is recognized as a liability in the period in which the dividends are approved by our Shareholders or Directors, where appropriate.

The Board did not recommend the payment of a final dividend for the year ended December 31, 2025.

As at December 31, 2025, no arrangement was reached pursuant to which the Shareholders waived or agreed to waive their dividends.

TAX RELIEF AND EXEMPTION

The Directors are not aware of any tax relief and exemption available to the Shareholders by reason of their holding of the Company's securities. If the Shareholders are unsure about the taxation implications of purchasing, holdings, disposing of, dealing in, or the exercise of any rights (including entitlements to any relief of taxation) in relation to, the Shares, they are advised to consult an expert.

BUSINESS REVIEW

A fair review of the business and a discussion and analysis of the Group's performance during the year ended December 31, 2025, using financial key performance indicators and the material factors underlying its results and financial position as well as the outlook of the Group's business are provided in the "Management Discussion and Analysis" on pages 5 to 19 of this annual report.

SIGNIFICANT EVENTS AFTER THE REPORTING PERIOD

The Company is not aware of any significant event that might affect the Group since December 31, 2025 and up to the Last Practicable Date.

PRINCIPAL RISKS AND UNCERTAINTIES

Our business involves certain risks as set out in the section headed "Risk factors" in the Prospectus. The material risks and uncertainties we face are set out below:

1. Risks Related to Strategic Transformation and Execution

We are undergoing a strategic transformation from a content-centric platform toward an AI-driven fitness and health ecosystem. Rooted in the booming sports and health sector, the Group is reconstructing its business architecture around AI-driven capabilities while de-prioritizing segments misaligned with its long-term strategic trajectory. If we are unable to execute this transformation effectively – including carrying out our business strategies, managing our growth and attracting and retaining the talent required to support it – our brand, financial condition and business prospects may be materially and adversely affected. Given the pace and depth of this transformation, investors should not place undue reliance on past trends as indicators of future results under a materially different operating model.

While the Group achieved its first-ever full-year adjusted net profit (Non-IFRS) of RMB25.2 million in 2025 – a material turnaround from an adjusted net loss of RMB469.6 million in 2024 – the pace and depth of the ongoing transformation mean that historical financial metrics, including revenue mix, user growth rates and cost structures, have limited predictive value for future performance, and this improvement has yet to be tested through a full business cycle. The execution of the Group's transformation depends on the concurrent delivery of architecture re-engineering, AI productization, business rationalization and organizational restructuring, as well as on attracting and retaining talent with specialized capabilities in AI, data science and software engineering. Failure to deliver on any workstream could delay the path to sustainable profitability, impair user experience during the transition, or result in stranded costs associated with discontinued activities.

The Group is managing execution risk through a disciplined, phased approach – completing foundational infrastructure upgrades before scaling product-level AI deployment – and has strengthened Board-level oversight of strategic execution progress. The Group has invested in competitive compensation structures and a focused AI talent development program to attract and retain key technical personnel. Cost discipline has been reinforced through the streamlining of non-core operations, and management has maintained a focus on cash generation to fund the transformation on a self-sustaining basis. The Group has established clear phased milestones for its transformation roadmap, and is building a track record of AI-driven user engagement and monetization outcomes as the primary basis for assessing business performance going forward.

2. Risks Related to User Acquisition, Engagement and Retention

User scale and engagement are doubly critical to the Group's business model: they drive direct subscription revenue and, equally importantly, generate the behavioral data that facilitates the Group's AI products iteration. A decline in active users or engagement depth would therefore impair both near-term financial performance and the long-term quality of our AI-driven personalization capabilities, creating a compounding risk to our business operation and competitive differentiation.

In 2025, the Group proactively narrowed user acquisition spending to prioritize core user engagement during its AI infrastructure investment and product iteration phase. The recalibration of user acquisition spend as part of the strategic transformation may have moderated near-term user growth in certain segments. However, we witnessed that this consolidation produced meaningful improvements in engagement quality. Any failure to re-expand the user base following this consolidation phase could nonetheless create a sustained drag on subscription revenue and AI model development.

The Group's near-term focus is on deepening engagement among its core user base through AI-driven personalization, multi-category content expansion and community-oriented social features, while progressively improving user acquisition efficiency to convert engagement gains into paying subscriber growth. These initiatives are intended to broaden platform appeal, support a return to high-quality user base expansion, and reinforce the defensibility of the platform's long-term competitive moat.

3. Risks Related to User Preferences and Industry Trends

In 2025, the Group's user base consolidated around habitual trainers and outdoor sports enthusiasts, reflecting a structural shift in user profile toward higher-frequency, multi-category engagement. This shift raises the bar for content breadth, sports science depth and category-specific personalization. If the Group fails to continuously enrich its content offerings and advance its AI personalization capabilities to meet evolving user expectations, users may migrate to more specialized alternatives, adversely affecting retention and subscription revenue.

The Group is responding by deepening its multi-category sports and fitness and health data infrastructure. As of the end of 2025, the AI User Sports Profile covered 17 tag categories and over 700 fine-grained metrics, with more than 50 advanced sports dimensions integrated across key categories, providing the data foundation for increasingly precise personalization. Content investment is guided by real-time monitoring of session completion rates, engagement depth and user feedback, enabling responsive reallocation toward content modalities with demonstrable demand. The Group will continue to expand its sports data science capabilities and AI-driven curriculum adjustment features to stay ahead of evolving user expectations across an increasingly diverse active user base.

4. Risks Related to Market Competition and Macroeconomic Conditions

The fitness and sports industry in China is experiencing sustained growth, driven by rising health awareness and the ongoing upgrade in sports consumption. However, the Group operates in a fast-evolving and increasingly competitive landscape, with competition broadening from established internet platforms and dedicated AI-native fitness applications to sportswear brands deepening their digital ecosystems, and shifting from scale and price toward tech-forward capability, data assets and high-value user engagement. Demand for the Group's consumer products is also subject to macroeconomic conditions and consumer discretionary spending levels, the rapid advancement of AI technologies is reshaping consumer expectations and competitive dynamics across many sectors, which could compound pressure on the Group's revenue growth and monetization efficiency. The Group's international operations, while currently limited in scale, expose it to additional competitive risks including local regulatory and data privacy requirements, content restrictions, intellectual property uncertainties and cultural differences, as well as competition from global fitness platforms with more deeply entrenched market positions. If the Group fails to compete effectively or if consumer spending weakens, our business, financial condition, and operating results may be adversely affected.

In 2025, the Group continued to monitor the changes and the competitive landscape on the fitness and sports health industry, including but not limited to user behavior, content consumption patterns, AI adoption, macroeconomic conditions and consumer discretionary spending levels. In its consumer products business, the Group has observed that consumer demand was increasingly driven by product functionality, brand trust and value-for-money considerations amid a more cautious spending environment. While no material disruption from AI-driven competitors had been observed in the Group's core business as of 2025, sustained investment in AI capabilities remains important to maintaining the Group's competitive positioning over the medium to long term.

The Group's competitive response is centered on its differentiated proprietary assets: over a decade of accumulated sports and health behavioral data that is difficult for new entrants to replicate at scale; the integrated ecosystem spanning online content, AI personalization and physical fitness products; and brand recognition among health-conscious consumers in China. The Group is accelerating the deployment of its fitness and health AI capabilities – including AI personalization, sports health guidance and AIGC-driven content generation – to deepen user engagement and strengthen the data flywheel that underpins its long-term competitive moat. By concentrating resources on segments where these advantages are most defensible and exiting areas of structural competitive disadvantage, the Group aims to improve the quality and sustainability of its competitive positioning. In self-branded fitness products business, the Group is deepening integration between its physical product range and digital platform, while rationalizing lower-margin peripheral lines to improve revenue quality.

5. Risks Related to Brand Reputation

Maintaining and enhancing our brand and corporate reputation is critical to our success. Negative publicity about us, our employees and our fitness content or products may materially and adversely affect our brand, reputation, business and growth prospects.

As AI-generated fitness training plans, recommendations, and dietary instructions become core to the user experience in recent years, errors or biases in AI model outputs carry a heightened reputational risk profile relative to traditional content missteps: algorithmic failures can be systematic rather than isolated, amplifying both the scale of user impact and the speed of reputational contagion. A high-profile incident involving harmful AI-generated fitness advice could trigger regulatory investigation, user litigation and lasting damage to user trust, with material financial consequences and a potential setback to the Group's AI deployment timeline.

The Group has implemented a multi-layer review process for AI-generated content, combining algorithmic safety filters with human expert review protocols and user feedback mechanisms. AI-generated recommendations are validated against established sports science guidelines prior to broad deployment. Fitness instructor and KOL onboarding standards have been strengthened, with behavioral conduct clauses and ongoing performance monitoring in place. Crisis communication protocols have been updated to address AI-specific risk scenarios.

In 2025, the Group's platform continued to feature fitness instructors and KOL partners whose conduct and performance directly shape user perception of the Keep brand. Any incident involving misconduct, false health claims or reputational controversy associated with a prominent collaborator could generate negative publicity that reduces user trust and adversely affects subscription renewal rates and new user acquisition. The financial impact of such incidents is difficult to predict but could be material, given the role of influencer-led content in driving user engagement.

The Group has strengthened its due diligence and onboarding procedures for fitness instructors and KOL partners, introduced behavioral conduct clauses and performance standards in collaboration agreements, and established a rapid response protocol for disassociating the platform from individuals whose conduct conflicts with the Group's values. Diversification across a broad pool of content creators reduces concentration risk associated with any single individual or collaboration.

6. Risks Related to Monetization Strategies

The Group's monetization strategies – including new AI – powered services, may not be successfully implemented or generate sustainable revenue and profit. As the Group continues its transition to an AI-driven ecosystem, failure to convert AI investment into commercially viable products and services could adversely affect its revenue growth, profitability and business prospects.

In 2025, the Group continued its transition to an AI-driven ecosystem, while its AI products remained at the feature validation stage and monetization remained a subsequent consideration. New AI-driven monetization pathways were at an early stage of development, existing membership tier structures had not yet been adjusted to reflect AI-enhanced capabilities, and revenue contribution from these streams remained limited as of 2025. Failure of AI features to demonstrate sufficient user value during this phase could adversely affect the Group's ability to translate AI investment into incremental revenue.

The Group is taking a measured, phased approach to AI monetization – progressively deploying product features and validating user engagement before advancing commercialization. Revenue quality is being improved through a structural focus on higher-margin membership and self-branded fitness products revenues relative to lower-margin revenues. The Group will continue to monitor the financial returns on AI investment and adjust resource allocation based on demonstrated monetization evidence.

7. Risks Related to Data Security and Privacy

Our business generates, processes, collects and stores a large amount of data. As we expand our AI-driven ecosystem and open platform capabilities, the risk of unauthorized access to, improper use of, or disclosure of such data could subject us to significant reputational, financial, legal and operational consequences, and deter current and potential users from using our services.

In 2025, regulatory risk increased as the Group expanded its AI-driven ecosystem and data platform capabilities. China's Personal Information Protection Law, Data Security Law and Cybersecurity Law impose evolving obligations on platforms handling health-related personal data, and failure to maintain compliance could result in regulatory penalties, operational disruption and reputational consequences. Changes in regulatory requirements or enforcement priorities could also affect the Group's data practices in ways that limit the inputs available for AI model development and refinement.

The Group has established a dedicated data governance and security framework encompassing data classification protocols, access control mechanisms, encryption standards and regular independent security audits. User consent mechanisms are being enhanced in connection with AI feature rollouts to ensure compliance with applicable privacy requirements, and works closely with external legal counsel to monitor and respond to regulatory developments in real time.

8. Risks Related to Regulatory Environment

Our business is subject to supervision and regulation by various governmental authorities in China, including the CAC, the Ministry of Commerce, or the MOFCOM, the MIIT, the State Administration for Market Regulation, or the SAMR, the National Health Commission, or the NHC, the Ministry of Culture and Tourism, or the MCT, NRTA and the corresponding local regulatory authorities. These authorities promulgate and enforce laws and regulations that cover a variety of business activities that relate to our operations, such as the provision of internet information, sales of internet advertisement, providing live streaming and short videos broadcasting services, among other things. Meanwhile, with the development of artificial intelligence technology, the laws and regulations related to artificial intelligence technology and products is also evolving continuously. Any lack of requisite approvals, licenses, permits or registrations applicable to our business may have a material adverse effect on our business, financial conditions and results of operations.

The Company maintains a number of professional departments and dedicated teams, which work in close coordination with the management of its various business groups. Their responsibilities include monitoring and assessing any amendments, updates or changes in relevant laws, regulations and regulatory policies on an ongoing basis. Where necessary, appropriate actions or measures are taken in response to such changes. In addition, the Company continuously reviews and refines its internal systems, policies and operational procedures to align with evolving regulatory requirements. These collective efforts are designed to support the Company's ability to remain in compliance with applicable legal and regulatory standards, and to foster the healthy and compliant development of its business operations.

ENVIRONMENTAL POLICIES AND PERFORMANCE

As a company offering a comprehensive fitness solution to the society, we believe that our business inherently promotes low-carbon lifestyle and healthy living following the Environmental, Social and Governance ("**ESG**") principles. We believe our continued growth depends on our integration of ESG values into our corporate strategies and operations. With the unprecedented challenges regarding climate change, we have become more active to take on social responsibilities and we will continue to bring fitness to everyone in our society. We are committed to operating on an ethical and compliant basis and elevating user experience through technological innovation. We will continue to promote a diverse and inclusive environment for talents, and pursue environmentally friendly operations following the principles of low carbon economy, thereby contributing to public welfare and helping build a sustainable community.

The environmental and social matters that have a significant impact on the Group will be disclosed in the ESG Report.

LEGAL PROCEEDINGS AND COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

We may from time to time become a party to various legal proceedings arising in the ordinary course of business. Directors confirm that, during the year ended December 31, 2025 and up to the Latest Practicable Date, we had not involved in any litigation, arbitration or administrative proceeding against us or any of our Directors that could have a material and adverse effect on our business, financial conditions or results of operations. Furthermore, to the knowledge of our Directors, there is no pending or foreseeable litigation, arbitration or administrative proceeding against us or any of our Directors that could cause a material and adverse effect on our business, financial conditions or results of operations.

During the year ended December 31, 2025 and up to the Latest Practicable Date, the Group had complied with the laws in all material respects, including the requirements under the Hong Kong Companies Ordinance (Chapter 622 of the Laws of Hong Kong), the Listing Rules, the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and the Corporate Governance Code contained in Appendix C1 to the Listing Rules) for, among other things, the disclosure of information and corporate governance.

FIVE YEAR FINANCIAL SUMMARY

A summary of the Company's results, assets, liabilities and equity for the last five financial years are set out on page 4 of this annual report. This summary does not form part of the audited consolidated financial statements.

RELATIONSHIP WITH STAKEHOLDERS

Employees

As at December 31, 2025, we had a total of 645 full time employees. Substantially all of our employees are based in the PRC.

We primarily recruit our employees through on-campus job fairs, recruitment agencies and online channels including our corporate websites and social networking platforms. We have designed diversified learning and development programs for different job groups, and continuously improve the internal training system. We provide newcomer training for new employees to enable them to learn about the company's overview, management principles, business segments, etc. We have launched hierarchical training programs for management to help all types of managers better perform their duties. We also offer a range of training programs for coaches. In addition to new coach induction training, we organize quarterly learning sessions to ensure that coaches are familiar with our business and norms.

In accordance with the rules and regulations in the PRC, we participate in the applicable housing provident funds and various social insurance plans for employees initiated by local and provincial governments. The Group and the PRC based employees are required to make monthly contributions to these plans calculated as a specific percentage of the employees' salaries.

We enter into standard contracts and agreements regarding confidentiality, intellectual property, employment, commercial ethics and non-competition with all of our executive officers and the vast majority of our employees. These contracts typically include a non-competition provision and a confidentiality provision effective during and after their employment with us.

None of our employees are currently represented by labor unions. We believe that we maintain a good working relationship with our employees, and we have not experienced any significant labor disputes or any difficulty in recruiting staff for our operations during the year ended December 31, 2025 and up to the Latest Practicable Date.

Major Customers and Suppliers

Our customers include users who purchase our fitness content and products, advertisers who post advertisements of their content, products and services on our online platform and wholesale channels that we use for selling our self-branded fitness products. For the year ended December 31, 2025, the respective percentage of sales attributable to the Group's five largest customers in aggregate was less than 30%. The top five customers are primarily wholesale channels that purchased our self-branded products and advertising companies who purchased our online advertising service, while our largest customer was a wholesale channel that purchased our self-branded products.

Our suppliers primarily consist of raw materials, components and finished goods suppliers, third-party application stores and other payment channels, advertising and marketing service providers, warehousing, packaging and delivery suppliers, third-party platform suppliers, data storage, server hosting, and bandwidth providers and fitness content providers. For the year ended December 31, 2025, the respective percentage of purchases attributable to the Group's five largest suppliers in aggregate was less than 30%.

So far as our Directors are aware, none of our Directors or executive officers of our Company or its subsidiaries, their respective associates or any Shareholders holding more than 5% of the issued share capital of our Company, had any interests in any of our five largest suppliers and customers during the year ended December 31, 2025 and up to the Latest Practicable Date.

SHARE CAPITAL

Details of movements in the share capital of the Company during the year ended December 31, 2025 are set out in Note 27 to the consolidated financial statements.

As at December 31, 2025, the issued share capital of the Company was 525,671,987 Shares (including 12,085,400 treasury shares).

RESERVES

Details of movements in the reserves of the Group during the year ended December 31, 2025 are set out on pages 84 to 85 in the consolidated statement of changes in equity in this annual report.

DISTRIBUTABLE RESERVES

As at December 31, 2025, the Company's reserve available for distribution to Shareholders amounted to RMB5,374.8 million.

PROPERTY AND EQUIPMENT

Details of movements in the property and equipment of the Group during the year ended December 31, 2025 are set out in Note 15 to the consolidated financial statements.

SUFFICIENCY OF PUBLIC FLOAT

During the year ended December 31, 2025 and as at the Latest Practicable Date and based on the information publicly available to the Company and to the best knowledge of the Directors, the Company has maintained the minimum public float as required under the Listing Rules.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Articles of Association or the laws of the Cayman Islands that would oblige the Company to offer new shares on a pro rata basis to the existing Shareholders.

DIRECTORS AND SENIOR MANAGEMENT

The Directors and senior management of the Company during the year ended December 31, 2025 and up to the Latest Practicable Date are set out below:

Name	Position(s) in the Company
Directors	
Wang Ning	Executive Director, Chairman, Chief Executive Officer and Founder
Peng Wei	Executive Director, Vice President of Online Operations and Co-founder
Xu Ce Evan	Executive Director (*appointed on November 13, 2025*), Joint Company Secretary (*appointed on May 16, 2025*) and Chief Financial Officer
Liu Dong	Executive Director *(resigned on November 13, 2025) and Co-founder*
Ge Xin	Independent non-executive Director
Shan Yigang	Independent non-executive Director
Wang Haining	Independent non-executive Director
Senior management	
Wang Ning	Executive Director, Chairman, Chief Executive Officer and Founder
Peng Wei	Executive Director, Vice President of Online Operations and Co-founder
Xu Ce Evan	Executive Director (*appointed on November 13, 2025*), Joint Company Secretary (*appointed on May 16, 2025*) and Chief Financial Officer

Note: Mr. Liu Dong resigned as an executive Director due to personal work arrangement.

Mr. Xu Ce has confirmed that he has obtained the legal advice referred to under Rule 3.09D of the Listing Rules on November 10, 2025, and understands his obligations as a director of a listed issuer under the Listing Rules.

To the best of the Directors' knowledge, information and belief, save as disclosed in this annual report, the Directors and senior management do not have any relationship amongst them.

Biographical details of the Directors and senior management are set out on pages 20 to 21 of this annual report.

SERVICE CONTRACTS OR LETTERS OF APPOINTMENT OF DIRECTORS

Each of our executive Directors entered into a service contract with our Company. The term of appointment shall be for an initial term of three years from the Listing Date. The appointment shall, subject always to re-election as and when required under the Articles of Association, be automatically renewed for successive periods of three (3) years until terminated in accordance with the service contract or by either party giving to the other not less than three (3) months prior notice in writing.

Each of our independent non-executive Directors entered into an appointment letter with our Company. The term of appointment shall be for an initial term of three years from the Listing Date. The appointment shall, subject always to re-election as and when required under the Articles of Association, be automatically renewed for successive periods of three (3) years until terminated in accordance with the appointment letters or by either party giving to the other not less than three (3) months prior notice in writing.

The appointment of Directors is subject to the provisions of retirement and rotation of Directors under the Articles of Association.

None of the Directors has or is proposed to have a service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation (other than statutory compensation).

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of the independent non-executive Directors an annual confirmation of his or her independence. The Company considers all of the independent non-executive Directors to be independent during the year ended December 31, 2025 and remain so as of the Latest Practicable Date.

CHANGE OF INFORMATION OF DIRECTORS

Save as disclosed in this annual report, there had been no other changes to the Directors' and chief executive's information as required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules since the publication of 2025 interim report of the Company and up to the Latest Practicable Date.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at December 31, 2025, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have taken under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

Long Positions in the Company's Shares

Name of Director	Nature of interest	Number of Shares and underlying Shares held	Approximate percentage of interest in the Company
Mr. Wang Ning[(1)]	Interest in controlled corporation	78,469,806	14.93%
	Interest in controlled corporation	8,909,312	1.69%
	Beneficial owner	1,500,000	0.29%
Mr. Peng Wei[(2)]	Interest in controlled corporation	10,621,480	2.02%
	Beneficial owner	1,650,000	0.31%
Mr. Xu Ce Evan[(3)]	Beneficial owner	1,500,000	0.29%

Notes:

(1) Each of Persistent Courage Holdings Limited and Lightmap Limited holds 78,469,806 and 8,909,312 Shares respectively, and each of them is wholly owned by Arrow Factory Limited, which is controlled by Starmap Trust, a trust controlled by Mr. Wang Ning ("**Mr. Wang**") and in which Mr. Wang is the settlor and sole beneficiary. Additionally, Mr. Wang is beneficially interested in 1,500,000 Shares, which underlines the outstanding restricted shares units ("**RSUs**") granted to him under the Post-IPO Share Incentive Plan. For details, please refer to the circular of the Company dated May 28, 2024 and the section headed "Post-IPO Share Incentive Plan" of this annual report.

(2) Mr. Peng Wei ("**Mr. Peng**") holds his interests in our Company through his controlled corporation, Metropolis Olympia Holdings Limited, which holds 10,621,480 Shares. Metropolis Olympia Holdings Limited is wholly-owned by Pacinoson Limited, which in turn is controlled by a trust that is controlled by Mr. Peng and in which Mr. Peng is the settlor and sole beneficiary. Under the SFO, Mr. Peng is deemed to be interested in all the interests in our Company held by Metropolis Olympia Holdings Limited. Additionally, Mr. Peng is beneficially interested in 1,650,000 Shares, which underlines the outstanding RSUs granted to him under the Post-IPO Share Incentive Plan. For details, please refer to the circular of the Company dated May 28, 2024, the announcement of the Company dated July 15, 2025, and the section headed "Post-IPO Share Incentive Plan" of this annual report.

(3) Mr. Xu Ce Evan ("**Mr. Xu**") is beneficially interested in 1,500,000 shares, which underlines the 1,500,000 outstanding RSUs granted to him under the Post-IPO Share Incentive Plan. For details, please refer to the section headed "Post-IPO Share Incentive Plan" of this annual report.

(4) As at December 31, 2025, the total number of issued Shares (including treasury shares) was 525,671,987. The above calculation is based on the total number of Shares (including treasury shares) as of December 31, 2025.

Save as disclosed above, none of the Directors or chief executive of the Company had registered an interest or short position in the Shares, underlying shares or debentures of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code as at December 31, 2025.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at December 31, 2025, to the best of the knowledge of the Company and the Directors, the followings are the persons, other than the Directors or chief executives of the Company, who had interests or short positions in the Shares and underlying Shares which were required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were required to be entered in the register of interests required to be kept by the Company pursuant to Section 336 of Part XV of the SFO.

Interests in the Shares and Underlying Shares of the Company

Name of shareholders group	Nature of interest	Number of Shares and underlying Shares held	Approximate percentage of interest in the Company[8]
Mr. Wang Ning[1]	**Beneficial owner**	**1,500,000**	**0.29%**
	Interest in controlled corporations	**87,379,118**	**16.62%**
Lightmap Limited	Beneficial owner	8,909,312	1.69%
Persistent Courage Holdings Limited	Beneficial owner	78,469,806	14.93%
GGV Shareholders[2]	**Interest in controlled corporation**	**75,814,900**	**14.42%**
GGV Capital Select L.P.*	Beneficial owner	22,301,580	4.24%
GGV Capital V L.P.	Beneficial owner	44,557,380	8.48%
GGV Capital V Entrepreneurs Fund L.P.*	Beneficial owner	1,635,240	0.31%
GGV VII Investments Pte. Ltd.*	Beneficial owner	7,320,700	1.39%
Futu Trustee Limited[3]	**Custodian**	**4,993,528**	**0.95%**
	Trustee	**45,624,202**	**8.68%**
Calorie Partner Limited	Beneficial interest	35,420,455	6.74%
Calorie Fortune Limited*	Beneficial interest	10,203,747	1.94%
SVF II Calorie Subco (DE) LLC[4]			
SVF II Calorie Subco (DE) LLC	Beneficial owner	44,922,180	8.54%

Name of shareholders group	Nature of interest	Number of Shares and underlying Shares held	Approximate percentage of interest in the Company[8]
5Y Capital[5]	**Interest in controlled corporations**	**30,127,942**	**5.73%**
Morningside China TMT Fund IV, L.P.*	Beneficial owner	22,770,306	4.33%
Morningside China TMT Fund IV Co-Investment, L.P.*	Beneficial owner	2,361,782	0.45%
Morningside China TMT Special Opportunity Fund II, L.P.*	Beneficial owner	847,463	0.16%
Evolution Special Opportunity Fund I, L.P.*	Beneficial owner	3,607,298	0.69%
Evolution Fund I Co-investment, L.P.*	Beneficial owner	541,093	0.10%
JenCap[6]	**Interest in controlled corporations**	**29,509,020**	**5.62%**
JenCap Squad*	Beneficial owner	26,053,100	4.96%
JenCap Squad I L.P.*	Beneficial owner	3,455,920	0.66%
BAI GmbH[7]			
BAI GmbH	Beneficial owner	28,038,500	5.33%

Notes:

These entities are not substantial shareholders as they will not have an interest or short position in our Shares or underlying Shares which would fall to be disclosed to us under the provisions of Divisions 2 and 3 of Part XV of the SFO, and will not be, directly or indirectly, interested in 10% or more of the issued voting shares of our Company or any other member of our Group. These entities are disclosed in this table for the sake of completeness. For the avoidance of doubt, any discrepancies in any table or chart between totals and sums of amounts listed therein are due to rounding.

(1) Each of Persistent Courage Holdings Limited and Lightmap Limited is wholly owned by Arrow Factory Limited, which is controlled by Starmap Trust, a trust controlled by Mr. Wang and in which Mr. Wang is the settlor and sole beneficiary. Accordingly, Mr. Wang, Trident Trust Company (HK) Limited and Arrow Factory Limited are deemed or taken to be interested in the Shares in which Persistent Courage Holdings Limited and Lightmap Limited are interested in under the SFO, on an aggregated basis. Additionally, Mr. Wang is beneficially interested in 1,500,000 Shares, which underlines the outstanding RSUs granted to him under the Post-IPO Share Incentive Plan.

(2) GGV Capital Select L.P. is controlled by GGV Capital Select L.L.C. GGV Capital V L.P. is controlled by GGV Capital V L.L.C. GGV Capital V Entrepreneurs Fund L.P. is controlled by GGV Capital V L.L.C. GGV VII Investments Pte. Ltd. is ultimately controlled by GGV Capital VII L.L.C. GGV Capital Select L.L.C., and GGV Capital V L.L.C. and GGV Capital VII L.L.C. are controlled by Lee Hongwei Jenny, Jeff Richards, Jixun Foo, Glenn Solomon and Hans Tung.

(3) Futu Trustee Limited is the trustee of the trusts which hold 100% of the interest of Calorie Partner Limited and Calorie Fortune Limited, which hold Shares on behalf of participants of the Pre-IPO Share Incentive Plans who are not close associates of our Company. Accordingly, Futu Trustee Limited is deemed to be or taken to be interested in the Shares held by corporations controlled by the trusts in which it is trustee under the SFO, on an aggregated basis. Additionally, Futu Trustee Limited is interested in 4,993,528 Shares in its capacity as custodian.

(4) SVF II Calorie Subco (DE) LLC ("**SVF**") is a special purpose vehicle indirectly majority owned by SoftBank Vision Fund II-2 L.P. ("**SVF Fund II**") through SVF II Aggregator (Jersey) L.P., SVF II Holdings (DE) LLC, SVF II Investment Holdings LLC and SVF II Investment Holdings (Subco) LLC. The sole member of SVF is SVF II Investment Holdings (Subco) LLC ("**SVF II Investment Subco**") and the sole member of SVF II Investment Subco is SVF II Investment Holdings LLC. SB Global Advisers Limited ("**SBGA**") has been appointed as manager and is responsible for making all decisions related to the acquisition, structuring, financing and disposal of SVF Fund II's investments, including as held by SVF. SB Global Advisers Capital Markets Limited is wholly owned by SBGA. The general partner of SVF Fund II is SVF II GP (Jersey) Limited, which is ultimately wholly owned by SoftBank Group Corp. SBGA is wholly owned by SoftBank Group Corp.

Accordingly, SBGA, SB Global Advisers Capital Markets Limited, SoftBank Group Corp., SVF Fund II-2, SVF II GP (Jersey) Limited, SVF II Aggregator (Jersey) L.P., SVF II Holdings (DE) LLC and SVF II Investment Holdings LLC, are deemed or taken to be interested in the Shares in which SVF II Calorie Subco (DE) LLC is interested in under the SFO.

(5) Morningside China TMT Fund IV, L.P.*, Morningside China TMT Fund IV Co-Investment, L.P.* and Morningside China TMT Special Opportunity Fund II, L.P. *are controlled by its general partner, Morningside China TMT GP IV, L.P. Morningside China TMT GP IV, L.P., is controlled by its general partner, TMT General Partner Ltd. Each of Liu Qin and Morningside Venture (VII) Investments Limited is entitled to exercise or control the exercise of 67% and 33% of the voting power of all issued shares in TMT General Partner Ltd. at its general meeting. Morningside Venture (VII) Investments Limited is indirectly 100% held by the Landmark Trust Switzerland SA as trustee of a discretionary trust established by Mdm. Chan Tan Ching Fen for the benefit of certain members of her family and other charitable objects. Evolution Special Opportunity Fund I, L.P.* and Evolution Fund I Co-investment, L.P.* are controlled by their general partner 5Y Capital GP Limited. Liu Qin is entitled to exercise or control the exercise of 100% of the voting power of all issued shares in 5Y Capital GP Limited at its general meeting.

(6) JenCap Squad* is wholly owned by Jeneration Capital Partners II L.P., which is controlled by its general partner, Jeneration Capital GP II. JenCap Squad I L.P.*, is controlled by its general partner JenCap Squad I GP. Jeneration Capital GP II and JenCap Squad I GP are ultimately controlled by Jimmy Ching-Hsin Chang through a series of 100% owned holding companies, Jeneration Group Limited and Purple Panther. Leung Catherine Ho Yan is the spouse of Jimmy Ching-Hsin Chang.

Accordingly, Jimmy Ching-Hsin Chang, Leung Catherine Ho Yan, Purple Panther and Jeneration Group Limited are deemed or taken to be interested in the Shares in which JenCap Squad* and JenCap Squad I L.P.* are interested in under the SFO, on an aggregated basis.

(7) BAI GmbH is wholly owned by Reinhard Mohn GmbH. Reinhard Mohn GmbH is wholly owned by Bertelsmann SE&Co. KGaA, which is controlled by Bertelsmann Verwaltungsgesellschaft mbH. Bertelsmann Verwaltungsgesellschaft mbH is controlled by Mr. Christoph Mohn. Bertelsmann SE&Co. KGaA is also indirectly non-wholly owned/controlled by Bertelsmann Stiftung through a series of holding/ controlling entities, Bertelsmann Management SE, Reinhard Mohn Verwaltungsgesellschaft mit beschränkter Haftung and Johannes Mohn Gesellschaft mit beschränkter Haftung. Bertelsmann Stiftung is a non-profit foundation with no shareholders. Mohn Shobhna is the spouse of Mohn Christoph.

Accordingly, Bertelsmann Stiftung, Johannes Mohn Gesellschaft mit beschränkter Haftung, Reinhard Mohn Verwaltungsgesellschaft mit beschränkter Haftung, Bertelsmann Management SE, Bertelsmann Verwaltungsgesellschaft mbH, Bertelsmann SE & Co. KGaA, Reinhard Mohn GmbH, Mohn Christoph and Mohn Shobhna are deemed or taken to be interested in the Shares in which BAI GmbH is interested in under the SFO.

(8) As at December 31, 2025, the total number of issued Shares (including treasury shares) was 525,671,987. The above calculation is based on the total number of Shares (including treasury shares) as at December 31, 2025.

Save as disclosed above, the Directors and the chief executives of the Company were not aware of any other person (other than the Directors or chief executives of the Company) who had an interest or short position in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO as at December 31, 2025.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as otherwise disclosed in this annual report, at no time during the year, was the Company or any of its subsidiaries a party to any arrangement that would enable the Directors to acquire benefits by means of acquisition of Shares in, or debentures of, the Company or any other body corporate, and none of the Directors or any of their spouses or children under the age of 18 were granted any right to subscribe for the equity or debt securities of the Company or any other body corporate or had exercised any such right.

ISSUANCE OF DEBENTURES

During the year ended December 31, 2025, no issuance of debentures was made by the Company.

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

To the knowledge of the Board, none of the Directors (excluding independent non-executive Directors) or their respective associates (as defined in the Listing Rules) had any interests in any business which competes or is likely to compete, directly or indirectly, with the businesses of the Group for the year ended December 31, 2025.

CONTINUING CONNECTED TRANSACTIONS

We set out below a summary of the continuing connected transactions of the Group, which are subject to the reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

CONTRACTUAL ARRANGEMENTS

Background

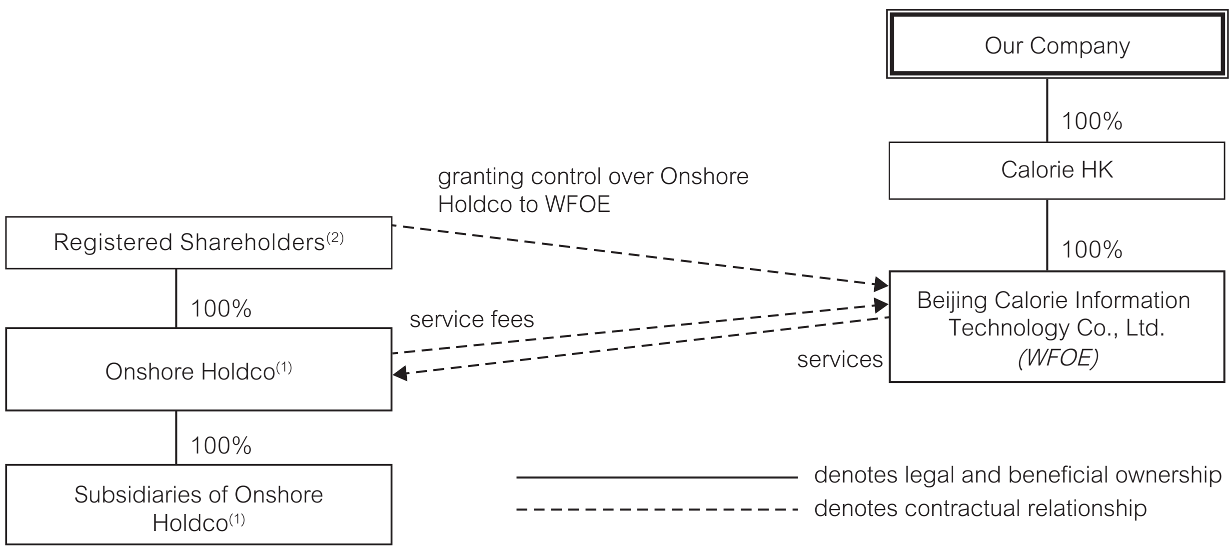
Due to foreign investment restrictions under PRC Laws, our Company is unable to own or hold any direct equity interest in our Consolidated Affiliated Entities conducting our businesses. This is because our Group operates, within China, (a) businesses that are prohibited from any foreign investment; and (b) businesses that are subject to foreign investments restrictions, but because these restricted businesses form part of, and cannot be separated from, the entities/platforms that operate prohibited businesses and/or the operation of prohibited businesses themselves, the Company must keep these business operations under its variable interest entity ("**VIE**") structure and cannot hold any equity interest in the entities operating these businesses under current applicable PRC laws. Accordingly, due to these foreign investment prohibitions and restrictions, we operate relevant businesses through our Onshore Holdco (Calorie Technology) and its subsidiaries. We do not directly own equity interest in Onshore Holdco, which is held by the Registered Shareholders.

The agreements underlying the Contractual Arrangements provide a mechanism through which: (a) economic benefits of Onshore Holdco are able to be transferred to us through the Consulting and Services Agreement and the Business Cooperation Agreement (each defined below); and (b) we are able to control Onshore Holdco through the Option Agreement, the Share Pledge Agreements, and the Powers of Attorneys (each defined below). Pursuant to this arrangement, all substantial and material business decisions of Onshore Holdco (and its subsidiaries) will be instructed and supervised by our Group, through our WFOE (Beijing Calorie Information Technology Co., Ltd.), and all risks arising from Onshore Holdco's (and its subsidiaries') business are also effectively borne by our Group as a result of the Consolidated Affiliated Entities being treated as our controlled subsidiaries; accordingly, we are entitled to economic benefits generated by the Consolidated Affiliated Entities business through the Contractual Arrangements.

The following table summarizes the prohibited and restricted businesses operated by our Group:

	Prohibited/restricted category	**Our business activities**
Foreign investment prohibited	Transmission of audio-visual programs	Recorded fitness video courses business Live streaming business
	Internet culture business	Recorded fitness video courses business Live streaming business *Keeper* community
	Radio and television program production	Recorded fitness video courses business
Foreign investment restricted	Value-added telecommunication services	Operation of the *Keep* app is a restricted business

The following simplified diagram illustrates our VIE structure under the Contractual Arrangements:



Notes:

(1) These constitute our Consolidated Affiliated Entities.

(2) The Registered Shareholders are four individuals. Mr. Wang Ning, Mr. Peng Wei, Mr. Wen Chunpeng and Mr. Liu Dong, who each holds 85.4%, 8.1%, 4.8% and 1.7% equity interest in Onshore Holdco, respectively. Mr. Wang is our founder and serves as the chairman of our Board and executive officer of our company. Mr. Peng is our co-founder, an executive Director, and vice president of online operations. Mr. Wen is our co-founder, an employee and a director of certain subsidiaries. Mr. Liu is our co-founder.

Summary of the Contractual Arrangements

Consulting and Services Agreement

Under the amended and restated exclusive consulting and services framework agreement dated December 27, 2021 entered into by WFOE and Onshore Holdco (the "**Consulting and Services Agreement**"), WFOE will provide (a) support services to Onshore Holdco based on the needs of its primary businesses; and (b) administrative support services (e.g., finance, legal and human resources services) to Onshore Holdco, based on the needs of its daily operations. In consideration, Onshore Holdco will pay WFOE service fees based on the cost of services with a markup determined by the parties. Additionally, all intellectual property rights (including copyrights, patents, technical know-how and trade secrets) arising from the performance of this agreement would exclusively belong to and be the right of WFOE, and WFOE shall be held harmless by Onshore Holdco. This agreement is for an initial term of three years, and automatically renewed by two-year periods thereafter, unless otherwise expressly provided by law (in which case the WFOE may, at its sole discretion, determine whether to renew is agreement). Onshore Holdco may not terminate this agreement except as expressly required by law.

Business Cooperation Agreement

Under the amended and restated exclusive business cooperation agreement dated December 27, 2021 entered into by WFOE, Onshore Holdco and the Registered Shareholders (the "**Business Cooperation Agreement**"), among other things, (a) the Registered Shareholders undertook that the Onshore Holdco will not to engage in transactions that could materially affect the assets, business, personnel, rights, obligations or operations of Onshore Holdco without the written consent of WFOE or its designated party; and (b) Onshore Holdco and the Registered Shareholders agree to appoint WFOE's candidate as Onshore Holdco's director or remove or replace any director or senior manager, and accept WFOE's recommendation on employment, daily management of operations, and financial management matters in respect of Onshore Holdco. This agreement is for an initial term of fifteen years, and may be extended upon WFOE's request. Additionally, WFOE may terminate this agreement at any time; but neither Onshore Holdco nor the Registered Shareholders has a right to terminate this agreement. Additionally, all rights and obligations under this agreement will be binding on the parties' successors and assignees, and in particular, WFOE's successors (including administrators and liquidators) may inherit WFOE's rights and obligations under this agreement.

Option Agreement

Under the amended and restated exclusive transfer option agreement dated December 27, 2021 entered into by WFOE, Onshore Holdco and the Registered Shareholders (the "**Option Agreement**"), each Registered Shareholder granted to WFOE or its designated person an irrevocable and exclusive option to acquire, at any time, all their equity interests in Onshore Holdco at the minimum price permissible under PRC Laws. The option period is from the agreement date until all Registered Shareholders have transferred all their equity interests in Onshore Holdco to WFOE or its designated person.

Share Pledge Agreements

On December 27, 2021, each Registered Shareholder entered into an amended and restated share pledge agreement with WFOE and Onshore Holdco (the "**Share Pledge Agreements**"). Under these agreements, each Registered Shareholder pledged all their equity interest in Onshore Holdco, held from time to time, to WFOE to guarantee performance under the Contractual Arrangements by the shareholder and Onshore Holdco. The pledge period is from the agreement date until all contractual obligations are fulfilled or guaranteed debts fully paid off.

To preserve the pledged interests, each Registered Shareholder undertook that, among others: (i) the pledged interests will not be transferred or encumbered without WFOE's prior written consent; and (ii) any rights over the pledged interests enjoyed by WFOE shall not be prejudiced by the Registered Shareholder or their successor or any other person at any time and in any manner, and the Registered Shareholder shall take all necessary and required measures and execute all necessary and required documents to assist WFOE in realizing its rights over the pledged interests.

Powers of Attorney

On December 27, 2021, each Registered Shareholder granted an amended and restated power of attorney (the "**Powers of Attorney**"), under which the Registered Shareholder irrevocably appointed WFOE or its designated person to act as the Registered Shareholder's attorney-in-fact ("**attorney-in-fact**") with respect to all rights attached to equity interests in Onshore Holdco held by the Registered Shareholder from time to time. To avoid conflicts of interest, the attorney-in-fact shall not be Onshore Holdco's shareholder or persons who are not independent or may have conflicts of interest. Other than this, the attorney-in-fact may be a director of our Group (who does not have a material conflict of interest) and an administrator or liquidator of WFOE. Each Power of Attorney remains in effect until the Registered Shareholder ceases to be a shareholder of Onshore Holdco.

Spousal Consents

Each spouse of the Registered Shareholders has, where applicable, undertaken: (i) not to take any action with the intent to interfere with the arrangements under the Contractual Arrangements, including making any claim that such equity interest constitutes the property or community property; (ii) to unconditionally and irrevocably waive any and all rights or entitlements whatsoever to such equity interest that may be granted to the spouse according to any applicable laws; and (iii) to the extent the spouse acquires any equity interest in Onshore Holdco, to enter into a set of contractual arrangements with the same or comparable terms as the Contractual Arrangements.

Risks relating to the Contractual Arrangements

There are certain risks that are associated with the Contractual Arrangements, including:

(a) If the PRC government finds that the agreements that establish the structure for operating some of our operations in China do not comply with PRC regulations relating to the relevant industries, or if these regulations or the interpretation of existing regulations change in the future, we could be subject to severe penalties or be forced to relinquish our interests in those operations.

(b) The contractual arrangements with our VIE and its shareholders may not be as effective as direct ownership in providing operational control.

1. Any failure by our VIE or its shareholders to perform their obligations under our contractual arrangements with them would have a material and adverse effect on our business.

2. The shareholders of our VIE may have actual or potential conflicts of interest with us.

3. The custodians or authorized users of our controlling non-tangible assets, including chops and seals, may fail to fulfill their responsibilities, or misappropriate or misuse these assets.

4. Contractual arrangements in relation to our VIE may be subject to scrutiny by the PRC tax authorities and they may determine that we or our VIE owes additional taxes, which could negatively affect our financial condition and the value of your investment.

5. We may lose the ability to use and enjoy assets held by our VIE that are critical to the operation of our business if our VIE declare bankruptcy or become subject to a dissolution or liquidation proceeding.

For further details of these risks, please refer to the section headed "Risk Factors – Risks Related to Our Contractual Arrangements" of the Prospectus.

Compliance with the Contractual Arrangements

Our Group works closely with the Registered Shareholders to ensure the effective operation of our Group with the implementation of the Contractual Arrangements and our compliance with the Contractual Arrangements to mitigate the risks associated with the Contractual Arrangements.

Our Group has adopted the following measures to ensure its effective operation with the implementation of the Contractual Arrangements and our compliance with the Contractual Arrangements:

(a) major issues arising from the implementation and compliance with the Contractual Arrangements or any regulatory inquiries from government authorities will be submitted to our Board, if necessary, for review and discussion on an occurrence basis;

(b) our Board will review the overall performance of and compliance with the Contractual Arrangements at least once a year;

(c) our Company will disclose the overall performance of and compliance with the Contractual Arrangements in our annual reports; and

(d) our Company will engage external legal advisers or other professional advisers, if necessary, to assist the Board to review the implementation of the Contractual Arrangements, review the legal compliance of WFOE and Onshore Holdco to deal with specific issues or matters arising from the Contractual Arrangements.

Material Changes

As of the Latest Practicable Date, there was no material change in the Contractual Arrangements and/or the circumstances under which the Contractual Arrangements were adopted.

Unwinding of the Contractual Arrangements

As of the Latest Practicable Date, there had not been any unwinding of any Contractual Arrangements, nor has there been any failure to unwind any Contractual Arrangements when the restrictions that led to the adoption of the Contractual Arrangements are removed.

Listing Rules Implications

The transactions contemplated under the Contractual Arrangements and any new transactions, contracts and agreements or renewal of existing transactions, contracts and agreements to be entered into by, among others, Calorie Technology (or any of its subsidiaries in the future) and any member of our Group technically constitute continuing connected transactions under Chapter 14A of the Listing Rules, as certain parties to the Contractual Arrangements, namely, the persons listed above, are connected persons of the Company.

Waiver from the Stock Exchange

The Stock Exchange has granted our Company in respect of the Contractual Arrangements and any new transactions, contracts and agreements or renewal of existing transactions, contracts and agreements to be entered into by, among others, Calorie Technology (or any of its subsidiaries in the future) and any member of our Group, (i) a waiver from strict compliance with the announcement, circular and independent shareholders' approval (including recommendation from an independent financial adviser) requirements under Chapter 14A of the Listing Rules; (ii) a waiver from strict compliance with the requirement to set a term of not exceeding three years under Rule 14A.52 of the Listing Rules; and (iii) a waiver from strict compliance with the requirements to set monetary annual caps under Rule 14A.53(1) of the Listing Rules, for so long as our Shares are listed on the Stock Exchange, subject to the following conditions:

(a) no change without independent non-executive Directors' approval;

(b) no change without independent Shareholders' approval;

(c) the Contractual Arrangements shall continue to enable our Group to receive the economic benefits derived by the PRC Consolidated Entities; and

(d) the Contractual Arrangements may be renewed and/or reproduced upon expiry of the existing arrangements or in relation to any existing or new wholly foreign-owned enterprise or operating company (including branch company) engaging in the same business as that of our Group which our Group might wish to establish when justified by business expediency, without obtaining Shareholders' approval, on substantially the same terms and conditions as the Contractual Arrangements.

Confirmations

The independent non-executive Directors have reviewed the continuing connected transactions outlined above, and confirmed that such continuing connected transactions had been entered into:

(1) the transactions carried out during the Reporting Period have been entered into in accordance with the relevant provisions of the agreements governing such transactions;

(2) no dividends or other distributions have been made by the Onshore Holdco to the holders of the equity interests of the Onshore Holdco which are not otherwise subsequently assigned or transferred to the Group; and

(3) any new contracts entered into, renewed or reproduced between the Group and the Onshore Holdco during the Reporting Period are fair and reasonable, or advantageous, so far as the Group is concerned and in the interests of the Company and the Shareholders as a whole.

The revenue of Onshore Holdco subject to the Contractual Arrangements amounted to RMB752.5 million for the year ended December 31, 2025. The total assets of Onshore Holdco subject to the Contractual Arrangements amounted to RMB344.4 million as at December 31, 2025.

RSM Hong Kong, the Company's auditor, was engaged to report on the Group's continuing connected transactions in according with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 (Revised) "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. RSM Hong Kong have issued their unqualified letter containing their findings and conclusions in respect of the continuing connected transactions disclosed above by the Group in accordance with Rule 14A.56 of Listing Rules.

The auditor of the Company confirmed in a letter to the Board that, with respect to the aforesaid continuing connected transactions:

(1) nothing has come to their attention that causes them to believe that the transactions have not been approved by the Board;

(2) nothing has come to their attention that causes them to believe that the transactions were not entered into, in all material respects, in accordance with relevant agreements governing such transactions; and

(3) nothing has come to their attention that causes them to believe that for the transactions with the WFOE and the Onshore Holdco under the Contractual Arrangements, dividends or other distributions have been made by the Onshore Holdco to the holders of the equity interests of the Onshore Holdco which are not otherwise subsequently assigned or transferred to the Group.

The Company has complied with the applicable requirements under the Listing Rules in respect of connected transactions and continuing connected transactions engaged in by the Group during the year ended December 31, 2025.

CONNECTED TRANSACTION

On June 5, 2025 (after trading hours), Calorie Orange (as a limited partner), a wholly-owned subsidiary of the Company, entered into a partnership agreement (the **"Partnership Agreement"**) with Beijing Chuxin, Shenzhen Chuzhe (collectively as the **"General Partners"**), Seed Fund (as a limited partner) and Huitong Jinkong (as a limited partner), in relation to the formation of Shenzhen Wuwang Chuxin Seed Venture Capital Partnership (Limited Partnership)* (深圳勿忘初心種子創業投資合夥企業(有限合夥)) (the **"Fund"**). Pursuant to the Partnership Agreement, Calorie Orange shall make a capital contribution of RMB27.0 million to the Fund, representing approximately 16% of the total capital contribution of the Fund of RMB168.7 million. The committed capital contribution shall be paid by installments in accordance with the terms and conditions of the Partnership Agreement. For details, please refer to the announcement of the Company dated June 5, 2025.

The Fund is a limited partnership established under the laws of the PRC and will engage in seed investments, seed investment management, and other activities related to seed investments. Its capital will be invested into relevant sectors of strategic emerging industries and future industries in Shenzhen, with a focus on smart terminals, intelligent robotics, software and information services. Having considered the development prospects of emerging and future industries, as well as the General Partners' extensive investment experience in relevant sectors, the Company believes that entering into the Partnership Agreement will be beneficial to the Company in gaining insights in the development trends of industries related to artificial intelligence, robotics, smart hardware and sports health, assisting in leveraging the Company's existing supply chain capabilities to implement advanced technologies and develop innovative products in the sports technology sector, and cultivating the application of emerging technologies in sports health products, which could enrich the Group's service and product offerings, improve customers' overall indoor and outdoor sports experience, and facilitate the Company's business operations and growth. Additionally, the Company gains visibility into these early-stage innovations and access to a pipeline of potential business or technology partners through participation in the Fund, which will enable the Group to continuously seek and identify new investment opportunities.

As at the date of entering into the Partnership Agreement, the ultimate beneficial owner of the General Partners is Ms. Tian Jiangchuan, the spouse of Mr. Wang Ning, an executive Director. As such, the General Partners are associates of Mr. Wang Ning and connected persons of the Company under Chapter 14A of the Hong Kong Listing Rules. Accordingly, entering into of the Partnership Agreement and the transactions contemplated thereunder constitute connected transactions of the Company under Chapter 14A of Hong Kong Listing Rules.

RELATED PARTY TRANSACTIONS

Details of the related party transactions carried out in the normal course of business are set out in Note 37 to the consolidated financial statements. During the year ended December 31, 2025, save for the transaction disclosed in the section headed "Connected Transaction" in this annual report, none of the related party transactions constitutes a connected transaction or continuing connected transaction as defined under the Listing Rules for which disclosure is required. The Company has complied with the requirements under Chapter 14A of the Listing Rules, including Contractual Arrangement as set out in "Continuing Connected Transactions" and the formation of the Fund as set out in "Connected Transaction" in this annual report.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as disclosed in this annual report, no Director or an entity connected with a Director was materially interested, either directly or indirectly, in any transaction, arrangement or contract of significance in relation to the business of the Group to which the Company or any of its subsidiaries or fellow subsidiaries was a party subsisting during the Reporting Period.

CONTRACT OF SIGNIFICANCE

No contract of significance was entered into between the Company, or one of its subsidiary companies, and the largest shareholder of the Company or any of its subsidiaries during the year ended December 31, 2025. At no time during the Reporting Period had the Company or any of its subsidiaries, and its largest shareholders of the Company or any of their subsidiaries (as the case may be) entered into any contract of significance or any contract of significance for the provision of services by any such largest shareholders or their subsidiaries (as the case may be) to the Company or any of its subsidiaries.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year ended December 31, 2025 between the Company and a person other than a Director or any person engaged in the full-time employment of the Company.

DIRECTORS' PERMITTED INDEMNITY PROVISION

The Company has arranged appropriate insurance cover for Directors' and officers' liabilities in respect of legal actions arising out of corporate activities against the Directors and officers of the Company and its associated companies during the year ended December 31, 2025 and up to the Latest Practicable Date.

Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred or sustained by him/her as a Director or other officer of the Company in defending any proceedings, whether civil or criminal, in which judgment is given in his/her favour, or in which he/she is acquitted.

Subject to the relevant laws and regulations, if any Director or other person shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any mortgage, charge, or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Director or person so becoming liable as aforesaid from any loss in respect of such liability.

STAFF, EMOLUMENT POLICY AND DIRECTORS' REMUNERATION

The Company offers competitive remuneration packages to the Directors, including among others, salaries, bonuses, share-based compensation and other employee benefits. The packages were set by benchmarking with companies in similar industries, companies with similar size in the market, volume and complexity of work. Other emoluments are determined by the Board with reference to the Directors' duties, responsibilities and performance and the results of the Group.

The Company offers competitive salaries to our employees and conduct employee performance evaluations twice a year, taking the results of these evaluations as an important basis for adjusting employee bonus programs in order to motivate our employees. For key employees with excellent performance and development potential, we also provide them with equity option incentive programs. Our Group's remuneration policies are reviewed regularly.

In accordance with the rules and regulations in the PRC, we participate in the applicable housing provident funds and various social insurance plans for employees initiated by local and provincial governments. The Group and the PRC based employees are required to make monthly contributions to these plans calculated as a specific percentage of the employees' salaries. During the year ended December 31, 2025, there was no forfeiture of contributions under the defined contribution plans of the Group, and there were no forfeited contributions had been used by the Group to reduce the existing level of contributions.

We have designed diversified learning and development programs for different job groups, and continuously improve the internal training system. We provide newcomer training for new employees to enable them to learn about the company's overview, management principles, business segments, etc. We have launched hierarchical training programs for management to help all types of managers better perform their duties. We also offer a range of training programs for coaches. In addition to new coach induction training, we organize quarterly learning sessions to ensure that coaches are familiar with our business and norms. We also provide promotion opportunities for capable employees as we have policies and procedures setting out the assessment criteria for promotion.

The Remuneration Committee was set up for reviewing the Group's policy and structure for all Directors and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy.

Details of the emoluments of the Directors and five highest paid individuals for the year ended December 31, 2025 are set out in Note 9(c) and Note 9(b) to the consolidated financial statements respectively. During the year ended December 31, 2025, there were no emoluments paid by the Group to any of the Directors, the past Directors or the five highest paid individuals as an inducement to join or upon joining the Group, or as compensation for loss of office.

The table below shows the emolument of senior management by band:

Emolument bands (in HK$)	**Year ended December 31, 2025 (Number of senior management)**	Year ended December 31, 2024 (Number of senior management)
HK$2,000,001 to HK$2,500,000	**–**	1
HK$4,000,001 to HK$4,500,000	**–**	1
HK$5,000,001 to HK$5,500,000	**–**	2
HK$6,500,001 to HK$7,000,000	**1**	–
HK$7,500,001 to HK$8,000,000	**1**	–
HK$8,000,001 to HK$8,500,000	**–**	1
HK$8,500,001 to HK$9,000,000	**1**	–
HK$11,500,001 to HK$12,000,000	**1**	–

SHARE INCENTIVE PLANS

Pre-IPO Share Incentive Plans

Overview

The following is a summary of the principal terms of the Pre-IPO Share Incentive Plans as approved and adopted by the Board, as amended from time to time. The Pre-IPO Share Incentive Plans are not subject to Chapter 17 of the Listing Rules and will not involve the grant of awards or options by our Company to subscribe for new shares after Listing. Since Listing, we have not made and will continue not to make any new grants of awards or options under the Pre-IPO Share Incentive Plans and the terms of the Pre-IPO Share Incentive Plans will not be subject to Chapter 17 of the Listing Rules.

As disclosed in the Prospectus, save for the 10,000 Shares to be issued, the Shares underlie the outstanding options granted under the Pre-IPO Share Incentive Plans have been issued to Calorie Partner Limited. Such 10,000 Shares, if fully issued, would have a nominal dilutive effect on our total issued share capital.

Purpose

The Pre-IPO Share Incentive Plans are adopted with a view to attracting and retaining the best available personnel for positions of substantial responsibility, to provide additional incentives to selected employees, directors, and consultants and to promote the success of our business by offering these individuals an opportunity to acquire a proprietary interest in the success of our Company or to increase their interest, by issuing them Shares or by permitting them to purchase Shares.

Eligible Participants

Persons eligible to participate in the Pre-IPO Share Incentive Plans include employees of our Company or any parent or subsidiary of our Company, a member of the board of directors of the Company, or any consultant who is engaged by the Company or its parent or subsidiary to render consulting or advisory services to such entity.

Maximum Number of Shares

The maximum aggregate number of Shares which may be issued underlying all awards and options pursuant to the 2016 Plan is 35,536,640 Shares, and the maximum aggregate number of Shares which may be issued underlying all awards and options pursuant to the 2021 Plan is 25,108,660 Shares. Upon Listing, there are no options and awards available for grant under the Pre-IPO Share Incentive Plans.

As disclosed in the Prospectus, save for the 10,000 Shares remaining to be issued, the Shares underlie the outstanding options granted under the 2016 Plan and 2021 Plan have been issued to Calorie Partner Limited. 10,000 Shares remain to be issued under the Pre-IPO Share Incentive Plans. Such 10,000 Shares, if fully issued, would have a nominal dilutive effect on our total issued share capital.

As at January 1, 2025, an aggregate of 15,545,900 Shares underlie options that remain outstanding under the Pre-IPO Share Incentive Plans. As at December 31, 2025, an aggregate of 13,271,050 Shares underlie options that remain outstanding under the Pre-IPO Share Incentive Plans, of which (a) 13,261,050 Shares were issued to Calorie Partner Limited, which are reserved for satisfying options granted to participants of our Pre-IPO Share Incentive Plans; and (b) 10,000 Shares remain to be issued. The Shares issued to and held by Calorie Partner Limited and that are unvested will not be used to vote at general meetings of our Company.

Maximum Entitlement of a Participant

There are no restrictions on the maximum entitlement of a participant under the terms of the Pre-IPO Share Incentive Plans.

Exercise Period

The exercise period of the options granted shall commence on the vesting date of the relevant options and end on the tenth or fifteenth anniversary of the grant date of the relevant options.

Vesting Period

The options which have been granted shall be vested in accordance with the periods as may be determined by the Board and as set out in the notice of offer.

Duration and Remaining Life

Unless terminated earlier by the Board, the 2016 Plan and the 2021 Plan will terminate ten years after their respective adoption date.

As at the date of this annual report, the remaining life of the 2016 Plan and the 2021 Plan was about five years and three months and five years and three months, respectively.

Exercise Price

The exercise price in respect of any option shall be such amount as may be determined by the Board from time to time and set out in the notice of offer. The basis of determining the exercise price included among others service term and work performance.

Amount Payable on Application or Acceptance of the Option

No cash consideration was paid by the grantees on the application or acceptance of the outstanding options granted.

Details of movements in the options granted under the 2016 Plan and the 2021 Plan during the year ended December 31, 2025 are as follows:

Participant	Outstanding as at January 1, 2025	Granted during the Reporting Period[1]	Exercised during the Reporting Period	Cancelled during the Reporting Period	Lapsed during the Reporting Period	Outstanding as at December 31, 2025	Date of Grant	Exercise price (US$/Share)	Vesting period	Exercise period	Share closing price immediately before the date of grant of share options	Weighted average share closing price of the Shares immediately before the exercise dates
Other grantees	15,545,900	Nil	964,800	1,065,800	244,250	13,271,050	March 7, 2016-February 14, 2023	US$0.005-US$4.098	Note 2	Note 3	N/A[4]	HK$5.04

Notes:

1. Such options were granted before the Listing Date. None of the grant of options to any participant was in excess of 1% individual limit.

2. Please refer to Note 31 to the consolidated financial statements for the vesting schedule.

3. The exercise period of these options under the Pre-IPO Share Incentive Plans commences from the vesting date of the relevant options and end on the tenth or fifteenth anniversary of the grant date of the relevant options.

4. Such options were granted before the Listing Date and therefore the share closing price immediately before the date of grant of the options is not applicable.

5. The exercise of the option granted is subject to the achievement of certain performance indicators and other requirements, if any, as set out in the respective grant letter entered into between a grantee and the Company.

6. Rule 17.07(3) of the Listing Rules is not applicable since no options and awards were granted under the Pre-IPO Share Incentive Plans during the year ended December 31, 2025.

Post-IPO Share Incentive Plan

Overview

The following is a summary of the principal terms of the 2023 Plan approved by our Company on June 12, 2023, which was adopted and effective immediately prior to Listing. This plan constitutes a share scheme governed by Chapter 17 of the Listing Rules.

As at the Latest Practicable Date, the number of awards and options available for grant under the 2023 Plan was 23,075,439. As at the Latest Practicable Date, a total of 24,147,845 share awards granted upon the Listing and up to the Latest Practicable Date was outstanding under the 2023 Plan. No option has been granted under the 2023 Plan upon Listing and up to the Latest Practicable Date.

As disclosed in the section headed "Summary of material terms of the Pre-IPO Share Incentive Plans – Maximum number of Shares" in Appendix IV to the Prospectus, a total of 22,212,725 Shares issued for underlying ungranted awards and options under Pre-IPO Share Incentive Plans, which have been issued to Calorie Partner Limited before Listing, will be used to fund share options and share awards granted under the 2023 Plan. The Company will treat a share option or share award funded in a manner complying with Chapter 17 of the Listing Rules. As at the Latest Practicable Date, the total number of Shares available for issue under the 2023 Plan is 30,354,474 Shares, representing approximately 5.95% of the total issued share capital of the Company (excluding treasury shares).

Purpose

The purpose of this plan is to: (a) provide our Company with a flexible means of attracting, remunerating, incentivising, retaining, rewarding, compensating and/or providing benefits to Eligible Participants (defined below); (b) align the interests of Eligible Participants with those of our Company and Shareholders by providing such Eligible Participants with the opportunity to acquire proprietary interests in our Company and become Shareholders; and (c) encourage Eligible Participants to contribute to the long-term growth, performance and profits of the Company and to enhance the value of our Company and our Shares for the benefit of our Company and Shareholders as a whole.

Eligible Participants

The following participants are eligible to participate in this plan (the "**Eligible Participants**"):

Employee Participants	A director, officer or employee of our Group on the grant date.
Related Entity Participants	A director, officer or employee of (i) our holding company (if any); (ii) subsidiaries of our holding company other than our Group (if any); and (iii) associate companies of our Company.
Service Provider Participants	Persons providing services to our Group on a continuing basis in its ordinary and usual course of business that are in the interests of the long-term growth of our Group, as determined by the scheme administrator, pursuant to the criteria set out in this plan, and: a. includes (i) content creators that provide significantly contributes to our Group and business; (ii) third-party platforms that is, or is anticipated to be going forward, a significant business partner or otherwise significant to our business; and (iii) consultants, suppliers and service providers that is, or is anticipated to be going forward, a significant business partner or otherwise significant to our business; but b. does not include (i) placing agents or financial advisors providing advisory services for fundraising, mergers or acquisitions; or (ii) professional service providers such as auditors or valuers who provide assurance or are required to perform their services with impartiality and objectivity.

Exercise Period

The exercise period for any share options under the 2023 Plan shall be such period determined by the scheme administrator in their absolute discretion and set in the respective award letters, provided that the exercise period shall not be longer than 10 years from the grant date.

Awards and Scheme Limits

We may grant share options and share awards (collectively, "**awards**") funded by new Shares (or Shares treated as new Shares, including the rollover award Shares), or an equivalent value determined at the prevailing market rate, under this plan.

The 2023 Plan shall have the following scheme:

Total scheme limit	The total number of Shares which may be issued pursuant to all awards to be granted under this plan and under any other share schemes of our Company is 10% of the Shares in issue on the Listing Date (i.e. 52,567,199).
Service provider participants sub-limit	The total number of Shares which may be issued pursuant to all awards to be granted to service provider participants under this plan is 2,500,000 Shares.

The numbers of awards available for grant under the scheme limit as at January 1, 2025 and December 31, 2025 were 31,005,649 and 22,337,439, respectively. The numbers of awards available for grant under the service provider participants sub-limit at the date of January 1, 2025 and December 31, 2025 were 2,300,000 and 2,300,000, respectively. No option has been granted under the 2023 Plan upon Listing and up to the Latest Practicable Date.

The above limits may be refreshed by Shareholders at general meeting in accordance with Rule 17.03C of Chapter 17 of the Listing Rules.

Maximum Entitlement of a Participant

Each Eligible Participant shall be subject to an individual grant limit and additional approval requirements, (a) with respect to a Director, chief executive or substantial shareholder of our Company, or their respective associates, as specified in Rule 17.04 of Chapter 17 of the Listing Rules; and (b) with respect to any Eligible Participant, as specified in Rule 17.03D of the Chapter 17 of the Listing Rules.

Vesting Period and Performance Targets

The scheme administrator shall determine the vesting period and specify this in the award letter. However, the vesting period may not be for a period less than 12 months from the grant date, except in limited circumstances set out in this plan, including (a) grants of "make whole" awards to replace awards such Employee Participants forfeited when leaving their previous employers; (b) grants to an Employee Participant whose employment is terminated due to death or disability or event of force majeure; (c) grants of awards which are subject to the fulfilment of performance targets; (d) grants of awards the timing of which is determined by administrative or compliance requirements not connected with the performance of the relevant Employee Participant, in which case the vesting date may be adjusted to take account of the time from which the award would have been granted if not for such administrative or compliance requirements; (e) grants of awards with a mixed vesting schedule such that the awards vest evenly over a period of 12 months; or (f) grants of awards with a total vesting and holding period of more than 12 months. These circumstances may only apply to Employee Participants and are consistent with the scenarios permitted by the Stock Exchange.

The scheme administrator may set vesting conditions on awards, which shall be specified in the award letter. These include performance targets, criteria or conditions to be satisfied in order for the relevant award to vest and be settled by the Company, and may be based on, among other criteria, performance appraisals within a specified period, business/financial/transactional/performance milestones, current and anticipated future contribution to our Group and business, minimum service period, upon reaching other specified targets.

Duration and Remaining Life

Subject to any early termination as determined by our Board, this plan shall have a plan life of ten years from the adoption date.

No grants may be made after termination of this plan. Notwithstanding termination of this plan, this plan and its rules shall continue to be valid and effective to the extent necessary to give effect to the vesting and exercise of awards granted prior to termination, and the termination shall not affect any subsisting rights already granted to a grantee. For the avoidance of doubt, awards granted during the plan life but that remain unexercised or unexpired prior to the termination shall continue to be valid and exercisable in accordance with this plan and the relevant award letter.

As at the date of this annual report, the remaining life of the Post-IPO Share Incentive Plan was about seven years and three months.

Purchase Price and Exercise Price

For awards which take the form of share awards, purchase price in respect of such share awards shall be such amount as may be determined by the scheme administrator from time to time and set out in the letter of grant. The basis of determining the purchase price included among others, service term and work performance.

For awards which take the form of options, the exercise price for such options shall be such price determined by the scheme administrator from time to time and set out in the letter of grant, provided that the exercise price shall in any event be no less than the higher of: (a) the closing price of the Shares as stated in the daily quotations sheet issued by the Stock Exchange on the grant date; and (b) the average closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the grant date.

Amount Payable on Application or Acceptance of the Award

The consideration payable on acceptance of each grant of awards and the period within which payments or calls must or may be made are stipulated in the grant letters.

Details of movements in the awards granted under the Post-IPO Share Incentive Plan during the year ended December 31, 2025 are as follows:

Participant	Outstanding as at January 1, 2025	Granted during the Reporting Period	Vested during the Reporting Period	Cancelled during the Reporting Period	Lapsed during the Reporting Period	Outstanding as at December 31, 2025	Date of Grant	Purchase price of the awards granted	Vesting period	Performance targets	For the awards granted during the Reporting Period: Closing price immediately before the date of grant (per Share)	For the awards granted during the Reporting Period: Fair value of RSUs on the date of grant (per Share)	Weighted average closing price immediately before the vesting dates
Directors													
Mr. Wang Ning	1,500,000	Nil	Nil	Nil	Nil	1,500,000	May 21, 2024	Nil	Note 2	Note 11	N/A	N/A	N/A
Mr. Peng Wei	1,500,000	Nil	Nil	Nil	Nil	1,500,000	May 21, 2024	Nil	Note 2	Note 11	N/A	N/A	N/A
	Nil	150,000[Note 1]	Nil	Nil	Nil	150,000	July 15, 2025	Nil	Note 3	Note 12	HK$5.14	HK$5.32[Note 14]	N/A
Mr. Xu Ce Evan	2,000,000	Nil	500,000	Nil	Nil	1,500,000	October 14, 2024	Nil	Note 7	Note 12	N/A	N/A	HK$4.94
Employees	174,150	Nil	80,175	Nil	12,800	81,175	October 12, 2023	Nil	Note 4	Note 12	N/A	N/A	HK$4.82
	473,500	Nil	24,000	Nil	149,500	300,000	April 12, 2024	Nil	Note 5	Note 12	N/A	N/A	HK$4.39
	13,369,250[Note 15]	Nil	4,399,640	Nil	2,116,390	6,853,220	May 21, 2024	Nil	Note 2	Note 12	N/A	N/A	HK$6.27
	1,426,400	Nil	84,850	Nil	846,600	494,950	September 3, 2024	Nil	Note 6	Note 12	N/A	N/A	HK$5.74
	804,000	Nil	Nil	Nil	564,000	240,000	October 14, 2024	Nil	Note 7	Note 12	N/A	N/A	N/A
	Nil	1,097,000[Note 1]	Nil	Nil	739,000	358,000	April 16, 2025	Nil	Note 8	Note 12	HK$4.27	HK$4.06[Note 14]	N/A
	Nil	12,171,950[Note 1 & Note 15]	Nil	Nil	682,450	11,489,500	July 15, 2025	Nil	Note 3	Note 12	HK$5.14	HK$5.32[Note 14]	N/A
	Nil	360,000[Note 1]	Nil	Nil	Nil	360,000	October 15, 2025	Nil	Note 9	Note 12	HK$4.94	HK$5.05[Note 14]	N/A
Service provider	200,000	Nil	100,000	Nil	Nil	100,000	September 3, 2024	Nil	Note 10	Note 13	N/A	N/A	HK$5.74

Notes:

1. In accordance with the terms of the Post-IPO Share Incentive Plan, during the Reporting Period, (i) on April 16, 2025, the Company granted a total of 1,097,000 RSUs to 13 employees, (ii) on July 15, 2025, the Company granted 12,321,950 RSUs to 304 employees and 1 Director and 1 then Director, and (iii) on October 15, 2025, the Company granted 360,000 RSUs to 4 employees. For more details, please refer to the announcements of the Company dated April 16, 2025, July 15, 2025, and October 15, 2025, respectively.

2. A total of 4,500,000 RSUs granted to 2 Directors and 1 then Director and 13,197,700 RSUs granted to employees shall vest from the vesting commencement date, i.e., August 1, 2024, based on the following schedule: 40% shall vest in two years (for Directors) or one year (for employees) from the vesting commencement date, respectively, and each of 20% shall vest for the three years thereafter.

3. (i) 4,801,950 RSUs granted to 291 employees, 150,000 RSUs granted to 1 Director and 150,000 RSUs granted to 1 then Director shall vest on each anniversary of the respective vesting commencement dates in four years, in which the first batch of 200,000 RSUs granted to one employee may vest within 12 months of the grant date of July 15, 2025 with the total vesting period of more than 12 months as permitted under the Post-IPO Share Incentive Plan; (ii) 320,000 RSUs granted to 9 employees shall vest as follows: 50% shall vest on the second anniversary of the respective vesting commencement dates, 25% shall vest on the third anniversary of the respective vesting commencement dates, and 25% shall vest on the fourth anniversary of the respective vesting commencement dates; and (iii) 6,900,000 RSUs granted to 4 employees shall fully vest on the first anniversary of the respective vesting commencement dates.

4. 310,600 RSUs granted to 29 employees shall vest based on the following schedule: (i) the second anniversary of the vesting commencement date as specified in the respective grant letters in respect of 50% of the grant; (ii) the third anniversary of the vesting commencement date as specified in the respective grant letters in respect of 25% of the grant; and (iii) the fourth anniversary of the vesting commencement date as specified in the respective grant letters in respect of 25% of the grant. 26,600 RSUs granted to one employee shall vest on October 13, 2024, being the day after the first anniversary of the grant date of October 12, 2023.

5. 729,500 RSUs granted to 31 employees shall vest based on the following schedule: (i) the second anniversary of the vesting commencement date as specified in the respective grant letters in respect of 50% of the grant; (ii) the third anniversary of the vesting commencement date as specified in the respective grant letters in respect of 25% of the grant; and (iii) the fourth anniversary of the vesting commencement date as specified in the respective grant letters in respect of 25% of the grant.

6. 1,090,000 RSUs granted to 12 employees shall vest based on the following schedule: (i) the second anniversary of the vesting commencement date as specified in the respective grant letters in respect of 50% of the grant; (ii) the third anniversary of the vesting commencement date as specified in the respective grant letters in respect of 25% of the grant; and (iii) the fourth anniversary of the vesting commencement date as specified in the respective grant letters in respect of 25% of the grant. 431,400 RSUs granted to 68 employees shall vest based the following schedule: 25% shall vest on each anniversary of the grant date in four years.

7. 2,846,000 RSUs granted shall vest in 48 months, where the RSUs may vest by several batches with the first batch to vest on the date on or after the 12 months of the grant date.

8. 1,097,000 RSUs were granted to 13 employees shall vest in 48 months, where the RSUs may vest by several batches with the first batch to vest on the date after 12 months of the grant date.

9. 360,000 RSUs granted to 4 employees shall vest based on the following schedule: (i) 50% shall vest on the second anniversary of the respective vesting commencement dates; (ii) 25% shall vest on the third anniversary of the respective vesting commencement dates; and (iii) 25% shall vest on the fourth anniversary of the respective vesting commencement dates.

10. 200,000 RSUs granted to the service provider shall vest based on the following schedule: (i) 50% shall vest on the first anniversary of the grant date; and (ii) 50% shall vest on March 1, 2026.

11. Vesting of the RSUs granted to Directors is subject to the achievement of certain performance indicators and other requirements, including the (i) their business contribution, mainly considering the fulfilment of certain quantitative targets set for financial performance and key operating metrics, and (ii) their organizational contribution, including but not limited to efficiency improvement, corporate culture boosting and talent management. Upon each vesting date, the portion of RSUs that vests shall be subject to a Grantee's fulfilment of a specified threshold in their performance evaluations as determined by the scheme administrator. For details of the performance indicators set for each Director, please refer to the announcement of the Company dated May 21, 2024.

12. Vesting of the RSUs granted to Directors or employees (as the case may be) is subject to the achievement of certain performance indicators and other requirements set out in the respective grant letter entered into between a grantee and the Company, including the Company's annual results and/or a grantee's individual annual performance. Upon each vesting date, the portion of RSUs that vests shall be subject to a grantee's fulfilment of a specified threshold in their performance evaluations as determined by the scheme administrator.

13. Vesting of the RSUs granted to service provider is subject to the fulfilment of the relevant obligations of the service provider specified under the relevant consultancy service agreement entered into between the service provider and the Group.

14. Details of the fair value of the RSUs granted during the Reporting Period, including the accounting standard and policy adopted for the Post-IPO Share Incentive Plan, are set out in Note 31 to the consolidated financial statements.

15. Details of changes in RSUs granted to employees include a Director who resigned during the Reporting Period.

As disclosed in the Prospectus, pursuant to its Pre-IPO Share Incentive Plans, the Company issued a total of 22,212,725 Shares to Calorie Partner Limited, which shall be used to fund share options and/or share awards granted under the Post-IPO Share Incentive Scheme. Taking into account the total of 22,212,725 Shares held by Calorie Partner Limited, the number of Shares that may be issued in respect of awards granted under the Post-IPO Share Incentive Plan during the Reporting Period divided by the weighted average number of Shares in issue (excluding treasury shares) for the Reporting Period is 2.89%.

EQUITY-LINKED AGREEMENTS

Save as disclosed in this annual report, no equity-linked agreement was entered into by the Company at any time during or subsisted at the end of the year ended December 31, 2025.

CHARITABLE DONATIONS

The donations made by the Group during the year ended December 31, 2025 amounted to RMB61 thousand.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the Reporting Period, the Company repurchased a total of 4,057,500 shares of the Company (the "**Shares Repurchased**") on the Stock Exchange at the aggregate consideration of HK$19,139,496 before expenses. The repurchase was conducted to benefit the Company and create value to its Shareholders. Particulars of the Shares Repurchased are as follows:

Month of Repurchase	No. of Shares Repurchased	Price Paid per Share Highest (HK$)	Price Paid per Share Lowest (HK$)	Aggregate Consideration (HK$)
January 2025	1,300,000	5.66	4.65	6,447,178
March 2025	207,700	4.71	4.56	968,952
April 2025	1,078,800	4.98	3.76	4,673,227
May 2025	621,000	4.75	3.83	2,715,790
July 2025	200,000	5.52	4.52	1,014,208
August 2025	200,000	6.18	5.99	1,221,403
September 2025	200,000	6.07	5.61	1,176,757
November 2025	50,000	4.11	4.02	201,988
December 2025	200,000	3.65	3.51	719,993
Total	**4,057,500**			**19,139,496**

As of December 31, 2025, 12,085,400 of the shares of the Company are held as treasury shares by the Company, and 3,510,600 repurchased shares of the Company are to be cancelled. Subject to compliance with the Listing Rules, the Company may consider using the treasury shares for funding its share incentive schemes, future resales, transfers or cancellation.

Save as disclosed above, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities (including sale of treasury shares (as defined under the Listing Rules)) during the Reporting Period.

On March 31, 2026, 3,510,600 repurchased shares and 11,885,400 treasury shares had been cancelled by the Company.

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.

USE OF PROCEEDS

With the Shares listed on the Stock Exchange on July 12, 2023, the net proceeds from the Global Offering were approximately HK$192.0 million after deducting underwriting commissions and offering expenses, which had been utilized for the purposes as set out in the Prospectus.

As of the date of this annual report, there was no change in the intended use of net proceeds as previously disclosed in the section headed "Future Plans and Use of Proceeds" in the Prospectus. To the extent that net proceeds are not immediately used for the intended use and to the extent permitted by the relevant law and regulations, the Company placed the net proceeds as cash and cash equivalents and short-term time deposits only at licensed banks or financial institutions.

The net proceeds from the Global Offering have been fully utilized in accordance with the intended purpose as at December 31, 2025. The table below sets out the planned allocations of the net proceeds and actual usage up to December 31, 2025:

Intended use of net proceeds	Net proceeds from the Global Offering in the same manner and proportion as stated in the Prospectus approximate	Percentage of total net proceeds as stated in the Prospectus	Net proceeds unutilized as of January 1, 2025	Utilized net proceeds during the year ended December 31, 2025	Net proceeds unutilized as of December 31, 2025
For research and development to advance our technological capabilities and drive product innovation:	**HK$67.2 million**	**35%**	**HK$41.4 million**	**HK$41.4 million**	**HK$0 million**
(a) to attract, retain and incentivize our research and development talents to support our research and development initiatives and product innovation and enhance the integration of self-branded fitness products with our online fitness content, thereby enabling a more seamless experience	HK$28.8 million	15%	HK$22.9 million	HK$22.9 million	HK$0 million
(b) to invest in Keep smart fitness devices, including conducting continuous research and development and adding new features to our existing offerings, and creating new and innovative products for users with various fitness needs	HK$19.2 million	10%	HK$1.9 million	HK$1.9 million	HK$0 million
(c) invest in artificial intelligence, data analysis and technology infrastructure to strengthen our technological capabilities and enhance digital connectivity and interaction among platform participants	HK$19.2 million	10%	HK$16.6 million	HK$16.6 million	HK$0 million
For the development and diversification of our fitness content:	**HK$57.6 million**	**30%**	**HK$57.4 million**	**HK$57.4 million**	**HK$0 million**
(a) to invest in our in-house, vertically integrated content development capability by increasing the number of recorded fitness courses and live streaming classes and catering to users' diversified preferences, thereby further driving user engagement	HK$23.0 million	12%	HK$22.9 million	HK$22.9 million	HK$0 million
(b) to expand our fitness content library and enrich users' experience through other innovative initiatives	HK$17.3 million	9%	HK$17.2 million	HK$17.2 million	HK$0 million
(c) to introduce more specialized content and expand into new fitness categories by cultivating more fitness influencers on our platform and collaborating with more fitness professionals	HK$11.5 million	6%	HK$11.5 million	HK$11.5 million	HK$0 million
(d) to expand our content offerings by purchasing more valuable and exclusive fitness intellectual properties and acquiring qualified third-party content to build competitive moats and satisfy the evolving needs of our users	HK$5.8 million	3%	HK$5.8 million	HK$5.8 million	HK$0 million
For the investment in branding and promotion	**HK$48.0 million**	**25%**	**HK$21.9 million**	**HK$21.9 million**	**HK$0 million**
(a) to be used in user acquisition activities to continue to gain mindshare and attract users across different ages, areas of interest, and locations	HK$23.0 million	12%	HK$18.3 million	HK$18.3 million	HK$0 million
(b) to be used in branding activities used to continue to promote our brand and strengthen its image and influence among users	HK$19.2 million	10%	HK$0.1 million	HK$0.1 million	HK$0 million
(c) to be used in promotional activities to continue to promote our fitness devices and products through placing ads in social media, holding live streaming promotion sessions and collaborating with other brands, among others	HK$5.8 million	3%	HK$3.5 million	HK$3.5 million	HK$0 million
For general corporate purposes and working capital needs[(1)]	**HK$19.2 million**	**10%**	**HK$13.7 million**	**HK$13.7 million**	**HK$0 million**

Note:

(1) General corporate purposes and working capital mainly include: salaries, rent and property management fees, logistics costs, travel expenses, legal fees, customer service outsourcing expenses, and channel promotion costs, etc.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Company is committed to maintaining high corporate governance standards. Information on the corporate governance practices adopted by the Company is set out in the Corporate Governance Report on pages 59 to 72 of this annual report.

AUDIT COMMITTEE

The Audit Committee, together with the management and the external auditor, had reviewed the accounting policies and practices adopted by the Group as well as the internal control matters, and had also reviewed the Group's consolidated financial statements for the year ended December 31, 2025.

AUDITOR

RSM Hong Kong ("**RSM**") has acted as the Company's auditor ("**Auditor**") for the year ended December 31, 2025. The consolidated financial statements for the year ended December 31, 2025 in this annual report have been audited by RSM. RSM shall retire and a resolution for the re-appointment of RSM as Auditor will be proposed at the forthcoming AGM.

Change of Auditors

Reference is made to the announcement of the Company dated February 9, 2024. As disclosed in the announcement, PricewaterhouseCoopers ("**PwC**") has agreed to resign as the Auditor with effect from February 9, 2024 upon request from the Board, given that PwC could not reach a consensus with the Company on a mutually acceptable audit timetable for the Group's financial results for the year ended December 31, 2023, and RSM has been appointed as the new Auditor with effect from February 9, 2024.

Saved as disclosed above, there had been no other change of auditor from the Listing Date and up to the date of this annual report.

ON BEHALF OF THE BOARD
Wang Ning
Chairman and Chief Executive Officer

Hong Kong
March 25, 2026

Corporate Governance Report

The Board is pleased to report to the Shareholders on the corporate governance of the Company for the year ended December 31, 2025.

CORPORATE GOVERNANCE CULTURE

The Company is committed to establishing and fulfilling a good corporate governance practice and procedures, for ensuring a quality Board, sound internal control, and transparency and accountability to all Shareholders in order to enhance credibility and reputation of the Company. We firmly believe that good corporate governance practice can earn trust of the Shareholders as well as other stakeholders, and most importantly, preserve the long-term interests of the Shareholders. In addition, a healthy corporate culture is critical to the achievement of the Group's vision and strategy. The Group is committed to maintaining high standards of business ethics and corporate governance in the Company's operation.

The Company will continuously review and adjust, if necessary, our business strategies and keep track of the changing market conditions to ensure prompt and proactive measures will be taken to respond to the changes and meet the market needs to foster the sustainability of the Group.

CORPORATE GOVERNANCE PRACTICES

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 our minority Shareholders. The Company has adopted the Corporate Governance Code as set out in Part 2 of Appendix C1 to the Listing Rules as its own code of corporate governance during the year ended December 31, 2025. The amendments to the Corporate Governance Code came into effect on July 1, 2025 and the requirements under the new Corporate Governance Code will apply to the corporate governance reports and annual reports of the Company for the financial years commencing on or after July 1, 2025. The Company will continue to review and enhance the corporate governance practices to ensure compliance with the new Corporate Governance Code and align with the latest developments.

Save as disclosed below, the Company has complied with all the applicable code provisions set out in Part 2 of the Corporate Governance Code for the year ended December 31, 2025.

Pursuant to code provision C.2.1 in Part 2 of the Corporate Governance Code, companies listed on the Stock Exchange are expected to comply with, but may choose to deviate from the requirement that the responsibilities between the chairperson and the chief executive officer should be segregated and should not be performed by the same individual. We do not have a separate chairperson and chief executive officer and Mr. Wang Ning currently performs these two roles. The Board believes that vesting the roles of both chairperson and chief executive officer in the same person has the benefit of ensuring consistent leadership within the Group and enables more effective and efficient overall strategic planning for the Group. The Board considers that the balance of power and authority for the present arrangement will not be impaired and this structure will enable the Company to make and implement decisions promptly and effectively. The Board will continue to review and consider splitting the roles of chairperson of the Board and the chief executive officer of the Company if and when it is appropriate taking into account the circumstances of the Group as a whole.

The Company will continue to regularly review and monitor its corporate governance practices to ensure compliance with the Corporate Governance Code, and maintain a high standard of corporate governance practices of the Company.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules as the code of conduct regarding securities transactions by the Directors for the year ended December 31, 2025. Specific enquiry has been made of all the Directors and the Directors have confirmed that they have complied with the Model Code for the year ended December 31, 2025.

The Board has also adopted its own code of conduct regarding employees' securities transactions on terms no less than the standard set out in the Model Code to regulate all dealings in the Company's securities by relevant employees, including any employee or a director or employee of a subsidiary or holding company, who, because of his/her office or employment, are likely to be in possession of unpublished inside information of the Company as referred to in the applicable code provision of the Corporate Governance Code. No incident of non-compliance with the Model Code by the Company's relevant employees has been noted during the Reporting Period after making reasonable enquiry.

BOARD COMPOSITION

During the year ended December 31, 2025 and up to the date of this annual report, the members of the Board of the Company are listed as follows:

Executive Directors

Mr. Wang Ning *(Chairman and Chief Executive Officer)*
Mr. Peng Wei
Mr. Xu Ce Evan *(appointed on November 13, 2025)*
Mr. Liu Dong *(resigned on November 13, 2025)*

Independent Non-executive Directors

Ms. Ge Xin
Mr. Shan Yigang
Mr. Wang Haining

The biographical details of the Directors are set out in the section headed "Biographies of Directors and Senior Management" of this annual report. The relationships between the Directors and senior management are disclosed in the respective Director's and senior management's biography under the section headed "Biographies of Directors and Senior Management" of this annual report. Save as disclosed above, there is no relationships (including financial, business, family or other material/relevant relationship(s)) among members of the Board and the senior management of the Company.

Board Meetings, Board Committee Meetings and General Meetings

The Board shall hold at least four meetings a year at approximately quarterly intervals. Additional meetings would be arranged when required. Notices for all regular Board meetings will be given to all Directors at least 14 days before the meetings and the agenda and accompanying Board paper will be given to all Directors at least 3 days before the meetings in order that they have sufficient time to review the papers. Minutes of meetings are kept by the Company Secretary with copies circulated to all Directors or Board Committee members for information and records. Directors who have conflicts of interest in a board resolution shall abstain from voting for that resolution.

Minutes of the Board meetings and Board Committee meetings are recorded in sufficient detail about the matters considered by the Board and the Board Committees and the decisions reached, including any concerns raised by the Directors/Board Committee members. Draft and final versions of the minutes of each Board meeting and Board Committee meeting are sent to the Directors/Board Committee members for comments and records respectively within a reasonable time after the date on which the meeting is held. Minutes of the Board meetings are open for inspection by Directors.

All Directors have full and timely access to all the information of the Company as well as the services and advice from the joint company secretaries and senior management. The Directors may, upon request, seek independent professional advice in appropriate circumstances, at the Company's expense for discharging their duties to the Company. All independent non-executive Directors are invited to attend the meetings of the Board and the Board Committees, communication channels to the management and the Company Secretary are also available at all times. The Board shall at all times comprise at least three independent non-executive Directors that represent at least one-third of the Board, such that there is always a strong element of independence on the Board which can effectively exercise independent judgement. All the Directors, including the independent non-executive Directors, will be given equal opportunity and channels to communicate and express their views to the Board and have separate and independent access to the management of the Group in order to make informed decisions. The chairman of the Board will hold meetings with the independent non-executive Directors without the involvement of other Directors at least annually to discuss any issues and concerns. Any Director or his/her associate who has a conflict of interest in a matter to be considered by the Board will be dealt with by a physical Board meeting rather than by written resolutions. Such Director will be required to declare his/her interests before the meeting and abstain from voting and not counted towards the quorum on the relevant resolutions. Independent non-executive Directors who, and whose associates, have no interest in the matter should attend the Board meeting. The Board will review regularly as to whether the mechanisms are effective in ensuring that independent views and input are provided to the Board.

Directors' Attendance Records

The attendance record of each Director at Board meetings, Board Committee meetings and general meetings of our Company held for the year ended December 31, 2025 is set out in the table below:

Name of Director	Board	Audit Committee	Remuneration Committee	Nomination Committee	Annual General Meeting
Executive Directors					
Mr. Wang Ning	7/7	–	2/2	2/2	1/1
Mr. Peng Wei	7/7	–	–	–	1/1
Mr. Xu Ce Evan *(appointed on November 13, 2025)*	2/2[(1)]	–	–	–	–
Mr. Liu Dong *(resigned on November 13, 2025)*	4/4[(1)]	–	–	–	1/1
Independent Non-Executive Directors					
Ms. Ge Xin	7/7	3/3	2/2	1/1[(2)]	1/1
Mr. Shan Yigang	7/7	3/3	–	2/2	1/1
Mr. Wang Haining	7/7	3/3	2/2	2/2	1/1

Notes:

(1) Mr. Xu Ce Evan was appointed as an Executive Director with effect from November 13, 2025, and Mr. Liu Dong resigned on the same date due to personal work arrangement.

(2) Ms. Ge Xin was appointed as a member of Nomination Committee with effect from March 28, 2025.

Apart from regular Board meetings, our Chairman also held one meeting with our independent non-executive Directors without the presence of other Directors during the year ended December 31, 2025.

Our independent non-executive Directors have attended general meetings of our Company to gain and develop a balanced understanding of the view of the Shareholders.

Responsibilities, Accountabilities and Contributions of the Board and the Management

The Board should assume responsibility for leadership and control of the Company; and is collectively responsible for directing and supervising the Company's affairs.

The Board directly, and indirectly through its committees, leads and provides direction to management by laying down strategies and overseeing their implementation, monitors the Group's operational and financial performance, and ensures that sound internal control and risk management systems are in place.

All Directors, including independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. The independent non-executive Directors are responsible for ensuring a high standard of regulatory reporting of the Company and providing a balance in the Board for bringing effective independent judgement on corporate actions and operations. All Directors have full and timely access to all the information of the Company. The Directors shall disclose to the Company details of other offices held by them.

The Board reserves for its decision all major matters relating to policy matters, strategies and budgets, internal control and risk management, material transactions (in particular those that may involve conflict of interests), financial information, appointment of Directors and other significant operational matters of the Company. Responsibilities relating to implementing decisions of the Board, directing and coordinating the daily operation and management of the Company are delegated to the management.

The Company has established a mechanism to ensure independent views and advice are available to the Board through seeking the external independent professional advice from legal advisers and auditor, as well as the full attendance of all independent non-executive Directors at all the meetings of the Board and its relevant committees. The Board reviews the implementation and its effectiveness of the aforementioned mechanisms on an annual basis.

The Company has arranged appropriate insurance coverage on Directors' and officers' liabilities in respect of any legal actions taken against Directors and senior management arising out of corporate activities.

Board Independence Evaluation

The Board has established mechanisms to ensure independent views and input are available to the Board. The Board ensures the appointment of at least three independent non-executive directors and at least one-third of its members being independent non-executive directors. Further, independent non-executive directors will be appointed to Board Committees as required under the Listing Rules and as far as practicable to ensure independent views and input are available. The Nomination Committee strictly adheres to the independence assessment criteria as set out in the Listing Rules with regard to the nomination and appointment of independent non-executive directors, and is mandated to assess annually the independence of independent non-executive directors to ensure that they can continually exercise independent judgement.

Chairman and Chief Executive Officer

Pursuant to code provision C.2.1 in Part 2 of the Corporate Governance Code, companies listed on the Stock Exchange are expected to comply with, but may choose to deviate from the requirement that the responsibilities between the chairperson and the chief executive officer should be segregated and should not be performed by the same individual. We do not have a separate chairperson and chief executive officer and Mr. Wang Ning currently performs these two roles. The Board believes that vesting the roles of both chairperson and chief executive officer in the same person has the benefit of ensuring consistent leadership within the Group and enables more effective and efficient overall strategic planning for the Group. The Board considers that the balance of power and authority for the present arrangement will not be impaired and this structure will enable the Company to make and implement decisions promptly and effectively. The Board will continue to review and consider splitting the roles of chairperson of the Board and the chief executive officer of the Company if and when it is appropriate taking into account the circumstances of the Group as a whole.

Independent Non-Executive Directors

During the year ended December 31, 2025, the Company has three independent non-executive Directors in compliance with Rules 3.10(1) and 3.10(2) of the Listing Rules, with at least one of them possessing appropriate professional qualifications or accounting or related financial management expertise. The number of independent non-executive Directors is at least one third of the number of the Board members. Each of Ms. Ge Xin, Mr. Shan Yigang, and Mr. Wang Haining, being the independent non-executive Directors as at December 31, 2025, have made confirmations to the Company regarding their independence for the year ended December 31, 2025. Based on the confirmations of such independent non-executive Directors, the Company considers each of them to be independent during the Reporting Period.

Appointment and Re-election of Directors

The code provision B.2.2 of the Corporate Governance Code stipulates that every director should be subject to retirement by rotation at least once every three years. The procedures and process of appointment, re-election and removal of Directors are laid down in the Articles of Association.

The term of appointment of each Directors shall be for an initial term of three years from the Listing Date. All the Directors are subject to retirement by rotation and re-election at the annual general meeting. Under the Articles of Association of the Company, at each annual general meeting, one-third of the Directors for the time being, or if their number is not three of a multiple of three, the number nearest to but not less than one-third shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. The Articles of Association also provides that all Directors appointed to fill a casual vacancy on the Board or as addition to the existing Board shall hold office until the first annual general meeting after appointment. The retiring Directors shall be eligible for re-election.

Continuous Professional Development of Directors

Directors shall keep abreast of regulatory developments and changes in order to effectively perform their responsibilities and to ensure that their contribution to the Board remains informed and relevant.

Directors should participate in appropriate continuing professional development to develop and refresh their knowledge and skills. The Company has arranged training for its Directors and provided them with reading material on relevant topics. Each Director has been provided with necessary induction and information to ensure that he/she has a proper understanding of the Company's operations and businesses as well as his/her responsibilities under relevant statues, laws, rules and regulations.

All Directors have been updated with the latest developments regarding the Listing Rules and other applicable regulatory requirements to ensure compliance and enhance their awareness of good corporate governance practices. In addition, continuing briefing and professional development to Directors will be arranged whenever necessary.

All Directors have complied with code provision C.1.4 of the Corporate Governance Code and participated in continuous professional development to develop and refresh their knowledge and skills during the Reporting Period.

The training records of the Directors for the year ended December 31, 2025 are summarized as follows:

Directors	**Type of Training**[Note]
Executive Directors	
Mr. Wang Ning	A&B
Mr. Peng Wei	A&B
Mr. Xu Ce Evan *(appointed on November 13, 2025)*	A&B
Mr. Liu Dong *(resigned on November 13, 2025)*	A&B
Independent Non-Executive Directors	
Ms. Ge Xin	A&B
Mr. Shan Yigang	A&B
Mr. Wang Haining	A&B

Note:

Types of Training

A: Attending training sessions, including but not limited to briefings, seminars, conferences and workshops

B: Reading relevant news alerts, newspapers, journals, magazines and relevant publications

BOARD COMMITTEES

The Board has established three committees, namely, the Audit Committee, Remuneration Committee and Nomination Committee, for overseeing particular aspects of the Company's affairs. All Board Committees of the Company are established with specific written terms of reference which deal clearly with their authority and duties. The terms of reference of the Board Committees are posted on the Company's website and the Stock Exchange's website and are available to Shareholders upon request.

Audit Committee

During the Reporting Period, the Audit Committee comprises three independent non-executive Directors, namely Ms. Ge Xin, Mr. Shan Yigang and Mr. Wang Haining. Ms. Ge Xin is the chairlady of the Audit Committee and is the director appropriately qualified as required under Rules 3.10(2) and 3.21 of the Listing Rules. The primary duties of the Audit Committee are to review and supervise the Company's financial reporting process and internal control and risk management systems and the effectiveness of the Company's internal audit function, to nominate and monitor external auditors, to provide advice and comments to the Board on matters related to corporate governance under code provision A.2.1 of the Corporate Governance Code, and to perform other duties and responsibilities as assigned by the Board. The written terms of reference of the Audit Committee are available on the websites of the Company and the Stock Exchange.

During the year ended December 31, 2025, our Audit Committee held 3 meetings, during which the Audit Committee reviewed and discussed, among others, annual financial results and report for the year ended December 31, 2024, interim financial results and report for the six months ended June 30, 2025 and issues in relation to, the Group's financial reporting, external auditors, compliance procedures, and internal control policies.

Remuneration Committee

During the Reporting Period, the Remuneration Committee comprised three members, namely Mr. Wang Haining, Ms. Ge Xin, and Mr. Wang Ning, the majority of them are independent non-executive Directors. Mr. Wang Haining served as the chairman of the Remuneration Committee. The primary duties of the Remuneration Committee are to establish, review and offer advice to the Board on the Company's policy and structure concerning remuneration of the Directors and senior management of the Company and on the establishment of a formal and transparent procedure for developing policies concerning such remuneration, to make recommendations to the Board on the terms of the specific remuneration package of each executive Director and senior management of the Company, and to review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules. The written terms of reference of the Remuneration Committee are available on the websites of the Company and the Stock Exchange.

During the year ended December 31, 2025, our Remuneration Committee held 2 meetings, during which, the Remuneration Committee reviewed and made recommendations to the Board regarding the terms of remuneration packages, bonuses and other compensation payable to the Directors and senior management and matters relating to share schemes under Chapter 17 of the Listing Rules shall be subject to review and/or approval by the Remuneration Committee.

Nomination Committee

During the Reporting Period, the Nomination Committee comprised four members, namely Mr. Shan Yigang, Mr. Wang Haining, Mr. Wang Ning and Ms. Ge Xin *(appointed on March 28, 2025)*, the majority of them are independent non-executive Directors. Mr. Shan Yigang served as the chairman of the Nomination Committee. The primary duties of the Nomination Committee are to review the structure, size and composition of our Board and make recommendations to our Board regarding any proposed changes to the composition of our Board, to identify, select or make recommendations to our Board on the selection of individuals nominated for directorships, to ensure diversity of our Board members, to assess the time commitment of each Director for the performance of their responsibilities and duties and contribution to the Board and the independence of our independence of our independent non-executive Directors and make recommendations to our Board on relevant matters relating to the appointment, re-appointment and removal of our Directors and succession planning for our Directors. The written terms of reference of the Nomination Committee are available on the websites of the Company and the Stock Exchange.

During the year ended December 31, 2025, our Nomination Committee held 2 meetings, during which, the Nomination Committee reviewed the structure, size and composition of our Board, and made recommendations to the Board regarding the appointment of Directors and Board succession.

Diversity Policy

Our Company has adopted a board diversity policy which sets out the approach to achieve diversity of the Board. Our Company recognizes and embraces the benefits of having a diverse Board and sees increasing diversity at the Board level, including gender diversity, as an essential element in maintaining the Company's competitive advantage and enhancing its ability to attract, retain and motivate employees from the widest possible pool of available talent. Our Directors have a balanced mix of knowledge and skills, including business management, finance, investment, auditing and accounting. Pursuant to the board diversity policy, in reviewing and assessing suitable candidates to serve as a director of the Company, the Nomination Committee will consider a number of aspects, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge, and industry and regional experience. Pursuant to the board diversity policy, the nomination committee will discuss periodically and when necessary, agree on the measurable objectives for achieving diversity, including gender diversity, on the Board and recommend them to the Board for adoption.

The Board currently comprises six members, including one female Director, which is in line with the gender diversity requirements by the Stock Exchange. We will continue to put effort into developing a pipeline of potential successors of the Board to maintain or achieve gender diversity via different channels, such as by engaging human resources agencies to identify potential successors for the Board. Furthermore, we will implement comprehensive programs aimed at identifying and training our female staff who display leadership and potential, with the goal of promoting them to the Board.

As of December 31, 2025, the Group had a total of 645 full-time employees, including 289 male employees and 356 female employees, with the gender ratio in the workforce (including senior management) of approximately 1:1.232. The Company considers the current gender ratio in the workforce to be appropriate. The Company is aiming to achieve a more balanced gender ratio in the workforce and will continue to monitor and evaluate the diversity policy from time to time to ensure its continued effectiveness. The Company is not aware of any mitigating factor or circumstances which make achieving gender diversity across the workforce (including senior management) more challenging or less relevant.

Director Nomination Policy

Our Board has adopted a nomination policy which sets out the selection criteria and process in relation to the selection, appointment and re-appointment of the Directors and aims to ensure that our Board has a balance of skills, experience, knowledge and diversity of perspectives appropriate to our Company's business.

The nomination policy sets out the factors for assessing the suitability and the potential contribution to our Board of a proposed candidate, including but not limited to the following: (a) character and integrity; (b) qualifications including professional qualifications, skills, knowledge and experience and diversity aspects under our board diversity policy that are relevant to our Company's business and corporate strategy; (c) requirement for our Board to have independent non-executive directors in accordance with the Listing Rules and whether the candidate would be considered independence with reference to the independence criteria set out in Rule 3.13 of the Listing Rules; (d) potential contributions the candidate can bring to our Board in terms of qualifications, skills, experience, independence and gender diversity; and (e) the willingness and ability to devote adequate time to discharge duties as a member of our Board of our Company.

Remuneration of Directors and Five Highest Paid Individuals

Our Directors and senior management receive compensation in the form of fees, salaries, contributions to pension schemes, other allowances, other benefits in kind and/or discretionary bonuses with reference to those paid by comparable companies, time commitment and performance of our Directors and senior management, as well as the performance of our Group. Our Group regularly reviews and determines the remuneration and compensation packages of our Directors and senior management by reference to, among other things, market level of remuneration and compensation paid by comparable companies, respective responsibilities of our Directors and senior management and performance of our Group. The remuneration policy for independent non-executive Directors is to ensure that independent non-executive Directors are adequately compensated for their efforts and time dedicated to the Company's affairs, including their participation in Board committees. The remuneration for the independent non-executive Directors mainly comprises Director's fee which is determined with reference to their duties and responsibilities by the Board. Individual Directors and senior management have not been involved in deciding their own remuneration.

The remuneration of each Director and the chief executive are set out in Note 9 to the consolidated financial statements.

For the Reporting Period, no emolument was paid by our Group to any Directors or any of the five highest paid individuals as inducement to join or upon joining our Group as compensation for loss of office.

For the Reporting Period, none of the Directors has waived or agreed to waive any emoluments. No termination benefits, loans, quasi-loans, other dealings in favour of Directors, their controlled bodies corporate and their connected entities subsisted at the end of the Reporting Period or at any time during the Reporting Period. No consideration was provided to or received by third parties for making available the services of a person as a Director or in any other capacity while as a Director during the Reporting Period.

Directors' Responsibility in Respect of the Financial Statements

The Directors acknowledge their responsibilities for preparing the financial statements of the Company for the Reporting Period. The Directors are responsible for overseeing the preparation of financial statements of the Company with a view to ensuring that such financial statements give a true and fair view of the state of affairs of the Group and relevant statutory and regulatory requirements and applicable accounting standards are complied with. The Board has received from the senior management the management accounts and such accompanying explanation and information as are necessary to enable the Board to make an informed assessment for approving the financial statements. As at December 31, 2025, the Board was not aware of any material uncertainties relating to events or conditions that might cast significant doubt on the Group's ability to continue as a going concern. The responsibility of the external auditor is to form an independent opinion, based on their audit, on those consolidated financial statements prepared by the Board and to report their opinion to the Shareholders. The statements by external auditor, RSM Hong Kong, about their reporting responsibility on the consolidated financial statements of the Group are set out in the independent auditor's report in this annual report.

Corporate Governance Functions

The Board recognizes that corporate governance should be the collective responsibility of Directors which include:

(a) to formulate and review the Company's policies and practices on corporate governance and make recommendations to the Board;

(b) to review and monitor the training and continuous professional development of Directors and senior management;

(c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;

(d) to formulate, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and

(e) to review the Company's compliance with the Listing Rules and disclosure in the Corporate Governance Report.

Risk Management and Internal Controls

Our Board is responsible for our Company's risk management and internal control systems and for reviewing their effectiveness at least annually. Such systems are designed to manage rather than eliminate risks of failure to achieve the business objectives of our Group and to only provide reasonable and not absolute assurance against material misstatement or loss.

During the Reporting Period, our Board supervised the design, implementation and monitoring of the risk management and internal control systems, and reviewed the adequacy and effectiveness of the risk management and internal control systems of our Group on an ongoing basis; such review covered all major control aspects of our Group, including the financial reporting, internal audit function, adequacy of resources, staff qualifications and experiences, training programmes, the procurement policies, the contract management system, budget of the Company's accounting, internal audit and financial reporting functions. The Company has also taken actions to improve its internal control systems with our Board's guidance. Taking into account the above actions, our Board is of the view that the risk management and internal control systems of our Company for the year ended December 31, 2025 is effective and adequate. In addition, the senior management of the Company identify, access and take measures against any significant risks that the Company is facing, and reviews the risk assessment report on a regular basis and reports to the Board on a regular basis.

Our Group's risk management and internal control systems covered each operation department, to ensure that our Group could effectively manage the key factors that might affect our Group in achieving its strategic objectives, such factors including events, accidents or behaviors with a material impact on our Group's reputation, assets, capital, profit or liquidity.

Our Company has adopted a consolidated set of risk management policies which set out a risk management framework to identify, assess, evaluate and monitor key risks associated with our strategic objectives on an on-going basis. Our Audit Committee and ultimately our Directors supervise the implementation of our risk management policies. Risks identified by our management will be analyzed on the basis of likelihood and impact, and will be properly followed up and mitigated and rectified by our Group and reported to our Directors. We have adopted or will continue to adopt, among other things, the following principles:

(i) establish an Audit Committee to review and supervise our financial reporting process and internal control system;

(ii) adopt various policies to ensure the compliance with the Listing Rules, including but not limited to policies in respect of risk management, connected transactions and information disclosure;

(iii) appoint Mr. Xu Ce Evan and Ms. Lai Siu Kuen as our joint company secretaries to ensure the compliance of our operation with applicable laws and regulations;

(iv) engage external legal advisors to advise us on compliance with the Listing Rules and to ensure our compliance with relevant regulatory requirements and applicable laws, where necessary;

(v) provide regular anti-corruption, anti-bribery, anti-money laundering and sanctions related compliance training for senior management and employees in order to enhance their knowledge of and compliance with applicable laws and regulations, our Company's anti-corruption policy, whistleblowing policy and other relevant policies; and

(vi) arrange our Directors and senior management to attend training seminars on the Listing Rules requirements and the responsibilities as directors and senior management of a Hong Kong-listed company.

In accordance with the requirements of the SFO and the Listing Rules, our Group shall disclose to the public any inside information as soon as possible after such information comes to the attention of our Group, unless such information is within the scope under any safe harbours provision in the SFO. Our Group will ensure such information will be kept confidential before it is fully announced to the public. If our Group considers that the confidentiality required cannot be kept, or such information may have leaked already, such information will be disclosed to the public immediately. We also endeavour to ensure that the information contained in the announcement shall not be deceptive or misleading in all material aspects, and there are no other material matters the omission of which would make the information contained therein to be deceptive or misleading, such that the insider information disclosed can be made available to the public in an equal, timely and effective manner. In addition, if there is any significant risk events, the related information will be disclosed to appropriate authorities and personnel, so that appropriate decisions and measures can be made and implemented by our Group to deal with such risk events. Meanwhile, in order to further develop the risks management culture of the enterprise, as well as to enhance the risk awareness of our staff, our Group has already rolled out related training programs, so that we can assure to maintain the balance between business expansion and risks management in our operation.

Auditors' Remuneration

The financial statements contained in this annual report have been audited by RSM Hong Kong. The remuneration paid/payable to the external auditors of the Company in respect of audit services and non-audit services for the year ended December 31, 2025 is set out below:

Service Category	Fees Paid/Payable RMB'000
Audit Services	2,383
Non-audit Services (Note)	755
Total	3,138

Note: The non-audit services fees conducted by the auditors mainly include interim review and certain professional services on tax advisory.

Joint Company Secretaries

Reference is made to the announcement of the Company dated May 16, 2025. Following Ms. Lin Yuxin's resignation as a joint company secretary and the authorized representative of the Company under Rule 3.05 of the Listing Rules, on May 16, 2025, the Company has appointed Mr. Xu Ce Evan as its joint company secretary and the authorized representative of the Company under Rule 3.05 of the Listing Rules with effect from May 16, 2025, assisted by Ms. Lai Siu Kuen, a director of the company secretarial services department of Tricor Services Limited and an external service provider, Mr. Xu and Ms. Lai are responsible for overseeing the company secretarial work of the Group. The primary contact person of Ms. Lai at the Company is Mr. Xu. For the year ended December 31, 2025, Ms. Lin, Mr. Xu and Ms. Lai confirmed that they have undertaken not less than 15 hours of relevant professional training in compliance with Rule 3.29 of the Listing Rules.

Shareholders' Rights

The Company believes that effective communication with Shareholder is essential to enhance investor relations and to keep investors informed of the Group's business performance and strategies. The Company has established various and a wide range of communication channels with Shareholders, including general meeting, annual results and interim results, annual and interim reports, announcements and circulars and performance conference. To facilitate the communication between the Company and investors, the Company holds meetings, briefings and roadshows with investors and analysts from time to time. Shareholders may make enquiries with the Company through channels mentioned below, and provide comments and recommendations to the Directors or managements at any time. Upon receipt of written enquiries from Shareholders, the Company will make actual responses to the Shareholders as soon as possible.

In addition, the Company updates its website from time to time to keep the Shareholders update of the recent development of the Company. The Company endeavours to maintain an ongoing dialogue with Shareholders. At the annual general meeting, the Directors (or their delegates as appropriate) will be available to meet with the Shareholders and answer their enquiries. Since the Listing Date, all corporate communications and regulatory announcements were published by the Company on its website and the website of the Stock Exchange in a timely manner. Based on a review of the initiatives taken as mentioned above, the Board considers that the shareholders communication policy is effective during the year ended December 31, 2025.

Procedures for Shareholders to convene an extraordinary general meeting

According to Article 9.3 of the Articles of Association, general meetings can be convened on the written requisition of any one or more members holding at the date of deposit of the requisition not less than 10% of the voting rights of the issued Shares which as at that date carrying the right to vote at general meetings of the Company. The requisition must state the objects and the resolutions to be added to the agenda of the meeting and must be signed by the requisitionists and deposited at the principal office of the Company in Hong Kong. If within 21 days of such deposit the Directors fail to proceed to convene such meeting the requisitionist(s) himself (themselves) may themselves convene a general meeting, but any meeting so convened shall be held no later than the day which falls three months after the expiration of the said 21-day period.

Procedures and contact details for putting forward proposals at Shareholders' meeting

The annual general meeting and other general meetings provide an important opportunity for Shareholders to express their views and the Company encourages and promotes Shareholder attendance and participation at general meetings. The Board members, in particular, the chairman or his delegates, appropriate members of management team and external auditors of the Company will attend annual general meeting to answer Shareholders' questions. Shareholders attending the annual general meeting and other general meetings are allowed to have a reasonable opportunity to ask questions regarding the items on the meeting agenda, including but not limiting to questions to the external auditor regarding the conduct of the audit and the preparation and content of the auditor's report.

Procedures for putting forward enquiries to the Board

If you have any query in connection with your shareholding, please write to or contact the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at:

Address: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong
Tel: +852 2862 8555
Fax: +852 2865 0990

To contact the Company in relation to your query about the Company, the contact details are as follows:

Address: Building D, Vanke Time Square
No. 9 Wangjing Street, Chaoyang District
Beijing, China (For the attention of the Board of Directors)
Email: ir@keep.com

Communication with Shareholders and Investor Relations

Our Company considers that effective communication with the Shareholders is essential for enhancing investor relations and understanding of our Group's business, performance and strategies. Our Company also recognizes the importance of timely and nonselective disclosure of information, which will enable Shareholders and investors to make the informed investment decisions.

The annual general meeting of our Company provides opportunity for the Shareholders to communicate directly with the Directors. The Chairman of our Company and the chairpersons of our Board committees of our Company will attend the annual general meeting to answer Shareholders' questions. The Auditor will also attend the annual general meeting to answer questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies and auditor independence.

To promote effective communication, our Company adopts a shareholders' communication policy which aims at establishing a two-way relationship and communication between our Company and the Shareholders and maintains a website of our Company at https://keep.com/where up to date information on our Company's business operations and developments, financial information, corporate governance practices and other information are available for public access. Our Board has reviewed the implementation of the shareholders' communication policy and considers its implementation as effective.

Pursuant to Rule 2.07A of the Listing Rules, the Company will disseminate the future corporate communications of the Company (the "**Corporate Communications**") to Shareholders electronically and only send Corporate Communications in printed form to Shareholders upon request. The Company will make the Corporate Communications available on its website (https://keep.com/) and the Stock Exchange's website (www.hkexnews.hk).

Change in Constitutional Documents

The Company adopted Thirteenth Amended and Restated Memorandum and Articles of Association on June 19, 2024. On March 28, 2025, the Board proposed (a) certain amendments to the Thirteenth Amended and Restated Memorandum and Articles of Association for the purpose of, inter alia, (i) bringing the Articles of Association in line with the Core Shareholder Protection Standards set out in Appendix A1 to the Listing Rules which require, among others, the holding of general meetings which shareholders can attend virtually with the use of technology and cast votes by electronic means; (ii) making other house-keeping amendments to clarify, update and/or modify certain provisions of the Articles of Association in accordance with, or to better align with the applicable laws (collectively, the "**Proposed Articles Amendments**"); and (b) to adopt the Fourteenth Amended and Restated Memorandum and Articles of Association incorporating and consolidating all the Proposed Articles Amendments. The Proposed Articles Amendments and the adoption of the Fourteenth Amended and Restated Memorandum and Articles of Association have been approved by Shareholders at the annual general meeting held on June 25, 2025.

Save as disclosed above, there was no other change in the Memorandum and Articles of Association during the year ended December 31, 2025.

Independent Auditor's Report

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TO THE SHAREHOLDERS OF KEEP INC.
(Incorporated in Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Keep Inc. (the "Company") and its subsidiaries, including structured entities (the "Group") set out on pages 80 to 168, which comprise the consolidated statement of financial position as at December 31, 2025, and the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at December 31, 2025, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (the "IASB") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") as issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the "Code"), as applicable to audits of financial statements of public interest entities. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. The key audit matters we identified are:

1. Fair value measurement of investments in unlisted entities classified as financial assets at fair value through profit or loss ("FVPL") and fair value through other comprehensive income ("FVOCI")

2. Impairment assessment of accounts receivable

Key Audit Matter	How our audit addressed the Key Audit Matter
1. Fair value measurement of investments in unlisted entities classified as financial assets at FVPL and FVOCI	
Refer to Notes 2.8, 3.3, 8, 20 and 21 to the consolidated financial statements. As at December 31, 2025, the Group's investments in unlisted entities amounted to RMB96,095,000. As these entities are unlisted and not traded in an active market, the management determined the fair values of these unlisted entities by using applicable valuation techniques (market approach) with the assistance of an independent valuer. The fair value measurement required significant management judgements and estimates, including the use of unobservable inputs. We identified the fair value measurement of investments in unlisted entities as a key audit matter due to the measurement of fair values for these investments is subject to high degree of estimation uncertainty. The inherent risk associated with fair value measurement of these unlisted entities are considered significant due to the complexity of the valuation techniques applied and significant judgements and estimates involved, such as the selection of the risk-free rate, discount of lack of marketability and expected volatility, as well as the selection of data used in the valuation, all of which involve significant subjectivity.	Our procedures included: • Understanding, evaluating and testing the key controls implemented by the management over the fair value measurement of financial assets recognized at FVPL and FVOCI, and considering the degree of estimation uncertainty and other inherent risk factors related to accounting estimates to assess the inherent risk of material misstatement; • Assessing the qualifications, capabilities and objectivity of the external valuer engaged by the Group; • Reviewing internal documentation and supporting materials related to the valuations, including the terms of engagement with the external valuer, to ensure that the independence and objectivity of the valuation process are not compromised; • Obtaining the valuation reports for such financial assets, and with the assistance of valuation experts engaged by us: – Evaluating the appropriateness of the valuation method adopted by the management;

Key Audit Matter	How our audit addressed the Key Audit Matter
1. Fair value measurement of investments in unlisted entities classified as financial assets at FVPL and FVOCI (continued)	– Evaluating the reasonableness of the assumptions and unobservable inputs applied in the calculation by comparing them against the industry or market data to assess whether the assumptions and unobservable inputs applied were within the range of those applied by comparable companies in the same industry; and – Conducting sensitivity analysis on key assumptions and parameters in the valuation model to assess their impact on fair value measurements. • Reviewing the appropriateness of the disclosure in the consolidated financial statements.
2. Impairment assessment of accounts receivable	
Refer to Notes 2.8, 3.1 and 24 to the consolidated financial statements. As at December 31, 2025, the Group's accounts receivable amounted to RMB193,080,000, representing 10.9% of the Group's total assets. As disclosed in Note 3.1(b) to the consolidated financial statements, the management determined the measurement of lifetime expected credit losses ("ECL") of accounts receivable using provision matrix, under which accounts receivable are grouped according to the Group's reportable segments, reflecting share credit risk characteristics based on historical payment profiles and aging and past due status of customer accounts receivable balances. The expected loss rates are based on the historical payment profiles and historical loss rates, adjusted for current conditions and forward-looking information on macroeconomic factors affecting the ability of the Group's customers to discharge their obligation in respect of the receivables.	Our procedures included: • Understanding and evaluating management's processes and internal controls related to the assessment of ECL for accounts receivable and assessing the inherent risk of material misstatement by considering the degree of estimation uncertainty and level of the inherent risk factors; • Assessing the reasonableness of management's judgement on the grouping of accounts receivable for the ECL provision assessment on the basis of shared credit risk characteristics by testing the data input, in a sample basis, including aging profile, historical payment profile and macroeconomic factors, where relevant; • Examining the application of significant increase in credit risk and defaults criteria for accounts receivable by checking against historical payment records and past due days of the accounts receivable as defined by the management; • Evaluating the outcome of prior period assessment of ECL of accounts receivable, to assess the effectiveness of management's estimation process;

Key Audit Matter	How our audit addressed the Key Audit Matter
2. Impairment assessment of accounts receivable (continued) We identified the impairment assessment of accounts receivable as a key audit matter due to the involvement of subjective judgement and management estimates involved in evaluating the ECL of the Group's accounts receivable at the end of the reporting period. As disclosed in Note 24 to the consolidated financial statements, the Group's ECL were amounting to RMB26,238,000 as at December 31, 2025.	• Challenging management's basis and judgement in determining credit loss allowance on accounts receivable with the assistance of auditor's valuation expert, including: – The basis of estimated loss rates applied in each category in the provision matrix; and – The estimation of loss rate for debtors which are assessed individually. • Obtaining the valuation report relating to ECL of accounts receivable and with the assistance of valuation expert engaged by us: – Assessing the appropriateness of the valuation method adopted by the management; – Challenging management's basis and judgement in determining ECL on accounts receivable, including the basis for the estimated loss rates applicable to each category in the provision matrix; and – Comparing significant unobservable input against industry or market data to evaluate the reasonableness of the significant unobservable input. • Evaluating the reasonableness of the forward-looking adjustments made to reflect current and forecast future economic conditions against public available information; and • Comparing new information or subsequent events during the audit process to assess their impact on the impairment assessment of accounts receivable and determine whether additional ECL is required.

OTHER INFORMATION

The directors are responsible for the other information. The other information comprises all of the information included in the annual report other than the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF DIRECTORS AND AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRS Accounting Standards as issued by the IASB and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The Audit Committee assists the directors in discharging their responsibilities for overseeing the Group's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

As part of an audit in accordance with HKSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Wong Tak Man, Stephen (practicing certificate number: P01727).

RSM Hong Kong
Certified Public Accountants

March 25, 2026

Consolidated Statement of Profit or Loss

	Note	Year ended December 31, 2025 RMB'000	2024 RMB'000
Revenues	6	**1,637,267**	2,065,694
Cost of revenues		**(783,141)**	(1,100,262)
Gross profit		**854,126**	965,432
Fulfillment expenses		**(92,587)**	(122,619)
Selling and marketing expenses		**(439,067)**	(757,903)
Administrative expenses		**(154,967)**	(233,203)
Research and development expenses		**(310,066)**	(438,969)
Other income	7	**29,267**	10,199
Other gains, net	8	**32,111**	1,836
Operating loss		**(81,183)**	(575,227)
Finance income	10	**10,419**	43,298
Finance expenses	10	**(1,022)**	(2,197)
Finance income, net		**9,397**	41,101
Loss before income tax		**(71,786)**	(534,126)
Income tax expenses	11	**–**	(584)
Loss for the year attributable to owners of the Company	12	**(71,786)**	(534,710)
Loss per share (expressed in RMB per share)	14		
Basic		**(0.16)**	(1.15)
Diluted		**(0.16)**	(1.15)

Consolidated Statement of Profit or Loss and Other Comprehensive Income

		Year ended December 31,	
		2025	2024
	Note	**RMB'000**	RMB'000
Loss for the year		**(71,786)**	(534,710)
Other comprehensive (expense)/income			
Items that will not be reclassified to profit or loss			
Currency translation differences		**(13,905)**	10,378
Fair value changes on financial assets at fair value through other comprehensive income	21	**995**	–
Other comprehensive (expense)/income for the year attributable to owners of the Company, net of tax		**(12,910)**	10,378
Total comprehensive expense for the year attributable to owners of the Company		**(84,696)**	(524,332)

Consolidated Statement of Financial Position

	Note	As at December 31, 2025 RMB'000	2024 RMB'000
ASSETS			
Non-current assets			
Property and equipment	15	**12,873**	19,367
Right-of-use assets	16	**16,001**	34,657
Intangible assets	17	**5,487**	7,455
Financial assets at fair value through profit or loss	20	**205,005**	54,224
Financial assets at fair value through other comprehensive income	21	**20,995**	–
Financial assets at amortized cost	22	**129,537**	–
Other non-current assets	18	**47,735**	54,164
		437,633	169,867
Current assets			
Inventories	23	**114,246**	136,736
Accounts receivable	24	**193,080**	205,191
Prepayments and other current assets	25	**183,528**	195,486
Financial assets at fair value through profit or loss	20	**687,961**	433,009
Short-term time deposits	26(b)	**574**	553
Restricted bank deposits	26(c)	**–**	700
Cash and cash equivalents	26(a)	**161,956**	764,260
		1,341,345	1,735,935
Total assets		**1,778,978**	1,905,802
EQUITY			
Equity attributable to owners of the Company			
Share capital	27	**168**	168
Other reserves	29	**8,273,501**	8,204,827
Accumulated losses		**(6,920,979)**	(6,849,193)
Total equity		**1,352,690**	1,355,802

		As at December 31,	
		2025	2024
	Note	**RMB'000**	RMB'000
LIABILITIES			
Non-current liabilities			
Lease liabilities	16	**3,356**	17,462
Other non-current liability		**–**	5,639
		3,356	23,101
Current liabilities			
Accounts payable	32	**153,508**	149,240
Accrued expenses	33(a)	**134,479**	246,152
Other current liabilities	33(b)	**51,509**	42,076
Contract liabilities	34	**70,648**	71,790
Lease liabilities	16	**12,788**	17,641
		422,932	526,899
Total liabilities		**426,288**	550,000
Total equity and liabilities		**1,778,978**	1,905,802

Approved by the Board of Directors on March 25, 2026 and are signed on its behalf by:

Mr. Wang Ning
Director

Mr. Xu Ce
Director

Consolidated Statement of Changes in Equity

	Note	Attributable to owners of the Company			
		Share capital (Note 27) RMB'000	**Other reserves (Note 29) RMB'000**	**Accumulated losses RMB'000**	**Total RMB'000**
Balance at January 1, 2025		**168**	**8,204,827**	**(6,849,193)**	**1,355,802**
Loss for the year		**–**	**–**	**(71,786)**	**(71,786)**
Other comprehensive expenses					
Currency translation differences		**–**	**(13,905)**	**–**	**(13,905)**
Fair value changes on financial assets at fair value through other comprehensive income	21	**–**	**995**	**–**	**995**
Total comprehensive expense for the year		**–**	**(12,910)**	**(71,786)**	**(84,696)**
Transactions with owners in their capacity as owners					
Share-based compensation	31	**–**	**97,002**	**–**	**97,002**
Exercise of share options and vesting of restricted share units		**–**	**2,270**	**–**	**2,270**
Repurchase of shares, including related expenses		**–**	**(17,688)**	**–**	**(17,688)**
Total transactions with owners in their capacity as owners		**–**	**81,584**	**–**	**81,584**
Balance at December 31, 2025		**168**	**8,273,501**	**(6,920,979)**	**1,352,690**

	Note	Attributable to owners of the Company			
		Share capital (Note 27) RMB'000	Other reserves (Note 29) RMB'000	Accumulated losses RMB'000	Total RMB'000
Balance at January 1, 2024		168	8,187,464	(6,314,483)	1,873,149
Loss for the year		–	–	(534,710)	(534,710)
Other comprehensive income					
Currency translation differences		–	10,378	–	10,378
Total comprehensive income/ (expense) for the year		–	10,378	(534,710)	(524,332)
Transactions with owners in their capacity as owners					
Share-based compensation	31	–	65,104	–	65,104
Exercise of share options and vesting of restricted share units		–	9,854	–	9,854
Repurchase of shares, including related expenses		–	(67,973)	–	(67,973)
Total transactions with owners in their capacity as owners		–	6,985	–	6,985
Balance at December 31, 2024		168	8,204,827	(6,849,193)	1,355,802

Consolidated Statement of Cash Flows

	Note	Year ended December 31, 2025 RMB'000	2024 RMB'000
Cash flows from operating activities			
Cash used in operations	35	**(33,064)**	(467,400)
Income tax paid		**–**	(584)
Net cash outflow from operating activities		**(33,064)**	(467,984)
Cash flows from investing activities			
Investments in financial assets at fair value through profit or loss	20	**(1,909,023)**	(876,018)
Proceeds from disposal of financial assets at fair value through profit or loss	20	**1,526,410**	477,236
Investments in short-term time deposits		**(1,146)**	(95,537)
Proceeds from maturity of short-term time deposits		**1,138**	182,322
Purchase of property and equipment		**(2,731)**	(12,239)
Purchase of intangible assets		**(115)**	(1,033)
Interest income received		**10,419**	45,314
Payment for long-term naming rights and sponsorship fees		**(6,000)**	(6,000)
Investments in financial assets at amortized cost		**(145,593)**	(78,420)
Proceeds from disposal of financial assets at amortized cost		**16,508**	78,863
Proceeds from disposal of property and equipment		**210**	243
Investments in financial assets at fair value through other comprehensive income	21	**(20,000)**	–
Net cash outflow from investing activities		**(529,923)**	(285,269)
Cash flows from financing activities			
Repayment of bank borrowings		**–**	(10,000)
Bank borrowing interests paid		**–**	(73)
Payments for principal elements and related interest of leases	16	**(17,926)**	(35,111)
Proceeds from exercise of share options		**2,449**	9,675
Repurchase of shares, including related expenses		**(17,688)**	(67,973)
Net cash outflow from financing activities		**(33,165)**	(103,482)
Net decrease in cash and cash equivalents		**(596,152)**	(856,735)
Cash and cash equivalents at the beginning of the year	26	**764,260**	1,612,769
Effects of exchange rate changes on cash and cash equivalents		**(6,152)**	8,226
Cash and cash equivalents at the end of the year	26	**161,956**	764,260

Notes to the Consolidated Financial Statements

1. GENERAL INFORMATION

Keep Inc. (the "Company") was incorporated in the Cayman Islands on April 21, 2015 as an exempted company with limited liability. The Company's shares have been listed on Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on July 12, 2023 (the "Listing Date") through a global offering. The registered office is at the offices of ICS Corporate Services (Cayman) Limited, Palm Grove Unit 4, 265 Smith Road, George Town, P.O. Box 52A Edgewater Way, #1653, Grand Cayman KY1-9006, Cayman Islands.

The Company is an investment holding company. The Company and its subsidiaries, including structured entities (collectively, the "Group"), are primarily engaged in operating an integrated online and offline platform for fitness service and online retail of fitness related products in the People's Republic of China (the "PRC"). The principal activities of its subsidiaries including structured entities, are set out in Note 13 to the consolidated financial statements.

Mr. Wang Ning is the single largest shareholder of the Company as at the date of the report.

2. MATERIAL ACCOUNTING POLICY INFORMATION

These consolidated financial statements have been prepared under the historical cost convention, unless mentioned otherwise in the accounting policies below (e.g. certain financial instruments that are measured at fair value).

The preparation of financial statements in conformity with IFRS Accounting Standards requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.

The material accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

These consolidated financial statements have been prepared in accordance with all applicable IFRS Accounting Standards as issued by the International Accounting Standards Board ("IASB"). IFRS Accounting Standards comprise International Financial Reporting Standards ("IFRS"); International Accounting Standards ("IAS"); and Interpretations. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange and with the disclosure requirements of the Hong Kong Companies Ordinance (Cap. 622).

The IASB has issued certain new and revised IFRS Accounting Standards that are first effective or available for early adoption for the current accounting period of the Group. Note 2.1.1 provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these consolidated financial statements.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.1 Basis of preparation (Continued)

2.1.1 Adoption of new and revised IFRS Accounting Standards

(a) Application of new and revised IFRS Accounting Standards

The Group has adopted all of the new or amended IFRS Accounting Standards and Interpretations issued by the IASB that are mandatory for the current reporting period. There was no material impact to the consolidated financial statements as a result of the adoption of these standards.

(b) Revised IFRS Accounting Standards in issue but not yet effective

Up to the date of issue of these consolidated financial statements, the IASB has issued a number of new standards and amendments to standards and interpretation, which are not effective for the year ended December 31, 2025 and which have not been early adopted by the Group for the annual reporting period ended December 31, 2025. The Company's assessment of the impact of these new or amended IFRS Accounting Standards and Interpretations, most relevant to the Group, are set out below:

	Effective for accounting periods beginning on or after
Amendments to IFRS 9 and IFRS 7 – Classification and Measurement of Financial Instruments	January 1, 2026
Annual Improvements to IFRS Accounting Standards – Volume 11	January 1, 2026
IFRS 18 – Presentation and Disclosure in Financial Statements	January 1, 2027
Amendments to IFRS 10 and IAS 28 – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	To be determined by the IASB

The directors of the Company are in the process of making an assessment of what the impacts of these new standards, amendments to standards and interpretation are expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

IFRS 18 "Presentation and Disclosure in Financial Statements"

IFRS 18 will replace IAS 1 "Presentation of financial statements", introducing new requirements that will help to achieve comparability of the financial performance of similar entities and provide more relevant information and transparency to users. Even though IFRS 18 will not impact the recognition or measurement of items in the consolidated financial statements, IFRS 18 introduces significant changes to the presentation of financial statements, with a focus on information about financial performance present in the statement of profit or loss, which will affect how the Group present and disclose financial performance in the financial statements.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.1 Basis of preparation (Continued)

2.1.1 Adoption of new and revised IFRS Accounting Standards (continued)

(b) Revised IFRS Accounting Standards in issue but not yet effective (continued)

IFRS 18 "Presentation and Disclosure in Financial Statements" (continued)

The new accounting standard introduces the following key new requirements:

- Entities are required to classify all income and expenses into five categories in the statement of profit or loss, namely the operating, investing, financing, discontinued operations and income tax categories. Entities are also required to present a newly-defined operating profit subtotal. Entities' net profit will not change.

- Management-defined performance measures ("MPMs") are disclosed in a single note in the financial statements.

- Enhanced guidance is provided on how to group information in the financial statements.

In addition, all entities are required to use the operating profit subtotal as the starting point for the statement of cash flows when presenting operating cash flows under the indirect method.

The Group is currently assessing the impact of IFRS 18, with respect to the structure of the Group's statement of profit or loss, the statements of cash flows and the additional disclosures required for MPMs. The Group is also assessing the impact on how information is grouped in the financial statements. Preliminary assessments indicate the following key impacts:

- The Group will need to reclassify certain income and expense items (e.g., interest income on certain investments and foreign exchange gains/losses) into the new categories, namely investing and financing categories.

- The Group disclosed certain MPMs in its results announcements and the annual report. Under IFRS 18, this will likely require additional disclosure for the MPMs within the notes to the financial statements.

- The Statement of Cash Flows will also be impacted, as the operating profit subtotal will be the required starting point for the indirect method.

Amendments to the Classification and Measurement of Financial Instruments – Amendments to IFRS 9 and IFRS 7

The IASB issued targeted amendments to IFRS 9 and IFRS 7 to respond to recent questions arising in practice, and to include new requirements not only for financial institutions but also for corporate entities. These amendments:

- clarify the date of recognition and derecognition of some financial assets and liabilities, with a new exception for some financial liabilities settled through an electronic cash transfer system;

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.1 Basis of preparation (Continued)

2.1.1 Adoption of new and revised IFRS Accounting Standards (continued)

(b) Revised IFRS Accounting Standards in issue but not yet effective (continued)

Amendments to the Classification and Measurement of Financial Instruments – Amendments to IFRS 9 and IFRS 7 (Continued)

- clarify and add further guidance for assessing whether a financial asset meets the solely payments of principal and interest criterion;

- add new disclosures for certain instruments with contractual terms that can change cash flows (such as some financial instruments with features linked to the achievement of environment, social and governance targets); and

- update the disclosures for equity instruments designated at fair value through other comprehensive income.

The application of the amendments is not expected to have significant impact on the financial position and performance of the Group.

2.2 Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity where the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Inter-company transactions, balances and unrealized gains on transactions between group companies are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of financial position respectively.

2.2.1 Subsidiaries controlled through Contractual Arrangements

In order to comply with the PRC laws and regulations that prohibit or restrict foreign control of companies involved in providing internet content and other restricted businesses, the Group operates its business operations in these areas in the PRC through a series of Contractual Arrangements entered into among the Company, its wholly-owned subsidiaries, and certain domestic entities that are legally owned by certain management members of the Group ("Nominee Shareholders") authorized by the Group. The Contractual Arrangements include consulting and services agreement, option agreements, share pledge agreements, business cooperation agreement, spousal consents and powers of attorney, which enable the Group to:

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.2 Subsidiaries (Continued)

2.2.1 Subsidiaries controlled through Contractual Arrangements (continued)

- govern the financial and operating policies of the PRC operating entities;
- exercise equity holder voting rights of the PRC operating entities;
- receive substantially all of the economic interest returns generated by the PRC operating entities in consideration for the technical support, consulting and other services provided exclusively by the wholly foreign-owned enterprise (the "WFOE");
- obtain an irrevocable and exclusive right to purchase part or all of the equity interests in the PRC operating entities at any time and from time to time, at the minimum consideration permitted by the relevant law in China at the time of transfer; and
- obtain a pledge over all of its equity interests from its respective Nominee Shareholders as collateral for all of the PRC operating entities' payments due to the Group to secure performance of entities' obligation under the Contractual Arrangements.

Accordingly, the Group has rights to control these entities.

2.2.2 Changes in ownership interests

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognized in a separate reserve within equity attributable to owners of the Group.

2.2.3 Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment loss (if any). Cost includes directly attributable costs of investments. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.3 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker ("CODM"). The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Chief Executive Officer of the Group.

2.4 Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The functional currency of the Company and its subsidiaries incorporated in Hong Kong and Singapore is United States dollar ("US$"). The Company's primary subsidiaries and structured entities are incorporated in the PRC and for these subsidiaries and structured entities, the Renminbi ("RMB") is the functional currency. The Group's presentation currency is RMB.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the consolidated statement of profit or loss on a net basis within other gains, net.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equities held at fair value through profit or loss ("FVPL") are recognized in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equities classified as fair value through other comprehensive income ("FVOCI") are recognized in other comprehensive income ("OCI").

(c) Translation on consolidation

The results and financial position of all the Group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;

- income and expenses are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rate on the dates of the transactions); and

- all resulting currency translation differences are recognized in OCI and accumulated in the foreign currency transaction reserve.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.4 Foreign currency translation (Continued)

(c) Translation on consolidation (continued)

On consolidation, currency translation differences arising from the translation of monetary items that form part of the net investment in foreign entities are recognized in OCI and accumulated in the currency translation reserve. When a foreign operation is sold, such currency translation differences are reclassified to consolidated profit or loss as part of the gain or loss on disposal. The accumulative translation adjustments related to subsidiaries with same functional currency as the Company is presented as part of items of OCI that will not be reclassified to profit or loss.

2.5 Property and equipment

Property and equipment are held for use in the production or supply of goods or services, or for administrative purposes. Property and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses (if any). Historical cost includes expenditures that are directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation on property and equipment is calculated using the straight-line method to allocate their cost, net of residual values, over their estimated useful lives, as follows:

- Electronic equipment — 3-5 years
- Office and fitness equipment — 3-5 years
- Production equipment — 5 years
- Leasehold improvements — the shorter of the term of the lease or the estimated useful lives of the assets

The residual values, useful lives and depreciation method of property and equipment are reviewed, and adjusted if appropriate, at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.7).

The gain or loss on disposal of property and equipment is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognized in the consolidated statement of profit or loss.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.6 Intangible assets

(a) Domain names and software

Separately acquired domain names and software are initially recognized and measured at historical cost. They have a finite useful life and are subsequently carried at cost less accumulated amortization and impairment losses (if any).

Costs associated with maintaining software programmes are recognized as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Group are recognized as intangible assets, where the following criteria are met:

- it is technically feasible to complete the software so that it will be available for use or sale;
- management intends to complete the software and use or sell it;
- there is an ability to use or sell the software;
- it can be demonstrated how the software will generate probable future economic benefits;
- adequate technical, financial and other resources to complete the development and to use or sell the software are available; and
- the expenditure attributable to the software during its development can be reliably measured.

Directly attributable costs that are capitalized as part of the software include employee costs and an appropriate portion of relevant overheads.

Capitalized development costs are recorded as intangible assets and amortized from the point at which the asset is ready for use.

(b) Research and development

Research expenditures are recognized as an expense as incurred. Costs incurred on development projects are capitalized as intangible assets when recognition criteria are met, including (a) it is technically feasible to complete the software so that it will be available for use or sale; (b) management intends to complete the software and use or sell it; (c) there is an ability to use or sell the software; (d) it can be demonstrated how the software will generate probable future economic benefits; (e) adequate technical, financial and other resources to complete the development and to use or sell the software are available; and (f) the expenditure attributable to the software during its development can be reliably measured. Other development costs that do not meet those criteria are expensed as incurred. There were no development costs meeting these criteria and capitalized as intangible assets during the year ended December 31, 2025.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.6 Intangible assets (Continued)

(c) Amortization methods and periods

Length of estimated useful life is determined to be the shorter of the period of contractual rights or estimated period during which such intangible assets can bring economic benefits to the Group.

The Group amortizes intangible assets with a finite useful life using the straight-line method over the following periods:

Domain name	20 years	The period of effective registration during which such domain name can bring economic benefits
Software	2-3 years	Shorter of the period of contractual rights or estimated period during which such software can bring economic benefits

2.7 Impairment of non-financial assets

Non-financial assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that have been impaired are reviewed for possible reversal of the impairment at the end of each reporting period.

2.8 Investments and other financial assets

(a) Classification

The Group classifies its financial assets into:

- those to be measured at fair value (either through OCI or through profit or loss); and
- those to be measured at amortized cost ("AC").

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at FVOCI.

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

See Note 19 for details of each type of financial assets.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.8 Investments and other financial assets (Continued)

(b) Recognition and derecognition

Purchases and sales of financial assets are recognized on trade date, being the date on which the Group commits to purchase or sell the asset. Financial assets are derecognized when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

(c) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at FVPL, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are immediately expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

- AC: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at AC. Interest income from these financial assets is included in finance income using the effective interest rate method.

- FVOCI: Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Changes in fair value are recognized in OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses, which are recognized in profit or loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss.

- FVPL: Assets that do not meet the criteria for AC or FVOCI are measured at FVPL. Changes in fair value are recognized in profit or loss.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.8 Investments and other financial assets (Continued)

(d) *Impairment*

While cash and cash equivalents, short-term time deposits with original maturities over three months but less than one year are also subject to the impairment requirements of IFRS 9, the identified impairment loss was immaterial.

The Group assesses on a forward-looking basis the expected credit loss ("ECL") associated with its debt instruments carried at AC. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For accounts receivable, the Group applies the simplified approach permitted by IFRS 9, which requires lifetime ECL to be recognized from initial recognition of the receivables, see Note 3.1(b) for details.

Impairment of other receivables that are included in prepayments and other current assets are measured as either 12-month ECL or lifetime ECL, depending on whether there has been a significant increase in credit risk since initial recognition. If a significant increase in credit risk of a receivable has occurred since initial recognition, then impairment is measured as lifetime ECL.

Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument at the reporting date with the risk of a default occurring on the financial instrument at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organizations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk for a particular financial instrument;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- significant increases in credit risk on other financial instruments of the same debtor; and
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.8 Investments and other financial assets (Continued)

(d) Impairment (Continued)

Significant increase in credit risk (Continued)

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if:

(i) the financial instrument has a low risk of default,

(ii) the debtor has a strong capacity to meet its contractual cash flow obligations in the near term, and

(iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The Group considers a financial asset to have low credit risk when the asset has external credit rating of “investment grade” in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of “performing”. Performing means that the counterparty has a strong financial position and there is no past due amounts.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable.

– when there is a breach of financial covenants by the counterparty; or

– information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.8 Investments and other financial assets (Continued)

(d) Impairment (Continued)

Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

– significant financial difficulty of the issuer or the counterparty;

– a breach of contract, such as a default or past due event; or

– the disappearance of an active market for that financial asset because of financial difficulties.

Write-off policy

The Group writes off a financial asset when there is information indicating that there is no realistic prospect of recovery. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognized in profit or loss.

2.9 Inventories

Inventories are stated at the lower of cost or net realizable value. Costs are assigned to individual items of inventories on the basis of weighted average costs. Costs of purchased inventories are determined after deducting rebates and discounts. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

2.10 Accounts and other receivables

Accounts receivable are primarily amounts due from customers for goods sold or services performed in the ordinary course of business. They are generally due for settlement within one year (or in the normal operating cycle of the business if longer) and therefore all classified as current assets.

Accounts receivable are recognized initially at the amount of consideration that is unconditional, unless they contain significant financing components when they are recognized at fair value. The Group holds the accounts receivable with the objective of collecting the contractual cash flows and therefore measures them subsequently at AC using the effective interest method, less loss allowance.

Other receivables are recognized when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due.

See Note 24 for further information about the Group's accounting for accounts receivable, Note 25 for further information about other receivables and Note 2.8(d) for a description of the Group's impairment policies.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.11 Cash and bank balance

For the purpose of presentation in the statement of cash flows, cash and cash equivalents include cash in hand, deposits held at call with banks, highly liquid investments placed in banks with original maturities of three months or less at acquisition, cash held at third party payment platforms that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Time deposits (with original maturities of three months or less) with restriction on use held at bank were classified as cash and cash equivalents as long as the restrictions did not change the nature of the cash.

All time deposits held at bank with original maturities over three months and less than one year with corresponding interest receivables were classified as short-term time deposits.

2.12 Share capital

Ordinary shares are classified as equity.

The repurchase of ordinary shares held by certain shareholder is measured at fair value of ordinary shares and debited to share capital and other reserves accordingly. The difference between fair value of ordinary shares and the repurchase price was recognized as profit or loss.

2.13 Accounts and other payables

Accounts and other payables represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. The amounts are unsecured and are generally paid within three months of invoice date. Accounts and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at their fair value and subsequently measured at AC using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

2.14 Current and deferred income tax

The income tax expenses for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

(a) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company, its subsidiaries and structured entities operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Group measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.14 Current and deferred income tax (Continued)

(b) *Deferred income tax*

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that, at the time of the transaction, affects neither accounting nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred tax assets are realized or the deferred income tax liabilities are settled.

Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilized.

Deferred tax liabilities and assets are not recognized for temporary differences between the carrying amount and tax bases of investments in foreign operations where the Group is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

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

Deferred tax assets and liabilities are offset where there is a legally enforceable right to offset current tax assets and liabilities and where the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax are recognized in profit or loss, except to the extent that they relate to items recognized in OCI or directly in equity. In this case, the tax is recognized in OCI or directly in equity, respectively.

(c) *Tax incentives*

Companies within the Group may be entitled to claim special tax deductions in relation to qualifying expenditure. The Group accounts for such allowances as tax credits, which means that the allowance reduces income tax payable and current tax expense. A deferred tax asset is recognized for unclaimed tax credits that are carried forward as deferred tax assets.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.15 Employee benefits

(a) Short-term obligations

Liabilities for wages, salaries, bonuses and other allowances that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations, which are included in accrued expenses in the consolidated statement of financial position.

(b) Pension obligations

Full-time employees in the PRC are covered by various government-sponsored defined contribution pension plans under which the employees are entitled to a monthly pension based on certain formulas. The relevant government agencies are responsible for the pension liability to these retired employees. The Group contributes on a monthly basis to these pension plans. Under these plans, the Group has no further payment obligation for post-retirement benefits beyond the contributions made. Contributions to these plans are expensed as incurred.

(c) Housing funds, medical insurances and other social insurances

Employees of the Group in the PRC are entitled to participate in various government supervised housing funds, medical insurances and other social insurance plans. The Group contributes on a monthly basis to these funds based on certain percentages of the salaries of the employees, subject to certain ceiling. The Group's liability in respect of these funds is limited to the contributions payable each year. Contributions to the housing funds, medical insurances and other social insurances are expensed as incurred.

(d) Bonus entitlements

The expected cost of bonus payments is recognized as a liability when the Group has a present contractual or constructive obligation as a result of services rendered by employees and a reliable estimate of the obligation can be made. Liabilities for bonus plans are expected to be settled within 1 year and measured at the amounts expected to be paid when they are settled.

(e) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The Group recognizes termination benefits at the earlier of the following dates: (a) when the Group can no longer withdraw the offer of those benefits; and (b) when the Group recognizes costs for a restructuring that is within the scope of IAS 37 – Provisions, Contingent Liabilities and Contingent Assets and involves the payment of termination benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to present value.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.16 Share-based compensation

The Group operates three Share Incentive Plans, under which it receives services from employees in exchange for equity instruments of the Company.

(a) Share options

The fair value of share options granted under the Share Incentive Plans is recognized as share-based compensation over the requisite service period, with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted to employees on grant date by using binomial option-pricing models:

- including any market performance conditions;
- excluding the impact of any service and non-market performance vesting conditions; and
- including the impact of any non-vesting conditions.

(b) Restricted share units ("RSUs")

For RSUs, the total amount to be expensed is determined by reference to the fair value of the Company's shares at the grant date. The total expense is recognized over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied, using graded vesting method.

Where the terms and conditions on which share options were granted are modified in a manner that increases the total fair value of the share-based compensation arrangement, or is otherwise beneficial to the eligible participants, the Group includes the incremental fair value in the measurement of the amount recognized for services received over the period from the modification date to the date when the modified share options vest. The incremental fair value is the difference between the fair value of the modified share options and that of the original share options, both estimated as at the date of modification. An expense based on the incremental fair value is recognized over this period, in addition to any amount in respect of the original share options, which continues to be recognized over the remainder of the original vesting period. Furthermore, if the Group modifies the terms or conditions of share options granted in a manner that reduces the total fair value of the share-based compensation arrangement, or is not otherwise beneficial to the eligible participants, the Group shall nevertheless continue to account for the services received as consideration for the share options granted as if that modification had not occurred (other than a cancellation of some or all of the share options granted).

The Group recognizes share-based compensation expenses in its consolidated statement of profit or loss based on awards ultimately expected to vest, after considering estimated forfeitures of the Group. The number of share options or RSUs granted expected to vest has been reduced to reflect historical experience of forfeiture of certain percentage of share options or RSUs granted prior to completion of vesting period and accordingly the share-based compensation expense has been adjusted.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.17 Revenue recognition

The Group primarily derives revenue from (1) sales of self-branded fitness products, (2) online membership and paid content service, and (3) advertising service. The Group recognizes revenue when or as the control of the promised goods or services is transferred to a customer, net of value-added taxes ("VAT"), rebates and certain sales incentives. If control of the services transfers over time, revenue is recognized over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognized at a point in time when the customer obtains control of the goods and services.

Contracts with customers may include multiple performance obligations. For such arrangements, the Group allocates transaction price to each performance obligation based on its relative standalone selling price. The Group generally determines standalone selling prices based on the prices charged to customers. If the standalone selling price is not directly observable, it is estimated using expected cost plus a margin, depending on the availability of observable information. Assumptions and estimations have been made in estimating the relative selling price of each distinct performance obligation, and changes in judgments on these assumptions and estimates may impact the revenue recognition.

2.17.1 The accounting policy for the Group's principal revenue sources

(a) Sales of self-branded fitness products

The Group derives revenue from sale of self-branded fitness products, including delivery services. The Group's revenue is primarily derived from (i) sales of the Group's products to end customers directly through the Group's online stores operated on third party's e-commerce platforms and through the online platform operated by the Group and (ii) sales of the Group's products to third-party wholesale channels who then sell to end customers.

(i) Sales of the Group's products to end customers directly through the Group's online stores operated on third party's e-commerce platforms and through the online platform operated by the Group

The Group sets up online stores on third party's e-commerce platforms to sell the Group's products to end customers. The platforms provide services to the Group to support the operations of the online stores including processing sales orders and collecting cash consideration from end customers. The platforms charge the Group service fees based on the Group's sales through these online stores. The Group enters into sales contracts directly with end customers. The platforms do not take control of the goods and have no sales contract with end customers. The Group is responsible for selling and fulfilling all obligations according to its sales contracts with end customers, including delivering products and providing customer support. Therefore, the Group determines that end customers are the Group's customers. The sales contracts with end customers usually include a customer's right to return products within 7 days after receipt of goods.

The Group identifies its performance obligation to end customers as to transfer the control of the ordered products to end customers. Contracts with customers may include multiple performance obligations if there is a need to split one customer's order into multiple deliveries. Under these circumstances, transaction prices will be allocated to different performance obligations based on relative standalone selling prices. Sales from the end customers through the Group's online platform are prepaid and recorded as contract liabilities. The Group recognizes revenue from sales to end customers upon delivery of the product to end customers in an amount equal to the contract sales prices less estimated sales allowances for sales returns and sales incentives.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.17 Revenue recognition (Continued)

2.17.1 The accounting policy for the Group's principal revenue sources (continued)

(a) Sales of self-branded fitness products (continued)

(ii) Sales of the Group's products to third-party wholesale channels who then sell to end customers

The third-party wholesale channels purchase products from the Group and then resell the products to end customers. Subject to the underlying agreements with the wholesale channels, there are mainly two types of arrangements with wholesale channels. Under type I arrangements, the wholesale channels take control of the products upon delivery of the products to the wholesale channels' warehouses and accepted by the wholesale channels. Under type II arrangements, the wholesale channels take control of the products when the products are delivered out of the Group's warehouse to the third-party logistics suppliers. After taking control of the products, the wholesale channels are responsible for selling and fulfilling all obligations in their sales contracts with end customers, including delivering the products and providing customer support. Therefore, the Group determines that the wholesale channels are the Group's customers. Under the distribution agreement, the Group has a sale contract with their wholesale channels and has no sales contract with the end customers.

Sales to the Group's wholesale channels are on credit terms which are usually less than three months. The Group recognizes revenue and receivables from sales to the wholesale channels upon transferring the control of the products to the wholesale channels in an amount equal to the contract sales prices less estimated sales allowances for sales returns and rebates.

The Group provides price protection rebates to certain wholesale channels to effectively compensate the wholesale channels when the wholesale channels offer discounts to end customers, which are accounted for as variable consideration. The Group estimates these amounts based on the expected amount to be provided to the third-party wholesale channels considering the contracted rebate rates and estimated sales volume based on historical pattern, and account for it as a reduction of the transaction price.

(b) Online membership and paid content service

The Group's membership subscriptions provide unlimited access to content on its online platform of live streaming classes and on-demand fitness classes. The contract period for the membership subscription ranges from one month to one year. All membership subscriptions are non-refundable. The Group has one stand ready obligation to provide its subscribing members with access to content on its online platform, fitness classes and related membership benefits throughout the subscription period. Therefore, revenue is recognized ratably over the contract period as the membership subscription services are delivered. The Group collects membership subscription in advance and records it as contract liabilities.

Online paid content service primarily includes the online sports events service. The Group arranges online sports events on its own platform. Revenue is primarily generated from event entry fees charged to event participants. Entry fees are paid in advance and non-refundable after the event participants complete the events or after the end of the online sports event. The performance obligation is satisfied over the service period, as the services are delivered.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.17 Revenue recognition (Continued)

2.17.1 The accounting policy for the Group's principal revenue sources (continued)

(c) Advertising services

Advertising revenue is derived from online and offline advertising, most of which is in the form of display advertisement. Display advertising arrangements allow customers, primarily advertising agencies, to place advertisements on particular areas of the Group's online platform or offline events in particular formats and over particular periods of time. The Group recognizes revenue from advertising services ratably over the periods during which the advertising services are provided.

Certain customers may receive rebates, which are accounted for as variable consideration. The Group estimates rebates based on expected revenue volume with reference to their historical results and account for such as a reduction in revenue.

2.17.2 Contract balances

When either party to a customer contract has performed, the Group presents the contract in the consolidated statement of financial position as a contract asset or a contract liability, depending on the relationship between the Group's performance and the customer's payment. Contract balances include accounts receivable and contract liabilities.

A receivable is recorded when the Group has an unconditional right to consideration. A right to consideration is unconditional if only the passage of time is required before payment of the consideration is due.

Payment terms and conditions vary by contract and service type. A contract liability is the Group's obligation to transfer goods or services to a customer for which the Group has received consideration from the customer.

2.17.3 Practical expedients and exemptions

The Group has elected to use the practical expedient to not disclose the remaining performance obligations for contracts that have durations of one year or less, as substantially all of the Group's contracts have duration of one year or less.

The revenue standard requires the Group to recognize an asset for the incremental costs of obtaining a contract with a customer if the benefit of those costs is expected to be longer than one year. The Group has determined that sales commission for sales personnel meet the definition of incremental costs of obtaining a contract. The Group generally expenses sales commissions when incurred because the amortization period is generally one year or less. These costs are recorded within selling and marketing expenses.

2.17.4 Financing components

The Group does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Group has applied the practical expedient of not to adjust any of the transaction prices for the time value of money.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.18 Loss per share

Basic loss per share is calculated by dividing:

(a) the loss attributable to owners of the Company, excluding any costs of servicing equity other than ordinary shares, and

(b) by the weighted average number of ordinary shares outstanding during the year, adjusted for bonus elements in ordinary shares issued during the year and excluding treasury shares.

Diluted loss per share adjusts the figures used in the determination of basic loss per share to take into account:

(a) the after-income tax effect of interest and other financing costs associated with dilutive potential ordinary shares, and

(b) the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

2.19 Leases

The Group, as a lessee, leases office buildings, physical store and fitness centers. Lease contracts are typically made for fixed periods of several months to six years. Lease is recognized as a right-of-use asset and a corresponding lease liability at the date at which the leased asset is available for use by the Group.

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the fixed payments (including in-substance fixed payments).

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. The Group uses the incremental borrowing rate, for the implicit rate cannot be readily determined, which is the rate that the Group would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use assets in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Group makes adjustments uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by them.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.19 Leases (Continued)

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liabilities;
- any lease payments made at or before the commencement date less any lease incentives received;
- any initial direct costs; and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use assets are depreciated over the underlying asset's useful life.

Payments associated with short-term leases are recognized on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less without a purchase option.

(a) Variable lease payments

Some property leases contain variable payment terms that are linked to sales generated from a fitness center or physical store. For certain fitness centers and a physical store including fixed and variable rental payment terms, the variable lease payments that depend on sales are recognized in the consolidated statement of profit or loss in the period in which the condition that triggers those payments occurs.

(b) Modification of lease

The Group accounts for a lease modification as a separate lease if:

(i) the modification increases the scope of the lease by adding the right to use one or more underlying assets; and

(ii) the consideration for the lease increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liabilities, less any lease incentives receivable, based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification. The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use assets.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.19 Leases (Continued)

(b) Modification of lease (continued)

For partial or full termination of the lease for lease modifications that decrease the scope of the lease, decreasing the carrying amount of the right-of-use asset. The Group recognize in the consolidated statement of profit or loss of any gain or loss relating to the partial or full termination of the lease.

2.20 Government grants

Grants from the government are recognized at their fair value where there is reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants provided to the Group mainly relate to financial assistance from the local government in the PRC. There are no unfulfilled conditions or other contingencies relating to these grants.

2.21 Interest income

Interest income from financial assets at FVPL and certain financial assets at AC is included in the net fair value gains/(losses) on these assets, see Note 8 below.

Interest income is presented as finance income where it is earned from financial assets that are held for cash management purposes, see Note 10 below.

Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that subsequently become credit-impaired. For credit-impaired financial assets, the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).

2.22 Provisions and contingent liabilities

Provisions are recognized when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognized for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to passage of time is recognized as interest expense.

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

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.23 Dividend distribution

Provision is made for the amount of any dividend declared, being appropriately authorized and no longer at the discretion of the Company, on or before the end of the reporting period but not distributed at the end of the reporting period.

2.24 Event after the reporting period

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period are adjusting events and are reflected in the consolidated financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the consolidated financial statements when material.

3. FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Group's financial performance. Risk management is carried out by the senior management of the Group.

(a) Market risk

(i) Foreign exchange risk

Foreign exchange risk primarily arises from recognized assets and liabilities denominated in a currency other than the functional currency of the Group's entities. The Group manages its foreign exchange risk by performing regular reviews of the Group's net foreign exchange exposures and controls these exposures through entering into foreign exchange forward contracts, when necessary.

The Group's foreign exchange risk primarily arises from cash and cash equivalents denominated in US$ held by subsidiaries whose functional currency is RMB, and cash and cash equivalents denominated in RMB held by subsidiaries whose functional currency is US$. If US$ had strengthened/weakened by 5% against RMB with all other variables held constant, the estimated changes of loss before income tax for the years ended December 31, 2025 and 2024 are listed in below table:

Loss before income tax	**Year ended December 31,**	
	2025	2024
	RMB'000	RMB'000
Increase 5%	**(196)**	2,284
Decrease 5%	**196**	(2,284)

3. FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(a) Market risk (continued)

(ii) Interest rate risk

The Group's interest rate risk primarily arises from short-term time deposits and cash and cash equivalents. Those carried at floating rates expose the Group to cash flow interest rate risk whereas those carried at fixed rates expose the Group to fair value interest rate risk.

The Group regularly monitors its interest rate risk to ensure there is no undue exposure to significant interest rate risk.

(b) Credit risk

Credit risk mainly arises from cash and cash equivalents, restricted bank deposits, short-term time deposits, accounts receivable and other receivables included in prepayments and other current assets. The carrying amount of these financial assets represents the Group's maximum exposure to credit risk in relation to the corresponding class of financial assets.

(i) Risk management

Accounts receivable and other receivables included in prepayments and other current assets are managed on a group basis. The finance team is responsible for managing and analyzing the credit risk for each new customer/debtor before standard credit payment terms are offered. The Group assesses the credit quality of its customers and other debtors by taking into account various factors including their financial position, past operational and financial performance and forward-looking factors.

Cash and cash equivalents, restricted bank deposits and short-term time deposits are mainly placed with reputable financial institutions in the PRC and international financial institutions outside of the PRC. There has been no recent history of default in relation to these financial institutions. The ECL is not material.

(ii) Impairment of financial assets

Accounts receivable

The Group applies simplified approach under IFRS 9 for measuring ECL under which the lifetime ECL is recognized for all accounts receivable from initial recognition. The Group measures the ECL of accounts receivable using provision matrix, under which accounts receivable are grouped according to the Group's reportable segments, reflecting shared credit risk characteristics based on historical payment profiles and aging and past due status of customers' accounts receivable balances.

The expected loss rates are based on the historical payment profiles, historical loss rates and data published by external credit rating institution, adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the Group's customers to discharge their obligation in respect of the receivables. The Group has identified factors such as the Gross Domestic Products of the PRC as the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in these factors.

3. FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(b) Credit risk (continued)

(ii) Impairment of financial assets (continued)

Accounts receivable (continued)

On that basis, the loss allowances of accounts receivable as at December 31, 2025 and 2024 were determined as follows:

	As at December 31,	
	2025	2024
	RMB	RMB
	in thousands, except for percentages	
Expected loss rate	**11.96%**	13.49%
Gross carrying amount	**219,318**	237,178
Loss allowance provision	**26,238**	31,987

Accounts receivable are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group, and indicators of severe financial difficulty. The amounts of accounts receivable written off during the years ended December 31, 2025 and 2024 were RMB9,272,000 and 8,011,000, respectively (Note 24).

Impairment losses on accounts receivable are presented as "administrative expenses" in the consolidated statement of profit or loss. Subsequent recoveries of amounts previously written off are credited against the same line item.

Other receivables included in prepayments and other current assets

Impairment on other receivables included in prepayments and other current assets is measured as either 12-month ECL or lifetime ECL, depending on whether there has been a significant increase in credit risk since initial recognition. If a significant increase in credit risk of a receivable has occurred since initial recognition, then impairment is measured as lifetime ECL. Management makes periodic collective assessments as well as individual assessment on the recoverability of other receivables included in prepayments and other current assets based on historical settlement records and past experience.

On that basis, the loss allowances of other receivables included in prepayments and other current assets as at December 31, 2025 and 2024 were immaterial.

Other financial assets at AC

The Group's other financial assets at AC are considered to have low credit risk, and the loss allowance recognized during the year was therefore limited to 12-month ECL.

Others

While cash and cash equivalents, restricted bank deposits and short-term time deposits are also subject to the impairment requirements of IFRS 9, the identified impairment loss was immaterial.

3. FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(c) Liquidity risk

The Group intends to maintain sufficient cash and cash equivalents. Due to the dynamic nature of the underlying business, the policy of the Group is to regularly monitor the Group's liquidity risk and to maintain adequate liquid assets such as cash and cash equivalents, short-term time deposits and investments in wealth management products or to retain adequate financing arrangements to meet the Group's liquidity requirements.

The table below analyzes the Group's non-derivative financial liabilities into relevant maturity grouping based on the remaining period at each balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

	Less than 1 year RMB'000	Between 1 and 2 years RMB'000	Between 2 and 5 years RMB'000	Over 5 years RMB'000	Total contractual cash flows RMB'000
As at December 31, 2025					
Accounts payable	**153,508**	**–**	**–**	**–**	**153,508**
Accrued expenses (excluding accrued payroll related expenses)	**74,503**	**–**	**–**	**–**	**74,503**
Other current liabilities (excluding tax payables)	**36,349**	**–**	**–**	**–**	**36,349**
Lease liabilities	**13,032**	**2,571**	**854**	**–**	**16,457**
Total	**277,392**	**2,571**	**854**	**–**	**280,817**
As at December 31, 2024					
Accounts payable	149,240	–	–	–	149,240
Accrued expenses (excluding accrued payroll related expenses)	130,830	–	–	–	130,830
Other current liabilities (excluding tax payables)	21,404	–	–	–	21,404
Other non-current liability	–	6,000	–	–	6,000
Lease liabilities	18,388	13,525	4,169	–	36,082
Total	319,862	19,525	4,169	–	343,556

3.2 Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to enhance shareholders' value in the long-term.

3. FINANCIAL RISK MANAGEMENT (CONTINUED)

3.2 Capital management (Continued)

The Group monitors capital (including share capital and other reserves) by regularly reviewing the capital structure. As a part of this review, the Group considers the cost of capital and the risks associated with the issued share capital. The Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or repurchase the Company's shares. In the opinion of the directors of the Company, the Group's capital risk is low. As a result, capital risk is not significant for the Group and measurement of capital management is not a tool currently used in the internal management reporting procedures of the Group.

The externally imposed capital requirement for the Group is in order to maintain its listing on the Stock Exchange to have a public float of at least 25% of the shares. Based on the information that is publicly available to the Company and within the knowledge of the directors of the Company, the 25% threshold of public float should be complied with throughout the year.

3.3 Fair value estimation

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following disclosures of fair value measurements use a fair value hierarchy that categorizes into three levels the inputs to valuation techniques used to measure fair value:

Level 1 inputs: Quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 inputs: Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices); and

Level 3 inputs: Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs).

The following table presents the Group's financial assets measured at fair value as at December 31, 2025:

	Level 1 RMB'000	Level 2 RMB'000	Level 3 RMB'000	Total RMB'000
Assets				
Financial assets at FVPL				
– Wealth management products	–	794,171	–	794,171
– Investments in private funds	–	–	23,695	23,695
– Investments in unlisted entities	–	–	75,100	75,100
Financial assets at FVOCI				
– Investment in an unlisted entity	–	–	20,995	20,995
Total	–	794,171	119,790	913,961

3. FINANCIAL RISK MANAGEMENT (CONTINUED)

3.3 Fair value estimation (Continued)

The following table presents the Group's financial assets measured at fair value as at December 31, 2024:

	Level 1 RMB'000	Level 2 RMB'000	Level 3 RMB'000	Total RMB'000
Assets				
Financial assets at FVPL				
– Wealth management products	–	408,954	–	408,954
– Investment in a private fund	–	–	24,055	24,055
– Investments in unlisted entities	–	–	54,224	54,224
Total	–	408,954	78,279	487,233

(a) *Financial instruments in level 1*

The fair value of financial instruments traded in active markets is based on quoted market prices at each of the reporting dates. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in level 1.

(b) *Financial instruments in level 2*

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. These valuation techniques maximize the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value of an instrument are observable, the instrument is included in level 2.

(c) *Financial instruments in level 3*

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Specific valuation techniques used to value financial instruments include:

- Quoted market prices or dealer quotes for similar instruments;
- Discounted cash flow model and unobservable inputs mainly including assumptions of expected future cash flows and discount rate; and
- A combination of observable and unobservable inputs, including risk-free rate, expected volatility, discount rate for lack of marketability ("DLOM"), market multiples, etc.

3. FINANCIAL RISK MANAGEMENT (CONTINUED)

3.3 Fair value estimation (Continued)

(c) Financial instruments in level 3 (continued)

Level 3 instruments of the Group's assets include investments in unlisted entities and private funds.

The fair value changes in level 3 instruments of the investments in unlisted entities and private funds for the years ended December 31, 2025 and 2024 are presented in Note 20 and Note 21.

Investments in unlisted entities

As at December 31, 2025, the Group had invested in certain ordinary shares with or with no preferential rights of several unlisted entities, which were measured as financial assets at FVPL (Note 20) and at FVOCI (Note 21). The Group engaged a third-party valuation firm to assess the fair value estimation of level 3 instruments of the unlisted entities for financial reporting purposes.

As at December 31, 2025, the market approach method was used to determine the fair value of the investments in the unlisted entities. Unobservable inputs under market approach method included risk-free interest rate, DLOM and expected volatility. There were no changes in the valuation technique used.

At December 31, 2025

Description	**Unobservable inputs**	**Range**	**Relationship of unobservable inputs to fair value**
Unlisted entities	**Risk-free interest rate**	**1.52%-1.86%**	**The higher the risk-free interest rate, the lower the fair value**
	DLOM	**23.00%-30.00%**	**The higher the DLOM, the lower the fair value**
	Expected volatility	**44.67%-69.23%**	**The higher the expected volatility, the lower the fair value**

At December 31, 2024

Description	Unobservable inputs	Range	Relationship of unobservable inputs to fair value
Unlisted entities	Risk-free interest rate	1.16%-1.46%	The higher the risk-free interest rate, the lower the fair value
	DLOM	15.00%-25.00%	The higher the DLOM, the lower the fair value
	Expected volatility	43.18%-67.44%	The higher the expected volatility, the lower the fair value

3. FINANCIAL RISK MANAGEMENT (CONTINUED)

3.3 Fair value estimation (Continued)

(c) Financial instruments in level 3 (continued)

Investments in unlisted entities (continued)

If the Company's unobservable inputs used to determine the fair value of the investments of unlisted entities had increased/decreased by 10% with all other variables held constant, the estimated fair value changes from carrying amount are listed in below table.

Fair value of the investments in unlisted entities	**As at December 31, 2025**		
	Expected volatility RMB'000	**DLOM RMB'000**	**Risk-free interest rate RMB'000**
Increase 10%	**(4,442)**	**(1,916)**	**(317)**
Decrease 10%	**4,454**	**1,890**	**318**

Fair value of the investments in unlisted entities	As at December 31, 2024		
	Expected volatility RMB'000	DLOM RMB'000	Risk-free interest rate RMB'000
Increase 10%	(2,943)	(570)	(157)
Decrease 10%	2,995	443	157

Investments in private funds

The Group's private funds category in Level 3 were managed by independent fund managers who applied various investment strategies to accomplish their respective investment objectives. The fair value of the private funds is recognized based on the valuation supplied by the fund manager. The valuation is measured by the percentage of ownership of the private funds' net asset value, which is an unobservable input. The fund managers estimated the fair value of the underlying investments based on the direct market quote for level 1 financial instruments. For other investments, the fund manager applies appropriate valuation techniques such as latest transaction price, discounted cash flow, or any other appropriate valuation techniques suitable for the underlying investments. The models are calibrated regularly and tested using prices from any observable current market transactions in the same instruments or based on any available observable market data.

3. FINANCIAL RISK MANAGEMENT (CONTINUED)

3.3 Fair value estimation (Continued)

(c) Financial instruments in level 3 (continued)

Investments in private funds (continued)

If the net assets value used to determine the fair value of the investments of private funds had increased/decreased by 10% with all other variables held constant, the estimated fair value changes from carrying amount are listed in below table.

Fair value of the investments in private funds	**As at December 31, 2025 Net assets value RMB'000**
Increase 10%	**2,370**
Decrease 10%	**(2,370)**

Fair value of the investment in a private fund	As at December 31, 2024 Net assets value RMB'000
Increase 10%	2,406
Decrease 10%	(2,406)

There were no transfers between level 1, 2 and 3 of fair value hierarchy classifications during the years ended December 31, 2025 and 2024.

The carrying amounts of the Group's financial assets that are not measured at fair value, including cash and cash equivalents, short-term time deposits, restricted bank deposits, accounts receivable, other receivables included in prepayments and other current assets, other financial assets at AC and the Group's financial liabilities that are not measured at fair value, including accounts payable, accrued expenses and other current liabilities, approximate their fair values due to their short maturities.

4. CRITICAL JUDGMENTS AND KEY ESTIMATES

In applying the Group's accounting policies, which are described in Note 2, the directors are required to make judgements (other than those involving estimations) that have a significant impact on the amounts recognized and to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

Critical judgements in applying accounting policies

In the process of applying the accounting policies, the directors have made the following judgements that have the most significant effect on the amounts recognized in the consolidated financial statements (apart from those involving estimations, which are dealt with below).

(a) *Significant increase in credit risk*

As explained in Notes 2.8(d) and 3.1(b), ECL are measured as an allowance equal to 12-month ECL or lifetime ECL. An asset moves to lifetime ECL when its credit risk has increased significantly since initial recognition. IFRS 9 does not define what constitutes a significant increase in credit risk. In assessing whether the credit risk of an asset has significantly increased, the Group takes into account qualitative and quantitative reasonable and supportable forward-looking information.

(b) *Contractual arrangements*

As disclosed in Note 2.2.1, the Group exercises control over certain structured entities and has the right to recognize and receive substantially all the economic benefits from them through the Contractual Arrangements. The directors consider that the Group controls these structured entities notwithstanding that it does not have direct or indirect legal ownership in equity of these entities as the Group has power over the financial and operating policies of these entities and receives substantially all the economic interest returns generated from the business activities of these entities through these Contractual Arrangements. Accordingly, all these structured entities are accounted for as controlled structured entities and their financial statements have also been consolidated by the Company throughout the reporting period.

Nevertheless, the Contractual Arrangements may not be as effective as direct legal ownership in providing the Group with direct control over the structured entities. Uncertainties presented by the PRC legal system could impede the Group's beneficiary rights of the results, assets and liabilities of the structured entities. Significant judgement is involved in determining whether the Group is able to control these entities through these Contractual Arrangements. The directors of the Company, after taking into account of the advice from its external legal advisors, consider that the Contractual Arrangements entered into by the Group are in compliance with the relevant PRC laws and regulations and are therefore legally binding and enforceable.

4. CRITICAL JUDGMENTS AND KEY ESTIMATES (CONTINUED)

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

(a) Fair value of investments in unlisted entities

In the absence of quoted market prices in an active market, the directors estimate the fair value of the Group's investments in unlisted entities as detailed in Note 20 and Note 21 using valuation technique with unobservable inputs. The key unobservable inputs are set out in Note 3.3(c).

As at December 31, 2025, the carrying amount of these investments in unlisted entities was RMB96,095,000 (2024: RMB54,224,000).

(b) Impairment of accounts receivable

The Group uses the practical expedient in estimating ECL on accounts receivable using a provision matrix. The provision rates are based on aging of debtors as groupings of the Group's reportable segments taking into consideration the Group's historical default rates and forward-looking information that is reasonable and supportable available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered.

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's accounts receivable are disclosed in Note 3.1(b).

As at December 31, 2025, the carrying amount of accounts receivable is RMB193,080,000 (net of allowance for doubtful debts of RMB26,238,000) (2024: RMB205,191,000 (net of allowance for doubtful debts of RMB31,987,000)).

(c) Current and deferred income tax

The Group is subject to income taxes in several jurisdictions. Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred tax assets and liabilities in the period in which such determination is made.

Deferred tax assets relating to certain temporary differences or tax losses are recognized when management considers that it is probable that future taxable profit will be available against which the temporary differences or tax losses can be utilized. As at December 31, 2025, the Group did not recognize deferred tax assets in respect of such temporary differences or cumulative tax losses that can be carried forward against future taxable income (Note 11). The outcome of their actual utilization may be different from management's estimation.

4. CRITICAL JUDGMENTS AND KEY ESTIMATES (CONTINUED)

Key sources of estimation uncertainty (Continued)

(d) Impairment of property and equipment and right-of-use assets

Property and equipment and right-of-use assets are stated at costs less accumulated depreciation and impairment (if any). In determining whether an asset is impaired, the Group has to exercise judgment and make estimation, particularly in assessing: (1) whether an event has occurred or any indicators that may affect the asset value; (2) whether the carrying value of an asset can be supported by the recoverable amount, in the case of value in use, the net present value of future cash flows which are estimated based upon the continued use of the asset; and (3) the appropriate key assumptions to be applied in estimating the recoverable amounts including cash flow projections and an appropriate discount rate. When it is not possible to estimate the recoverable amount of an individual asset (including right-of-use assets), the Group estimates the recoverable amount of the cash-generating unit to which the assets belong. Changing the assumptions and estimates, including the discount rates or the growth rate in the cash flow projections, could materially affect the recoverable amounts.

The net carrying amount of property and equipment and right-of-use assets as at December 31, 2025 were RMB12,873,000 (2024: RMB19,367,000) and RMB16,001,000 (2024: RMB34,657,000), respectively.

(e) Allowance for inventories

Allowance for inventories is made based on the aging and estimated net realizable value of inventories. The assessment of the allowance amount involves judgement and estimates. Where the actual outcome in future is different from the original estimate, such difference will impact the carrying value of inventories and allowance charge/write-back in the period in which such estimate has been changed. As at December 31, 2025, allowance for inventories, net of reversal, was recognized of RMB16,049,000 (2024: RMB9,414,000).

Net realizable value of inventories is the estimated selling price in the ordinary course of business, less estimated costs of completion and selling expense. These estimates are based on current market conditions and the historical experience of selling products of similar nature. It could change significantly as a result of changes in customer's taste and competitor's actions in response to severe industry cycles. The Group will reassess the estimates by the end of each reporting period.

5 SEGMENT INFORMATION

The Group's business activities, for which discrete financial information is available, are regularly reviewed and evaluated by the CODM. The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Chief Executive Officer that makes strategic decisions. The Group evaluated its operating segments separately or aggregately, and determined that it has reportable segments as follows:

- Self-branded fitness products
- Online membership and paid content
- Advertising and others

The CODM assesses the performance of the operating segments mainly based on revenues and gross profit of each operating segment. Thus, segment results would present revenues, cost of revenues and gross profit, which is in line with CODM's performance review.

The cost of revenues for the self-branded fitness products primarily consists of material costs, manufacturing costs and related costs that are directly attributable to the cost of products sold. The cost of revenues for online membership and paid content primarily consists of cost of online sports events, payment channel fees paid to third-party application stores and other payment channels, and content related cost. The cost of revenues for the advertising and others primarily consists of advertising production cost.

The Company is domiciled in the Cayman Islands while the Group mainly operates its businesses in the PRC and earns substantially all of the revenues from external customers attributed to the PRC. As at December 31, 2025 and 2024, substantially all of the non-current assets of the Group were located in the PRC. Therefore, no geographical segments are presented.

There were no material inter-segment sales during the years ended December 31, 2025 and 2024. The revenues from external customers reported to the CODM are measured in a manner consistent with that applied in the consolidated statement of profit or loss.

The segment results for the years ended December 31, 2025 and 2024 are as follows:

	Year ended December 31, 2025			
	Self-branded fitness products RMB'000	**Online membership and paid content RMB'000**	**Advertising and others RMB'000**	**Total RMB'000**
Revenues	**778,080**	**679,709**	**179,478**	**1,637,267**
Cost of revenues	**(499,591)**	**(197,058)**	**(86,492)**	**(783,141)**
Gross profit	**278,489**	**482,651**	**92,986**	**854,126**

5 SEGMENT INFORMATION (CONTINUED)

	Year ended December 31, 2024			
	Self-branded fitness products RMB'000	Online membership and paid content RMB'000	Advertising and others RMB'000	Total RMB'000
Revenues	953,914	917,833	193,947	2,065,694
Cost of revenues	(651,467)	(327,284)	(121,511)	(1,100,262)
Gross profit	302,447	590,549	72,436	965,432

6. REVENUES

The breakdown of revenues for the years ended December 31, 2025 and 2024 is as follows:

	Year ended December 31,	
	2025 **RMB'000**	2024 RMB'000
Self-branded fitness products		
– Online retail sales	**464,975**	607,308
– Wholesale channels sales	**313,105**	346,606
Online membership and paid content	**679,709**	917,833
Advertising and others	**179,478**	193,947
Total	**1,637,267**	2,065,694

Timing of revenue recognition is as follows:

	Year ended December 31,	
	2025 **RMB'000**	2024 RMB'000
Revenue recognized over time	**791,665**	1,076,314
Revenue recognized at a point in time	**845,602**	989,380
Total	**1,637,267**	2,065,694

All the revenues derived from a single external customer were less than 10% of the Group's total revenues for the years ended December 31, 2025 and 2024.

7. OTHER INCOME

	Year ended December 31, 2025 RMB'000	2024 RMB'000
Government grants (Note)	**29,267**	9,727
Value-added tax deduction	**–**	472
Total	**29,267**	10,199

Note: For the year ended December 31, 2025, government grants of RMB29,267,000 (2024: RMB9,727,000) mainly for rewarding the Group's past contribution to the local economic growth. The grants, at the discretion of the relevant authorities, were accounted for as financial support with no future related costs expected to be incurred nor related to any assets. As such, an amount of RMB29,267,000 (2024: RMB9,727,000) was recognized in the consolidated statement of profit or loss when the grants were received.

8. OTHER GAINS, NET

	Year ended December 31, 2025 RMB'000	2024 RMB'000
Net fair value gains on financial assets at FVPL (Note 20)	**30,750**	8,077
Investment gains on financial assets at AC	**452**	434
Net foreign exchange gains/(losses)	**659**	(609)
Net losses on disposal of property and equipment	**(84)**	(1,051)
Others	**334**	(5,015)
Total	**32,111**	1,836

9. EMPLOYEE BENEFIT EXPENSES

	Year ended December 31, 2025 RMB'000	2024 RMB'000
Employee benefit expenses (including directors' and chief executive's remuneration):		
Wages, salaries and bonuses	**301,447**	420,887
Share-based compensation expenses	**96,236**	64,939
Retirement benefit – defined contribution plans	**37,535**	47,442
Other social security costs, housing benefits and other employee benefits	**79,451**	114,559
Total	**514,669**	647,827

9. EMPLOYEE BENEFIT EXPENSES (CONTINUED)

(a) Retirement benefit – defined contribution plans

The Group contributes to defined contribution retirement plans which are available for eligible employees in the PRC.

Pursuant to the relevant laws and regulations in the PRC, the Group has joined defined contribution retirement schemes for the employees arranged by local government labour and security authorities (the "PRC Retirement Schemes"). The Group makes contributions to the PRC Retirement Schemes at the applicable rates based on the amounts stipulated by the local government organisations. Upon retirement, the local government labour and security authorities are responsible for the payment of the retirement benefits to the retired employees.

During the years ended December 31, 2025 and 2024, the Group had no forfeited contributions under the PRC Retirement Scheme and which may be used by the Group to reduce the existing level of contributions. There were also no forfeited contributions available at December 31, 2025 and 2024 under the PRC Retirement Scheme which may be used by the Group to reduce the contribution payable in future years.

(b) Five highest paid individuals

The five highest paid individuals for the year ended December 31, 2025 include three directors including the chief financial officer of the Company (2024: three directors). The emoluments payable to the remaining two (2024: two) highest paid individuals who are neither a director nor chief financial officer or chief executive officer for the year ended December 31, 2025 are as follows:

	Year ended December 31,	
	2025	2024
	RMB'000	RMB'000
Wages, salaries and allowances	**3,315**	3,823
Discretionary bonuses	**300**	500
Share-based compensation expenses	**21,806**	12,940
Retirement benefit – defined contribution plans	**68**	90
Other social security costs, housing benefits and other employee benefits	**109**	124
Total	**25,598**	17,477

9. EMPLOYEE BENEFIT EXPENSES (CONTINUED)

(b) Five highest paid individuals (Continued)

The number of non-director and non-chief executive highest paid individuals whose emoluments fell within the following bands:

	Year ended December 31, 2025	2024
HK$5,000,001 to HK$5,500,000	–	1
HK$11,500,001 to HK$12,000,000	1	–
HK$13,500,001 to HK$14,000,000	–	1
HK$16,500,001 to HK$17,000,000	1	–
Total	2	2

(c) Benefits and interests of directors

The remuneration of every director and the chief executive officer is set out below:

For the year ended December 31, 2025:

Name	Fees RMB'000	Wages, salaries and allowances RMB'000	Discretionary bonuses RMB'000	Share-based compensation expenses RMB'000	Retirement benefits scheme contributions RMB'000	Other social security costs, housing benefits and other employee benefits RMB'000	Total RMB'000
Mr. Wang Ning	–	1,429	–	4,481	68	278	6,256
Mr. Peng Wei	–	1,566	660	4,607	68	97	6,998
Mr. Liu Dong (Note b)	–	1,387	–	9,214	63	301	10,965
Mr. Xu Ce (Note c)	–	208	40	461	6	10	725
Ms. Ge Xin	600	–	–	–	–	–	600
Mr. Shan Yigang	400	–	–	–	–	–	400
Mr. Wang Haining	400	–	–	–	–	–	400
Total	1,400	4,590	700	18,763	205	686	26,344

9. EMPLOYEE BENEFIT EXPENSES (CONTINUED)

(c) Benefits and interests of directors (Continued)

For the year ended December 31, 2024:

Name	Fees	Wages, salaries and allowances	Discretionary bonuses	Share-based compensation expenses	Retirement benefits scheme contributions	Other social security costs, housing benefits and other employee benefits	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Mr. Wang Ning	–	1,368	500	2,548	83	94	4,593
Mr. Peng Wei	–	1,565	500	2,548	66	94	4,773
Mr. Liu Dong (Note b)	–	1,584	500	5,275	78	93	7,530
Mr. Li Haojun (Note a)	–	–	–	–	–	–	–
Ms. Ge Xin	600	–	–	–	–	–	600
Mr. Shan Yigang	400	–	–	–	–	–	400
Mr. Wang Haining	400	–	–	–	–	–	400
Total	1,400	4,517	1,500	10,371	227	281	18,296

Note a: Mr. Li Haojun resigned as non-executive director on December 27, 2024.

Note b: Mr. Liu Dong resigned as executive director on November 13, 2025.

Note c: Mr. Xu Ce appointed as executive director on November 13, 2025.

Mr. Wang Ning is also the chief executive officer of the Company and his emoluments disclosed above include those for services rendered by him as the chief executive officer.

No director and chief executive officer of the Company waived any emoluments during the years ended December 31, 2025 and 2024.

(i) Benefits and interests of directors

Except for benefits and interests disclosed above, there is no other benefits and interests offered to the directors.

(ii) Directors' termination benefits

No director's termination benefit subsisted at the end of the period or at any time during the years ended December 31, 2025 and 2024.

9. EMPLOYEE BENEFIT EXPENSES (CONTINUED)

(c) Benefits and interests of directors (Continued)

(iii) Consideration provided to third parties for making available directors' services

No consideration provided to third parties for making available director's services subsisted at the end of the period or at any time during the years ended December 31, 2025 and 2024.

(iv) Information about loans, quasi-loans and other dealings in favor of directors, controlled bodies corporate by and connected entities with such directors

No loans, quasi-loans and other dealings in favor of directors, controlled bodies corporate by and connected entities with such directors was subsisted at the end of the period or at any time during the years ended December 31, 2025 and 2024.

(v) Directors' material interests in transactions, arrangements or contracts

No significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company had a material interest whether directly or indirectly, subsisted at the end of the period or at any time during the years ended December 31, 2025 and 2024.

10. FINANCE INCOME, NET

	Year ended December 31,	
	2025	2024
	RMB'000	RMB'000
Finance income:		
Interest income from bank deposits	**10,419**	43,298
Finance expenses:		
Interest expenses from leases (Note 16)	**(691)**	(1,553)
Interest expenses from borrowings	**–**	(64)
Interest expenses from other liability	**(331)**	(580)
	(1,022)	(2,197)
Total	**9,397**	41,101

11. INCOME TAX EXPENSES

Income tax has been recognized in profit or loss as following:

	Year ended December 31,	
	2025	2024
	RMB'000	RMB'000
Withholding tax in the PRC		
Current tax-provision for the year	**–**	584

(a) Cayman Islands

The Company is incorporated as an exempted company with limited liability under the Companies Act of the Cayman Islands and is not subject to tax on income or capital gains. Additionally, the Cayman Islands do not impose a withholding tax on payments of dividends to shareholders. The Cayman Islands are not party to any double tax treaties that are applicable to any payments made by or to the Company.

(b) Hong Kong Profits Tax

No provision for Hong Kong Profits Tax for the years ended December 31, 2025 and 2024 have been made as there is no assessable profit subject to Hong Kong Profits Tax.

(c) Singapore Corporate Income Tax

No provision for Singapore Corporate Income Tax for the years ended December 31, 2025 and 2024 have been made as there is no assessable profit subject to Singapore Corporate Income Tax.

(d) PRC Enterprise Income Tax ("EIT")

In accordance with the Enterprise Income Tax Law ("EIT Law"), Foreign Investment Enterprises ("FIEs") and domestic companies are subject to EIT at a uniform rate of 25%. Beijing Calorie Information Technology Co., Ltd., Beijing Calorie Technology Co., Ltd. and Shenzhen Calorie Sports Technology Co., Ltd. were qualified as a High and New Technology Enterprise since 2017, 2018 and 2024 respectively and enjoyed a preferential tax rate of 15% for the years ended December 31, 2025 and 2024. The other entities incorporated in the PRC are subject to EIT at a rate of 25%.

11. INCOME TAX EXPENSES (CONTINUED)

(d) PRC Enterprise Income Tax ("EIT") (Continued)

According to the regulations promulgated by the State Tax Bureau of the PRC that was effective from March 2021 to September 2022, enterprises engaging in research and development activities were entitled to claim 175% of their research and development activities incurred when determining their tax assessable profits for that year ("Super Deduction"). The State Tax Bureau announced to increase the Super Deduction rate to 200% of their research and development expenses from October 1, 2022 to December 31, 2022. The State Tax Bureau further announced in March 2023 that enterprises engaging in research and development activities would be entitled to claim 200% of their research and development expenses as Super Deduction from January 1, 2023 onwards.

The EIT Law also provides that an enterprise established under the laws of a foreign country or region but whose "de facto management body" is located in the PRC be treated as a resident enterprise for PRC tax purposes and consequently be subject to the PRC income tax at the rate of 25% for its global income. The Implementing Rules of the EIT Law merely define the location of the "de facto management body" as "the place where the exercising, in substance, of the overall management and control of the production and business operation, personnel, accounting, properties, etc., of a non-PRC company is located". Based on a review of surrounding facts and circumstances, the Group does not believe that it is likely that its entities registered outside of the PRC should be considered as resident enterprises for the PRC tax purposes.

(e) Withholding tax ("WHT") in Mainland China

The EIT Law also imposes a withholding income tax of 10% on dividends distributed by a FIE to its immediate holding company outside of China, if such immediate holding company is considered as a non-resident enterprise without any establishment or place within China or if the received dividends have no connection with the establishment or place of such immediate holding company within China, unless such immediate holding company's jurisdiction of incorporation has a tax treaty with China that provides for a different withholding arrangement. The Cayman Islands, where the Company incorporated, does not have such tax treaty with China. According to the arrangement between the Mainland China and Hong Kong Special Administrative Region on the Avoidance of Double Taxation and Prevention of Fiscal Evasion in August 2006, dividends paid by a FIE in China to its immediate holding company in Hong Kong will be subject to WHT at a rate of no more than 5% (if the immediate holding company in Hong Kong is the beneficial owner of the FIE and owns directly at least 25% of the shares of the FIE). In accordance with accounting guidance, all undistributed earnings are presumed to be distributable to the parent company and WHT should be accrued accordingly. All FIEs are subject to the WHT from January 1, 2003. The presumption may be overcome if the Group has sufficient evidence to demonstrate that the undistributed dividends will be re-invested and the remittance of the dividends will be postponed indefinitely.

The undistributed earnings and reserves of the Group entities located in the PRC are considered to be indefinitely reinvested, because the Group does not have any present plan to pay any cash dividends on its ordinary shares in the foreseeable future and intends to retain most of its available funds and any future earnings for use in the operation and expansion of its business. Accordingly, no deferred tax liability on 10% WHT of aggregate undistributed earnings and reserves of the Group's entities located in the PRC has been accrued that would be payable upon the distribution of those amounts to the Company as at December 31, 2025. As at December 31, 2025 and 2024, the Company did not record any WHT on the retained earnings of its subsidiaries and structured entities in the PRC as they were still in accumulated deficit position.

11. INCOME TAX EXPENSES (CONTINUED)

The tax on the Group's loss before income tax differs from the theoretical amount that would arise using the rates prevailing in the jurisdictions in which the Group operates:

	Year ended December 31,	
	2025	2024
	RMB'000	RMB'000
Loss before income tax	**(71,786)**	(534,126)
Tax calculated at applicable tax rate of 25%	**17,947**	133,532
Tax effects of:		
– Effect of different tax rates in other jurisdictions	**2,848**	(9,725)
– Effect of preferential income tax rates of certain subsidiaries	**(6,619)**	(31,030)
– Tax losses and temporary deductible timing differences for which no deferred tax assets was recognized	**(13,092)**	(109,413)
– Expenses not deductible for income tax purposes	**(16,175)**	(10,490)
– Super deduction for research and development expenses	**15,091**	27,126
– WHT of royalty fee (Note)	**–**	(584)
Income tax expenses	**–**	(584)

Note: The Group's subsidiary outside of PRC recognized WHT for royalty fee income from the PRC entity.

(f) Deferred tax assets not recognized

The Group has not recognized any deferred tax assets in respect of the following items:

	Year ended December 31,	
	2025	2024
	RMB'000	RMB'000
Tax losses and timing difference		
– Deductible temporary differences	**780,630**	842,164
– Deductible cumulative tax losses (Note)	**3,055,568**	2,904,849
	3,836,198	3,747,013

Note: At the end of the reporting period, the Group has unused tax losses of RMB3,055,568,000 (2024: RMB2,904,849,000) available for offset against future profits. No deferred tax asset has been recognized in respect of these losses, which are subject to the agreement with tax authorities, due to the unpredictability of future profit streams. Included in unrecognized tax losses are losses of RMB2,920,750,000 (2024: RMB2,786,122,000) that will expire in 5-10 years from the year of assessment they related to. Other tax losses may be carried forward indefinitely.

12. LOSS FOR THE YEAR

The Group's loss for the year is stated after charging the following:

	Year ended December 31,	
	2025	2024
	RMB'000	RMB'000
Cost of self-branded fitness products sold	**484,752**	623,345
Cost of online sports events	**91,926**	174,661
Share-based compensation expenses – non-employee	**766**	165
Depreciation of right-of-use assets (Note 16)	**16,932**	27,999
Depreciation of property and equipment (Note 15)	**7,403**	10,541
Amortization of intangible assets (Note 17)	**2,447**	3,576
Credit loss allowances on accounts receivable (Note 24)	**3,523**	10,576
Credit loss allowances on other receivables	**–**	255
Provision for impairment of inventories (Note 23)	**6,635**	7,092
Provision for impairment of intangible assets (Note 17)	**–**	1,169
Auditor's remuneration	**3,138**	4,159
– Audit fee	**2,383**	3,083
– Non-audit fee	**755**	1,076

13. SUBSIDIARIES

The Company's subsidiaries (including controlled and structured entities) as at December 31, 2025 and 2024 are set out below. Unless otherwise stated, they have share capital consisting solely of ordinary shares that are held directly or indirectly by the Company, and the proportion of ownership interests held equals the voting rights held by the Company. The country of incorporation or registration is also their principal place of business.

Name	Place of incorporation/ establishment and operation and kind of legal entity	Date of incorporation/ establishment	Particulars of issued/registered capital	Effective interest held by the owner As at December 31, 2025	2024	Principal activities	Note
Subsidiaries							
Directly held:							
Calorie Technology HK Company Limited ("卡路里科技香港有限公司")	Hong Kong, limited liability company	May 7, 2015	HK$1	**100%**	100%	Investment holding and investment	
Keep Sports PTE. Ltd.	Singapore, limited liability company	August 25, 2021	SGD50,000	**100%**	100%	Sales of self-branded fitness products	
Keep Technology PTE. Ltd.	Singapore, limited liability company	August 25, 2021	SGD50,000	**100%**	100%	Provision of online membership and paid content services	

13. SUBSIDIARIES (CONTINUED)

Name	Place of incorporation/ establishment and operation and kind of legal entity	Date of incorporation/ establishment	Particulars of issued/registered capital	Effective interest held by the owner As at December 31, 2025	2024	Principal activities	Note
Indirectly held:							
Keep Sports HK Limited	Hong Kong, limited liability company	June 21, 2024	HK$100,000	**100%**	100%	Sales of self-branded fitness products	
Beijing Calorie Information Technology Co., Ltd. (“北京卡路里信息技術有限公司”)	Beijing, China, limited liability company	July 7, 2015	US$400,000,000	**100%**	100%	Development of software	b, c
Shanghai Leranka Information Technology Co., Ltd. (“上海樂燃卡信息技術有限公司”)	Shanghai, China, limited liability company	May 27, 2021	RMB8,000,000	**100%**	100%	Investment	b, c
Beijing Calorie Blue Technology Co., Ltd. (“北京卡路里藍科技有限公司”)	Beijing, China, limited liability company	August 25, 2021	RMB2,000,000	**100%**	100%	Provision of other services	c
Beijing Calorie Blue Sports Management Co., Ltd. (“北京卡路里藍體育管理有限公司”)	Beijing, China, limited liability company	September 7, 2021	RMB1,000,000	**100%**	100%	Provision of advertising services	c
Guangzhou Calorie Blue Sports Management Co., Ltd. (“廣州卡路里藍體育管理有限公司”)	Guangzhou, China, limited liability company	August 18, 2022	RMB1,000,000	**100%**	100%	Sales of self-branded fitness products	c
Hainan Calorie Red Technology Co., Ltd. (“海南卡路里紅科技有限公司”)	Hainan, China, limited liability company	October 27, 2021	RMB2,000,000	**100%**	100%	Production of online contents	c
Hangzhou Calorie Sports Co., Ltd. (“杭州卡路里體育有限公司”)	Hangzhou, China, limited liability company	November 5, 2021	RMB10,000,000	**100%**	100%	Sales of self-branded fitness products	c
Shanghai Calorie Mall Sports Management Co., Ltd. (“上海卡路里貓體育管理有限公司”)	Shanghai, China, limited liability company	August 20, 2024	RMB500,000	**100%**	100%	Sales of self-branded fitness products	c
Fuqing Calorie Sports Co., Ltd. (“福清卡路里體育有限公司”)	Fujian, China, limited liability company	November 20, 2024	RMB1,000,000	**100%**	100%	Sales of self-branded fitness products	c
Shenzhen Calorie Sports Technology Co., Ltd. (“深圳卡路里體育技術有限公司”)	Shenzhen, China, limited liability company	November 18, 2021	RMB10,000,000	**100%**	100%	Development of self-branded fitness products	c
Hangzhou Calorie Purple Technology Co., Ltd. (“杭州卡路里紫科技有限公司”)	Hangzhou, China, limited liability company	November 5, 2021	RMB2,000,000	**100%**	100%	Provision of advertising services	c
Beijing Calorie Orange Management Consulting Co., Ltd. (“北京卡路里橙管理諮詢有限公司”)	Beijing, China, limited liability company	December 5, 2022	RMB500,000	**100%**	100%	Investment	c

13. SUBSIDIARIES (CONTINUED)

Name	Place of incorporation/ establishment and operation and kind of legal entity	Date of incorporation/ establishment	Particulars of issued/registered capital	Effective interest held by the owner As at December 31, 2025	2024	Principal activities	Note
Structured entities:							
Beijing Calorie Technology Co., Ltd. (“北京卡路里科技有限公司”)	Beijing, China, limited liability company	September 26, 2014	RMB2,480,000	**100%**	100%	Provision of online membership and paid content services	a, c
Shenzhen Calorie Technology Co., Ltd. (“深圳卡路里科技有限公司”)	Shenzhen, China, limited liability company	August 29, 2017	RMB10,000,000	**100%**	100%	Inactive	a, c
Beijing Calorie Sports Co., Ltd. (“北京卡路里體育有限公司”)	Beijing, China, limited liability company	November 7, 2017	RMB1,000,000	**100%**	100%	Inactive	a, c
Shanghai Calorie Sports Co., Ltd. (“上海卡路里體育有限公司”)	Shanghai, China, limited liability company	November 28, 2018	RMB1,000,000	**100%**	100%	Inactive	a, c
Calorie Sports Management (Beijing) Co., Ltd. (“卡路里體育管理(北京)有限公司”)	Beijing, China, limited liability company	June 29, 2018	RMB1,000,000	**100%**	100%	Inactive	a, c

Note a: As described in Note 2.2.1, the Company does not have direct or indirect legal ownership in equity of these structured entities or their subsidiaries. Nevertheless, under certain Contractual Arrangements entered into with these structured entities and their registered owners, the Company and its other legally owned subsidiaries have rights to exercise power over these structured entities, receive variable returns from its involvement in these structured entities, and have the ability to affect those returns through its power over these structured entities. As a result, they are presented as structured entities of the Company.

Note b: Registered as a WFOE under PRC law.

Note c: English translation of the name is for identification purposes only.

None of the subsidiaries (including structured entities) had issued debt securities at the end of the reporting period.

14. LOSS PER SHARE

(a) Basic loss per share

Basic loss per share for the years ended December 31, 2025 and 2024 are calculated by dividing the loss attributable to the Company's owners by the weighted average number of ordinary shares in issue during the year, adjusting exercise of share options and RSUs vested, excluding treasury shares held for Share Incentive Plans and ordinary shares repurchased from the market.

	Year ended December 31,	
	2025	2024
Net loss attributable to owners of the Company (RMB'000)	**(71,786)**	(534,710)
Weighted average number of ordinary shares in issue (thousand shares)	**460,596**	466,598
Basic loss per share (expressed in RMB per share)	**(0.16)**	(1.15)

(b) Diluted loss per share

Diluted loss per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares.

As the Group incurred a loss for the years ended December 31, 2025 and 2024, the potential ordinary shares were not included in the calculation of diluted loss per share as their inclusion would be anti-dilution. Accordingly, the amount of diluted loss per share for the years ended December 31, 2025 and 2024 were the same as basic loss per share.

15. PROPERTY AND EQUIPMENT

The detailed information of property and equipment for the years ended December 31, 2025 and 2024 is as below:

	Leasehold improvements RMB'000	Electronic equipment RMB'000	Office and fitness equipment RMB'000	Production equipment RMB'000	Assets under construction RMB'000	Total RMB'000
Cost						
At January 1, 2024	58,779	26,380	8,851	–	–	94,010
Additions	–	2,341	332	8,650	1,897	13,220
Disposals	(2,873)	(5,262)	(2,054)	–	–	(10,189)
Transfers	1,897	–	–	–	(1,897)	–
At December 31, 2024	**57,803**	**23,459**	**7,129**	**8,650**	**–**	**97,041**
Additions	**–**	**1,178**	**25**	**–**	**–**	**1,203**
Disposals	**(81)**	**(3,430)**	**(724)**	**–**	**–**	**(4,235)**
At December 31, 2025	**57,722**	**21,207**	**6,430**	**8,650**	**–**	**94,009**
Accumulated depreciation						
At January 1, 2024	(50,895)	(19,995)	(5,138)	–	–	(76,028)
Charge for the year	(4,710)	(4,194)	(1,226)	(411)	–	(10,541)
Disposals	2,525	4,921	1,449	–	–	8,895
At December 31, 2024	**(53,080)**	**(19,268)**	**(4,915)**	**(411)**	**–**	**(77,674)**
Charge for the year	**(3,056)**	**(1,908)**	**(796)**	**(1,643)**	**–**	**(7,403)**
Disposals	**58**	**3,301**	**582**	**–**	**–**	**3,941**
At December 31, 2025	**(56,078)**	**(17,875)**	**(5,129)**	**(2,054)**	**–**	**(81,136)**
Net carrying amount						
At December 31, 2025	**1,644**	**3,332**	**1,301**	**6,596**	**–**	**12,873**
At December 31, 2024	4,723	4,191	2,214	8,239	–	19,367

15. PROPERTY AND EQUIPMENT (CONTINUED)

Depreciation expenses were charged to the consolidated statement of profit or loss as follows:

	Year ended December 31,	
	2025	2024
	RMB'000	RMB'000
Research and development expenses	**2,420**	3,997
Cost of revenues	**1,805**	1,539
Selling and marketing expenses	**1,689**	2,626
Administrative expenses	**1,489**	2,379
Total	**7,403**	10,541

16. LEASES

(a) Items recognized in the consolidated statement of financial position

Right-of-use assets	**Office buildings RMB'000**	**Fitness centers RMB'000**	**Physical store RMB'000**	**Total RMB'000**
At January 1, 2024	59,083	3,173	–	62,256
Additions/modifications	(614)	(1,133)	2,147	400
Depreciation	(25,605)	(2,040)	(354)	(27,999)
At December 31, 2024	**32,864**	**–**	**1,793**	**34,657**
Additions/modifications	**(1,724)**	**–**	**–**	**(1,724)**
Depreciation	**(16,218)**	**–**	**(714)**	**(16,932)**
At December 31, 2025	**14,922**	**–**	**1,079**	**16,001**

16. LEASES (CONTINUED)

(a) Items recognized in the consolidated statement of financial position (Continued)

Lease liabilities	Minimum lease payments		Present value of minimum lease payments	
	2025	2024	**2025**	2024
	RMB'000	RMB'000	**RMB'000**	RMB'000
Within one year	**13,032**	18,388	**12,788**	17,641
More than one year, but not exceeding two years	**2,571**	13,525	**2,509**	13,409
More than two years, but not more than five years	**854**	4,169	**847**	4,053
	16,457	36,082	**16,144**	35,103
Less: Future finance charges	**(313)**	(979)	**N/A**	N/A
Present value of lease obligations	**16,144**	35,103	**16,144**	35,103
Less: Amount due for settlement within 12 months (shown under current liabilities)			**(12,788)**	(17,641)
Amount due for settlement after 12 months			**3,356**	17,462

The weighted average incremental borrowing rate applied to the lease liabilities was 2.6% and 2.8% per annum during the years ended December 31, 2025 and 2024, respectively.

16. LEASES (CONTINUED)

(b) Items recognized in the consolidated statement of profit or loss

	Year ended December 31,	
	2025	2024
	RMB'000	RMB'000
Depreciation of right-of-use assets		
– Office buildings	**16,218**	25,605
– Fitness centers	**–**	2,040
– Physical store	**714**	354
Gains on lease modification	**–**	(614)
Losses on breach of lease contracts	**–**	2,723
Interest expenses (included in finance expenses) (Note 10)	**691**	1,553
Expenses relating to short-term leases not included in lease liabilities (included in cost of revenues, selling and marketing expenses, administrative expenses and research and development expenses)	**1,980**	1,998
Total	**19,603**	33,659

The Group leased certain fitness centers and a physical store which contain variable lease payment terms that are based on certain percentages of monthly sales generated and minimum monthly lease payment terms whichever is higher. During the years ended December 31, 2025 and 2024, the Group only paid for the minimum monthly lease payments and no variable lease payment was paid.

(c) Items recognized in the consolidated statement of cash flows

The total cash outflows in financing activities for the years ended December 31, 2025 and 2024 are as below:

	Year ended December 31,	
	2025	2024
	RMB'000	RMB'000
Principal elements of lease payments	**17,235**	33,558
Related interests paid	**691**	1,553
Total	**17,926**	35,111

17. INTANGIBLE ASSETS

The detailed information of intangible assets for the years ended December 31, 2025 and 2024 is as below:

	Domain name RMB'000	Software RMB'000	Total RMB'000
Cost			
At January 1, 2024	7,783	13,303	21,086
Additions	–	561	561
Currency translation differences	112	–	112
At December 31, 2024	**7,895**	**13,864**	**21,759**
Additions	**–**	**587**	**587**
Currency translation differences	**(169)**	**–**	**(169)**
At December 31, 2025	**7,726**	**14,451**	**22,177**
Accumulated amortization and impairment			
At January 1, 2024	(2,095)	(7,430)	(9,525)
Amortization for the year	(417)	(3,159)	(3,576)
Impairment	–	(1,169)	(1,169)
Currency translation differences	(34)	–	(34)
At December 31, 2024	**(2,546)**	**(11,758)**	**(14,304)**
Amortization for the year	**(411)**	**(2,036)**	**(2,447)**
Currency translation differences	**61**	**–**	**61**
At December 31, 2025	**(2,896)**	**(13,794)**	**(16,690)**
Net carrying amount			
At December 31, 2025	**4,830**	**657**	**5,487**
At December 31, 2024	5,349	2,106	7,455

17. INTANGIBLE ASSETS (CONTINUED)

Amortization expenses were charged to the consolidated statement of profit or loss as follow:

	Year ended December 31,	
	2025	2024
	RMB'000	RMB'000
Administrative expenses	**1,949**	1,771
Research and development expenses	**411**	1,604
Selling and marketing expenses	**87**	201
Total	**2,447**	3,576

18. OTHER NON-CURRENT ASSETS

	As at December 31,	
	2025	2024
	RMB'000	RMB'000
Long-term royalty licenses, naming rights and sponsorship fees and other long-term service fees (Note)	**38,351**	42,863
Deposits on leases	**9,384**	10,829
Prepayments for intangible assets	**–**	472
Total	**47,735**	54,164

Note: As at December 31, 2025, the balance of long-term royalty licenses, naming rights and sponsorship fees mainly included RMB13,146,000 (2024: RMB21,435,000) of naming rights and sponsorship fees and RMB22,208,000 (2024: RMB19,050,000) of royalty licenses, of which the contract periods are more than one year. These royalty licenses, naming rights and sponsorship will be fully utilized in 2 to 10 years (2024: 2 to 10 years).

Other non-current assets are denominated in the following currencies:

	As at December 31,	
	2025	2024
	RMB'000	RMB'000
RMB	**35,948**	42,827
US$	**11,787**	11,337
Total	**47,735**	54,164

19. FINANCIAL INSTRUMENTS BY CATEGORY

The detailed information of financial instruments by categories as at December 31, 2025 and 2024 is as below:

	As at December 31,	
	2025	2024
	RMB'000	RMB'000
Financial assets		
Financial assets measured at FVPL:		
– Wealth management products	**794,171**	408,954
– Investments in private funds	**23,695**	24,055
– Investments in unlisted entities	**75,100**	54,224
Financial assets measured at FVOCI:		
– Investment in an unlisted entity	**20,995**	–
Financial assets measured at AC:		
– Accounts receivable	**193,080**	205,191
– Receivable from short-term rental and other deposits (included in prepayments and other current assets)	**4,313**	4,254
– Deposits on lease (included in other non-current assets)	**9,384**	10,829
– Wealth management products	**129,537**	–
– Short-term time deposits	**574**	553
– Restricted bank deposits	**–**	700
– Cash and cash equivalents	**161,956**	764,260
Total	**1,412,805**	1,473,020

	As at December 31,	
	2025	2024
	RMB'000	RMB'000
Financial liabilities		
Financial liabilities measured at AC:		
– Accounts payable	**153,508**	149,240
– Accrued expenses (excluding accrued payroll related expenses)	**74,503**	130,830
– Other current liabilities (excluding tax payables)	**35,987**	20,733
– Other non-current liability	**–**	5,639
– Lease liabilities	**16,144**	35,103
Total	**280,142**	341,545

The Group's exposure to various risks associated with the financial instruments is discussed in Note 3.

The maximum exposure to credit risk at the end of the reporting period is the carrying amount of each class of financial assets mentioned above.

20. FINANCIAL ASSETS AT FVPL

	As at December 31,	
	2025	2024
	RMB'000	RMB'000
Current assets		
– Wealth management products (Note a)	**672,304**	408,954
– Investment in a private fund (Note a)	**15,657**	24,055
	687,961	433,009
Non-current assets		
– Wealth management products (Note a)	**121,867**	–
– Investments in unlisted entities (Note b)	**75,100**	54,224
– Investment in a private fund (Note c)	**8,038**	–
	205,005	54,224
Total	**892,966**	487,233

Note a: Investments in wealth management products and a private fund were the investment products purchased from financial institutions. The returns on all of these products are not guaranteed, hence their contractual cash flows do not qualify for solely payments of principal and interest. Therefore, they are measured at FVPL. The Group classified current and non-current assets based on the expiration date or lockup period of the products.

Note b: The Group acquired certain ordinary shares with preferential rights of several unlisted entities representing no more than 20% of the equity interest of each unlisted entity. The Group has the right to request and demand the above unlisted entities to redeem all of the shares held by the Group upon redemption events which are out of control of the issuers, or at the Group's discretion. The investments are measured as financial assets at FVPL. The Group does not intend to dispose of these investments within twelve months from the end of the reporting period, and accordingly these investments have been classified as non-current assets.

Note c: The Group entered into a limited partnership agreement, pursuant to which it committed to contribute RMB27,000,000 to the Fund, representing approximately 16% of the total capital contribution of the Fund. RMB8,100,000 of the total consideration was paid during the year ended December 31, 2025. The general partners of the Fund are controlled by a close family member of Mr. Wang Ning, the Chairman of the Board of Directors and chief executive officer of the Company. The investment in a private fund does not give rise to contractual cash flows on specified dates that are solely payments of principal and interest. Therefore, the investment in a private fund is measured at FVPL.

20. FINANCIAL ASSETS AT FVPL (CONTINUED)

Movements in financial assets at FVPL are as below:

	Year ended December 31,	
	2025	2024
	RMB'000	RMB'000
At the beginning of the year	**487,233**	78,718
Additions	**1,909,023**	876,018
Disposals	**(1,526,410)**	(477,236)
Change in FVPL (Note 8)	**30,750**	8,077
Currency translation differences	**(7,630)**	1,656
At the end of the year	**892,966**	487,233

Movements in financial assets at FVPL in level 3 are as below:

	Year ended December 31,	
	2025	2024
	RMB'000	RMB'000
At the beginning of the year	**78,279**	48,789
Additions	**22,889**	40,700
Disposal	**(7,735)**	(15,502)
Change in FVPL (#)	**5,831**	3,788
Currency translation differences	**(469)**	504
At the end of the year	**98,795**	78,279
(#) Change in FVPL for assets held at end of year	**5,927**	2,412

The change in FVPL including those for assets held at end of year are presented in "other gains, net" in the consolidated statement of profit or loss.

21. FINANCIAL ASSETS AT FVOCI

	As at December 31,	
	2025	2024
	RMB'000	RMB'000
Non-current assets		
– Investment in an unlisted entity (Note)	**20,995**	–

Note: During the year ended December 31, 2025, the Group acquired ordinary shares representing no more than 20% equity interest of an unlisted entity. The Group possesses no preferential rights within this unlisted entity and has made irrevocable election at initial recognition as financial assets at FVOCI. Subsequent changes in fair value will be presented in OCI. The Group does not intend to dispose of this investment within twelve months from the end of the reporting period, and accordingly this investment has been classified as non-current assets.

Movements in financial assets at FVOCI in level 3 are as below:

	Year ended December 31,	
	2025	2024
	RMB'000	RMB'000
At the beginning of the year	**–**	–
Additions	**20,000**	–
Change in FVOCI	**995**	–
At the end of the year	**20,995**	–

22. FINANCIAL ASSETS AT AC

	As at December 31,	
	2025	2024
	RMB'000	RMB'000
Non-current assets		
– Wealth management products (Note)	**129,537**	–

Note: The wealth management products represent large-denomination certificates of deposits issued by financial institutions. These products are held within a business model whose objective is to collect contractual cash flows. The contractual terms of these products give rise on specified dates to cash flows that solely represent payments of principal and interest on the principal amount outstanding, and are accordingly measured at AC. The wealth management products are interest-bearing at coupon rates ranging from 1.75% to 2.60% per annum and have remaining maturities exceeding one year from the end of the reporting period. Accordingly, these wealth management products have been classified as non-current assets. None of these assets has been past due or credit-impaired at the end of the reporting period.

23. INVENTORIES

	As at December 31,	
	2025	2024
	RMB'000	RMB'000
Components	**3,848**	8,712
Finished goods	**126,447**	137,438
	130,295	146,150
Less: provision for impairment (Note)	**(16,049)**	(9,414)
Total	**114,246**	136,736

Note: Provision for impairment was recognized for the amount by which the carrying amount of the inventories exceeds its net realizable value and was recorded in cost of revenues in the consolidated statement of profit or loss.

Provision for impairment movements for the years ended December 31, 2025 and 2024 are as below:

	Year ended December 31,	
	2025	2024
	RMB'000	RMB'000
At the beginning of the year	**(9,414)**	(6,366)
Provision for impairment	**(6,635)**	(7,092)
Written off of provision for impairment	**–**	4,044
At the end of the year	**(16,049)**	(9,414)

Inventories recognized as cost of revenues (excluding inventory impairment) during the years ended December 31, 2025 and 2024 amounted to RMB576,678,000 and RMB798,006,000, respectively.

24. ACCOUNTS RECEIVABLE

The detailed information of accounts receivable is as below:

	As at December 31,	
	2025	2024
	RMB'000	RMB'000
Accounts receivable	**219,318**	237,178
Less: credit loss allowances	**(26,238)**	(31,987)
Total	**193,080**	205,191

The Group generally allows a credit period of three months to its customers. Aging analysis of accounts receivable based on recognition date is as follows:

	As at December 31,	
	2025	2024
	RMB'000	RMB'000
Up to 3 months	**149,634**	158,405
3 to 6 months	**29,170**	23,403
6 to 9 months	**11,761**	11,903
9 months to 1 year	**2,685**	2,172
Over 1 year	**26,068**	41,295
Total	**219,318**	237,178

Due to the short-term nature of the accounts receivable, their carrying amount is considered to be the same as their fair value.

Information about the impairment of accounts receivable and the Group's exposure to credit risk can be found in Note 3.1(b).

24. ACCOUNTS RECEIVABLE (CONTINUED)

Movements on the Group's allowance for credit loss of accounts receivable are as follows:

	Year ended December 31,	
	2025	2024
	RMB'000	RMB'000
At the beginning of the year	**(31,987)**	(29,422)
Provision of credit loss allowance	**(3,523)**	(10,576)
Receivables written off as uncollectable	**9,272**	8,011
At the end of the year	**(26,238)**	(31,987)

Accounts receivable are denominated in the following currencies:

	As at December 31,	
	2025	2024
	RMB'000	RMB'000
RMB	**192,473**	204,884
US$	**607**	307
Total	**193,080**	205,191

25. PREPAYMENTS AND OTHER CURRENT ASSETS

The detailed information of prepayments and other current assets is as below:

	As at December 31,	
	2025	2024
	RMB'000	RMB'000
Deductible VAT	**144,519**	145,783
Prepayments for promotion fees	**11,729**	10,777
Royalty licenses	**6,435**	8,067
Prepayments for products procurement	**5,406**	10,520
Short-term rental and other deposits	**4,313**	4,254
Deferred payment channel fees (Note)	**4,175**	5,611
Software license fees	**1,433**	1,862
Others	**5,518**	8,612
Total	**183,528**	195,486

Note: The Group amortized the deferred payment channel fees during the membership period which is usually up to one year.

25. PREPAYMENTS AND OTHER CURRENT ASSETS (CONTINUED)

The Group applies IFRS 9 in measuring ECL for other receivables included in prepayments and other current assets. No ECL was recognized for the year ended December 31, 2025. For the year ended December 31, 2024, ECL of RMB255,000 was recognized and subsequently written off as uncollectible. Details of the methods used are set out in Note 3.1(b).

Prepayments and other current assets are denominated in the following currencies:

	As at December 31,	
	2025	2024
	RMB'000	RMB'000
RMB	**181,319**	190,447
US$	**2,209**	5,039
Total	**183,528**	195,486

26. CASH AND BANK BALANCES

(a) Cash and cash equivalents

	As at December 31,	
	2025	2024
	RMB'000	RMB'000
Cash at bank and in hand	**152,892**	345,742
Time deposits with initial maturity terms within three months	**–**	409,666
Cash held at third party payment platforms	**9,064**	8,852
Total	**161,956**	764,260

Cash and cash equivalents are denominated in the following currencies:

	As at December 31,	
	2025	2024
	RMB'000	RMB'000
RMB	**121,757**	307,031
US$	**32,132**	447,208
Hong Kong dollar ("HK$")	**7,873**	8,956
Singapore dollar ("SGD")	**194**	1,065
Total	**161,956**	764,260

26. CASH AND BANK BALANCES (CONTINUED)

(b) Short-term time deposits

Short-term time deposits are denominated in the following currencies:

	As at December 31,	
	2025	2024
	RMB'000	RMB'000
SGD	**574**	553
Total	**574**	553

The short-term time deposits consist of RMB574,000 (2024: RMB552,000) in principal and nil (2024: RMB1,000) in interest receivables as at December 31, 2025.

(c) Restricted bank deposits

The restricted bank deposits represent minimum requirement of the deposits placed in bank account. The restricted bank deposits amounting to RMB700,000 denominated in the RMB was deposited in the PRC as at December 31, 2024.

As at December 31, 2025, cash and bank balances of the Group denominated in RMB amounting to RMB121,045,000 (2024: RMB257,467,000) were deposited in the PRC. The RMB is not freely convertible in the PRC into other currencies, however, under the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorized to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposits rates. The bank balances, time deposits with initial maturity terms within three months and short-term time deposits are deposited with creditworthy banks with no recent history of default.

Cash and cash equivalents, short-term time deposits and restricted bank deposits of the Group carry interest at market rates per annum as follows:

	As at December 31,	
	2025	2024
Cash and cash equivalents	**0.01% – 1.00%**	0.01% – 4.71%
Short-term time deposits	**0.28%**	1.68%
Restricted bank deposits	**N/A**	0.10%

27. SHARE CAPITAL

Authorized	Number of ordinary shares '000	Nominal value of ordinary shares US$'000
Ordinary share of US$0.00005 each		
As at December 31, 2024 and 2025	**1,000,000**	**50**

Issued	Number of ordinary shares '000	Nominal value of ordinary shares US$'000	Equivalent nominal value of ordinary shares RMB'000
As at December 31, 2024 and 2025	**525,672**	**27**	**168**

Note:

In July 2023, the Company completed its initial public offering ("IPO") of 10,838,600 shares at HK$28.92 per share on the Main Board of the Stock Exchange.

The issuance of ordinary shares relating to the IPO, net of sponsor fees and other issuance costs amounting to RMB270.9 million, led to an increase in share capital and capital reserve by RMB4 thousand and RMB272.4 million, respectively.

Upon the Listing Date, the convertible redeemable preferred shares were automatically converted into ordinary shares and were reclassified from liabilities to equity, which led to an increase of share capital and capital reserve by RMB103 thousand and RMB8,372.5 million, respectively.

28. STATEMENT OF FINANCIAL POSITION AND RESERVES MOVEMENT OF THE COMPANY

(a) Statement of financial position of the Company

		As at December 31,	
		2025	2024
	Note	**RMB'000**	RMB'000
ASSETS			
Non-current assets			
Investments in subsidiaries	13	**4,514,556**	4,508,791
Intangible assets		**4,685**	5,172
Financial assets at FVPL		**121,867**	–
		4,641,108	4,513,963
Current assets			
Prepayments and other current assets		**108,329**	110,486
Financial assets at FVPL		**362,875**	129,762
Cash and cash equivalents		**24,225**	497,247
		495,429	737,495
Total assets		**5,136,537**	5,251,458
EQUITY			
Equity attributable to owners of the Company			
Share capital		**168**	168
Other reserves	28(b)	**8,445,021**	8,468,196
Accumulated losses		**(3,336,232)**	(3,356,227)
Total equity		**5,108,957**	5,112,137

28. STATEMENT OF FINANCIAL POSITION AND RESERVES MOVEMENT OF THE COMPANY (CONTINUED)

(a) Statement of financial position of the Company (Continued)

		As at December 31,	
		2025	2024
	Note	**RMB'000**	RMB'000
LIABILITIES			
Current liabilities			
Accrued expenses		**3,040**	7,454
Other current liabilities		**24,540**	131,867
		27,580	139,321
Total liabilities		**27,580**	139,321
Total equity and liabilities		**5,136,537**	5,251,458

Approved by the Board of Directors on March 25, 2026 and are signed on its behalf by:

Mr. Wang Ning
Director

Mr. Xu Ce
Director

28. STATEMENT OF FINANCIAL POSITION AND RESERVES MOVEMENT OF THE COMPANY (CONTINUED)

(b) Reserves movement of the Company

	Treasury stock RMB'000	Capital reserve RMB'000	Share-based compensation (Note 31) RMB'000	Currency translation differences RMB'000	Others RMB'000	Total RMB'000
As at January 1, 2024	(19)	8,647,843	331,160	(403,406)	(184,109)	8,391,469
Share-based compensation	–	–	65,104	–	–	65,104
Exercise of share options and vesting of RSUs	2	19,901	(10,049)	–	–	9,854
Repurchase of shares, including related expenses	(67,973)	–	–	–	–	(67,973)
Currency translation differences	–	–	–	69,742	–	69,742
As at December 31, 2024	**(67,990)**	**8,667,744**	**386,215**	**(333,664)**	**(184,109)**	**8,468,196**
Share-based compensation	**–**	**–**	**97,002**	**–**	**–**	**97,002**
Exercise of share options and vesting of RSUs	**2**	**43,263**	**(40,995)**	**–**	**–**	**2,270**
Repurchase of shares, including related expenses	**(17,688)**	**–**	**–**	**–**	**–**	**(17,688)**
Currency translation differences	**–**	**–**	**–**	**(104,759)**	**–**	**(104,759)**
As at December 31, 2025	**(85,676)**	**8,711,007**	**442,222**	**(438,423)**	**(184,109)**	**8,445,021**

29. OTHER RESERVES

The following table shows a breakdown of the consolidated statement of financial position line item "other reserves" and the movements in these reserves during the year. A description of the nature and purpose of each reserve is provided below the table.

	Treasury stock (Note a) RMB'000	Capital reserve (Note b) RMB'000	Share-based compensation (Note 31) RMB'000	Currency translation differences (Note c) RMB'000	Others (Note d) RMB'000	Total RMB'000
As at January 1, 2024	(19)	8,674,504	331,160	(634,072)	(184,109)	8,187,464
Share-based compensation	–	–	65,104	–	–	65,104
Exercise of share options and vesting of RSUs	2	19,901	(10,049)	–	–	9,854
Repurchase of shares, including related expenses	(67,973)	–	–	–	–	(67,973)
Currency translation differences	–	–	–	10,378	–	10,378
As at December 31, 2024	**(67,990)**	**8,694,405**	**386,215**	**(623,694)**	**(184,109)**	**8,204,827**
Share-based compensation	**–**	**–**	**97,002**	**–**	**–**	**97,002**
Exercise of share options and vesting of RSUs	**2**	**43,263**	**(40,995)**	**–**	**–**	**2,270**
Repurchase of shares, including related expenses	**(17,688)**	**–**	**–**	**–**	**–**	**(17,688)**
Currency translation differences	**–**	**–**	**–**	**(13,905)**	**–**	**(13,905)**
Fair value changes on financial assets at FVOCI	**–**	**–**	**–**	**–**	**995**	**995**
As at December 31, 2025	**(85,676)**	**8,737,668**	**442,222**	**(637,599)**	**(183,114)**	**8,273,501**

29. OTHER RESERVES (CONTINUED)

Note a: Treasury stock

	Number of shares	Amount RMB'000
As at January 1, 2025	**64,793,772**	**67,990**
Exercise of share options and vesting of RSUs	**(6,641,070)**	**(2)**
Repurchase of shares, including related expenses	**4,057,500**	**17,688**
As at December 31, 2025	**62,210,202**	**85,676**
As at January 1, 2024	60,635,300	19
Exercise of share options and vesting of RSUs	(7,380,028)	(2)
Repurchase of shares, including related expenses	11,538,500	67,973
As at December 31, 2024	64,793,772	67,990

In June 2021, the Company issued and allotted 14,440,000 ordinary shares to Calorie Fortune Limited controlled by the Company and 990,000 ordinary shares to Bulldog Group Limited controlled by one founder at the par value of US$0.00005 each. With respect to the 14,440,000 ordinary shares issued to Calorie Fortune Limited, the Company has the power to direct the grant of awards associated with these shares, has exposure or rights to variable returns from its involvement with the award scheme, and has the ability to use its power over the award scheme to affect the amount of the Company's return.

On March 31, 2022, the Company issued 45,205,300 ordinary shares to Calorie Partner Limited, which are reserved for satisfying awards granted or to be granted to participants of the Company's employee share award scheme who are not close associates of the Company. Calorie Partner Limited is a trust company that is wholly-owned by a trust in which the Company is the settlor, Futu Trustee Limited acts as the trustee, and the beneficiaries are participants of the Company's share option plans who are not close associates of the Company. As trustee, Futu Trustee Limited exercises the voting and other rights attached to the shares as instructed by an advisory committee established by the Company.

During the year ended December 31, 2025, 1,452,405 share options (2024: 7,265,778 share options) were exercised and 5,188,665 RSUs (2024: 114,250 RSUs) were vested by the participants of the share option plans.

During the year ended December 31, 2025, the Company repurchased a total of 4,057,500 shares (2024: 11,538,500 shares) on the Stock Exchange at the aggregate consideration of HK$19,139,000 (2024: HK$74,306,000) before expenses. The total repurchase payment was equivalent to RMB17,688,000 (2024: RMB67,973,000), including related expenses, respectively.

Note b: Capital reserve

Capital reserve mainly represents the share premium of the Company. Under the Companies Law of the Cayman Islands, where a company issue shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount of the value of the premiums on their shares shall be transferred to share premium account. The application of the share premium account is governed by the Companies Law of the Cayman Islands. Share premium of the Company is distributable to shareholders subject to the provisions of the Company's Memorandum and Articles of Association and provided that immediately following the distribution the Company is able to pay its debts as they fall due in the ordinary course of business.

Note c: Currency translation differences

Currency translation differences represent the difference arising from the translation of the financial statements of companies within the Group that have a functional currency different from the reporting currency of RMB for the financial statements of the Group.

Note d: Others

Others represent the accumulated effect recognized in OCI in respect of (i) the component of fair value changes of the convertible redeemable preferred shares relating to the Company's own credit risk; and (ii) fair value changes of financial assets at FVOCI.

30. DIVIDENDS

No dividends have been paid or declared by the Company during the years ended December 31, 2025 and 2024.

31. SHARE-BASED COMPENSATION

In January 2016, the board of the directors of the Company approved the establishment of 2016 Employees' share option plan (the "2016 Plan") with the purpose of providing incentives and rewards to its management, employees and non-employees. The maximum number of ordinary shares available for issuance pursuant to the 2016 Plan shall be 35,536,640 ordinary shares (after share split).

In March 2021, the Company approved the establishment of a 2021 Employees' share option plan (the "2021 Plan") with the purpose of providing incentives and rewards to its management, employees and non-employees. The maximum number of ordinary shares available for issuance pursuant to the 2021 Plan shall be 25,108,660 ordinary shares (after share split).

On June 12, 2023, the board of the directors of the Company approved the Post-IPO Share Incentive Plan (the "2023 Plan"), which was effective upon the Listing Date. Under the Scheme Mandate Limit of the 2023 Plan, the maximum number of ordinary shares available for grant under the 2023 Plan is 52,567,199. Shares issued and underlying ungranted awards under the Pre-IPO Share Incentive Plans (the 2016 Plan and the 2021 Plan) will be used to fund share options and share awards granted under the 2023 Plan and will be counted towards the total scheme limit of the 2023 Plan.

(a) Share options

With respect to the service conditions, there are 8 types of vesting schedule, which are:

- Type (i) 25% of the total granted share options shall become vested on each anniversary of the vesting commencement date for 4 years thereafter;

- Type (ii) 50% of the share options shall become vested on the second anniversary of the vesting commencement date and 25% of the total granted share options are vested on the third and fourth anniversary of the vesting commencement date;

- Type (iii) 50% of the total granted share options shall become vested on each anniversary of the vesting commencement date for 2 years thereafter;

- Type (iv) 75% of the total granted share options shall become vested on the first anniversary of the vesting commencement date and 25% of the total granted share options shall become vested on the second anniversary of the vesting commencement date;

- Type (v) 33% of the total granted share options shall become vested on each anniversary of the vesting commencement date for 3 years thereafter;

- Type (vi) 100% of the total granted share options shall become vested on the vesting commencement date;

- Type (vii) 100% of the total granted share options shall become vested on the third anniversary of the vesting commencement date; and

31. SHARE-BASED COMPENSATION (CONTINUED)

(a) Share options (Continued)

- Type (viii) 100% of the total granted share options shall become vested on the first anniversary of the vesting commencement date.

Certain types of share options are exercisable at any time after the qualified initial public offering ("QIPO"), provided these types of options have vested. The QIPO means a fully underwritten initial public offering by the Company acceptable to the board of directors, with a minimum pre-offering Company valuation and aggregate IPO proceeds to the Company agreed among the shareholders pursuant to the Company's memorandum of association. The options are exercisable for a maximum period of 10 years after the date of grant.

Certain share options are subject to the vesting conditions that require the achievement of certain performance targets. The influence of performance targets on the exercisability of the share options is insignificant.

On December 18, 2025, a resolution was approved by the Board of Directors to extend the exercisable period of certain options granted under the 2016 Plan by an additional 5 years, from 10 years to 15 years from the date of grant. The Company assessed this as a modification and engaged an independent external valuer to determine the fair value of the affected options immediately before and after the modification. The resulting total incremental fair value of US$470,000 was recognized as share-based payment expense at the modification date. The fair value of the modified options was determined using Binomial option-pricing models, with the following key assumptions and inputs:

Fair value per share option	US$0.14 – US$0.50
Number of share option affected	8,408,747
Exercise price per share	US$0.01 – US$0.80
Option life	5.22 years – 10.36 years
Risk-free interest rate	3.68% – 4.14%
Expected volatility	57.48% – 61.20%

Expected volatility was estimated at the modification date based on average historical volatilities of the comparable companies in the same industry for a period from the modification date to the expiry dates of the share options.

31. SHARE-BASED COMPENSATION (CONTINUED)

(a) Share options (Continued)

Movements in the number of share options granted and their related weighted average exercise prices (taking into account the effect of share split) are as follows (all share options are presented as after share split):

	Number of share options	Weighted average exercise price per share option (US$)
Outstanding as at January 1, 2025	**27,227,252**	**1.42**
Forfeited/cancelled during the year	**(1,310,050)**	**2.10**
Exercised during the year	**(1,452,405)**	**0.21**
Outstanding as at December 31, 2025	**24,464,797**	**1.45**
Exercisable as at December 31, 2025	**24,308,672**	**1.37**
Outstanding as at January 1, 2024	37,596,075	1.21
Forfeited/cancelled during the year	(3,103,045)	2.24
Exercised during the year	(7,265,778)	0.19
Outstanding as at December 31, 2024	27,227,252	1.42
Exercisable as at December 31, 2024	25,954,752	1.31

The weighted average share price at the date of exercise for share options exercised during the year ended December 31, 2025 was US$0.68 (2024: US$0.85). The weighted-average remaining contract life for outstanding share options was 5.54 years and 4.70 years as at December 31, 2025 and 2024, respectively. The exercise prices range from US$0.01 to US$2.96 (2024: US$0.01 to US$2.96) during the year ended December 31, 2025.

31. SHARE-BASED COMPENSATION (CONTINUED)

(b) RSUs

During the year ended December 31, 2025, the Company granted a total of 13,778,950 (2024: 22,994,600) RSUs to grantees in accordance with the terms of the 2023 Plan, subject to acceptance by the grantees. For RSUs, the total amount to be expensed is determined by reference to the fair value of the Company's shares at the grant date.

The vesting schedules of the RSUs are:

- Type (i) 50% of the RSUs shall become vested on the second anniversary of the vesting commencement date and 25% of the total granted RSUs are vested on the third and fourth anniversary of the vesting commencement date;

- Type (ii) 100% of the RSUs shall become vested on the day after the first anniversary of the grant date;

- Type (iii) 40% of the RSUs shall become vested on the first anniversary of the vesting commencement date and 20% of the total granted RSUs are vested on the second, third and fourth anniversary of the vesting commencement date;

- Type (iv) 25% of the RSUs shall become vested on each anniversary of the grant date in four years;

- Type (v) 50% of the RSUs shall become vested on the first anniversary of the grant date and 50% of the RSUs are vested on the March 1, 2026; and

- Type (vi) 40% of the RSUs shall become vested on the second anniversary of the vesting commencement date and 20% of the total granted RSUs are vested on the third, fourth and fifth anniversary of the vesting commencement date.

The vesting of the RSUs is subject to the achievement of certain performance indicators and other requirements set out in the respective grant letter entered into between a Share Incentive Plan participant and the Company, including the Company's annual results and/or a participant's individual annual performance. The influence of performance targets for vest of the RSUs is insignificant.

31. SHARE-BASED COMPENSATION (CONTINUED)

(b) RSUs (Continued)

The movement of the number of RSUs granted and their weighted average grant date fair value are as below:

	Number of RSUs	Weighted average grant date fair value (HK$)
Unvested as at January 1, 2025	**21,447,300**	**7.59**
Granted during the year	**13,778,950**	**5.21**
Forfeited during the year	**(5,110,740)**	**6.50**
Vested during the year	**(5,188,665)**	**8.09**
Unvested as at December 31, 2025	**24,926,845**	**6.39**
Unvested as at January 1, 2024	288,500	29.30
Granted during the year	22,994,600	7.42
Forfeited during the year	(1,721,550)	8.71
Vested during the year	(114,250)	12.21
Unvested as at December 31, 2024	21,447,300	7.59

The weighted-average remaining contract life for outstanding RSUs was 9.01 years and 9.48 years as at December 31, 2025 and 2024, respectively.

(c) Share-based compensation expenses

The share-based compensation expenses were charged to the consolidated statement of profit or loss for the years ended December 31, 2025 and 2024 as follows:

	Year ended December 31,	
	2025	2024
	RMB'000	RMB'000
Administrative expenses	**48,229**	34,787
Research and development expenses	**30,970**	19,473
Selling and marketing expenses	**16,261**	10,702
Cost of revenues	**1,264**	(1,222)
Fulfillment expenses	**278**	1,364
Total	**97,002**	65,104

31. SHARE-BASED COMPENSATION (CONTINUED)

(c) Share-based compensation expenses (Continued)

	Year ended December 31,	
	2025	2024
	RMB'000	RMB'000
Share-based compensation expenses		
– Related to RSUs	**75,253**	33,956
– Related to share options	**21,749**	31,148
Total	**97,002**	65,104

32. ACCOUNTS PAYABLE

Accounts payable and their aging analysis based on invoice date are as follows:

	As at December 31,	
	2025	2024
	RMB'000	RMB'000
Up to 3 months	**153,508**	149,240

Accounts payable are unsecured and are generally paid within three months of invoice date.

The carrying amounts of accounts payable are considered to be the same as their fair values, due to their short-term nature.

Accounts payable are denominated in the following currencies:

	As at December 31,	
	2025	2024
	RMB'000	RMB'000
RMB	**153,404**	145,691
US$	**104**	3,549
Total	**153,508**	149,240

33. ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

The breakdown of accrued expenses and other current liabilities are as follows:

(a) Accrued expenses

	As at December 31,	
	2025	2024
	RMB'000	RMB'000
Accrued payroll related expenses	**59,976**	115,322
Accrued promotion fees	**39,268**	77,416
Accrued professional service fees	**17,506**	23,122
Accrued transportation fees	**9,121**	18,504
Accrued office facilities fees	**2,870**	4,109
Others	**5,738**	7,679
Total	**134,479**	246,152

Accrued expenses are denominated in the following currencies:

	As at December 31,	
	2025	2024
	RMB'000	RMB'000
RMB	**130,437**	228,111
US$	**4,042**	18,041
Total	**134,479**	246,152

(b) Other current liabilities

	As at December 31,	
	2025	2024
	RMB'000	RMB'000
Payable to joint strategic partners	**16,571**	1,637
Tax payables	**15,522**	21,343
Deposits	**9,726**	6,340
Others	**9,690**	12,756
Total	**51,509**	42,076

33. ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES (CONTINUED)

(b) Other current liabilities (Continued)

Other current liabilities are denominated in the following currencies:

	As at December 31,	
	2025	2024
	RMB'000	RMB'000
RMB	**51,445**	41,820
US$	**64**	256
Total	**51,509**	42,076

34. CONTRACT LIABILITIES

The breakdown of contract liabilities are as follows:

	As at December 31,	
	2025	2024
	RMB'000	RMB'000
Contract liabilities from online membership and paid content service	**62,785**	66,129
Contract liabilities from advertising and others service	**5,492**	4,338
Contract liabilities from self-branded fitness products sales	**2,371**	1,323
Total	**70,648**	71,790

The above-mentioned contract liabilities represented the advances for the purchase of self-branded fitness products and advanced cash receipt for services including online membership and paid content and advertising and others. Revenue recognized from the contract liabilities balance as at January 1, 2025 and 2024 in each year of 2025 and 2024 was RMB71,790,000 and RMB93,280,000, respectively.

All the contract liabilities are expected to be recognized as revenue within one year.

35. CASH FLOW INFORMATION

(a) Cash used in operations

	Year ended December 31, 2025 RMB'000	2024 RMB'000
Loss before income tax	**(71,786)**	(534,126)
Adjustments for:		
Depreciation of property and equipment	**7,403**	10,541
Share-based compensation expenses	**97,002**	65,104
Amortization of intangible assets	**2,447**	3,576
Depreciation of right-of-use assets	**16,932**	27,999
Net fair value gains on financial assets at FVPL	**(30,750)**	(8,077)
Investment gains on other financial assets at AC	**(452)**	(434)
Foreign exchange (gains)/losses on short-term time deposits	**(27)**	14
Provision for impairment of inventories	**6,635**	7,092
Provision for impairment of intangible assets	**–**	1,169
Net losses on disposal of property and equipment	**84**	1,051
Gains on lease modification	**–**	(614)
Credit loss allowances on accounts and other receivables	**3,523**	10,831
Finance income, net	**(9,397)**	(41,101)
Operating income/(loss) before working capital changes	**21,614**	(456,975)
Decrease in accounts receivable	**8,588**	12,512
Decrease/(increase) in prepayments and other current assets	**11,779**	(20,721)
Decrease/(increase) in inventories	**15,855**	(22,448)
Decrease/(increase) in other non-current assets	**5,957**	(1,698)
Increase/(decrease) in accounts payable	**4,268**	(8,177)
(Decrease)/increase in accrued expenses and other current liabilities	**(100,683)**	52,297
Decrease in contract liabilities	**(1,142)**	(21,490)
Decrease/(increase) in restricted bank deposits	**700**	(700)
Cash used in operations	**(33,064)**	(467,400)

35. CASH FLOW INFORMATION (CONTINUED)

(b) Reconciliation of liabilities generated from financing activities

	Liabilities from financing activities
	Lease liabilities RMB'000
Liabilities from financing activities as at January 1, 2025	**35,103**
Cash flows	**(17,926)**
Interest expenses	**691**
Leases adjustments, net of additions and modification	**(1,724)**
Liabilities from financing activities as at December 31, 2025	**16,144**

	Liabilities from financing activities		
	Lease liabilities RMB'000	Borrowings RMB'000	Total RMB'000
Liabilities from financing activities as at January 1, 2024	68,725	10,009	78,734
Cash flows	(35,111)	(10,073)	(45,184)
Interest expenses	1,553	64	1,617
Leases adjustments, net of additions and modification	(64)	–	(64)
Liabilities from financing activities as at December 31, 2024	35,103	–	35,103

36. CAPITAL COMMITMENT

On June 5, 2025, the Group entered into a limited partnership agreement, pursuant to which it committed to make a capital contribute RMB27,000,000 to the Fund. As at December 31, 2025, the Group's capital commitment to the Fund amounted to RMB18,900,000.

The Group did not have any material commitments as at December 31, 2024.

37. RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operational decisions. Parties are also considered to be related if they are subjected to common control. Members of key management and their close family members of the Group are also considered as related parties.

The following significant transactions were carried out between the Group and its related parties during the years ended December 31, 2025 and 2024. In the opinion of the Directors, the related party transactions were carried out in the normal course of business and at terms negotiated between the Group and the respective related parties.

(a) Key management personnel compensation

	Year ended December 31,	
	2025	2024
	RMB'000	RMB'000
Wages, salaries and allowances (including directors' fee)	**7,644**	7,811
Discretionary bonuses	**980**	1,644
Share-based compensation expenses	**23,894**	14,202
Retirement benefit-defined contribution plans	**267**	298
Other social security costs, housing benefits and other employee benefits	**789**	375
Total	**33,574**	24,330

The key management personnel compensation is determined by the Directors of the Company having regard to the performance of individual and the Group, as well as the market trends.

37. RELATED PARTY TRANSACTIONS (CONTINUED)

(b) Balances with related parties

	As at December 31,	
	2025	2024
	RMB'000	RMB'000
Amounts due to key management personnel (included in accrued expenses)		
– Accrued wages, salaries and allowances	**401**	511
– Accrued discretionary bonuses	**980**	1,644
– Accrued retirement benefit-defined contribution plans	**18**	30
– Accrued other social security costs, housing benefits and other employee benefits	**27**	32
Total	**1,426**	2,217

The amounts due to key management personnel are unsecured, interest-free and settled in cash.

(c) Transactions with related parties

	Year ended December 31,	
	2025	2024
	RMB'000	RMB'000
Sales of self-branded fitness products to a related company	**45**	–
Capital contribution to a private fund	**8,100**	–

The related company and the private fund are controlled by a close family member of Mr. Wang Ning, the Chairman of the Board of Directors and chief executive officer of the Company.

38. EVENTS OCCURRING AFTER THE REPORTING PERIOD

There are no material subsequent events undertaken by the Company or by the Group after December 31, 2025.

Definitions

In this annual report, unless the context otherwise requires, the following terms have the following meanings. These terms and their definitions may not correspond to any industry standard definitions, and may not be directly comparable to similarly titled terms adopted by other companies operating in the same industries as our Company.

"2016 Plan"	the Amended and Restated 2016 Employee's Stock Option Plan adopted in June 2021
"2021 Plan"	the Amended and Restated 2021 Employee's Stock Option Plan adopted in June 2021
"2023 Plan" or "Post-IPO Share Incentive Plan"	the post-IPO share incentive plan adopted by our Company immediately before the Listing
"5Y Capital"	collectively, Morningside China TMT Fund IV, L.P., Morningside China TMT Fund IV Co-Investment, L.P., Morningside China TMT Special Opportunity Fund II, L.P., Evolution Special Opportunity Fund I, L.P., and Evolution Fund I Co-investment, L.P., each of which is one of the Pre-IPO Investors of our Company
"Articles of Association"	the articles of association of our Company amended on June 25, 2025, as amended from time to time
"Audit Committee"	the audit committee of the Company
"Beijing Chuxin"	Beijing Wuwang Chuxin Investment Management Co., Ltd. (北京勿忘初心投資管理有限公司), a company established under the laws of the PRC with limited liability
"Board" or "the Board of Directors"	the board of Directors
"Board Committee(s)"	the Audit Committee, the Remuneration Committee and the Nomination Committee
"Calorie Orange"	Beijing Calorie Orange Management Consulting Co., Ltd.(北京卡路里橙管理諮詢有限公司), a company established under the laws of the PRC with limited liability and a wholly-owned subsidiary of the Company
"Calorie Technology" or "Onshore Holdco"	Beijing Calorie Technology Co., Ltd. (北京卡路里科技有限公司), a limited liability company established under the laws of the People's Republic of China on September 26, 2014 and a Consolidated Affiliated Entity
"Company", "our Company", "the Company", "we", "us", "our", or "Keep"	Keep Inc., an exempted company with limited liability incorporated in the Cayman Islands on April 21, 2015, its subsidiaries and its Consolidated Affiliated Entities

Definitions

"Consolidated Affiliated Entities"	Calorie Technology and its subsidiaries and affiliated entities
"Contractual Arrangement(s)"	the series of contractual arrangements entered into between, among others, the WFOE, the Onshore Holdco and the Registered Shareholders
"Corporate Governance Code"	the Corporate Governance Code contained in Appendix C1 to the Listing Rules
"Director(s)"	the director(s) of our Company
"Fund"	Shenzhen Wuwang Chuxin Seed Venture Capital Partnership (Limited Partnership)(深圳勿忘初心種子創業投資合夥企業(有限合夥)), a limited partnership to be established under the terms of the Partnership Agreement
"GGV Capital"	collectively, GGV Capital Select L.P., GGV Capital V L.P., GGV Capital V Entrepreneurs Fund L.P. and GGV VII Investments Pte. Ltd., each of which is one of the Pre-IPO Investors of our Company
"Global Offering"	the global offering of the Company
"Group", "our Group", "the Group", "we", "us", or "our"	the Company, its subsidiaries and the Consolidated Affiliated Entities (the financial results of which have been consolidated and accounted for as subsidiaries of our Company by virtue of the contractual arrangements) from time to time, and where the context requires, in respect of the period prior to our Company becoming the holding company of its present subsidiaries and Consolidated Affiliated Entities, such subsidiaries and Consolidated Affiliated Entities as if they were subsidiaries and Consolidated Affiliated Entities of our Company at the relevant time
"HK" or "Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"HK\$", "HK dollars" or "Hong Kong dollars"	Hong Kong dollars, the lawful currency of Hong Kong
"Huitong Jinkong"	Shenzhen Huitong Jinkong Funds Investment Co., Ltd. (深圳市匯通金控基金投資有限公司), a limited liability company established under the laws of the PRC
"JenCap"	collectively, JenCap Squad and JenCap Squad I L.P., each of which is one of the Pre-IPO Investors of our Company
"Latest Practicable Date"	April 14, 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this annual report prior to its publication
"Listing"	the listing of the Shares on the Main Board
"Listing Date"	the date, Wednesday, July 12, 2023, on which the Shares were listed on the Main Board of the Stock Exchange

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with the GEM of the Stock Exchange
“Model Code”	Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules
“Nomination Committee”	the nomination committee of the Board
“Partnership Agreement”	the partnership agreement entered into between Calorie Orange, the general partners and other limited partners on June 5, 2025 in relation to the formation of the Fund, and the supplemental agreement
“PRC”	the People’s Republic of China
“Pre-IPO Investor(s)”	the pre-IPO investors of our Company
“Pre-IPO Share Incentive Plans”	collectively, the 2016 Plan and the 2021 Plan
“Prospectus”	the prospectus of the Company, dated June 30, 2023, in relation to its Global Offering
“Registered Shareholders”	the registered shareholders of the Onshore Holdco from time to time; the current registered shareholders are identified in “Contractual Arrangements”
“Remuneration Committee”	the remuneration committee of the Board
“Reporting Period”	the year ended December 31, 2025
“RMB”	Renminbi, the lawful currency of the People’s Republic of China
“Seed Fund”	Shenzhen Angel FOF Management Co,. Ltd. (深圳市天使投資引導基金有限公司), a limited liability company established under the laws of the PRC
“SFO” or “Securities and Futures Ordinance”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	the shares in the share capital of our Company with a par value of US$0.00005 each, as the context so requires
“Shareholder(s)”	holder(s) of our Shares

"Shenzhen Chuzhe"	Shenzhen Chuzhe Zhixin Management Consulting Partnership (Limited Partnership) (深圳初者之心管理諮詢合夥企業(有限合夥)), a limited liability company established under the laws of the PRC
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"treasury share(s)"	has the meaning ascribed to it under the Listing Rules
"WFOE"	Beijing Calorie Information Technology Co., Ltd. (北京卡路里信息技術有限公司), a limited liability company established under the laws of the PRC on July 7, 2015 and a wholly-owned subsidiary of our Company
"%"	percentage

keep