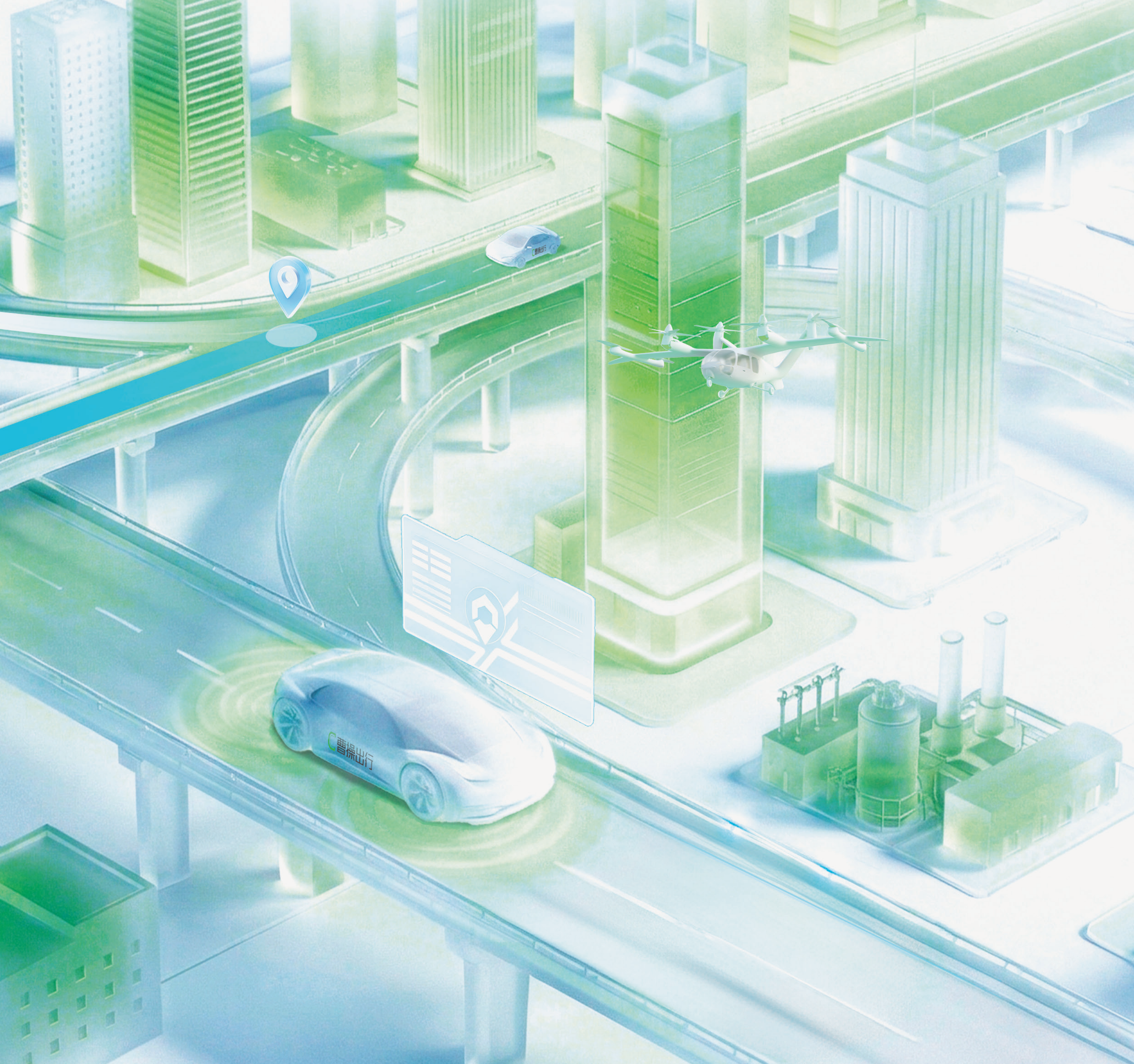
曹操出行

曹操出行有限公司
CaoCao Inc.

(A company incorporated in the Cayman Islands with limited liability)

Stock Code: 02643

2025 ANNUAL REPORT



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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Director

Mr. Xin Gong (龔昕)

Non-executive Directors

Mr. Jian Yang (楊健) (*Chairman of the Board*)
Mr. Quan Zhang (張權)
Mr. Jinliang Liu (劉金良)
Mr. Yang Li (李陽)
Ms. Xiaohong Zhou (周肖虹)

Independent Non-executive Directors

Ms. Xin Liu (劉欣)
Ms. Ning Liu (劉寧)
Mr. Qiang Fu (付強)

AUDIT COMMITTEE

Ms. Xin Liu (劉欣) (*Chairperson*)
Mr. Quan Zhang (張權)
Ms. Ning Liu (劉寧)

REMUNERATION COMMITTEE

Mr. Qiang Fu (付強) (*Chairperson*)
Ms. Xin Liu (劉欣)
Mr. Jian Yang (楊健)

NOMINATION COMMITTEE

Mr. Jian Yang (楊健) (*Chairperson*)
Ms. Ning Liu (劉寧)
Mr. Qiang Fu (付強)

JOINT COMPANY SECRETARIES

Mr. Chung Shing Lee (李忠成)
(resigned on September 26, 2025)
Mr. Tung Ching Raphael Ng (吳東澄)
(appointed on September 26, 2025 and resigned on November 20, 2025)
Mr. Xueyin Zhong (鍾雪垠)
(resigned on November 20, 2025)
Mr. Junxian Liu (劉俊賢) *(appointed on November 20, 2025)*
Ms. Wing Tsz Tam (譚詠子)
(appointed on November 20, 2025)

AUTHORIZED REPRESENTATIVES

Mr. Xin Gong (龔昕)
Mr. Chung Shing Lee (李忠成)
(resigned on September 26, 2025)
Mr. Tung Ching Raphael Ng (吳東澄)
(appointed on September 26, 2025 and resigned on November 20, 2025)
Ms. Wing Tsz Tam (譚詠子)
(appointed on November 20, 2025)

AUDITOR

PricewaterhouseCoopers
Certified Public Accountants
Registered Public Interest Entity Auditor
22/F, Prince's Building
Central
Hong Kong

REGISTERED OFFICE

P.O. Box 31119, Grand Pavilion
Hibiscus Way, 802 West Bay Road
Grand Cayman, KY1-1205
Cayman Islands

CORPORATE INFORMATION

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

Tower 1, Xinhuihu Building
66 Lugang Road, Gaotie Xincheng
Xiangcheng District, Suzhou
Jiangsu, China

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

46F, Hopewell Centre
183 Queen's Road East
Wan Chai, Hong Kong

LEGAL ADVISORS

As to Hong Kong law:
Latham & Watkins LLP
18th Floor, One Exchange Square
8 Connaught Place, Central
Hong Kong

As to PRC law:
King & Wood Mallesons
28th Floor, China Resources Tower
2666 Keyuan South Road
Nanshan District, Shenzhen
Guangdong, China

As to Cayman Islands law:
Appleby
Suites 3505-06
35/F, Two Taikoo Place
979 King's Road
Quarry Bay, Hong Kong

COMPLIANCE ADVISOR

Altus Capital Limited
21 Wing Wo Street
Central, Hong Kong

HONG KONG SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited
Shops 1712-1716
17th Floor, Hopewell Centre
183 Queen's Road East
Wan Chai, Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Vistra (Cayman) Limited
P.O. Box 31119, Grand Pavilion
Hibiscus Way, 802 West Bay Road
Grand Cayman, KY1-1205
Cayman Islands

PRINCIPAL BANK

China Merchants Bank Co., Ltd. Suzhou Branch
CMB Building, No. 36 Wansheng Road
Suzhou Industrial Park District, Suzhou
Jiangsu, China

Bank of China Zhejiang Province Branch
No. 321 Fengqi Road, Hangzhou
Zhejiang, China

STOCK CODE

2643

COMPANY'S WEBSITE

www.caocao.com.cn

FINANCIAL AND OPERATION HIGHLIGHTS

Financial Highlights

	Year Ended December 31,		
	2025	2024	Year-to-year change
	(RMB in thousands, except for percentages)		
Revenue	**20,189,817**	14,657,499	37.7%
Gross profit margin	**9.4%**	8.1%	1.3 percentage points
Loss for the year	**(613,635)**	(1,246,389)	50.8%
Adjusted net loss (non-IFRS measure)[1]	**(508,489)**	(723,997)	29.8%
Adjusted loss margin (non-IFRS measure)[2]	**(2.5%)**	(4.9%)	2.4 percentage points
Net cash generated from operating activities	**378,254**	235,901	60.3%

Notes:

(1) Adjusted net loss (non-IFRS measure) represents loss for the year excluding share-based compensation expenses, listing expenses, and changes in the carrying amount of financial liabilities at fair value through profit or loss.

(2) Adjusted loss margin (non-IFRS measure) represents the adjusted net loss (non-IFRS measure) for the year as percentages of the revenue for such year.

Operating Metrics

The following table sets forth certain key operating metrics of our business operations for the years indicated:

	Year Ended December 31,		
	2025	2024	Year-to-year change
GTV (RMB in millions)	**23,427.1**	16,953.1	38.2%
Average monthly active users (in millions)[1]	**41.3**	28.7	43.9%
Average monthly active drivers (in thousands)	**631**	466	35.4%

Note:

(1) Average monthly active users track the number of discrete individual users, each of whom may place multiple orders in a given period. The number of active users is calculated after deduplication within our platform and without deduplication across aggregation platforms, since we cannot access detailed personal user information from aggregation platforms.

FINANCIAL AND OPERATION HIGHLIGHTS

Five-year Financial Summary

Condensed Consolidated Statements of Comprehensive Loss

	Year Ended December 31,				
	2025	2024	2023	2022	2021
	(RMB in thousands)				
Revenues	**20,189,817**	14,657,499	10,667,894	7,630,961	7,152,539
Gross profit/(loss)	**1,889,709**	1,185,980	615,403	(338,988)	(1,746,855)
Loss before income tax	**(593,625)**	(1,206,342)	(1,939,996)	(2,130,304)	(3,007,689)
Loss for the year	**(613,635)**	(1,246,389)	(1,981,058)	(2,007,100)	(3,006,877)
Loss for the period attributable to:					
– Owners of the Company	**(635,381)**	(1,250,769)	(1,916,483)	(1,972,065)	(2,950,780)
– Non-controlling interests	**21,746**	4,380	(64,575)	(35,035)	(56,097)
Total comprehensive loss for the year	**(613,630)**	(1,246,389)	(1,981,058)	(2,007,100)	(3,006,877)
Total comprehensive loss for the year attributable to:					
– Owners of the Company	**(635,376)**	(1,250,769)	(1,916,482)	(1,972,057)	(2,950,800)
– Non-controlling interests	**21,746**	4,380	(64,575)	(35,035)	(56,097)

Condensed Consolidated Balance Sheets

	As of December 31,				
	2025	2024	2023	2022	2021
	(RMB in thousands)				
ASSETS					
Non-current assets	**2,105,441**	2,542,534	3,189,530	3,169,976	2,601,622
Current assets	**3,048,325**	1,535,118	1,883,354	1,497,083	1,155,358
Total assets	**5,153,766**	4,077,652	5,072,884	4,667,059	3,756,980
LIABILITIES					
Non-current liabilities	**1,966,651**	1,601,730	4,317,879	4,062,941	3,324,683
Current liabilities	**7,289,429**	9,681,501	7,128,599	5,902,168	4,149,037
Total liabilities	**9,256,080**	11,283,231	11,446,478	9,965,109	7,473,720
DEFICIT					
Total deficit	**(4,102,314)**	(7,205,579)	(6,373,594)	(5,298,050)	(3,716,740)
Total equity and liabilities	**5,153,766**	4,077,652	5,072,884	4,667,059	3,756,980

BUSINESS OVERVIEW

Business Overview

We are a ride hailing platform in China originally incubated by Geely Group. Since our inception in 2015, our mission has been to reshape the shared mobility sector with technology and green initiatives. We have been widely recognized for outstanding service quality, and are at the forefront of the industry with our continually evolving fleet of purpose-built vehicles. We are among the few mobility platforms globally that integrate fleet ownership, OEM capabilities and autonomous driving technologies, enabling us to differentiate from asset-light aggregation platforms.

Predominantly, our revenue is generated from mobility services, particularly ride hailing. Additionally, we engage in the sale of vehicles to local car partners, independent fleet operators, and individual drivers. We also provide other services.

In 2025, our business achieved steady and robust growth. Our GTV increased significantly by 38.2% from RMB17.0 billion in 2024 to RMB23.4 billion in 2025, our average monthly active users rose by 43.9% from 28.7 million in 2024 to 41.3 million in 2025, and our revenue increased by 37.7% from RMB14.7 billion in 2024 to RMB20.2 billion in 2025 accordingly. Such growth was mainly attributable to our refined operation in existing cities where we provided relatively standardized and high-quality services through our purpose-built vehicles, thereby enhancing our market share. Meanwhile, we continued to expand our coverage to new cities. As of December 31, 2025, our services covered 195 cities, having expanded into 59 new cities over the course of the year. Furthermore, driven by our strong reputation and brand effect, as well as continuous improvement in driver and fleet management, our capacity expanded substantially. Our average monthly active drivers increased by 35.4% year-on-year.

While rapidly expanding our scale, we also delivered improved profitability. Our gross margin rose from 8.1% in 2024 to 9.4% in 2025. Our net loss decreased substantially by 50.8% from RMB1,246.4 million in 2024 to RMB613.6 million in 2025, and adjusted net loss decreased significantly by 29.8% from RMB724.0 million in 2024 to RMB508.5 million in 2025. Meanwhile, we achieved positive EBITDA (non-IFRS measure) for the full year of 2025 and positive adjusted profit (non-IFRS measure) in the fourth quarter, marking a key milestone towards sustainable profitability. The improved profitability was mainly due to economies of scale driven by our expanding business operations and the increasing brand recognition. Meanwhile, our transaction engine "CaoCao Brain" has continuously optimized algorithms using AI technologies, improving driver dispatching efficiency and user subsidy allocation efficiency, which effectively reduced user subsidies and contributed to enhanced profitability. We continued to improve our unit economics during the year, supported by higher user engagement, improved order density and more efficient driver dispatch, which contributed to the overall improvement in operating efficiency.

China's shared mobility market, massive yet underpenetrated, presents significant growth opportunities. According to Frost & Sullivan, the shared mobility market is expected to grow to RMB804.2 billion by 2029 with a CAGR of 17.0% from 2025, increasing market penetration to 7.6% from 4.3% in 2024 within the broader mobility industry, driven by increasing consumer demand for value-for-money mobility options and the growing penetration of shared mobility in lower-tier cities. We are strategically positioned to capitalize on this substantial market opportunity. We have accomplished growth and improved our profitability at the same time. Our commitment to excellence is reflected in CaoCao Mobility's No. 1 ranking for "best service quality" among China's leading shared mobility platforms in nine consecutive nationwide quarterly surveys of thousands of shared mobility users, from the fourth quarter of 2023 to the fourth quarter of 2025, according to a survey commissioned by us and conducted by an independent third party.

Outlook

Leveraging our competitive strengths, geographical expansion successes, tremendous momentum in Robotaxi development and strategic relationship with Geely Group, we will continue to optimize our growth strategy, aiming to achieve a healthy combination of fast growth and profitability.

Robotaxi Services

We have established a development strategy of our Robotaxi business to integrate smart purpose-built vehicles backed by Geely Group's leading OEM capabilities, with autonomous driving technology and intelligent operations. We believe this will make us one of the few global technology mobility platforms with full Robotaxi capabilities. We believe our strengths in fleet management and operations, brand image and user base will translate into first-mover advantages in the Robotaxi sector, laying a solid foundation for the rapid implementation of our Robotaxi strategy.

In February 2025, we launched the CaoCao Smart Mobility platform in Suzhou and Hangzhou and commenced the deployment and pilot verification of our Robotaxi Phase 1.0 solution. We will continue investing in CaoCao Smart Mobility to enhance our Robotaxi operation capabilities and look for opportunities to gradually expand our robotaxi coverage to more cities nationwide and globally in order to achieve large-scale robotaxi operation.

In December 2025, we released our Robotaxi 2.0 full-stack solution, which includes second-generation Robotaxi vehicles pre-installed with Geely's most advanced autonomous driving components, full redundant architecture and intelligent perception systems. The solution also comprises an intelligent fulfillment platform with unmanned service capabilities, the CaoCao Smart Mobility remote access service ("**RAS**") platform, an intelligent asset management system, and a mobility cabin deeply customized for Robotaxi services, seamlessly integrating our operational advantages with intelligent cabin and intelligent driving technologies. As of the date of this annual report, we have deployed 90 second-generation Robotaxi vehicles, and we plan to deploy additional units domestically and overseas in 2026. We will continue to collaborate closely with Geely Group and our business partners to accelerate the development of a third-generation L4 vehicle specifically designed for Robotaxi, which is planned to debut by the end of 2026 and commence mass production from 2027. In alignment with the strategic goal of "One Geely, Comprehensive Leadership", by 2030, Geely Group aims to develop an integrated air-ground service capability covering major cities nationwide and it is expected to deploy a certain scale of fully customized Robotaxi vehicles and commence commercial operations on a global scale. As our Robotaxi services gradually transition to fully unmanned operations, we expect this will significantly enhance our unit economics of ride-hailing service and consequently, improve our profitability.

BUSINESS OVERVIEW

Geographical Footprint and Globalization

We expect to continue expanding our geographical coverage to replicate our success. We are actively advancing our internationalization strategy, aiming to create additional opportunities on a global scale. In November 2025, we participated in the Abu Dhabi autonomous driving exhibition and began preparations for international business operations. We have now established two business units dedicated to advancing our overseas Robotaxi and ride-hailing businesses. In 2026, we plan to deploy Robotaxis in international markets, explore ride-hailing and Robotaxi business development in Hong Kong, and achieve same-city ride-hailing coverage in major countries worldwide.

We believe our internationalization strategy will better position us for future opportunities and help us seize the critical window for global Robotaxi commercialization. Additionally, we can adapt our domestically proven platform operations, digital dispatching and heavy asset management capabilities for international markets. By distilling our extensive heavy asset operation experience into core competencies for overseas Robotaxi management and leveraging Geely Group's global network, we can swiftly replicate our "vehicles + intelligent driving + operations" model in suitable markets.

Domestically, we will continue to leverage our brand and goodwill, business resources, industry insights and operational expertise to capitalize on the growth opportunities presented by the many cities that we have not yet covered. We will continue to focus on lower-tier cities given their market potential. In newly entered cities, we plan to enhance user retention and market penetration through refined operations and brand building, coupled with the continuous release of economies of scale, to drive steady increase in regional market share and to promote continuous improvement in city-level gross margins.

Strategic Acquisition and Expansion

On December 30, 2025, we entered into share purchase agreements to acquire the entire equity interests in Weixing Technology Co., Ltd. (蔚星科技有限公司) ("**Weixing Technology**") and Zhejiang Geely Business Service Co., Ltd. (浙江吉利商務服務有限公司) ("**Geely Business**"). Completion took place on January 27, 2026 and March 24, 2026, respectively.

Enterprise services constitute an important segment of the Group's business, characterised by relatively stable demand, higher average order value and comparatively higher gross profit margins. The Board believes that the acquisitions of Weixing Technology and Geely Business will enhance the Group's enterprise service capabilities by expanding its corporate customer base and strengthening cross-selling opportunities. The acquisitions are also expected to improve operational efficiency, enhance data integration and support long-term margin expansion. In addition, the Group expects to realise synergies between its corporate and individual customer segments, which may facilitate user traffic conversion and enhance customer retention.

Corporate Social Responsibilities

We remain committed to socially responsible initiatives and promote the concept of corporate social responsibility.

Accessible Public Welfare

On March 28, 2025, we launched our accessible public welfare brand to enhance travel options for those with mobility impairments. By December 31, 2025, we deployed over 1,000 accessible vehicles across nearly 20 major cities, facilitating over 6 million trips. We have partnered with disability care centers to establish accessible bases and implemented accessible medical corridors at multiple hospitals, providing practical assistance for wheelchair users' travel convenience.

Driver Rights Protection

We are the first platform in the industry to participate in the pilot program for occupational injury protection for workers in new forms of employment. We are committed to mitigating drivers' injury risks and ensuring comprehensive insurance coverage. Our Driver Care Fund provides timely aid to drivers and families during hardships. Since the establishment of the fund, we have provided assistance to 236 families, with each family receiving an average of over RMB10,000 in support.

In 2025, we held multiple driver experience exchange sessions to listen to driver feedback, and based on their suggestions, we launched 94 new features in our platform, including intelligent traffic avoidance and intelligent order-finding, to enhance driver experience.

Driver Health Care

In December 2025, we pioneered the industry's first Driver Health Lecture livestream series, inviting renowned medical experts to provide one-on-one consultation for drivers through live sessions, using digital innovation to expand the reach of driver care. Additionally, we partnered with multiple well-known traditional Chinese medicine clinics to launch driver public welfare consultation events in seven cities, providing local ride-hailing drivers with one-on-one traditional Chinese medicine consultation services, bringing health care directly to drivers.

Drivers' Family Care

Since 2021, we have initiated the Luming and Qingdou public welfare projects, offering scholarships to the families of drivers whose children achieve excellent results in the national college entrance examination, along with various educational support for drivers' children from families in need. In 2025, nearly 100 children with excellent academic performance received college entrance examination scholarships through the Luming project.

MANAGEMENT DISCUSSION AND ANALYSIS

Financial Review

Results Of Operations

The following table sets forth a summary of our audited consolidated statements of profit or loss in absolute amount and as a percentage of our revenue for the years indicated.

	Year Ended December 31,			
	2025		2024	
	RMB	**%**	RMB	%
	(in thousands, except for percentages)			
Revenue	**20,189,817**	**100.0**	14,657,499	100.0
Cost of sales	**(18,300,108)**	**(90.6)**	(13,471,519)	(91.9)
Gross profit	**1,889,709**	**9.4**	1,185,980	8.1
Selling and marketing expenses	**(1,802,873)**	**(8.9)**	(1,222,042)	(8.3)
General and administrative expenses	**(611,182)**	**(3.0)**	(762,019)	(5.2)
Research and development expenses	**(206,308)**	**(1.0)**	(234,462)	(1.6)
Other income	**248,974**	**1.1**	192,314	1.3
Other gains – net	**25,261**	**0.1**	47,419	0.3
Net impairment losses on financial assets	**(6,883)**	**(0.0)**	(7,694)	(0.1)
Operating loss	**(463,302)**	**(2.3)**	(800,504)	(5.5)
Finance income	**8,332**	**0.0**	10,822	0.1
Finance costs	**(277,519)**	**(1.3)**	(327,967)	(2.3)
Finance costs – net	**(269,187)**	**(1.3)**	(317,145)	(2.2)
Fair value changes of financial liabilities at fair value through profit or loss	**138,864**	**0.7**	(88,693)	(0.5)
Loss before income tax	**(593,625)**	**(2.9)**	(1,206,342)	(8.2)
Income tax expenses	**(20,010)**	**(0.1)**	(40,047)	(0.3)
Loss for the year	**(613,635)**	**(3.0)**	(1,246,389)	(8.5)

MANAGEMENT DISCUSSION AND ANALYSIS

The following discussions are based on the financial information and notes set out in other sections of this annual report and should be read in conjunction with them.

Revenue

During the Reporting Period, our revenue streams consisted of (i) mobility services, (ii) vehicle sales, and (iii) others. Predominantly, our revenue is generated from mobility services, particularly ride hailing. We also engage in the sale of vehicles to car partners, independent fleet operators and individual drivers. Our revenue from other services includes vehicle leasing, advertising and technical services, among others.

Our revenue increased by 37.7% from RMB14.7 billion in 2024 to RMB20.2 billion in 2025. The following table sets forth a breakdown of our revenue both in absolute amount and as a percentage of our total revenue for the years indicated.

	Year Ended December 31,			
	2025		2024	
	RMB	**%**	RMB	%
	(in thousands, except for percentages)			
Mobility services	**18,564,222**	**92.0**	13,566,590	92.6
Vehicle sales	**1,418,363**	**7.0**	866,760	5.9
Others	**207,232**	**1.0**	224,149	1.5
Total	**20,189,817**	**100.0**	14,657,499	100.0

Mobility Services

Our mobility service revenue grew by 36.8% from RMB13.6 billion in 2024 to RMB18.6 billion in 2025 as we continued to expand our services geographically, gain more user traffic from aggregation platforms, and to enhance user satisfaction and loyalty backed by our strong brand recognition among users with a growing fleet of purpose-built vehicles.

Vehicle Sales

Our revenue from vehicle sales increased by 63.6% from RMB866.8 million in 2024 to RMB1,418.4 million in 2025. This significant growth is a result of the gradual establishment and increased efficiency of our sales system as well as our strategic expansion into new cities, which is aligned with our vehicle sales initiatives. The number of our vehicle sales grew significantly from 8,004 in 2024 to 15,346 in 2025. Most of these vehicles were CaoCao 60, our second-generation purpose-built vehicles model.

Others

Our other revenue decreased slightly from RMB224.1 million in 2024 to RMB207.2 million in 2025, mainly due to a reduction in vehicle leasing scale as we replaced certain older models. This revenue stream remained an insignificant contributor to our total revenue.

MANAGEMENT DISCUSSION AND ANALYSIS

Cost of Sales

Our cost of sales increased by 35.8% from RMB13.5 billion in 2024 to RMB18.3 billion in 2025, primarily due to the increases in driver earnings and incentives for mobility services, cost of vehicles sold, and commissions paid to car partners, which were aligned with the revenue growth.

Gross Profit and Gross Profit Margin

We recorded gross profit of RMB1,889.7 million in 2025, compared to gross profit of RMB1,186.0 million in 2024. Our gross profit margin was 9.4% in 2025, compared to gross profit margin of 8.1% in 2024.

Our gross profit margin improved in 2025 compared with 2024, mainly because our revenue growth outpaced the growth of our cost of sales. This was attributable to enhanced operational efficiency of mobility services enabled by CaoCao Brain, which optimizes supply-demand matching and enables more efficient subsidy allocation and marketing promotions, as well as lower procurement costs for our vehicle sales business.

Selling and Marketing Expenses

Our selling and marketing expenses primarily consist of (i) commissions charged by aggregation platforms, (ii) promotion, advertising, and incentives for customer referrals, and (iii) employee benefit expenses, among others.

Our selling and marketing expenses increased by 47.5% from RMB1,222.0 million in 2024 to RMB1,802.9 million in 2025, primarily due to a 49.6% increase in commissions charged by aggregation platforms from RMB1,046.3 million in 2024 to RMB1,564.8 million in 2025, which is in line with business growth. We are actively enhancing our direct user acquisition capabilities to improve user retention, aiming to increase the proportion of organic traffic over time.

General and Administrative Expenses

Our general and administrative expenses primarily consist of (i) employee benefit expenses, (ii) listing expenses, and (iii) depreciation charges of property, plant and equipment, among others.

Our general and administrative expenses decreased by 19.8% from RMB762.0 million in 2024 to RMB611.2 million in 2025, primarily due to the decrease in employee benefit expenses attributable to the decrease of share-based compensation expenses.

Research and Development Expenses

Our research and development expenses primarily consist of employee benefit expenses and expenses of technology services for purpose-built vehicles, among others.

Our research and development expenses decreased by 12.0% from RMB234.5 million in 2024 to RMB206.3 million in 2025, primarily due to the decrease of share-based compensation expenses.

Other Income

Our other income increased by 29.5% from RMB192.3 million in 2024 to RMB249.0 million in 2025, mainly due to an increase in government subsidies associated with our local tax contributions to a local government.

Other Gains, Net

Our net other gains decreased by 46.7% from RMB47.4 million in 2024 to RMB25.3 million in 2025, primarily due to a decrease in gains from disposal of property, plant, equipment and assets classified as held for sale.

Net impairment losses on financial assets

Our net impairment losses on financial assets decreased by 10.5% from RMB7.7 million in 2024 to RMB6.9 million in 2025, primarily due to reversals of provisions recorded in prior year as certain balances were collected.

Finance Costs, Net

Finance Income. Our finance income decreased by 23.0% from RMB10.8 million in 2024 to RMB8.3 million in 2025, primarily due to a decrease in interest income on cash and cash equivalents.

Finance Costs. Our finance costs decreased by 15.4% from RMB328.0 million in 2024 to RMB277.5 million in 2025, primarily due to the decreases in the interest expenses of our borrowings.

As a result of the foregoing, our net finance costs decreased by 15.1% from RMB317.1 million in 2024 to RMB269.2 million in 2025.

Fair Value Changes of Financial Liabilities at Fair Value through Profit or Loss

We recognized fair value changes of financial liabilities at fair value through profit or loss of a decrease of RMB88.7 million for the year ended December 31, 2024 and an increase of RMB138.9 million for the year ended December 31, 2025. As of December 31, 2024, our series B preferred shares were classified as current liabilities as the preferred shares may be converted into ordinary shares at the option of the holders at any time and the conversion feature does not meet the definition of equity instrument. Upon the Listing on June 25, 2025, each series B preferred share was converted into one Ordinary Share at an issue price of HK$41.94 each and the financial liabilities at fair value through profit or loss was reclassified as equity. The fair value gain of approximately RMB138.9 million, which is the difference between the fair value of financial instruments issued to series B preferred shares investors as of December 31, 2024 and the Listing Date, was recognized in profit or loss for the year ended December 31, 2025.

Income Tax Expenses

We recorded income tax expenses of RMB20.0 million in 2025, as compared to income tax expenses of RMB40.0 million in 2024, primarily due to a decrease in deferred income tax assets arising from tax losses carried forward in certain subsidiaries.

MANAGEMENT DISCUSSION AND ANALYSIS

Loss for the Year

As a result of the foregoing, our loss for the year decreased by 50.8% from RMB1,246.4 million in 2024 to RMB613.6 million in 2025.

Non-IFRS Measures

To supplement our consolidated financial statements, which are presented in accordance with IFRS, we also use adjusted loss (non-IFRS measure) and adjusted EBITDA (non-IFRS measure) as additional financial measures, which are not required by, or presented in accordance with, IFRS. We believe that adjusted loss (non-IFRS measure) and adjusted EBITDA (non-IFRS measure) facilitate comparisons of operating performance from period to period and company to company.

We believe that adjusted loss (non-IFRS measure) and adjusted EBITDA (non-IFRS measure) provide 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 loss (non-IFRS measure) and adjusted EBITDA (non-IFRS measure) may not be comparable to similarly titled measures presented by other companies. The use of adjusted loss (non-IFRS measure) and adjusted EBITDA (non-IFRS measure) 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.

The following tables reconcile (in absolute amounts and as percentages of total revenue for the year indicated) our adjusted loss and adjusted EBITDA for the years indicated.

	Year Ended December 31,	
	2025	2024
	(RMB in thousands, except for percentages)	
Loss for the year	**(613,635)**	(1,246,389)
Net loss margin (%)	**(3.0)**	(8.5)
Add:		
Listing expenses	**42,057**	32,283
Share-based compensation expenses	**201,953**	401,416
Changes in the carrying amount of financial liabilities at fair value through profit or loss	**(138,864)**	88,693
Adjusted net loss for the year (non-IFRS measure)	**(508,489)**	(723,997)
Adjusted loss margin (non-IFRS measure) (%)	**(2.5)**	(4.9)

Our adjusted net loss for the year (non-IFRS measure) decreased from RMB724.0 million in 2024 to RMB508.5 million in 2025, which was driven by enhanced operating efficiency and disciplined cost control in general and administrative expenses, partially offset by increased investment in customer acquisition.

	Year Ended December 31, 2025	2024
	(RMB in thousands, except for percentages)	
Loss for the year	**(613,635)**	(1,246,389)
Net loss margin (%)	**(3.0)**	(8.5)
Add:		
Finance costs, net	**269,187**	317,145
Income tax expenses	**20,010**	40,047
Depreciation charges of property, plant and equipment	**608,508**	685,561
Depreciation charges of right-of-use assets	**58,224**	61,668
Amortization of intangible asset	**1,251**	2,140
EBITDA (non-IFRS measure)	**343,545**	(139,828)
EBITDA margin (non-IFRS measure) (%)	**1.7**	(1.0)
Add:		
Listing expenses	**42,057**	32,283
Share-based compensation expenses	**201,953**	401,416
Changes in the carrying amount of financial liabilities at fair value through profit or loss	**(138,864)**	88,693
Adjusted EBITDA (non-IFRS measure)	**448,691**	382,564
Adjusted EBITDA margin (non-IFRS measure) (%)	**2.2**	2.6

Our adjusted EBITDA for the year (a non-IFRS measure) increased from RMB382.6 million in 2024 to RMB448.7 million in 2025. Our adjusted EBITDA margin (a non-IFRS measure) slightly decreased from 2.6% in 2024 to 2.2% in 2025, primarily attributable to continued investments in user acquisition and market expansion, which we believe will support long-term revenue growth and market share gains.

Indebtedness

The following table sets forth the breakdown of our indebtedness as of the dates indicated.

	As of December 31,	
	2025	2024
	(RMB in thousands)	
Current portion:		
Borrowings	**5,298,898**	5,676,550
Lease liabilities	**57,020**	56,528
Financial liabilities at fair value through profit or loss	**–**	1,971,901
Other payables	**–**	12,500
Subtotal	**5,355,918**	7,717,479
Non-current portion:		
Borrowings	**1,907,977**	1,541,737
Lease liabilities	**58,674**	59,993
Subtotal	**1,966,651**	1,601,730
Total	**7,322,569**	9,319,209

Borrowings

As of December 31, 2025, we had total borrowings of RMB7,206.9 million. As of December 31, 2025, our unutilized bank credit facilities obtained from independent commercial banks amounted to approximately RMB5.5 billion. We did not have any seasonality of borrowing requirements. The following table sets forth our borrowings as of the dates indicated.

	As of December 31,	
	2025	2024
	(RMB in thousands)	
Short-term debt and current portion of long-term debt:		
Current portion of long-term borrowings:		
Current portion of ABSs[1]	**2,860,265**	2,859,969
Current portion of other borrowings, secured[2]	**6,600**	11,862
Current portion of bank borrowings, guaranteed[3]	**–**	6,270
Bank borrowings, guaranteed[4]	**1,545,523**	1,482,460
Bank borrowings, credit[5]	**566,518**	–
Factoring borrowings[6]	**319,992**	415,257
Loans from related parties	**–**	900,732
Sub-total	**5,298,898**	5,676,550
Non-current portion of long-term debt:		
ABSs[1]	**1,907,977**	1,490,000
Other borrowings, secured[2]	**–**	51,737
Sub-total	**1,907,977**	1,541,737
Total	**7,206,875**	7,218,287

Notes:

(1) For the years ended December 31, 2024 and 2025, we issued several tranches of ABSs with the payment term of two or three years with the fixed interest rate ranging from 2.20% to 3.32%. These ABSs are secured by the pledge of the rights to receive the service fees derived from the use of certain vehicles owned by us for the provision of online ride hailing services and guaranteed by Geely Holding. The principal and interests of ABSs were repaid on a quarterly basis. As of December 31, 2025 and 2024, the borrowings from ABSs amounted to approximately RMB4,768,242,000 and RMB4,349,969,000, respectively, of which approximately RMB2,860,265,000 and RMB2,859,969,000 will be due within one year from the respective balance sheet dates.

(2) As of December 31, 2025 and 2024, secured borrowings were approximately RMB6,600,000 and RMB63,599,000, respectively, of which approximately RMB6,600,000 and RMB11,862,000, will be due within one year from the respective balance sheet dates. The effective interest rate of the secured borrowings for the years ended December 31, 2025 and 2024 ranged from 4.95% to 6.70% per annum. These borrowings were related to the sales and leaseback arrangements between the Group and certain finance lease companies.

(3) As of December 31, 2024, we had guaranteed long-term bank borrowings with a total amount of approximately RMB6,270,000, of which approximately RMB6,270,000 will be due within one year from the respective balance sheet dates. The above guaranteed bank borrowings bear interests at fixed interest rates ranging from 3.8% to 4.2% per annum and were guaranteed by Geely Holding.

(4) For the years ended December 31, 2025 and 2024, we entered into several short-term borrowing agreements with interest rates ranging from 2.70% to 3.80% per annum. As of December 31, 2025 and 2024, the borrowing balances were approximately RMB1,545,523,000 and RMB1,482,460,000, respectively. The borrowings were guaranteed by Geely Holding.

(5) For the year ended December 31, 2025, we entered into borrowing agreements with certain commercial banks in China, bearing fixed interest rates ranging from 2.9% to 3.2%. The borrowings generally had the maturity of one year.

(6) For the years ended December 31, 2025 and 2024, the letters of credit and notes payables issued by certain of our subsidiaries for intra-group transaction settlements were discounted with certain PRC commercial banks. The Directors were of the view that balances under such factoring arrangements were borrowings from banks. As of December 31, 2025 and 2024, the average discount rates were 2.97% and 3.19% per annum. Except for factoring borrowings of approximately RMB7,300,000 and RMB12,000,000 as of December 31, 2025 and 2024 respectively, which were covered by guarantee deposits, and factoring borrowings of approximately RMB262,692,000 and RMB403,257,000 respectively, which were guaranteed by Geely Holding, the remaining factoring borrowings were credit facilities.

Lease Liabilities

Our lease liabilities are in relation to leased vehicles, leased license plates, and properties that we lease for our offices. As of December 31, 2025, we recognized total lease liabilities (current and non-current portion) of RMB115.7 million, as compared to RMB116.5 million as of December 31, 2024, primarily attributable to lease payments made in the ordinary course of business during the year.

Other Payables

Our other payables, amounted to RMB12.5 million as of December 31, 2024, were non-trade in nature, not interest-bearing and were payable to Zhejiang Geely Farizon New Energy Commercial Vehicle Group Co., Ltd., which was settled before December 31, 2025. We do not have any other payables as of December 31, 2025.

Debt Ratio

As of December 31, 2025, our debt ratio was 139.8%. Debt ratio represents total debts divided by total assets as of the end of the year. Total debts represent the sum of the current and non-current borrowings as of the end of the year.

Liquidity and Capital Resources

Cash Flows

Our cash and cash equivalents primarily consisted of cash at bank. Our cash and cash equivalents increased from RMB159.5 million as of December 31, 2024 to RMB1,176.4 million as of December 31, 2025, primarily attributable to the net proceeds from the Global Offering and other fluctuations of cash flow.

The following table sets forth our cash flows for the years indicated.

	Year Ended December 31,	
	2025	2024
	(RMB in thousands)	
Net cash generated from operating activities	**378,254**	235,901
Net cash (used in)/generated from investing activities	**(657,970)**	22,576
Net cash generated from/(used in) financing activities	**1,296,613**	(681,975)
Net increase/(decrease) in cash and cash equivalents	**1,016,897**	(423,498)
Cash and cash equivalents at the beginning of the year	**159,497**	582,995
Effects of exchange rate changes on cash and cash equivalents	**5**	–
Cash and cash equivalents at the end of the year	**1,176,399**	159,497

During the Reporting Period, we funded our cash requirements principally from net inflow of operating cash, net proceeds from the Global Offering, ABS arrangements and bank and other borrowings. We monitor and maintain a level of cash and cash equivalents deemed adequate to finance our operations and mitigate the effects of fluctuations in cash flows. We had cash and cash equivalents of RMB1,176.4 million as of December 31, 2025. Our net cash generated from operating activities was RMB378.3 million in 2025, as compared to net cash generated from operating activities of RMB235.9 million in 2024, primarily due to enhanced profitability resulting from economies of scale and improved operating efficiency.

We obtained ABS shelf-offerings of RMB6.0 billion on April 24, 2025, approved by the China Insurance Asset Registration and Trading System, and issued the first tranche of ABSs thereunder of RMB1.5 billion in May 2025 and the second tranche of approximately RMB1.1 billion in August 2025.

We obtained approval from the Shanghai Stock Exchange on August 22, 2025 for new ABS shelf-offering of RMB5.5 billion, and issued the first tranche of the new ABSs thereunder of approximately RMB1.3 billion in October 2025 and the second tranche of approximately RMB1.4 billion in January 2026.

We also have external funding channels including unutilized bank credit facilities. As of December 31, 2025, our unutilized bank credit facilities obtained from independent commercial banks amounted to approximately RMB5.5 billion.

In addition, we completed a private placement transaction on February 4, 2026, and an aggregate of 12,000,000 placing shares have been successfully placed to a group of placees. The net proceeds (after deduction of placing commission and other expenses of the placing) are approximately HK$383 million. For more details, please refer to the announcement of the Company dated February 4, 2026.

We believe that our liquidity requirements will be satisfied by a combination of foregoing sources. We currently do not have any other plans for additional financing that are expected to be material to our operations and results of operations.

Capital Expenditures

During the Reporting Period, our capital expenditures primarily consisted of purchase of property, plant and equipment, which included purchase of vehicles, furniture and office equipment, and leasehold improvement. Our capital expenditures were RMB339.5 million in 2024 and RMB309.0 million in 2025.

Capital Commitments

Our capital commitments during the Reporting Period were related to purchase of property, plant and equipment. As of December 31, 2025, the total amount of our outstanding capital commitments was nil, compared to RMB29.9 million as of December 31, 2024.

Other than the contractual obligations set forth above and disclosure set forth elsewhere in this annual report, we do not have any other significant long-term debt obligations, operating lease commitments, capital commitments or other long-term liabilities.

Contingent Liabilities or Guarantee

Save as otherwise disclosed in this annual report, as of December 31, 2025, we did not have any material contingent liabilities or guarantees.

Off-Balance Sheet Commitments and Arrangements

As of December 31, 2025, save as otherwise disclosed in this annual report, we had not entered into any off-balance sheet arrangements.

Significant Investments Held

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

The Board confirmed that the Group's transactions in financial assets during the Reporting Period, on a standalone basis and aggregate basis, did not constitute notifiable transactions under Chapter 14 of the Listing Rules.

Material Acquisitions and/or Disposals of Subsidiaries, Associates and Joint Ventures

Save as disclosed in this annual report and in the section headed "Significant Events after the End of December 31, 2025", during the year ended December 31, 2025, we did not have any material acquisitions or disposals of subsidiaries, associates and joint ventures.

Pledge of Assets

The ABSs issued by us are secured by the pledge of the rights to receive the service fees derived from the use of certain vehicles owned by us for the provision of online ride hailing services and guaranteed by Geely Holding. The following table sets forth the carrying amounts of assets pledged as security for current and non-current borrowings as of the date indicated:

	Year Ended December 31,	
	2025	2024
	(RMB in thousands)	
Non-current		
Vehicles pledged under ABSs arrangements	**1,182,603**	1,194,612
Vehicles pledged under finance lease arrangements	**4,264**	77,995
Total	**1,186,867**	1,272,607

Save as disclosed above and otherwise disclosed in this annual report, as of December 31, 2025, we had not pledged any of our assets.

Future Plans for Material Investments and Capital Assets

Save as otherwise disclosed in this report, as of December 31, 2025, we have no specific plan for material investments or acquisition of capital assets. However, we will continue to identify new opportunities for business development and investments.

MANAGEMENT DISCUSSION AND ANALYSIS

Foreign Exchange Risk

Foreign exchange risk arises when future commercial transactions or recognized assets and liabilities are denominated in a currency that is not our entities' functional currency. We operate mainly in the PRC with most of the transactions settled in Renminbi. For the foreign exchange risk derived from the proceeds from the Global Offering we received in Hong Kong dollars, which are reflected on the balance sheet as cash and cash equivalents at the end of the Reporting Period, we do not consider ourselves exposed to significant foreign exchange risk, since no significant exchange gain or loss occurred subsequent to the end of the Reporting Period when we exchanged Hong Kong dollars into Renminbi in July 2025. As a result of the above, we consider that our exposure to the fluctuations of the exchange rate was insignificant, and we therefore do not hedge against any fluctuation in foreign currency.

We recorded net current liabilities and a total deficit as of December 31, 2025, as disclosed in Note 2 to the consolidated financial statements. The Board believes that, with improving operating cash flows, continued access to ABS financing, available bank credit facilities, and ongoing support from Geely Group, the Group has sufficient liquidity to meet its financial obligations and support its business expansion.

We operate in a highly competitive and rapidly evolving market environment, characterized by regulatory developments in autonomous driving, competition from major mobility platforms, and reliance on certain financing channels. We will continue to actively manage these factors while pursuing sustainable growth.

The Board is pleased to present its report together with the audited consolidated financial statements of the Group for the Reporting Period.

Use of Proceeds from the Global Offering

The Shares were listed on the Stock Exchange on June 25, 2025. Pursuant to the Global Offering, 44,178,600 Shares were issued at a price of HK$41.94 per Share, raising gross proceeds (before expenses) of approximately HK$1,852.9 million. The net proceeds from the Global Offering received by the Company, after deducting underwriting commissions and fees and other estimated offering expenses paid and payable by the Company in connection with the Global Offering, are approximately HK$1,718.4 million. There has been no change in the intended use of net proceeds as previously disclosed in the Prospectus under the section headed "Future Plans and Use of Proceeds".

As of December 31, 2025, the Group had utilized the net proceeds from the Global Offering as set out in the table below:

Intended use of net proceeds as disclosed in the Prospectus	Allocation of net proceeds from the Global Offering (HK$ million)	Amount of net proceeds utilized as at December 31, 2025 (HK$ million)	Amount of unutilized net proceeds as at December 31, 2025 (HK$ million)	Expected timeline of full utilization of unutilized net proceeds
(i) approximately 19.0% to improve auto solutions and improve service quality	326.5	106.1	220.4	Before December 31, 2027
(ii) approximately 18.0% to enhance and launch purpose-built vehicles	309.3	78.4	230.9	Before December 31, 2027
(iii) approximately 17.0% to enhance technology and invest in autonomous driving	292.1	105.3	186.8	Before December 31, 2027
(iv) approximately 16.0% to expand geographical coverage	274.9	105.1	169.8	Before December 31, 2027
(v) approximately 20.0% for partial repayment of the principals and interests of certain bank borrowings	343.7	296.2	47.5	Before December 31, 2026
(vi) approximately 10.0% for working capital and other general corporate purposes	171.8	89.0[1]	82.8	Before December 31, 2026
Total	1,718.3	780.1	938.2	

Note:

(1) Of the total, HK$73.4 million has been utilized for driver costs, HK$7.6 million for leasing expenses, HK$5.6 million for technical services, and HK$2.4 million for other general corporate purposes.

As at December 31, 2025, the remaining proceeds of approximately HK$938.2 million will continue to be used in accordance with the purposes as set out in the Prospectus and follow the expected implementation timetable as disclosed above and in the Prospectus. Majority of the unutilized net proceeds are deposited with reputable banks in Hong Kong or the PRC as at December 31, 2025.

Business and Company-related Information

Principal Activities

The Group is a ride hailing platform in China originally incubated by Geely Group. The Group has been widely recognized for its outstanding service quality, and is at the forefront of the industry with its continually evolving fleet of purpose-built vehicles.

Predominantly, the Group's revenues are generated from mobility services, particularly ride hailing. Under the CaoCao Mobility brand, the Group offers two service lines: express and premier mobility services. The express mobility service serves as the Group's core offering, providing an affordable, convenient, and comfortable solution for the everyday transportation needs of users. The premier mobility service offers an enhanced level of comfort and superior service quality, featuring professionally trained drivers and a variety of amenities to ensure a premium travel experience. Under the Limao Mobility brand, the Group extends its services to include both online ride hailing and offline taxi services, catering to a broader range of customer preferences and needs.

Additionally, the Group engages in the sale of vehicles to local car partners, independent fleet operators, and individual drivers. Revenue from other services includes vehicle leasing, advertising, and technical services, among others.

Results of Operations

The results of the Group for the Reporting Period are set out in the consolidated statements of comprehensive loss contained in this annual report. For a detailed analysis of the results of operations, please refer to the section headed "Management Discussion and Analysis" of this annual report.

Five-Year Financial Summary

A summary of the condensed consolidated statements of comprehensive loss, and condensed consolidated balance sheets of the Group is set out on page 5 of this annual report.

Dividend

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

REPORT OF THE BOARD OF DIRECTORS

Business Review

A fair review of the business of the Group as required by Schedule 5 to the Companies Ordinance, including analysis of the Group's financial performance, an indication of likely future developments in the Group's business, a description of the principal risks and uncertainties facing the Group and the Group's key relationships with its stakeholders who have a significant impact on the Group and on which the Group's success depends, is set out in the sections headed "Management Discussion and Analysis" and "Corporate Governance Report" of this annual report. These discussions form part of the Group's business review.

Future Development

We are committed to advancing our position in the industry and achieving superior business growth through the following strategic initiatives:

- elevating service standards and bolstering our brand image to deepen user engagement and loyalty;
- enhancing and launching purpose-built vehicles to meet evolving market demands;
- expanding our geographical footprint, advancing our internationalization strategy and exploring innovative operational models;
- improving our auto solutions to reinforce our advantage in full-lifecycle vehicle management;
- advancing our technology to improve user experiences and increase operating efficiency;
- investing in autonomous driving technologies to seize future market opportunities.

Environmental Policies and Performance

Since the Company's founding in 2015, the Group has operated primarily new energy vehicles for the provision of shared mobility service. The Group has always been conscious of its carbon footprint and is committed to leverage its technology and platform to reduce the carbon emission of its operation, of the rides provided on its platform, and of society in general.

As of December 31, 2025, the Group had served a cumulative of approximately 2.7 billion rides with new energy vehicles, realizing cumulative reduction of over 1.2 million tons of carbon emission, assuming that each kilometer traveled by a BEV emits 142 grams of carbon dioxide less than an ICE vehicle does. The Group achieved carbon-neutral operations in terms of greenhouse gas emissions for the year of 2023 and aims to achieve net zero carbon emission for all ride hailing orders by 2035.

In 2025, the Group's business operations had scope 1, scope 2, and scope 3 carbon dioxide emissions of 358.38 tons, 110,422.24 tons, and 500,020.81 tons, respectively. The Group's total carbon emission was 610,801.43 tons, and carbon emission intensity was 30 tons per RMB1 million of GTV. Going forward, while the Group's total emissions may increase in line with its expected business growth, the Group intends to reduce its carbon emission intensity by increasing the penetration of BEVs among its car-partner drivers, including through the sale of its purpose-built vehicles to them.

The Group is not subject to significant environmental risks. During the Reporting Period, the Group had not been subject to any fines or other penalties due to non-compliance with environmental regulations, which would likely to have a material and adverse effect on its business, financial conditions or results of operations.

More details of the environmental policies and performance of the Company are set forth in the Environmental, Social and Governance Report published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.caocao.com.cn).

Relationships with Stakeholders

Employees

As of December 31, 2025, the Group had 1,091 full-time employees, with the entirety of the workforce situated in Chinese mainland, except for five individuals who were based in Hong Kong. The Group's employees are primarily engaged in business operations, research and development, general administration, sales and marketing, and customer service.

The Group's success depends on its ability to attract, retain, and motivate qualified personnel. The Group offers employees competitive salaries, performance-based cash bonuses, regular awards, and long-term incentives. The Group believes that it maintains a good working relationship with its employees, and it did not experience any material labor disputes or work stoppages or any difficulty in recruiting staff for its operations during the Reporting Period. No collective bargaining agreement has been put in place.

The Group recruits employees based on their qualifications and potential, primarily through on-campus job fairs, industry referrals, online channels, and recruitment agencies. The Group provides new employee training and periodic on-the-job training to enhance the skills and knowledge of its employees. The Group has adopted a training system, pursuant to which management, operation, sales and marketing, technology, regulatory, and other trainings are regularly provided to employees by internally sourced speakers or externally hired consultants.

The Group values its people and respects the dignity, character, privacy, and personal interest of each of its employees. The Group places strong emphasis on well-being in the workplace and fosters inclusion and equality among employees from all backgrounds, regardless of employment status, religion, age, gender, disability, sexual orientation, citizenship status, and parental status. The Group believes that diversity, including, but not limited to, gender diversity, is important to the Group in thriving in the business environment.

As required by PRC laws and regulations, the Group participates in housing fund and various employee social insurance plans organized by applicable competent authorities, including housing, pension, medical, work-related injury, maternity, and unemployment insurance, under which the Group makes contributions at specified percentages of the salaries of its employees. The Group also purchases commercial health and accidental insurance coverage for its employees. Bonuses are generally discretionary and based in part on the overall performance of the Group's business and in part on employee performance. The Company has also adopted share schemes to grant share-based incentive awards to eligible employees to incentivize their contributions to the Group's growth and development.

The total remuneration expenses of the employees of the Group for the Reporting Period are set out in Note 7 to the Consolidated Financial Statements in this annual report.

Customers and Suppliers

For the Group's mobility service business, its customers consist of individual users who book rides on the platform as well as corporate customers who pay for the rides of their employees collectively. The majority of the Group's ride hailing GTV is attributable to individual users. For the Group's vehicle sales business, its customers include car partners, drivers, and third parties such as vehicle fleet operators and taxi companies.

The Group has a broad base of customers. The Group's top five customers accounted for less than 30% of the Group's total revenues for the Reporting Period. Except for Geely Group which was one of the Group's top five customers, during the Reporting Period, none of the Directors, their respective associates, or any Shareholders of the Company (who or which to the knowledge of the Directors owned over 5% of the Company's issued share capital) had any interest in any of the Group's top five customers.

The Group's suppliers primarily include automakers, vehicle insurance providers, and aggregation platforms. To a lesser extent, the Group's suppliers also include car partners and telecommunication service providers. The Group's top five suppliers accounted for less than 30% of the Group's purchases for the Reporting Period. Except for Geely Group which was one of the Group's top five suppliers and mostly supplied vehicles used in the Group's operations, during the Reporting Period, none of the Directors, their respective associates, or any Shareholders of the Company (who or which to the knowledge of the Directors owned more than 5% of the Company's issued share capital) had any interest in any of the Group's top five suppliers.

Property and Equipment

Details of movements in the property and equipment of the Group during the Reporting Period are set out in Note 13 to the Consolidated Financial Statements in this annual report.

Share Capital

Details of the movements in the Company's share capital during the Reporting Period are set out in Note 22 to the Consolidated Financial Statements in this annual report.

Reserves and Distributable Reserves

As of December 31, 2025, the Company had no distributable reserves.

Details of movements in the reserves of the Company during the Reporting Period are set out in Note 23 to the Consolidated Financial Statements in this annual report.

Bank Loans and Other Borrowings

As of December 31, 2025, the Group had total borrowings of RMB7,206.9 million.

Details of bank loans and other borrowings of the Group as of December 31, 2025 are set out in the Note 26 to the Consolidated Financial Statements in this annual report.

Issue of Debentures

The Group has not issued any debentures during the Reporting Period.

Purchase, Sale or Redemption of the Company's Listed Securities

Neither the Company nor any of its subsidiaries or Consolidated Affiliated Entities had purchased, sold or redeemed any of the Company's listed securities (including the sale of treasury shares (as defined in the Listing Rules)) from the Listing Date to December 31, 2025.

As of December 31, 2025, the Company did not hold any treasury shares.

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.

Tax Relief and Exemption and Professional Tax Advice Recommended

The Company is not aware of any tax relief or exemption available to the Shareholders by reasons 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.

Charitable Donations

During the Reporting Period, the Group made no charitable and other donations.

Contracts with the Controlling Shareholders

Save as disclosed in this annual report, no contract of significance has been entered into among the Company or any of its subsidiaries, the Consolidated Affiliated Entities and the Controlling Shareholders or any of its subsidiaries during the Reporting Period.

Management Contracts

No contract, concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existing during the Reporting Period.

REPORT OF THE BOARD OF DIRECTORS

Corporate Governance

The Company aims to achieve high standards of corporate governance which are crucial to the Company's development and safeguard the interests of the Shareholders. The principles of the Company's corporate governance are to promote effective internal control measures and to enhance the transparency and accountability of the Board to all Shareholders.

The Company has complied with all applicable code provisions as set out in Part 2 of the Corporate Governance Code of the Listing Rules from the Listing Date to December 31, 2025.

Information on the corporate governance practices adopted by the Company is set forth in the section headed "Corporate Governance Report" of this annual report.

Sufficiency of Public Float

Pursuant to a waiver granted by the Stock Exchange at the time of Listing, the Company is required to maintain a minimum public float of 19.01% of its total issued share capital. Based on the information publicly available to the Company and to the best knowledge of the Directors, the Company has complied with the above prescribed minimum public float requirement since the Listing Date and up to the Latest Practicable Date.

Legal Proceedings and Compliance

The Group may from time to time be subject to various legal or administrative claims and proceedings arising in the ordinary course of its business. During the Reporting Period, the Group had not been a party to, and was not aware of any threat of, any legal, arbitral or administrative proceedings, which, in its opinion, would likely have a material and adverse effect on its business, financial conditions or results of operations.

During the Reporting Period, the Group had certain non-compliance incidents with respect to Transportation Permits and Online Ride Hailing Driver's License, as further described under the section headed "Corporate Governance Report – Risk Management and Internal Control – Significant Risks of the Company – Compliance Risk – Risk of failure to obtain the Transportation Permits and Online Ride Hailing Driver's Licenses" of this annual report. During the Reporting Period, the Group did not commit any non-compliance of laws and regulations which, individually or in the aggregate, would have a material adverse effect on the Group's business, financial condition or results of operations, and save as disclosed under the section headed "Corporate Governance Report – Risk Management and Internal Control – Significant Risks of the Company – Compliance Risk – Risk of failure to obtain the Transportation Permits and Online Ride Hailing Driver's Licenses" of this annual report, the Group had been in compliance with applicable laws and regulations in all material respects.

Significant Events after December 31, 2025

On February 4, 2026, the Company completed the placing (the "**Placing**") of 12,000,000 Shares (the "**Placing Shares**") to not less than six professional, institutional or other investors who and whose ultimate beneficial owner(s) are Independent Third Parties (the "**Placees**"), at the price of HK$32.46 per Placing Share. The price represents a discount of approximately 8.97% to the closing price of HK$35.66 per Share as quoted on the Stock Exchange on the January 27, 2026, being the last trading day prior to the date of the placing agreement. The aggregate nominal value of 12,000,000 Placing Shares is US$120.

The Directors consider that the Placing can strengthen the financial position of the Group, supplement the funds needed for the Group's future expansion and growth strategy, and enlarge the shareholders' base of the Company which may in turn enhance the liquidity of the Shares.

The net proceeds (after deduction of placing commission and other expenses of the Placing) are approximately HK$383 million. On this basis, the net price per Placing Share is approximately HK$31.92.

The Company intends to apply the net proceeds from the Placing in the following manner:

Intended use of net proceeds	Allocation of net proceeds from the Placing (HK$ million)	Expected timeline of full utilization of net proceeds
(i) approximately 67.7% to develop the Robotaxi business both domestically and internationally	259.29	Before December 31, 2028
(ii) approximately 22.3% to expand enterprise services	85.41	Before December 31, 2028
(iii) approximately 10% for working capital and other general corporate purposes	38.30	Before December 31, 2026
Total	383	

There has been no change in the intended use of net proceeds as previously disclosed in the announcement of the Company dated January 28, 2026.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, the Placees and their respective ultimate beneficial owners (where applicable) are Independent Third Parties. None of the Placees has become a substantial shareholder (as defined in the Listing Rules) of the Company immediately after completion of the Placing.

For more details, please refer to the announcements of the Company dated January 28, 2026 and February 4, 2026, respectively.

Save as disclosed above and in this annual report, there were no other significant events affecting the Group which occurred after December 31, 2025 and up to the Latest Practicable Date.

Directors and Senior Management

The Directors from the Listing Date and up to the date of this annual report are:

Executive Director

Mr. Xin Gong (龔昕)

Non-executive Directors

Mr. Jian Yang (楊健) (*Chairman of the Board*)
Mr. Quan Zhang (張權)
Mr. Jinliang Liu (劉金良)
Mr. Yang Li (李陽)
Ms. Xiaohong Zhou (周肖虹)

Independent Non-executive Directors

Ms. Xin Liu (劉欣)
Ms. Ning Liu (劉寧)
Mr. Qiang Fu (付強)

The biographical details of the Directors are set out in "—Biographical Details of the Directors" below.

In accordance with the Articles of Association, Mr. Xin Gong, Mr. Jinliang Liu and Mr. Yang Li shall retire by rotation at the AGM and, being eligible, offer themselves for re-election at the AGM. Details of the Directors to be re-elected at the AGM are set out in the circular to the Shareholders to be dispatched in due course.

Confirmation of Independence of Independent Non-executive Directors

Our Company has received, from each of the independent non-executive Directors, an annual confirmation of his or her independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the independent non-executive Directors to be independent.

REPORT OF THE BOARD OF DIRECTORS

Biographical Details of the Directors

We set forth below the biographical details of the Directors.

Executive Director

Mr. Xin Gong (龔昕先生)

Mr. Xin Gong, aged 39, is an executive Director, a member of Remuneration Committee of the Company and the chief executive officer of the Company. He was appointed as a Director of the Company on November 8, 2021. Mr. Gong has over 13 years of experience in internet and mobility services. Prior to joining us, Mr. Gong served as general manager of urban services of Ant Group Co., Ltd. from July 2020 to May 2021. From March 2015 to July 2020, he served at DiDi (China) Technology Limited in various management positions, including as the general manager of premier mobility service in 2018, general manager of chauffeur service in 2016 and 2017, and general manager of e-bike sharing service. As general manager of these business units, Mr. Gong oversaw various aspects of the services including product, technology, growth, operation, human resources, and finance. From July 2011 to March 2015, he served as senior product manager at Tencent Technology (Shenzhen) Company Limited.

Mr. Gong received a bachelor's degree in communication engineering and a master's degree in communication and information system from the University of Electronic Science and Technology of China in July 2008 and June 2011, respectively.

Non-executive Directors

Mr. Jian Yang (楊健先生)

Mr. Jian Yang, aged 64, is a non-executive Director, the chairperson of Nomination Committee of the Company and Chairman of the Board of the Company. He was appointed as a Director of the Company on April 10, 2024. Mr. Yang has served as the vice chairman of the board of directors of Geely Holding from January 2012 to January 2026 and as a director of Geely Holding since March 2003. Mr. Yang has served as the vice chairman of the board of Zhejiang Qianjiang Motorcycle Co., Ltd., a company listed on the Shenzhen Stock Exchange (stock code: 000913) since November 2016. Mr. Yang served as a director of Lifan Technology (Group) Co., Ltd., a company listed on the Shanghai Stock Exchange (stock code: 601777) from January 2021 to September 2022, an executive director of Geely Automobile Holdings Limited (stock code: 175 (HKD counter) and 80175 (RMB counter)) from June 2005 to May 2022, and a director of Hunan Corun New Energy Co., Ltd., a company listed on the Shanghai Stock Exchange (stock code: 600478) from October 2018 to August 2020.

Mr. Yang graduated from Zhejiang Radio and TV University (currently known as Zhejiang Open University) with a major in engineering management in July 1987. Mr. Yang is a senior economist recognized by the Personnel Department of Zhejiang Province, and a senior engineer recognized by China Society of Automotive Engineers in 2007. Mr. Yang was recognized as Hangzhou High-level Talent by the Talent Office of the Hangzhou Municipal Committee of the Communist Party of China and Hangzhou Human Resources and Social Security Bureau.

Mr. Quan Zhang (張權先生)

Mr. Quan Zhang, aged 46, is a non-executive Director of the Company and a member of Audit Committee of the Company. He was appointed as a Director of the Company on April 10, 2024. Mr. Zhang joined Geely Holding in 2014 and has served as Geely Holding's vice president since July 2022 and as its chief financial officer since May 2021. Between 2014 and 2021, Mr. Zhang held various key positions, including deputy CFO of Geely Holding Group, general manager of Geely Holding Group Financial Management Center and director of Geely Holding Group Strategic Finance Center, etc.

Mr. Zhang currently holds multiple directorship positions of Geely Group companies. His current appointments include serving as the chairman of Lotus Group International Limited since March 2026, the chairman of Genius Auto Finance Co., Ltd. since January 2026, a director of Polestar Automotive Holding UK PLC, a company listed on the NASDAQ Stock Exchange (stock code: PSNY) since June 2025, a director of Zhejiang Farizon New Energy Commercial Vehicle Group Co., Ltd. since January 2025, and a director of Smart Mobility Pte. Ltd. since March 2022, etc.

Mr. Zhang received a bachelor's degree in international accounting from Shanghai University of Finance and Economics in July 2002.

Mr. Jinliang Liu (劉金良先生)

Mr. Jinliang Liu, aged 59, is a non-executive Director of the Company. He was appointed as a Director of the Company on April 10, 2024. He previously served as the vice president of Geely Group and the general manager of Zhejiang Geely Holding Group Automobile Sales Co., Ltd., the general manager of Zhejiang Geely Motorcycle Sales Co., Ltd. (浙江吉利摩托車銷售有限公司), the general manager of Ningbo Meiri Automobile Sales Co., Ltd. (寧波美日汽車銷售有限公司), the general manager of Ningbo Mingtai Automobile Sales and Leasing Chain Co., Ltd. (寧波銘泰汽車銷售租賃連鎖有限公司), the chairman of the board of directors of Hangzhou Youxing Technology Co., Ltd., the chairman of the board of directors of Hangzhou Langge Technology Co., Ltd., the chairman of the board of directors of Weixing Technology and the CEO of Yiyi Internet Technology Co., Ltd. He currently serves as the chairman of the board of directors of Chongqing Xingfu Qianwanjia Technology Co., Ltd. and a director of Chongqing Afari Technology Co., Ltd. (重慶千里科技股份有限公司).

Mr. Liu received his bachelor's degree in industrial and business management from Beijing Institute of Economics (currently known as Capital University of Economics and Business) in July 1989.

Mr. Yang Li (李陽先生)

Mr. Yang Li, aged 41, is a non-executive Director of the Company. He was appointed as a Director of the Company on April 10, 2024. Mr. Yang Li is a seasoned professional in the fields of private equity and investment management, and has been serving as senior vice president of Oceanpine Capital since September 2017. He has been serving as an executive director of Oceanpine Capital since January 2024.

Mr. Yang Li graduated from Beijing Institute of Technology with a major in biological engineering in July 2007, and obtained a master's degree in business administration from Renmin University of China in June 2016.

Ms. Xiaohong Zhou (周肖虹女士)

Ms. Xiaohong Zhou, aged 45, is a non-executive Director of the Company. She was appointed as a Director of the Company on April 10, 2024. Ms. Zhou has served as a director and general manager of Xiandao (Suzhou) Digital Industry Investment Co., Ltd. since February 2022, and is currently serving as its president. From August 2022 to August 2023, Ms. Zhou served as a director of Hubei ECARX Science and Technology Co., Ltd. From August 2021 to July 2022, Ms. Zhou worked as a general manager at Suzhou Gaotie Xincheng Smart Internet of Vehicles Industry Development Co., Ltd.

Ms. Zhou received a bachelor's degree in accounting from China University of Geosciences in July 2006.

Independent Non-executive Directors

Ms. Xin Liu (劉欣女士)

Ms. Xin Liu, aged 65, was appointed as an independent non-executive Director of the Company, the chairperson of Audit Committee of the Company and a member of the Remuneration Committee of the Company, with effect from the Listing Date. Ms. Liu has over 30 years of experience in the finance industry. Ms. Liu has served as an independent director of Zhejiang Qianjiang Motorcycle Co., Ltd., a company listed on the Shenzhen Stock Exchange (stock code: 000913) since May 2021, and an independent director of Hainan Expressway Co., Ltd., a company listed on the Shenzhen Stock Exchange (stock code: 000886) since September 2025. Ms. Liu has also served as a director of VOFON Boosting Systems (Ningbo) Co., Ltd. and Hezhong Property Insurance Co., Ltd., since December 2020 and October 2021, respectively. Ms. Liu previously served as a senior expert at the subsidiary management department of China Great Wall Asset Management Co., Ltd. starting from May 2020, a general manager of the Beijing branch office of Great Wall Changsheng Life Insurance Co., Ltd. from March 2011, and a senior lecturer at the Agricultural Bank of China.

Ms. Liu received a bachelor's degree in economics from Shaanxi Institute of Finance and Economics in June 1988. Ms. Liu obtained a qualification certificate as an independent director recognized by the Shenzhen Stock Exchange in January 2022.

Ms. Liu possesses appropriate professional accounting or related financial management expertise required under Rule 3.10(2) of the Listing Rules. She has gained such expertise through her experiences, including the following:

- serving as the general manager of the Beijing branch office of Great Wall Changsheng Life Insurance Co., Ltd., overseeing and managing the financial position, financial budgeting and risk exposure of the branch offices;
- serving as a director of Great Wall Changsheng Life Insurance Co., Ltd., reviewing and supervising the annual financial statements, the financial budget as well as the risk management and internal control system of the company;
- serving as a senior lecturer at the Agricultural Bank of China, where Ms. Liu gave lectures and authored training materials on numerous accounting, auditing and financial management related topics;

- serving as an independent director of Zhejiang Qianjiang Motorcycle Co., Ltd. and Hainan Expressway Co., Ltd., both being companies listed on the Shenzhen Stock Exchange where Ms. Liu is involved in the periodic reviews of financial statements and reports, overseeing the financial reporting system and the review of risk management and internal control systems;

- serving as independent directors in VOFON Boosting Systems (Ningbo) Co., Ltd. and Hezhong Property Insurance Co., Ltd., which are non-listed companies, where Ms. Liu is involved in the periodic reviews of financial statements and reports, overseeing the financial reporting system and the review of risk management and internal control systems;

- editing publications on financial, auditing and accounting related subjects, including Singapore Financial System and Internal Auditing Practice of Financial Asset Management Company.

Ms. Ning Liu (劉寧女士)

Ms. Ning Liu, aged 57, was appointed as an independent non-executive Director of the Company, a member of Audit Committee of the Company and a member of the Nomination Committee of the Company, with effect from the Listing Date. Ms. Liu has extensive experience in the securities industry and was the secretary of the board of directors of China Merchants Shekou Industrial Zone Holdings Co., Ltd. from December 2015 to January 2023 and its senior consultant from January 2023 to December 2023. Ms. Liu is currently a director of Fuhua Tongda Chemical Company. Ms. Liu has served as an independent director of CIMC Vehicles (Group) Co., Ltd. (stock code: 301039) since September 2024, and an independent director of Guangdong TCL Smart Home Appliances Co., Ltd. (stock code: 002668) since June 2024. Ms. Liu has served as an independent director of Han's Laser Technology Industry Group Co., Ltd. (stock code: 002008) from January 2024, served as its independent director from June 2017 to December 2018, and served as a director of China Merchants Property Operation & Service Co., Ltd. (stock code: 001914) from December 2019 to February 2023. The above four companies are all listed on the Shenzhen Stock Exchange. Ms. Liu also served as a non-executive director of the China Merchants Commercial Real Estate Investment Trust (stock code: 1503) from December 2019 to May 2023.

Ms. Liu obtained a Master of Business Administration from Macau University of Science and Technology in March 2003. Ms. Liu holds a Qualification Certificate for Secretary of the Board of Directors issued by the Shenzhen Stock Exchange in October 2004.

Mr. Qiang Fu (付強先生)

Mr. Qiang Fu, aged 48, was appointed as an independent non-executive Director of the Company, the chairperson of Remuneration Committee of the Company and a member of the Nomination Committee of the Company, with effect from the Listing Date. Mr. Fu has approximately 10 years of experience in online ride hailing and mobility services. Mr. Fu has served as the chief executive officer of Zhixiang Technology Co., Ltd. since March 2024. Prior to that, Mr. Fu served various positions at an internet company from April 2014 to March 2023, including as chief executive officer of a major business group. Mr. Fu joined Mogo.ai Information and Technology Co., Ltd. in October 2025, serving as its president.

Mr. Fu graduated from Sichuan University with a major in radio physics in June 2005.

Biographical Details of the Senior Management

We set forth below the biographical details of our senior management members.

Mr. Xin Gong (龔昕先生)

Mr. Xin Gong, aged 39, is the executive director and the chief executive officer of the Company. For further details, see "— Biographical Details of the Directors — Executive Director" above.

Mr. Sensen Liu (also known as Leslie Liu) (柳森森先生)

Mr. Sensen Liu, aged 44, is the executive president and the chief financial officer of the Company. Mr. Liu has more than 9 years of experience in online ride hailing and mobility services. Prior to joining us, Mr. Liu served as a partner and the chief financial officer of a road freight transportation platform from September 2019 to November 2021. Prior to that, Mr. Liu served in various senior positions of a leading shared mobility company from September 2015 to September 2019, including as executive finance director of the company and the chief financial officer of its international division. Prior to that, Mr. Liu worked for nine years at Deloitte's Toronto and Shanghai offices, most recently as senior manager at the audit department, from July 2006 to August 2015.

Mr. Liu received his bachelor's degree from McMaster University in June 2006, with a major in management and a minor in economics. Mr. Liu has been a member of the American Institute of Certified Public Accountants and the Institute of Internal Auditors.

Mr. Qi Qiang (強琦先生)

Mr. Qi Qiang, aged 48, is the chief technology officer of the Company. Mr. Qiang has more than 16 years of experience in software development. Prior to joining us, Mr. Qiang worked at Alibaba Group since December 2008 in various senior positions, including as vice president of the DingTalk business unit and chairman of DingTalk's technical committee where he had in depth participation in the development of DingTalk's products and services. From 2008 to 2016, Mr. Qiang served as senior technology specialist successively at Alibaba Group's search technology department and the data department of Alibaba Cloud, during which he was responsible for, among others, the big data infrastructure and computing platform of Alibaba Cloud.

Mr. Qiang received a bachelor's degree in industrial automation from North China University of Technology in July 2000 and a master's degree in computer science and technology from Zhejiang University in March 2006.

Mr. Liqun Liu (劉立群先生)

Mr. Liqun Liu, aged 44, is the general manager of the CaoCao Vehicle Center of the Company. Mr. Liu has more than 16 years of experience in online ride hailing and mobility services. Prior to joining us, Mr. Liu joined Alibaba Group in May 2020 and served as senior business development expert. Prior to that, Mr. Liu joined WM Motor Technology Co., Ltd. (currently known as WM Motor Technology Group Co., Ltd.) in March 2016 and worked as director of market planning and general manager of the mobility business development department. Mr. Liu joined SAIC General Motors Company Ltd. in June 2008 as an expert advisor.

Mr. Liu received a bachelor's degree in advertising from Shanghai University in July 2004.

Directors' Service Contracts and Appointment Letters

Executive Director

Our executive Director has entered into a service contract with us. The term of appointment shall be for an initial term of three years from the Listing Date or until the third annual general meeting of the Company after the Listing Date, whichever is sooner (subject to retirement and rotation as and when required under the Articles of Association and the Listing Rules). Either party may terminate the agreement by giving not less than three months' written notice. The executive Director is not entitled to receive any remuneration in his capacity as executive Director under his service contract.

Non-executive Directors

Each of the non-executive Directors has entered into a letter of appointment with us. The term of appointment shall be for an initial term of three years from the Listing Date or until the third annual general meeting of the Company after the Listing Date, whichever is sooner (subject to retirement and rotation as and when required under the Articles of Association and the Listing Rules). Either party may terminate the agreement by giving not less than three months' written notice. The non-executive Directors are not entitled to receive any remuneration and benefits in their capacities as non-executive Directors under their respective appointment letters.

Independent Non-executive Directors

Each of our independent non-executive Directors has entered into a letter of appointment with us. The term of appointment shall be for an initial term of three years from the Listing Date or until the third annual general meeting of the Company after the Listing Date, whichever is sooner (subject to retirement as and when required under the Articles of Association and the Listing Rules). Either party may terminate the agreement by giving not less than three months' written notice. Under their letter appointments, each of the independent non-executive Directors is entitled to an annual fixed fee.

Save as disclosed above, none of our Directors has or is proposed to have a service contract with any member of our Group (other than contracts expiring or determinable by the employer within one year without the payment of compensation (other than statutory compensation)).

Details of the emoluments of the Directors during the Reporting Period are set out in Note 40 to the Consolidated Financial Statements in this annual report.

Directors' Interests in Transactions, Arrangements and Contracts of Significance

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 Reporting Period or at any time during the Reporting Period.

Directors' Rights to Acquire Shares or Debentures

Save as disclosed in "—Pre-IPO Share Incentive Plan" in this section below, at no time during the Reporting Period were rights to acquire benefits by means of the acquisition of Shares in or debentures of the Company granted to any Director or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company or any of its subsidiaries or any of its holding companies or any of subsidiaries of its holding companies a party to any arrangement to enable the Directors, or their respective spouse or children under 18 years of age, to acquire such rights in any other body corporate.

Directors' Interest in Competing Business

Ms. Xiaohong Zhou, a non-executive Director of the Company, has served as a director and general manager of Xiandao (Suzhou) Digital Industry Investment Co., Ltd. since February 2022, and is currently serving as its president. In addition, Mr. Qiang Fu, an independent non-executive Director of the Company, joined Mogo.ai Information and Technology Co., Ltd. in October 2025, serving as its president. The businesses of these companies include, among others, autonomous driving related business, which may compete with the business of the Group.

Ms. Xiaohong Zhou and Mr. Qiang Fu are not involved in the daily management and operation of the Company. As such, the positions held by Ms. Xiaohong Zhou and Mr. Qiang Fu in the above companies would not give rise to any material competition issue under Rule 8.10 of the Listing Rules.

Save as disclosed above, during the Reporting Period, none of the Directors and their respective close associates were interested in any business apart from the business of the Group, which competes or is likely to compete, either directly or indirectly, with the business of the Group.

Emolument Policy

Our Directors receive remuneration, including salaries, discretionary bonuses, share-based payments, and other benefits in kind.

The Company has established the Remuneration Committee in compliance with Rule 3.25 of the Listing Rules and the Corporate Governance Code. The primary duties of the Remuneration Committee are to review and make recommendations to the Board on the terms of remuneration packages, bonuses and other compensation payable to the Directors and other senior management. The Board, with the advice from the Remuneration Committee, will review and determine the remuneration and compensation packages taking into account salaries paid by comparable companies, time commitment and responsibilities of the Directors and senior management and performance of the Group.

Details of the emoluments of the Directors, and five highest paid individuals during the Reporting Period are set out in Notes 40 and 7 to the Consolidated Financial Statements in this annual report.

None of the Directors waived any emoluments during the Reporting Period. No remuneration was paid to the Directors or the five highest paid individuals as an inducement to join, or upon joining, the Group. No compensation was paid to, or receivable by, the Directors or past directors during the Reporting Period for the loss of office as director of any member of the Group or of any other office in connection with the management of the affairs of any member of the Group.

Retirement and Employee Benefits Scheme

The Group only has defined contribution pension plans. In accordance with the rules and regulations in the PRC, the PRC based employees of the Group participate in various defined contribution retirement benefit plans organized by the relevant municipal and provincial governments in the PRC under which the Group and the PRC based employees are required to make monthly contributions to these plans calculated as a percentage of the employees' salaries. Other than the monthly contributions, the Group has no further obligation for the payment of retirement and other post-retirement benefits of its employees. The assets of these plans are held separately from those of the Group in independently administrated funds managed by the governments.

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 in each year.

These contributions are paid to the respective labor and social welfare authorities and are expensed as incurred.

No forfeited contributions were utilized during the Reporting Period to offset the Group's contribution to the abovementioned social security plans.

Details of the retirement and employee benefits scheme of the Company are set out in Note 7 to the Consolidated Financial Statements in this annual report.

Permitted Indemnity Provision

The Company has maintained appropriate liability insurance policies for its Directors and senior management during the Reporting Period.

Pursuant to the Articles of Association and subject to the applicable laws and regulations, every Director shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which he/she may incur or sustain in or about the execution of his/her duty.

Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company or any of its Associated Corporations

In accordance with the archiving notice submitted through the Disclosure of Interests Online (DION) System, to the best knowledge of the Directors, as of December 31, 2025, the interests or short positions of the Director and the chief executive in any Shares, underlying shares and debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO), which shall 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 under such provisions of the SFO), or which is required, pursuant to Section 352 of the SFO, to be entered in the register maintained by the Company referred to therein, or which is required to be notified to the Company and the Stock Exchange pursuant to the Model Code contained in the Listing Rules, are set forth below:

Interest in the Shares of the Company

Name of Director or chief executive	Capacity/nature of interest	Number of Shares held [1]	Approximate percentage of interest in the Company
Xin Gong	Beneficial owner [2]	14,599,698 (L)	2.58%
Jinliang Liu	Beneficial owner [2]	5,555,556 (L)	0.98%

Notes:

(1) The letter "L" denotes the person's long position in the Shares.

(2) The beneficial ownership of the directors listed here represents the Shares underlying the options granted to them under the Pre-IPO Share Incentive Plan, subject to the conditions (including vesting conditions) of those options.

Save as disclosed above, to the best knowledge of the Directors, as of December 31, 2025, none of the Directors or chief executive of the Company had or was deemed to have any interests or short positions 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 would be required 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 under such provisions of the SFO), or which would be required to be recorded in the register to be kept by the Company pursuant to Section 352 of the SFO, or which would be required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

Substantial Shareholders' Interests and Short Positions in Shares and Underlying Shares

In accordance with the archiving notice submitted through the Disclosure of Interests Online (DION) System, to the best knowledge of the Directors, as of December 31, 2025, the following persons (other than the Directors and chief executive of the Company) had interests or short positions in the Shares or underlying Shares which fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be maintained by the Company pursuant to section 336 of the SFO:

Name of substantial shareholder	Capacity/nature of interest	Number of Shares held [1]	Approximate percentage of interest in the Company
Mr. Li [2]	Interest in controlled corporations	414,971,000 (L)	73.41%
	Interest through voting rights entrustment arrangement [3]	21,403,500 (L)	3.79%
Ugo Investment Limited [2]	Beneficial interest	414,971,000 (L)	73.41%
	Interest through voting rights entrustment arrangement [3]	21,403,500 (L)	3.79%
Xiangcheng Xiangxing VC [4]	Beneficial interest	41,609,000 (L)	7.36%

Notes:

(1) The letter "L" denotes the person's long position in the Shares.

(2) Ugo Investment Limited is wholly owned by Mr. Li.

(3) Pursuant to the Voting Rights Entrustment Agreement, Oceanpine Marvel has entrusted Ugo Investment Limited to exercise the voting rights attached to the Shares held by it.

(4) The general partner of Xiangcheng Xiangxing VC is Suzhou Xiangcheng Venture Capital Co., Ltd. ("**Xiangcheng VC**"), which is wholly owned by Suzhou Xiangcheng Financial Holdings (Group) Co., Ltd., which is wholly owned by Suzhou Xiangcheng State-owned Capital Investment Co., Ltd., a state-owned enterprise controlled by Suzhou Xiangcheng District People's Government State-owned Assets Supervision and Administration Office. More than one-third of the limited partnership interest is held by (i) Suzhou Huanxiuhu No. 1 Investment Co., Ltd., which is wholly owned by Suzhou Gaotie Xincheng Innovation and Venture Capital Co., Ltd., which in turn is wholly owned by Suzhou Gaotie Xincheng State-owned Assets Holding (Group) Co., Ltd., a state-owned enterprise controlled by Suzhou Gaotie Xincheng Management Committee, and (ii) Suzhou Xiangcheng District People's Government State-owned Assets Supervision and Administration Office through its two indirect wholly owned subsidiaries, namely Xiangcheng VC and Suzhou Xiangcheng Industry Investment Co., Ltd. Each of Xiangcheng VC, Suzhou Xiangcheng Financial Holdings (Group) Co., Ltd., Suzhou Xiangcheng State-owned Capital Investment Co., Ltd., Suzhou Huanxiuhu No. 1 Investment Co., Ltd., Suzhou Gaotie Xincheng Innovation and Venture Capital Co., Ltd., Suzhou Gaotie Xincheng State-owned Assets Holding (Group) Co., Ltd. is deemed to be interested in the Shares held by Xiangcheng Xiangxing VC under the SFO.

Save as disclosed above, as of December 31, 2025, the Directors and the chief executives of the Company were not aware of any other person (who were not Directors or chief executives of the Company) who had an interest or short position in the Shares or underlying Shares of the Company which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO, or which would be required, pursuant to Section 336 of the SFO, to be recorded in the register to be kept by the Company referred to therein.

Pre-IPO and Post-IPO Share Incentive Plans

Pre-IPO Share Incentive Plan

Pre-IPO Share Incentive Plan was approved and adopted by the Company in November 2022, as amended from time to time. The Pre-IPO Share Incentive Plan is not subject to the provisions of Chapter 17 of the Listing Rules as it does not involve the grant of Shares after the Listing.

The following is a summary of the principal terms of the Pre-IPO Share Incentive Plan:

Purpose

The purpose of the Pre-IPO Share Incentive Plan is to promote the success and enhance the value of the Company by linking the personal interests of the employees of the Group to those of the Shareholders and by providing such individuals with an incentive for outstanding performance to generate superior returns to the Shareholders.

Types of Awards

The Pre-IPO Share Incentive Plan provides both for the grant of share options to purchase shares and for other types of awards (the "**Awards**"), as determined by the administrator of the Pre-IPO Share Incentive Plan, at the time of grant.

Eligible Participants

The Company may grant Awards to employees, Directors and other persons as determined by the administrator.

Maximum Number of Shares

The maximum aggregate number of Shares which may be issued pursuant to all Awards granted under the Pre-IPO Share Incentive Plan is 55,555,600 shares.

Vesting Schedule and Performance Targets

Unless otherwise approved by the Board, the vesting schedule for each grant is four years, and each grant may start to vest on the first anniversary of the date of grant, with the number of options vested for each year being 25% of such grant.

The administrator, in its discretion, shall set performance targets or other vesting criteria which, depending on the extent to which they are met, will determine the number or value of the Awards that will be granted or paid out to the participants.

Exercise of Options

The administrator determines the exercise price for each Award, which is stated in the relevant award agreement. Options shall, in principle, only be exercisable after listing of the Company in a stock exchange and options that are vested and exercisable will terminate if they are not exercised prior to the time as the administrator determines at the time of grant.

Outstanding Options Granted under the Pre-IPO Share Incentive Plan

The overall limit on the number of underlying Shares to be issued under the Pre-IPO Share Incentive Plan is 55,555,600 Shares. As of December 31, 2025, the number of Shares underlying the outstanding options granted under the Pre-IPO Share Incentive Plan amounts to 31,873,803 Shares, representing approximately 5.64% of the issued Shares as of December 31, 2025. As of December 31, 2025, the Company has conditionally granted options to 703 participants under the Pre-IPO Share Incentive Plan whose options were outstanding. All the options under the Pre-IPO Share Incentive Plan were granted between November 30, 2022 and June 10, 2025 (both days inclusive) and there is no option available for grant under the Pre-IPO Share Incentive Plan after the Listing.

The following table summarizes, as of December 31, 2025, the number of Shares underlying outstanding options that the Company granted to the Directors and other grantees pursuant to the Pre-IPO Share Incentive Plan.

Name	Title	Date of grant	Vesting period	Expiry date	Exercise price (RMB)	Number of Shares underlying the Options outstanding as of January 1, 2025	Number of options granted during the year ended December 31, 2025	Number of options exercised during the year ended December 31, 2025	Weighted average closing price of Shares immediately before the dates of exercise (HK$)	Number of options lapsed the year ended December 31, 2025	Number of options cancelled during the year ended December 31, 2025	Number of Shares underlying the Options outstanding as of December 31, 2025
Directors												
Mr. Xin Gong	Executive Director and chief executive officer	December 9, 2022	Note 1	January 10, 2032	1.692	10,147,619	–	10,147,619	29.9	–	–	–
		December 24, 2022	Note 2	January 10, 2032	1.692	5,073,810	–	–	–	–	–	5,073,810
		December 30, 2022	Note 3	January 10, 2032	18.54	2,775,000	–	–	–	–	2,775,000	–
Mr. Jinliang Liu	Non-executive Director	June 7, 2023	Note 3	January 10, 2032	1.692	5,555,556	–	–	–	–	–	5,555,556
Subtotal						**23,551,985**	**–**	**10,147,619**	–	**–**	**2,775,000**	**10,629,366**
Other grantees	Employees of the Group (including senior management)	November 30, 2022 to June 10, 2025 (Note 7)	Note 4	January 10, 2032	1.692	28,199,127	5,867,037	10,771,301	29.2	2,314,634	–	20,980,229
	Employees of related entities	October 23, 2024 to June 10, 2025 (Note 7)	Note 5	January 10, 2032	1.692	120,000	232,120	–	–	87,912	–	264,208
	Service providers	November 14, 2024 to March 4, 2025 (Note 7)	Note 6	November 13, 2025 to March 3, 2026	0.0001	90,000	118,931	208,931	36.0	–	–	–
Subtotal						**28,409,127**	**6,218,088**	**10,980,232**	–	**2,402,546**	**–**	**21,244,437**
Total						**51,961,112**	**6,218,088**	**21,127,851**	–	**2,402,546**	**2,775,000**	**31,873,803**

Notes:

(1) 27.35%, 27.35%, 22.65% and 22.65% of such options shall vest upon the date of grant, as of June 1, 2023, June 1, 2024 and June 1, 2025, respectively, subject to the fulfilment of specific performance targets, including financial parameters of the Group.

(2) The vesting conditions for these options are the Listing and the fulfilment of specific performance targets.

(3) Such options shall vest on the date of grant.

(4) These options shall vest (i) in full upon the date of grant, (ii) in four tranches over a period of up to four years, with the first tranche of some options vesting on the date of grant, (iii) in tranches upon the fulfilment of certain performance targets based on financial parameters of the Group, or (iv) upon the Listing.

(5) These options shall vest (i) in tranches upon the fulfilment of certain performance targets based on financial parameters of the Group, or (ii) upon the Listing.

(6) The vesting conditions of these options are the Listing and the fulfilment of specific performance targets related to the grantee's completion of designated tasks.

(7) The fair value of options granted on January 15, 2025, March 4, 2025 and June 10, 2025 were RMB36.70, RMB38.39 and RMB36.76 per option, respectively. For the accounting standards and policies adopted for estimating the fair value of options, please refer to Note 34 to the consolidated financial statements in this annual report.

The Shares that may be issued in respect of all the options granted under the Pre-IPO Share Incentive Plan during the Reporting Period represented approximately 0.97% of the weighted average number of Shares in issue for the Reporting Period.

Post-IPO Share Incentive Scheme

The Share Incentive Scheme was approved and adopted by the Company on February 27, 2026 (the "**Adoption Date**"). The terms of the Share Incentive Scheme complied with the provisions of Chapter 17 of the Listing Rules.

The following is a summary of the principal terms of the Share Incentive Scheme:

Purpose

The purpose of the Share Incentive Scheme includes: (a) recognize and reward Eligible Participants (as defined below) for their contribution to the Group; (b) attract and retain best available personnel, and provide them with the opportunity to acquire proprietary interests in the Company; and (c) encourage Eligible Participants to work towards enhancing the value of the Company and its shares, align the interests of these Eligible Participants with those of the Group and further promote the success of the Group's business.

Types of Awards

The awards under the Share Incentive Scheme include share options or restricted share units (the "**RSUs**") as determined by the Board or its delegate(s) (the "**Awards**").

Eligible Participants

The eligible participants who may be selected to become a grantee of the Share Incentive Scheme are any individuals or corporate entities (where applicable) being an Employee Participant, a Related Entity Participant or a Service Provider (collectively, the "**Eligible Participants**").

Maximum Number of Shares

The total number of Shares which may be issued in respect of all Awards to be granted under the Share Incentive Scheme and all the share options and share awards to be granted under any other share schemes is 58,144,021, being no more than 10% of the total number of Shares in issue (excluding treasury shares) as at the Adoption Date (the "**Scheme Mandate Limit**"), unless the Company obtains an approval from the Shareholders pursuant to the scheme rules. The total number of Shares available for issue under the Share Incentive Scheme is 58,144,021, representing approximately 10% of the issued share capital of the Company (excluding treasury shares) as of the date of this annual report.

Subject to above, the total number of Shares which may be issued in respect of all Awards to be granted under the Share Incentive Scheme and all the share options and share awards to be granted under any other share schemes to the Service Providers is 5,814,402, being no more than 1% of the total number of Shares in issue (excluding treasury shares) as at the Adoption Date (the "**Service Provider Sublimit**"), unless the Company obtains an approval from the Shareholders pursuant to the scheme rules. For the avoidance of doubt, the Service Provider Sublimit is set within the Scheme Mandate Limit.

Maximum Entitlement of a Grantee

Where any grant of Awards to an Eligible Participant would result in the Shares issued and to be issued in respect of all Awards granted to such person (excluding any Awards lapsed or clawed back in accordance with the terms of the Share Incentive Scheme) in the 12-month period up to and including the grant date representing in aggregate over 1% of the total number of Shares in issue (excluding treasury shares), such grant must be separately approved by the Shareholders in general meeting in accordance with the Listing Rules, with such Eligible Participant and his/her close associates (or associates if the Eligible Participant is a connected person) abstaining from voting.

Grant of Awards

An Award shall be made to an Eligible Participant by an award letter in such form as the Board or its delegate(s) may from time to time determine requiring the Eligible Participant to undertake to hold the Award on the terms on which it is to be granted and to be bound by the terms of the Share Incentive Scheme (the "**Award Letter**"). The Award Letter shall specify the terms on which the Award is to be granted, including: (a) whether the Award is in the form of a share option and/or an RSU; (b) the number of Shares underlying the Award; (c) the vesting date and any conditions, restrictions or limitations that must be satisfied in order for the Award to vest in whole or in part (including, without limitation, as to the performance targets and clawback mechanism attached to the Award); (d) in the case of an Award of a share option, the exercise price and the exercise period, and in the case of an Award of an RSU, the purchase price (if any); and (e) any other terms which may be imposed either on a specific Award or generally, provided such terms shall not be inconsistent with any other terms and conditions of the Share Incentive Scheme.

Unless otherwise determined by the Board or its delegate(s) and stated in the Award Letter, a grantee is not required to pay any amount on application or acceptance of an Award.

Vesting of Awards

The Board or its delegate(s) may from time to time while the Share Incentive Scheme is in force and subject to all applicable laws, determine such vesting period, vesting criteria and conditions or periods for the Award to be vested hereunder, provided however that the vesting period for Awards shall not be less than 12 months, unless the Board or its delegate(s) determines that the Awards granted to Employee Participants may be subject to a vesting period of less than 12 months in the circumstances as prescribed in the Share Incentive Scheme.

Subject to the above, the Board or its delegate(s) may, in its sole discretion and subject to whatever terms and conditions it selects, accelerate the period during which an Award vests, to the extent set forth in the terms of the Award Letter or otherwise.

Exercise Period for Share Options Granted

The exercise period during which the grantee may exercise a share option shall be determined and notified by the Board or its delegate(s) to each grantee. Such period may commence on a day after the grant date and in any event shall end not later than 10 years from the grant date but subject to the provisions for early termination thereof contained therein.

Exercise Price, Purchase Price and the Basis of Determination

The exercise price in respect of any share options shall be a price determined by the Board or its delegate(s) in its absolute discretion and notified to a grantee (subject to any adjustments made pursuant to the scheme rules) which shall be at least the highest of: (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the grant date, which must be a business day; (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the grant date; and (iii) the nominal value of a Share.

The purchase price of RSUs, if any, will be set out in the Award Letter and will be determined by the Board or its delegate(s) in its absolute discretion, taking into account the purpose of the Share Incentive Scheme, the interests of the Company and the individual circumstances of the grantee.

Duration

Subject to any early termination as may be determined by the Board or its delegate(s) pursuant to the scheme rules, the Share Incentive Scheme shall be valid and effective for a period of 10 years commencing from the Adoption Date, after which no further Awards will be granted, but the provisions of the Scheme shall in all other respects remain in full force and effect and the Awards granted during the term of the Share Incentive Scheme may continue to be valid and exercisable in accordance with their terms of grant.

The Share Incentive Scheme was adopted after the Reporting Period. The remaining life of the Share Incentive Scheme is approximately 10 years.

Equity-linked Agreements

Save as disclosed in "—Pre-IPO Share Incentive Plan" in this section above, no other equity-linked agreements were entered into by the Group during the Reporting Period or subsisted at the end of the Reporting Period.

Connected Transactions

Continuing Connected Transactions

Upon Listing, continuing transactions between members of the Group and the Company's connected persons have become continuing connected transactions of the Company under Chapter 14A of the Listing Rules. Details of the partially-exempt and non-exempt continuing connected transactions of the Group for the year ended December 31, 2025 are set out below. During the Reporting Period, the Group has followed the pricing policies and terms under the relevant framework agreements when conducting transactions thereunder.

Partially-exempt Continuing Connected Transactions

1. *Travel Agency Services Framework Agreement*

   On April 17, 2025, we entered into a travel agency services framework agreement (the "**Travel Agency Services Framework Agreement**") with Geely Business, which was a company controlled by Mr. Li during the Reporting Period and has become an indirect wholly-owned subsidiary of the Company on March 24, 2026 (please see "— Other Connected Transactions – Acquisition of Entire Equity Interest in Geely Business" in this section below for details), pursuant to which Geely Business will provide certain business travel services (including, but not limited to, the booking of air tickets, accommodation and other forms of transportation) to us, and in return, we shall pay service fees in accordance with the Travel Agency Services Framework Agreement. The term of the Travel Agency Services Framework Agreement commenced on the Listing Date and will end on December 31, 2027, subject to renewal upon mutual consent by the parties and in compliance with the Listing Rules.

   The travel agency fees payable by us for the services provided by Geely Business will be charged based on a fixed service fee in addition to the cost of air tickets, accommodation and/or other forms of transportation. The fixed service fee is expected to be approximately RMB10 for bookings of train tickets and hotels and approximately RMB12 to RMB18 for bookings of flights depending on the booking method (e.g., via an app, phone or email). The amount of service fee payable by us for each booking is based on prevailing market rates taking into account (i) the channel of booking (online or offline), (ii) the type of flight (international or domestic), (iii) the location of the accommodation, and/or (iv) whether the hotel is within the partnership network of Geely Business, and shall be in line with service fees offered by Geely Business to Independent Third Parties for similar services.

   The annual caps for the service fees payable by us to Geely Business under the Travel Agency Services Framework Agreement for the three years ending December 31, 2027 are RMB19.8 million, RMB25.7 million and RMB30.8 million, respectively. The actual transaction amount for the year ended December 31, 2025 was approximately RMB16.9 million.

2. *Online Ride Hailing Services Framework Agreements*

On April 14, 2025, May 16, 2025, December 19, 2024, April 14, 2025 and January 9, 2025, we entered into online ride hailing services framework agreements with companies controlled by Mr. Li, including Geely Technology Group Co., Ltd. ("**Geely Technology**"), Geely Holding, Zhejiang Mingtai Times Technology Group Co., Ltd. ("**Mingtai Technology**"), Farizon Commercial Vehicle Technology Co., Ltd. ("**Farizon**") and Wuhan Lotus Technology Co., Ltd. ("**Lotus Technology**") (the "**Online Ride Hailing Services Framework Agreements**"), respectively, pursuant to which we will provide Geely Technology and its subsidiaries and 30%-controlled companies (the "**Geely Technology Group**"), Geely Holding and its subsidiaries and 30%-controlled companies (the "**Geely Holding Group**"), Mingtai Technology and its subsidiaries and 30%-controlled companies (the "**Mingtai Technology Group**"), Farizon and its subsidiaries and consolidated affiliated entities (the "**Farizon Group**") and Lotus Technology and its subsidiaries (the "**Lotus Technology Group**") online ride hailing services, and in return, Geely Technology Group, Geely Holding Group, Mingtai Technology Group, Farizon Group and Lotus Technology Group shall pay service fees in accordance with the Online Ride Hailing Services Framework Agreements. The term of the Online Ride Hailing Services Framework Agreements commenced on the Listing Date and will end on December 31, 2027, subject to renewal upon mutual consent by the parties and in compliance with the Listing Rules.

The online ride hailing service fees payable by Geely Technology Group, Geely Holding Group, Mingtai Technology Group, Farizon Group and Lotus Technology Group to us will be charged based on our pricing policy for online ride hailing. The amount of service fees payable by Geely Technology Group, Geely Holding Group, Mingtai Technology Group, Farizon Group and Lotus Technology Group for rides is calculated based on (i) vehicle type, (ii) base fee, (iii) total time of the ride, (iv) travel distance, and (v) extra charges for exceeding a certain distance, and shall be in line with service fees offered by us to Independent Third Parties for similar services.

The annual caps for the total service fees payable by Geely Technology Group, Geely Holding Group, Mingtai Technology Group, Farizon Group and Lotus Technology Group to us under the Online Ride Hailing Services Framework Agreements for the three years ending December 31, 2027 are RMB19.4 million, RMB25.3 million and RMB32.8 million, respectively. The actual transaction amount for the year ended December 31, 2025 was approximately RMB7.2 million.

3. *Vehicle Insurance Service Framework Agreement*

On September 13, 2024, we entered into a vehicle insurance service framework agreement (the "**Vehicle Insurance Service Framework Agreement**") with Union Property and Casualty Insurance Co., Ltd. ("**Union P&C**"), a company in which Geely Holding held approximately 33.3% interest, pursuant to which Union P&C will provide insurance coverage for our vehicles in certain cities as the parties may agree from time to time. The insurance coverage includes compulsory vehicle traffic accident liability insurance and other types of commercial vehicle insurance (e.g. vehicle loss and damage and third-party liability insurance). In return, we shall pay service fees in accordance with the Vehicle Insurance Service Framework Agreement. The term of the Vehicle Insurance Service Framework Agreement commenced on the Listing Date and will end on December 31, 2027, subject to renewal upon mutual consent by the parties and in compliance with the Listing Rules.

The vehicle insurance service fees payable by us to Union P&C will be determined by reference to, among others, prevailing market rates for comparable insurance coverage, the vehicle models being insured, the number of vehicles insured, circumstances relating to any vehicle accidents, and the number of insurance policies and insurance claims made by us in cities within the scope of engagement during the coverage periods. The service fees shall be in line with those charged by Union P&C to Independent Third Parties for similar insurance policies.

The annual caps for the insurance service fees payable by us to Union P&C under the Vehicle Insurance Service Framework Agreement for the three years ending December 31, 2027 are RMB40 million, RMB50 million and RMB50 million, respectively. The actual transaction amount for the year ended December 31, 2025 was approximately RMB18.3 million.

4. *Business and R&D Support Services Framework Agreement*

On December 19, 2024, we entered into a business and R&D support services framework agreement (the "**Business and R&D Support Services Framework Agreement**") with Suzhou Caozhi Automobile Co., Ltd. ("**PBV Co**"), a connected subsidiary of our Company, pursuant to which other members of our Group will provide various business and research and development ("**R&D**") support services, including, but not limited to, business support, marketing services, consulting services, technical consulting services and R&D services to PBV Co, and in return, PBV Co shall pay service fees to other members of our Group in accordance with the Business and R&D Support Services Framework Agreement. The term of the Business and R&D Support Services Framework Agreement commenced on the Listing Date and will end on December 31, 2027, subject to renewal upon mutual consent by the parties and in compliance with the Listing Rules.

The business and R&D support service fees payable by PBV Co to other members of our Group are determined by various factors, including, but not limited to, the nature of services required, the frequency for providing such services and the costs of labor. The service fees will be calculated with reference to the aggregate costs of such services plus a reasonable profit margin of no more than 8%, which is determined with reference to the fees charged by Independent Third Parties for similar services.

The annual cap for the business and R&D support service fees payable by PBV Co to other members of our Group under the Business and R&D Support Services Framework Agreement for each of the three years ending December 31, 2027 is RMB33 million. The actual transaction amount for the year ended December 31, 2025 was approximately RMB27.5 million.

5. *Customer Referral Service Framework Agreement*

On November 6, 2024, we entered into a customer referral service framework agreement (the "**Customer Referral Service Framework Agreement**") with Zhejiang Zhihui Puhua Finance Lease Co., Ltd. ("**Zhejiang Zhihui Puhua**"), a subsidiary of Geely Holding, pursuant to which we agreed to (i) refer eligible purchasers of our CaoCao brand vehicles who have financing needs to Zhejiang Zhihui Puhua, (ii) help collect relevant information and documents (e.g., bank statements and property certificates), conduct identity verification and witness the signing of relevant documents in order to facilitate the credit assessments to be conducted by Zhejiang Zhihui Puhua, and (iii) assist with, amongst others, the license plate application or registration in favor of Zhejiang Zhihui Puhua and purchase or renewal of insurance. In return, Zhejiang Zhihui Puhua will pay us a service fee. We have agreed to be a party to the finance lease agreements between Zhejiang Zhihui Puhua as lessor and the purchasers as lessees to facilitate the finance lease arrangements. The term of the Customer Referral Service Framework Agreement commenced on the Listing Date and will end on December 31, 2027, subject to renewal upon mutual consent by the parties and in compliance with the Listing Rules.

The service fees to be paid by Zhejiang Zhihui Puhua to us is approximately 0.5% to 3% of the purchase amounts of the CaoCao brand vehicles that are subject to finance lease, taking into account the specific finance lease arrangement, the amount of down payment by the purchaser to us, the number of installments and the principal amount of the loan.

The annual caps for the service fees payable by Zhejiang Zhihui Puhua to us under the Customer Referral Service Framework Agreement for the three years ending December 31, 2027 are RMB6.9 million, RMB9.7 million and RMB12.9 million, respectively. The actual transaction amount for the year ended December 31, 2025 was nil.

6. *Vehicle Parts Procurement Framework Agreements*

On September 10, 2024 and April 14, 2025, we entered into vehicle parts procurement framework agreements (the "**Vehicle Parts Procurement Framework Agreements**"), respectively, with Lingwu Automobile Technology (Chongqing) Co., Ltd. ("**Lingwu Automobile Technology**"), a subsidiary of Geely Holding, and Zhejiang Yizhen Automobile Co., Ltd. ("**Yizhen Automobile**"), a company ultimately controlled by Mr. Li, pursuant to which Lingwu Automobile Technology and Yizhen Automobile agreed to supply to us vehicle parts. In return, we shall pay Lingwu Automobile Technology and Yizhen Automobile purchase price for the vehicle parts procured. The term of the Vehicle Parts Procurement Framework Agreements commenced on the Listing Date and will end on December 31, 2027, subject to renewal upon mutual consent by the parties and in compliance with the Listing Rules.

The purchase price payable by us to Lingwu Automobile Technology and Yizhen Automobile will be based on (i) the specific vehicle parts procured (e.g. the corresponding vehicle models of the parts) and (ii) the quantity of vehicle parts procured. In any event, the purchase price payable by us to Lingwu Automobile Technology and Yizhen Automobile shall be no less favorable to us and comparable with the price of the same vehicle parts offered by Lingwu Automobile Technology and Yizhen Automobile to Independent Third Parties.

The annual caps for the purchase amount payable by us to Lingwu Automobile Technology and Yizhen Automobile under the Vehicle Parts Procurement Framework Agreements for the three years ending December 31, 2027 are RMB30 million, RMB35 million and RMB35 million, respectively. The actual transaction amount for the year ended December 31, 2025 was approximately RMB24.7 million.

7. *Technology Service Framework Agreement*

On April 30, 2025, we entered into a technology service framework agreement (the "**Technology Service Framework Agreement**") with Chongqing Ruilan Automobile Research Institute Co., Ltd. ("**Chongqing Ruilan Research Institute**"), which is a subsidiary of Chongqing Ruilan Automobile Technology Co., Ltd. ("**Chongqing Ruilan Automobile Technology**"), a company controlled by Mr. Li, pursuant to which Chongqing Ruilan Research Institute and its subsidiaries (the "**Chongqing Ruilan Research Institute Group**") will provide technology services relating to vehicle optimization and associated technological support to us for the vehicles we deploy, including CaoCao 60 and other existing models (e.g. Maple 80V) as well as future models. Chongqing Ruilan Research Institute Group will also develop new vehicle models for us. In return, we shall pay service fees in accordance with the Technology Service Framework Agreement. The term of the Technology Service Framework Agreement commenced on the Listing Date and will end on December 31, 2027, subject to renewal upon mutual consent by the parties and in compliance with the Listing Rules.

The technology fees payable by us for the services provided by Chongqing Ruilan Research Institute will be determined by factors, including, but not limited to, (i) development costs, (ii) labor costs, (iii) service project management fee, and (iv) additional charge in relation to technology services as applicable, and shall be in line with service fees offered by Chongqing Ruilan Research Institute to Independent Third Parties for similar services.

The annual caps for the service fees payable by us to Chongqing Ruilan Research Institute under the Technology Service Framework Agreement for the three years ending December 31, 2027 are RMB13 million, RMB33 million and RMB23 million, respectively. The actual transaction amount for the year ended December 31, 2025 was approximately RMB8.1 million.

8. *Used Vehicle Sales Framework Agreements*

On October 9, 2024 and September 14, 2024, we entered into used vehicle sales framework agreements (the "**Used Vehicle Sales Framework Agreements**"), respectively, with (i) Anhui Jifeng Recycling Technology Industry Co., Ltd. ("**Anhui Jifeng**"), a subsidiary of Zhejiang Jidi and (ii) Zhejiang Jixin Resource Recycling Technology Co., Ltd. ("**Zhejiang Jixin**"), a subsidiary of Geely Holding, pursuant to which Anhui Jifeng and Zhejiang Jixin agree to procure from us certain used vehicles if we are unable to find suitable purchasers for such vehicles, and in return, Anhui Jifeng and Zhejiang Jixin shall pay us purchase price for the vehicles in accordance with the Used Vehicle Sales Framework Agreements. The term of the Used Vehicle Sales Framework Agreements commenced on the Listing Date and will end on December 31, 2027, subject to renewal upon mutual consent by the parties and in compliance with the Listing Rules.

The purchase price will be determined with reference to a number of factors, including, but not limited to, the vehicle's model, condition of the vehicle and year of manufacture. The purchase price payable by Anhui Jifeng and Zhejiang Jixin to us shall be comparable with the price payable by Independent Third Parties to us for similar used vehicles.

The annual cap for the purchase amount payable by Anhui Jifeng and Zhejiang Jixin to us under the Used Vehicle Sales Framework Agreements for each of the three years ending December 31, 2027 is RMB126 million. The actual transaction amount for the year ended December 31, 2025 was approximately RMB98.1 million.

9. *Battery Sales Framework Agreement*

On March 13, 2025, we entered into a battery sales framework agreement (the "**Battery Sales Framework Agreement**") with Hangzhou Yineng Battery Management Technology Co., Ltd. ("**Hangzhou Yineng**"), a subsidiary of Geely Holding, pursuant to which we will sell batteries for vehicles with battery swap capability to Hangzhou Yineng, and in return, Hangzhou Yineng shall pay purchase price for the batteries purchased in accordance with the Battery Sales Framework Agreement. Hangzhou Yineng may enter into finance lease agreements to finance their purchases of the batteries, in which case we agree to be a party to such agreements where needed to facilitate the finance lease arrangements. The term of the Battery Sales Framework Agreement commenced on the Listing Date and will end on December 31, 2027, subject to renewal upon mutual consent by the parties and in compliance with the Listing Rules.

The selling price of batteries to Hangzhou Yineng will be charged based on the purchase costs of the batteries of the purpose-built vehicles with battery swap capability.

The annual cap for the purchase amount payable by Hangzhou Yineng to us under the Battery Sales Framework Agreement for each of the three years ending December 31, 2027 is RMB116.8 million. The actual transaction amount for the year ended December 31, 2025 was nil.

10. *Marketing Service Framework Agreement*

On November 20, 2025, the Company entered into a marketing service framework agreement (the "**Marketing Service Framework Agreement**") with YiYi Power Company Limited ("**YiYi Power**"), a subsidiary of Geely Holding, for a term of three years from January 1, 2026 to December 31, 2028, pursuant to which the Group will provide certain marketing services to YiYi Power and/or its associates in relation to the promotion and user acquisition for battery swapping services operated in the PRC by YiYi Power and/or its associates.

Service fees payable by YiYi Power and/or its associates to the Group will be determined with reference to: (i) labor costs; (ii) campaign preparation and subsidies; (iii) project management expenses; and (iv) other marketing service-related costs.

The annual cap for the service fees payable by YiYi Power and/or its associates to the Group under the Marketing Service Framework Agreement for each of the three years ending December 31, 2028 is RMB6.5 million. The actual transaction amount for the year ended December 31, 2025 was approximately RMB2.9 million, which falls within the de minimis threshold under Rule 14A.76(1)(a) of the Listing Rules.

Non-exempt Continuing Connected Transactions

11. *Vehicle Procurement Framework Agreements*

On April 30, 2025, April 14, 2025 and May 22, 2025, we entered into vehicle procurement framework agreements (the "**Vehicle Procurement Framework Agreements**"), respectively, with Chongqing Ruilan Automobile Sales Co., Ltd. ("**Chongqing Ruilan Automobile Sales**"), a subsidiary of Chongqing Ruilan Automobile Technology, Zhejiang Yizhen Automobile Sales Co., Ltd. ("**Yizhen Automobile Sales**"), a company controlled by Mr. Li, and Lingji Automobile Trading Co., Ltd. ("**Lingji Automobile**"), a subsidiary of Geely Holding, pursuant to which (i) Chongqing Ruilan Automobile Sales will sell to us purpose-built vehicles and Robotaxi vehicles, (ii) Yizhen Automobile Sales will sell us vehicles under the LEVC brand and (iii) Lingji Automobile will sell us methanol-battery hybrid vehicles, Link Z10 vehicles, Galaxy L6 EM-i vehicles and other vehicles as may be procured by us based on the needs of our business operation, and in return, we shall pay Chongqing Ruilan Automobile Sales, Yizhen Automobile Sales and Lingji Automobile purchase price for the vehicles purchased. The term of the Vehicle Procurement Framework Agreements commenced on the Listing Date and will end on December 31, 2027, subject to renewal upon mutual consent by the parties and in compliance with the Listing Rules.

The purchase price payable by our Group for the purchase of Maple 80V from Chongqing Ruilan Automobile Sales and LEVC TX5 from Yizhen Automobile Sales will be based on (i) the model and specifications of the vehicles procured, (ii) the hardware to be installed in the vehicles, and (iii) number of vehicles ordered.

The purchase price payable by our Group for the purchase of methanol-battery hybrid vehicles, Galaxy L6 EM-i vehicles and any other vehicles we may procure based on the needs of our business operation from Lingji Automobile will be based on (i) the model and specifications of the vehicles procured and (ii) number of vehicles ordered.

The purchase price payable by our Group for the purchase of Link Z10 vehicles from Lingji Automobile and Robotaxi vehicles from Chongqing Ruilan Automobile Sales will be based on (i) the model and specifications of the vehicles procured, (ii) the hardware to be installed in the vehicles and (iii) number of vehicles ordered.

The purchase price payable by PBV Co to Chongqing Ruilan Automobile Sales for the purchase of vehicles under the CaoCao brand (including CaoCao 60) shall be determined by cost plus a reasonable profit margin of no more than 5%.

The annual caps for the purchase amount payable by us (including PBV Co and other members of our Group) to Chongqing Ruilan Automobile Sales, Yizhen Automobile Sales and Lingji Automobile under the Vehicle Procurement Framework Agreements for the three years ending December 31, 2027 are RMB3,746.7 million, RMB5,060.6 million and RMB6,867.8 million, respectively. The actual transaction amount for the year ended December 31, 2025 was approximately RMB1,486.6 million.

12. *PBV Vehicle Procurement Framework Agreement*

On December 19, 2024, we entered into a vehicle procurement framework agreement (the "**PBV Vehicle Procurement Framework Agreement**") with PBV Co, pursuant to which PBV Co will sell CaoCao brand purpose-built vehicles managed by it exclusively to other members of our Group, and in return, we shall pay PBV Co purchase price for the vehicles purchased. The term of the PBV Vehicle Procurement Framework Agreement commenced on the Listing Date and will end on December 31, 2027, subject to renewal upon mutual consent by the parties and in compliance with the Listing Rules.

The purchase price payable by other members of our Group for the purchase of vehicles under the CaoCao brand from PBV Co will be based on (i) the purchase price of such vehicles paid by PBV Co to Chongqing Ruilan Automobile Sales, (ii) whether the vehicles purchased from PBV Co have built-in batteries, (iii) the expenses of PBV Co spent on the design, development and marketing of the purpose-built vehicles, (iv) the expenses for the operation of the CaoCao brand, (v) the number of vehicles to be procured; and (vi) a profit margin of no more than 10%.

The annual caps for the purchase price payable by other members of our Group to PBV Co under the PBV Vehicle Procurement Framework Agreement for the three years ending December 31, 2027 are RMB1,388.5 million, RMB1,044.7 million and RMB1,184.1 million, respectively. The actual transaction amount for the year ended December 31, 2025 was approximately RMB799.7 million.

13. *Battery Services Framework Agreements*

On March 13, 2025 and April 30, 2025, we entered into battery services framework agreements with Hangzhou Yineng and Chongqing Ruilan Automobile Sales (the "**Battery Services Framework Agreements**"), respectively, pursuant to which Hangzhou Yineng and Chongqing Ruilan Automobile Sales will provide battery and ancillary services whereby batteries are leased to us, and in return, we shall pay service fees in accordance with the Battery Services Framework Agreements. The term of the Battery Services Framework Agreements commenced on the Listing Date and will end on December 31, 2027, subject to renewal upon mutual consent by the parties and in compliance with the Listing Rules.

The battery service fees payable by us for the battery services provided by Hangzhou Yineng and Chongqing Ruilan Automobile Sales will be charged based on the prevailing market rates and shall be in line with service fees offered by Hangzhou Yineng and Chongqing Ruilan Automobile Sales to Independent Third Parties for the leasing of batteries with similar capacity and output. A discount on the battery service fees will be applied for bulk orders.

The annual caps for service fees payable by us to Hangzhou Yineng and Chongqing Ruilan Automobile Sales under the Battery Services Framework Agreements for the three years ending December 31, 2027 are RMB293.4 million, RMB324 million and RMB351.7 million, respectively. The actual transaction amount for the year ended December 31, 2025 was approximately RMB245.1 million.

Annual Review by the Independent Non-executive Directors and the Auditor

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

(a) in the ordinary and usual course of business of the Group;

(b) on normal commercial terms or better; and

(c) in accordance with the relevant agreements governing them on terms that were fair and reasonable and in the interests of the Company and the Shareholders as a whole.

The Auditor has performed the relevant procedures regarding the continuing connected transactions in accordance 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 Hong Kong Institute of Certified Public Accountants. The Auditor has issued an unqualified letter containing its findings and conclusions in respect of the continuing connected transactions disclosed by the Group in this annual report in accordance with Rule 14A.56 of the Listing Rules.

The Auditor has confirmed in a letter to the Board of Directors with respect to the aforesaid continuing connected transactions entered into during the Reporting Period:

(a) nothing has come to the Auditor's attention that causes the Auditor to believe that the disclosed continuing connected transactions have not been approved by the Company's Board of Directors;

(b) for transactions involving the provision of goods or services by the Group, nothing has come to the Auditor's attention that causes the Auditor to believe that the continuing connected transactions were not, in all material respects, in accordance with the pricing policies of the Group;

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

(d) nothing has come to the Auditor's attention that causes the Auditor to believe that such continuing connected transactions have exceeded the annual caps as set by the Company.

Other Connected Transactions

1. Provision of Financial Assistance to PBV Co

On August 26, 2025, Hangzhou Youxing and Suzhou Geely Youxing, each a Consolidated Affiliated Entity, entered into a guarantee agreement with PBV Co, pursuant to which Hangzhou Youxing and Suzhou Geely Youxing agreed to provide joint liability guarantee of no more than RMB90 million for the due performance of the repayment obligations of PBV Co to a bank under a loan facility agreement. The bank granted to PBV Co a credit facility of not more than RMB90 million for a period of one year. The guarantee under the guarantee agreement is valid for three years following the maturity of each individual loan under the loan facility agreement. The Company will charge a guarantee fee at a rate of not more than 0.5% per annum for the guarantee, which is estimated to be not more than RMB0.45 million per annum.

As PBV Co is owned as to 55% by Suzhou Youxing, an indirect wholly-owned subsidiary of the Company, and 45% by Chongqing Ruilan Automobile Technology, a company controlled by Mr. Li, PBV Co is a connected subsidiary of the Company. The provision of guarantee to PBV Co constitutes a connected transaction of the Company, and is subject to the reporting and announcement requirements but is exempted from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

2. Provision of Research and Development Services to Intelligent Transportation Technology Innovation

On August 26, 2025, Suzhou Geely Youxing, a Consolidated Affiliated Entity, entered into a technology development agreement with Zhejiang Green Intelligent Transportation Technology Innovation Co., Ltd. ("**Intelligent Transportation Technology Innovation**"), pursuant to which Suzhou Geely Youxing agreed to conduct research and development of Robotaxi autopilot service platform for Intelligent Transportation Technology Innovation for a total consideration of RMB44,970,000.

Intelligent Transportation Technology Innovation is a wholly-owned subsidiary of Geely Holding, and is therefore a connected person of the Company. The provision of research and development services under the technology development agreement constitutes a connected transaction of the Company, and is subject to the reporting and announcement requirements but is exempted from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

3. Acquisition of Entire Equity Interest in Weixing Technology

On December 30, 2025, Hangzhou Youxing, a Consolidated Affiliated Entity, entered into (i) a share purchase agreement with Zhejiang Jidi, and (ii) a share purchase agreement with Mercedes-Benz Mobility Services GmbH ("**Mercedes-Benz Mobility**") and Geely Holding, pursuant to which Hangzhou Youxing agreed to acquire a 50% equity interest in Weixing Technology from each of Zhejiang Jidi and Mercedes-Benz Mobility, for an aggregate cash consideration of RMB225,000,000. After the completion of the acquisition on January 27, 2026, Weixing Technology has become a wholly-owned subsidiary of Hangzhou Youxing.

As Mr. Li directly owns 91% equity interest in Zhejiang Jidi and 82.23% equity interest in Geely Holding, each of Zhejiang Jidi and Geely Holding is a connected person of the Company. The acquisition constitutes a connected transaction of the Company, and is subject to the reporting and announcement requirements but is exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

4. Acquisition of Entire Equity Interest in Geely Business

On December 30, 2025, Suzhou Youxing, an indirect wholly-owned subsidiary of the Company, entered into a share purchase agreement with Geely Holding and Geely Business, pursuant to which Suzhou Youxing agreed to acquire, and Geely Holding agreed to sell, the entire equity interest in Geely Business for a cash consideration of RMB65,000,000. After the completion of the acquisition on March 24, 2026, Geely Business has become an indirect wholly-owned subsidiary of the Company.

As Mr. Li directly owns 82.23% equity interest in Geely Holding, Geely Holding is a connected person of the Company. The acquisition constitutes a discloseable and connected transaction of the Company, and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules and the reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

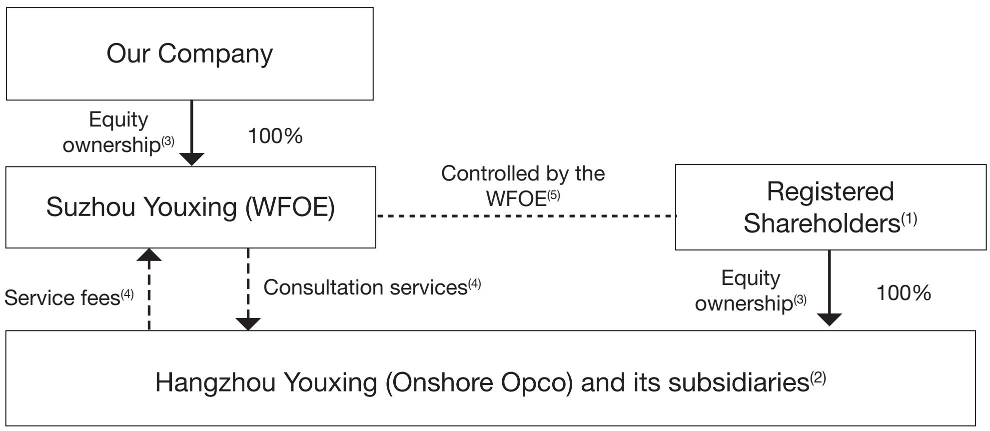
The Company has complied with the disclosure requirements under Chapter 14A of the Listing Rules with respect to the connected transactions and continuing connected transactions entered into by the Group during the Reporting Period.

Contractual Arrangements

Reasons for Adopting the Contractual Arrangements

Due to foreign investment restrictions under PRC laws and for the purpose of complying with privacy and data security regulations under the PRC laws, our Company is restricted from holding or owning any direct equity interest in our Consolidated Affiliated Entities conducting our businesses. Rather, we control these entities through Contractual Arrangements, through which we are able to derive substantially all economic benefits enjoyed by the Registered Shareholders from our Consolidated Affiliated Entities. Please refer to pages 227 to 237 of the Prospectus for further details.

The following simplified diagram illustrates the flow of economic benefits from our Consolidated Affiliated Entities to our Group under the Contractual Arrangements:



Notes:

(1) Hangzhou Youxing is owned by Zhejiang Jidi, Geely Holding, Xiangcheng Xiangxing VC, Oceanpine Marvel, ABC International Investment (Suzhou) Co., Ltd. ("**ABC Investment (Suzhou)**"), Zhejiang Paradise Silicon-valley Tiansheng Equity Investment Partnership (Limited Partnership)("**Paradise Silicon-valley Tiansheng**"), Longqi Xinglu (Hangzhou) Investment Management Partnership (Limited Partnership) ("**Longqi Xinglu**"), Dongwu Innovation Capital Management Co., Ltd. ("**Dongwu Innovation**") and Tongxiang Zhejiang Merchant Wuzhen No. 1 Internet Industry Investment Partnership (Limited Partnership)("**Tongxiang Wuzhen Fund I**") (collectively, the "**Registered Shareholders**") as to approximately 69.9%, 13.9%, 7.4%, 4.3%, 1.6%, 1.3%, 0.7%, 0.5% and 0.3%, respectively. Longqi Xinglu, Xiangcheng Xiangxing VC, Tongxiang Wuzhen Fund I and Paradise Silicon-valley Tiansheng are hereinafter collectively referred to as "**Limited Partnership Registered Shareholders**". ABC Investment (Suzhou), Oceanpine Marvel and Dongwu Innovation are hereinafter collectively referred to as "**Corporate Registered Shareholders**".

(i) Zhejiang Jidi is directly owned as to 91% and 9% by Mr. Li and Mr. Xingxing Li (son of Mr. Li), respectively.

(ii) Geely Holding is directly owned as to 82.23%, 9.71% and 8.06% by Mr. Li, Ningbo Yima Enterprise Management Partnership (Limited Partnership) (a company controlled by Mr. Li and his associates) and Mr. Xingxing Li (son of Mr. Li), respectively.

(iii) Xiangcheng Xiangxing VC is a limited partnership whose general partner is Suzhou Xiangcheng Venture Capital Co., Ltd., which is indirectly and wholly owned by Suzhou Xiangcheng District People's Government State owned Assets Supervision and Administration Office.

(iv) Oceanpine Marvel is wholly owned by SanJohn Investment Fund, the manager of which is SanJohn Capital Limited, a Hong Kong company which is owned by Mr. Lizhong Chen.

(v) ABC Investment (Suzhou) is indirectly and wholly owned by Agricultural Bank of China Limited, a company listed on the Stock Exchange (stock code: 1288) and the Shanghai Stock Exchange (stock code: 601288).

(vi) Paradise Silicon-valley Tiansheng is a limited partnership whose general partner is wholly owned by Paradise Silicon-valley Venture Capital Group Co., Ltd., which is majority-owned by Silicon Paradise Industry Group Co. Ltd., a company listed on the National Equities Exchange and Quotations (stock code: 833044).

(vii) Longqi Xinglu is a limited partnership whose general partner is Hangzhou Longqi Investment Management Co. Ltd., which is majority-owned by Mr. Jian Lin.

(viii) Dongwu Innovation is wholly owned by Soochow Securities Co., Ltd., a company listed on the Shanghai Stock Exchange (stock code: 601555).

(ix) Tongxiang Wuzhen Fund I is a limited partnership whose general partner is Tongxiang Zhejiang Merchant Wuzhen Internet Industry Investment Management Co. Ltd., which is majority-owned by Zhejiang Merchant Venture Capital Co., Ltd., a company listed on the National Equities Exchange and Quotations (stock code: 834089).

(2) These constitute our Consolidated Affiliated Entities.

(3) "→" denotes direct legal and beneficial ownership in the equity interests. WFOE is an indirect wholly-owned subsidiary of our Company.

(4) "——->" denotes contractual relationship.

(5) "——-" denotes the control exercised by the WFOE over the Registered Shareholders and Hangzhou Youxing through (i) powers of attorney to exercise all shareholders' rights in Hangzhou Youxing, (ii) exclusive options to acquire all or part of the equity interests in Hangzhou Youxing, and (iii) equity pledges over the equity interests in Hangzhou Youxing.

The Consolidated Affiliated Entities are primarily engaged in the operation of online ride hailing service. For the year ended December 31, 2025, the revenue of the Consolidated Affiliated Entities amounted to approximately RMB19,225 million, representing approximately 95.2% of the revenue of the Group. As at December 31, 2025, the total assets of the Consolidated Affiliated Entities amounted to RMB4,219 million, representing approximately 81.9% of the total assets of the Group.

There was no material change in the Contractual Arrangements and/or the circumstances under which they were adopted for the year ended December 31, 2025, and none of the Contractual Arrangements had been unwound because none of the restrictions that led to the adoption of the Contractual Arrangements had been removed.

Summary of the material terms of the Contractual Arrangements

A description of each of the specific agreements that comprise the Contractual Arrangements is set out below.

Business Cooperation Agreement

Under the business cooperation agreement dated April 10, 2024 (as supplemented by the joinder agreement dated July 12, 2024 signed by Oceanpine Marvel), entered into between the WFOE, Hangzhou Youxing and the Registered Shareholders (the "**Business Cooperation Agreement**"), without the prior written approval from the WFOE, the Registered Shareholders shall not request or procure Hangzhou Youxing to enter into transactions that may affect the assets, business, personnel, obligations, rights or operations of Hangzhou Youxing, including, but not limited to, (i) carrying out any activity outside which is outside the current scope of business or operate in a manner that is not consistent with past practice, (ii) disposal, acquisition or otherwise dealing in any assets or rights (including, but not limited to, intellectual properties) with third parties, (iii) the provision of any security or guarantee in favour of any third party or the creation of any encumbrances in relation to its assets or intellectual rights.

In addition, under the Business Cooperation Agreement, the WFOE also has the right to appoint or terminate the appointment of the directors (including executive directors), general managers, financial controllers and other senior managers of Hangzhou Youxing and the Registered Shareholders shall fully cooperate to give effect to the appointment or termination. Further, the WFOE has the right to inspect Hangzhou Youxing's financial accounts from time to time. Hangzhou Youxing agrees to cooperate with the WFOE and its shareholders (including the Company) with respect to the auditing of Hangzhou Youxing's financial accounts. Hangzhou Youxing agrees to deliver certificates relevant to its operations and official seals upon the request of WFOE for safekeeping by the WFOE's finance department, and undertakes to use the relevant certificates and official seals only with the WFOE's consent and in accordance with its internal guidance. The Registered Shareholders also undertake that any dividend, distribution or any other gain or benefit in any form received from Hangzhou Youxing shall be gifted or transferred for free to the WFOE or its designated party unconditionally.

The Business Cooperation Agreement will remain effective for ten years and will be automatically renewed for another ten years unless the WFOE objects to such renewal within 30 days' prior to its expiry.

Exclusive Technical Consulting Services Agreement

Under the exclusive technical consulting services agreement dated April 10, 2024 (as supplemented by the joinder agreement dated July 12, 2024 signed by Oceanpine Marvel), entered into between the WFOE and Hangzhou Youxing (the "**Exclusive Technical Consulting Services Agreement**"), the WFOE has the exclusive right to provide Hangzhou Youxing and its subsidiaries with comprehensive business and technical support and related consulting services, including, but not limited to the following:

(i) researching and developing relevant software and technology based on the business needs of the Hangzhou Youxing;

(ii) researching, designing, monitoring and debugging on Hangzhou Youxing's computer network equipment and mobile applications;

(iii) providing technical training and support to the employees of Hangzhou Youxing;

(iv) providing maintenance, security, testing and repair services to Hangzhou Youxing's internet systems;

(v) providing hardware and software procurement consulting services;

(vi) providing market development and marketing services in relation to the application software;

(vii) providing industry consulting and product development services;

(viii) providing business cooperation opportunities in relation to customers, business partners, and relevant market information;

(ix) providing relevant technical consulting, technical services, business consulting, market consulting, management consulting and services, system integration, product research and system maintenance services required by Hangzhou Youxing;

(x) granting Hangzhou Youxing the authorization to use WFOE's intellectual property;

(xi) providing financial, personnel management and other services;

(xii) offering equipment and asset leasing, transfer, and disposal services; and

(xiii) providing other services required for the business operation of Hangzhou Youxing that WFOE possesses the relevant qualifications and capabilities to provide.

Without the WFOE's prior written consent, Hangzhou Youxing shall not accept any services that are the same or similar to those under the Exclusive Technical Consulting Services Agreement from any third party. Hangzhou Youxing agreed to pay service fees based on the cost of services with a mark-up determined by the WFOE based on actual business conditions of Hangzhou Youxing on a quarterly basis to the WFOE within 10 business days upon receipt of the service fees invoice setting out the basis of calculation. Specifically, the mark-up shall be determined by the WFOE after taking into account the actual business conditions and the following factors: the complexity of the services, the cost of time spent by employees of WFOE, the commercial value and specific content of the services, the market price of similar services, the business conditions of Hangzhou Youxing, and the amount of costs and expenses that is necessary to be retained by Hangzhou Youxing. The WFOE owns the intellectual property rights arising out of the services performed under the Exclusive Technical Consulting Services Agreement. It is agreed that certain intellectual property rights designated by the WFOE shall be registered under Hangzhou Youxing's name to accommodate its business needs, and Hangzhou Youxing agrees to transfer these intellectual property rights to the WFOE upon its request free of charge or at the lowest consideration permitted by relevant laws.

The Exclusive Technical Consulting Services Agreement will remain effective for ten years and will be automatically renewed for another ten years unless the WFOE objects to such renewal within 30 days' prior to its expiry.

Exclusive Call Option Agreement

Under the exclusive call option agreement dated April 10, 2024 (as supplemented by the joinder agreement dated July 12, 2024 signed by Oceanpine Marvel), entered into between the WFOE, Hangzhou Youxing and the Registered Shareholders (the "**Exclusive Call Option Agreement**"), the Registered Shareholders irrevocably granted the WFOE or any third party designated by the WFOE an irrevocable and exclusive option to purchase all or part of their respective equity interests in Hangzhou Youxing or the assets and business of Hangzhou Youxing at the WFOE's option upon occurrence of the following circumstances, at the consideration of RMB1 or the lowest consideration permitted by PRC laws, including, but not limited to:

(i) the WFOE or its direct or indirect controlling shareholders is permitted to conduct or hold Hangzhou Youxing's business under PRC laws;

(ii) the Registered Shareholders are no longer suitable to be or capable of being the shareholders of Hangzhou Youxing;

(iii) dissolution, liquidation or bankruptcy of the Registered Shareholders;

(iv) violation of any provisions of the agreements under the Contractual Arrangements by the Registered Shareholders; or

(v) the WFOE requests the Registered Shareholders to transfer their equity interests in Hangzhou Youxing to the WFOE or the third party designated by it by giving 15 business days' advance written notice.

The Registered Shareholders shall, subject to the relevant PRC laws and regulations, return to WFOE any consideration they receive in the event that WFOE exercises the options under the Exclusive Call Option Agreement to acquire equity interest in Hangzhou Youxing or the assets of Hangzhou Youxing.

The Exclusive Call Option Agreement will remain effective until it is terminated by the WFOE with 30 days' advance written notice or all equity interests in or assets of Hangzhou Youxing are transferred to the WFOE or the third party designated by it.

Equity Pledge Agreement

Under the equity pledge agreement dated April 10, 2024 (as supplemented by the joinder agreement dated July 12, 2024 signed by Oceanpine Marvel), entered into between the WFOE, Hangzhou Youxing and the Registered Shareholders (the "**Equity Pledge Agreement**"), each of the Registered Shareholders pledged all its equity interest in Hangzhou Youxing in favour of the WFOE to guarantee the performance of its obligations under the Contractual Arrangements. If any of the Registered Shareholders or Hangzhou Youxing breaches any obligations under the Contractual Arrangements, the WFOE, as pledgee, will be entitled to exercise the pledges upon giving reasonable notice. The pledges under the Equity Pledge Agreement constitute first-priority security interests in the pledged equity interests. Each of the Registered Shareholders agreed that before its obligations under the Contractual Arrangements are discharged it will not transfer the pledged equity interest or create or permit to exist any security interest or other encumbrance on the pledged equity interest without the prior written consent of the WFOE.

The Equity Pledge Agreement will remain effective until all obligations of the Registered Shareholders and Hangzhou Youxing under the Contractual Arrangements are fully fulfilled. The Registered Shareholders completed the registration of the Equity Pledge Agreement in November 2024 and December 2024.

Shareholders' Rights Entrustment Agreement

Under the shareholders' rights entrustment agreement dated April 10, 2024 (as supplemented by the joinder agreement dated July 12, 2024 signed by Oceanpine Marvel), entered into between the WFOE, Hangzhou Youxing and the Registered Shareholders (the "**Shareholders' Rights Entrustment Agreement**"), each Registered Shareholder irrevocably authorized the WFOE (including its successors and any liquidator), any person designated by the WFOE or the Company's board of Directors to exercise its shareholder rights (but excluding any person who is not independent or whose authorization may give rise to a conflict of interest), including, but not limited to, the right to propose and attend shareholder meetings, the right to vote on all matters subject to discussions and resolutions by shareholders (including, but not limited to, the appointment of directors, supervisors, general manager, deputy general manager, finance director and other members of senior management, capital reduction, liquidation and distribution of residual assets) and the right to decide the sale, transfer, pledge, disposal or dealing of all or part of the equity interest held by the Registered Shareholder.

The Shareholders' Rights Entrustment Agreement is irrevocable and will remain in force until it is terminated by the WFOE with 30 days' advance written notice or the WFOE has completed purchase all of the equity interests in or assets and business of Hangzhou Youxing pursuant to the Exclusive Call Option Agreement.

Letters of Undertakings

Under the letters of undertakings dated April 10, 2024, given by Mr. Li and Mr. Xingxing Li (the "**Individual Letters of Undertakings**"), each signing individual shareholder has separately irrevocably undertaken that, in the event of his death, loss of capacity, divorce or any other event that could affect his direct or indirect exercise of shareholder rights in Hangzhou Youxing, his successor, guardian, creditor, spouse or any other person that may have any claim of right or interest in the relevant equity interest in Hangzhou Youxing will not engage in any act that may affect the ability of him, his holding entities or Hangzhou Youxing to perform their obligations under the Contractual Arrangements.

Each signing individual shareholder further undertook, among others, that:

(i) his spouse has no ownership interest in the equity interest beneficially owned by him in Hangzhou Youxing and has no influence on his management of Hangzhou Youxing or shareholder resolutions with respect to Hangzhou Youxing.

(ii) he will not, and will procure his holding entities and directors thereof acting on his behalf not to, require or instruct his holding entities to sell, transfer, pledge, dispose of or create any security interest or encumbrance in the relevant equity interest in Hangzhou Youxing or Hangzhou Youxing's material business or revenue without the WFOE's prior written consent.

(iii) he will not engage in any act or omission that may lead to any conflict of interest between his holding entities, the WFOE and Hangzhou Youxing and its subsidiaries and, if such conflict of interest arises, follow the WFOE's instructions to eliminate such conflict of interest.

Under the letters of undertakings dated April 10, 2024 or July 12, 2024 (as the case may be), given by general partners of the Limited Partnership Registered Shareholders and the controlling shareholders of Corporate Registered Shareholders (the "**Controller Letters of Undertakings**"), each of them has separately undertaken, among others, that:

(i) it will procure the Limited Partnership Registered Shareholders/Corporate Registered Shareholders to comply with the Contractual Arrangements, in particular the Exclusive Call Option Agreement, Shareholders' Rights Entrustment Agreement and Equity Pledge Agreement in connection with any sale, transfer, pledge or disposal of equity interest in Hangzhou Youxing or Hangzhou Youxing's assets, business, profit and income;

(ii) it will not require or instruct the Limited Partnership Registered Shareholders/Corporate Registered Shareholders to sell, transfer, pledge, dispose of, or create any security interest or encumbrance in equity interest in Hangzhou Youxing; or

(iii) it will not engage in any act or omission that could lead to any conflict of interest between the Limited Partnership Registered Shareholders/Corporate Registered Shareholders, the WFOE (including its shareholders), Hangzhou Youxing and its subsidiaries and, if the WFOE reasonably believes that such conflict of interest has arisen, to follow and procure the Limited Partnership Registered Shareholders/Corporate Registered Shareholders to follow the WFOE's instructions to eliminate such conflict of interest.

Confirmation from the spouses of the Registered Shareholders

The spouse of each of Mr. Li and Mr. Xingxing Li signed a spousal consent letter dated April 10, 2024 (the "**Spousal Consent Letters**"). Under the Spousal Consent Letters, each signing spouse acknowledged, recognized and unconditionally and irrevocably agreed that the equity interest beneficially owned by her spouse in Hangzhou Youxing was personal property of her spouse, does not constitute joint or common marital property and should be disposed of in accordance with the Contractual Arrangements. Each signing spouse undertook not to claim the equity interest as part of her own property or joint or common martial property or participate in Hangzhou Youxing's management or matters subject to shareholder resolutions. Each signing spouse further undertook not to engage in any conduct that is inconsistent with the Contractual Arrangements and, in the event that she acquires any equity interest in Hangzhou Youxing, to be bound by the Contractual Arrangements, including the same obligations as those of the Registered Shareholders thereunder, and execute agreements equivalent to the Contractual Arrangements at the WFOE's request.

Applicable Laws and Regulations on Foreign Investment

Pursuant to applicable PRC laws and regulations, foreign investors are restricted or prohibited from holding equity interest in entities conducting certain restricted and prohibited businesses. In accordance with the Special Administrative Measures (Negative List) for the Access of Foreign Investment (2024) (外商投資准入特別管理措施(負面清單) (2024)), provision of value-added telecommunications services falls within the "restricted" category, and foreign investors are generally not allowed to own more than 50% of the equity interest in a value-added telecommunication service provider except for those engaged in e-commerce businesses, domestic multi-party communications services businesses, store-and-forward businesses and call center businesses, which may be 100% owned by foreign investors.

Article 10 of the Regulations for the Administration of Foreign-Invested Telecommunications Enterprises (2016 Revision) (外商投資電信企業管理規定(2016 修訂)) (the "**FITE Regulations**") further provided that a major foreign investor of a value-added telecommunication service provider that operates certain value-added telecommunications services in China must possess prior experience in, and a proven track record of good performance of, operating value-added telecommunication businesses and satisfy other qualification requirements as given in the FITE Regulations (the "**Qualification Requirements**").

On March 29, 2022, the State Council issued the Decision to Amend and Abolish Certain Administrative Regulations《國務院關於修改和廢止部分行政法規的決定》, which made amendments to the FITE Regulations. Pursuant to the amended FITE Regulations which took effect on May 1, 2022, the Qualification Requirements for major foreign investors to possess prior experience in, and a proven track record of good performance of, operating value-added telecommunication business set out in the FITE Regulations were removed.

Risks Relating to the Contractual Arrangements

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

(i) If the PRC government finds that the agreements that establish the structure for operating certain of our operations in China do not comply with PRC laws and 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 the nullification of the Contractual Arrangements or be forced to relinquish our interests in those operations.

(ii) We rely on Contractual Arrangements with our Consolidated Affiliated Entities and their Registered Shareholders for our business operations, which may not be as effective as direct ownership in providing operational control.

(iii) Any failure by our Consolidated Affiliated Entities or the Registered Shareholders to perform their obligations under our Contractual Arrangements with them would have a material and adverse effect on our business.

(iv) Contractual Arrangements in relation to our Consolidated Affiliated Entities may be subject to scrutiny by the PRC tax authorities and they may determine that we or our Consolidated Affiliated Entities owe additional taxes, which could negatively affect our financial condition and the value of the Shareholders' investment.

(v) We may lose the ability to use and enjoy assets held by our Consolidated Affiliated Entities that are material to the operation of certain portion of our business if the entity goes bankrupt or becomes subject to a dissolution or liquidation proceeding.

(vi) Uncertainties exist with respect to the interpretation and implementation of the PRC Foreign Investment Law and how it may impact the viability of our current corporate structure, corporate governance and business operations.

(vii) We may rely on dividends paid by our WFOE to fund cash and financing requirements. Any limitation on the ability of our WFOE to pay dividends to us could have a material adverse effect on our ability to conduct our business and to pay dividends to holders of our Shares.

(viii) The Registered Shareholders of Hangzhou Youxing may have potential conflicts of interest with us.

Further details of these risks are set out in "Risk Factors — Risks Relating to our Corporate Structure" in the Prospectus.

Actions Taken by the Group to Mitigate the Risks relating to the Contractual Arrangements

Our Group has adopted the following measures to ensure legal and regulatory compliance and to ensure the sound and effective operation of our Group (including our Consolidated Affiliated Entities) and the implementation of the Contractual Arrangements:

(i) as part of the internal control measures, major issues arising from implementation of the Contractual Arrangements will be submitted to our Board, if necessary, for review and discussion on an occurrence basis;

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

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

(iv) if necessary, legal advisors and/or other professionals will be retained to assist our Group to deal with specific issues arising from the Contractual Arrangements and to ensure that the operation and implementation of the Contractual Arrangements as a whole will comply with applicable laws and regulations.

Listing Rules Implications and Waivers from the Stock Exchange

The transactions contemplated under the Contractual Arrangements constitute continuing connected transactions of our Company under the Listing Rules upon Listing as Geely Holding and Zhejiang Jidi are connected persons of our Group.

The Stock Exchange has granted to the Company a waiver from strict compliance with (i) the announcement, circular and independent shareholders' approval requirements pursuant to Rule 14A.105 of the Listing Rules, (ii) the requirement to limit the term to three years or less under Rule 14A.52 of the Listing Rules, and (iii) the requirement to set annual caps under Rule 14A.53 of the Listing Rules, for so long as our Shares are listed on the Stock Exchange subject to the following conditions:

(i) save as described below, no change to the Contractual Arrangements (including with respect to any fees payable to the WFOE thereunder) will be made without the approval of our independent non-executive Directors;

(ii) save as described below, no change to the agreements governing the Contractual Arrangements will be made without the approval of our independent Shareholders;

(iii) the Contractual Arrangements shall continue to enable our Group to receive the economic benefits derived by the Consolidated Affiliated Entities;

(iv) the Contractual Arrangements may be renewed and/or reproduced without an announcement, circular, or obtaining the approval of our Shareholders (i) upon the expiry of the existing arrangements, (ii) in connection with any changes to the shareholders or directors of, or of their shareholdings in, the Consolidated Affiliated Entities, or (iii) in relation to any existing, new or acquired wholly foreign-owned enterprise or operating company (including branch company) engaging in a business similar or relating to those of our Group. Any such renewed or reproduced agreements will be on substantially the same terms and conditions as the existing Contractual Arrangements; and

(v) The Company will disclose details relating to the Contractual Arrangements on an ongoing basis.

Annual Review by the Independent Non-executive Directors and the Auditor

The independent non-executive Directors have reviewed the Contractual Arrangements outlined above, and confirmed that:

(i) the transactions carried out during the Reporting Period have been entered into in accordance with the relevant provisions of the Contractual Arrangements;

(ii) no dividends or other distributions have been made by our Consolidated Affiliated Entities to the holders of its equity interests which are not otherwise subsequently assigned or transferred to our Group during the Reporting Period; and

(iii) any new contracts entered into, renewed or reproduced between our Group and the Consolidated Affiliated Entities during the Reporting Period are fair and reasonable, or advantageous, so far as our Group is concerned and in the interests of our Shareholders as a whole.

The Auditor has performed the relevant procedures in accordance 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 annually on the transactions carried out pursuant to the Contractual Arrangements.

The Auditor has confirmed in a letter to the Board of Directors with respect to the Contractual Arrangements:

(i) nothing has come to their attention that causes the Auditor to believe that the disclosed transactions under the Contractual Arrangements have not been approved by the Board;

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

(iii) nothing has come to their attention that causes the Auditor to believe that, for those transactions among Hangzhou Youxing, WFOE, and Hangzhou Youxing's Registered Shareholders, including Geely Holding and Zhejiang Jidi under the Contractual Arrangements, dividends or other distributions have been made by Hangzhou Youxing to the Registered Shareholders which are not otherwise subsequently assigned or transferred to the Group.

Related Party Transactions

During the Reporting Period, save as disclosed in "—Connected Transaction" in this section above, no related party transactions disclosed in Note 33 to the Consolidated Financial Statements constituted a connected transaction or continuing connected transaction which should be disclosed pursuant to the Listing Rules.

Auditor and Audit Committee's Review

Auditor

PricewaterhouseCoopers was appointed as the Auditor during the Reporting Period. The accompanying financial statements prepared in accordance with IFRS have been audited by PricewaterhouseCoopers.

PricewaterhouseCoopers shall retire at the forthcoming AGM and, being eligible, will offer itself for re-appointment. A resolution for the re-appointment of PricewaterhouseCoopers as Auditor will be proposed at the AGM.

There has been no change in auditors since the Listing Date and up to the date of this annual report.

Audit Committee

The Company has established the Audit Committee with written terms of reference in compliance with Rule 3.21 of the Listing Rules and the Corporate Governance Code. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal controls systems of the Group, and provide advice and recommendations to the Board. The Audit Committee comprises two independent non-executive Directors, namely, Ms. Xin Liu and Ms. Ning Liu, and one non-executive Director, namely Mr. Quan Zhang. The chairperson of the Audit Committee is Ms. Xin Liu, who possesses appropriate professional accounting or related financial management expertise required under Rule 3.10(2) of the Listing Rules.

The Audit Committee, after the discussion with the Auditor, has reviewed the Company's audited consolidated financial statements for the Reporting Period. The Audit Committee has reviewed the accounting principles and practices adopted by the Company and discussed matters in respect of, among others, risk management, internal control and financial reporting of the Company with the management. There is no disagreement between the Board and the Audit Committee regarding the accounting treatment adopted by the Company.

On behalf of the Board

Jian Yang
Chairman
Hong Kong, March 27, 2026

CORPORATE GOVERNANCE REPORT

The Board of Directors of the Company has hereby submitted its Corporate Governance Report for the Reporting Period to the Shareholders.

Corporate Governance Practices and Corporate Culture

The Company is committed to maintaining and promoting stringent corporate governance standards.

The Company aims to achieve high standards of corporate governance which are crucial to the Company's development and safeguard the interests of the Shareholders. The principles of the Company's corporate governance are to promote effective internal control measures and to enhance the transparency and accountability of the Board of Directors to all Shareholders.

The Company was incorporated in the Cayman Islands on November 8, 2021 with limited liability. The Company's Shares have been listed on the Main Board of the Stock Exchange since June 25, 2025. The Company has complied with all applicable code provisions as set out in Part 2 of the Corporate Governance Code of the Listing Rules from the Listing Date to December 31, 2025.

The Company will continue to enhance its corporate governance practices appropriate to the conduct and growth of its business and to review such practices from time to time to ensure that they comply with statutory and professional standards and align with the latest development.

The Company believes good governance and healthy culture are essential to its employees' well-being as well as its business development, and has developed a corporate culture emphasizing on lawful, ethical, and responsible business conduct over the years. To this end, the Company has put in place a series of internal regulations to set forth the guidelines for compliance with laws and regulations and promote honest and ethical conduct, including its code of business conduct and ethics, anti-corruption compliance policy, and internal control manual. The Company has adopted ESG management policy, insider trading policy, and disclosure controls and procedures. Striving to create an equal and inclusive corporate environment, the Company has also established training and safety standards, and strictly complies with labor law by protecting the rights and interests of female employees.

Model Code for Securities Transactions

The Company has adopted the Model Code as the code of conduct regarding the Directors' dealings in the securities of the Company.

Having made specific enquiry of all the Directors, all Directors confirmed that they have complied with the provisions of the Model Code during the Reporting Period.

The Company has also established written guidelines for securities transactions by employees who are likely to be in possession of inside information of the Company (the "**Guidelines for Securities Dealings by Relevant Employees**") on terms no less exacting than the Model Code. No incident of non-compliance with the Guidelines for Securities Dealings by Relevant Employees by the employees has been noted by the Company.

Board of Directors

Board Composition

The Board currently comprises the following Directors:

Executive Director
Mr. Xin Gong (龔昕先生) *(Chief Executive Officer)*

Non-executive Directors
Mr. Jian Yang (楊健先生) *(Chairman of the Board)*
Mr. Quan Zhang (張權先生)
Mr. Jinliang Liu (劉金良先生)
Mr. Yang Li (李陽先生)
Ms. Xiaohong Zhou (周肖虹女士)

Independent Non-executive Directors
Ms. Xin Liu (劉欣女士)
Ms. Ning Liu (劉寧女士)
Mr. Qiang Fu (付強先生)

The biographical information of the Directors is set out in the section headed "Report of the Board of Directors – Biographical Details of the Directors" of this annual report. To the best knowledge of the Company, there is no relationship (including financial, business, family or other material/relevant relationship(s)) among the members of the Board or between the chairman of the Board and the chief executive officer of the Company.

During the period from the Listing Date and up to the Latest Practicable Date, the Board has met the requirements of the Listing Rules regarding the appointment of at least three independent non-executive directors (representing at least one-third of the Board), with at least one of whom possessing appropriate professional qualifications, or accounting, or related financial management expertise.

The Company has received written annual confirmation from each of the independent non-executive Directors in respect of his independence in accordance with the independence guidelines as set out in Rule 3.13 and paragraph 12B of Appendix D2 of the Listing Rules. The Company is of the view that all independent non-executive Directors are independent.

Each of our Directors has confirmed that he/she obtained the legal advice referred to in Rule 3.09D of the Listing Rules as regards the requirements under the Listing Rules that are applicable to him/her as a director of a listed issuer and the possible consequences of making a false declaration or giving false information to the Stock Exchange on May 11, 2025, and he/she has confirmed he/she understood his/her obligations as a director of a listed issuer.

Responsibilities and Delegation

The Board is responsible for the leadership and control of the Company, directing and supervising the Company's affairs and acting in the best interests of the Company and its Shareholders.

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 risk management and internal control systems are in place.

All Directors, including non-executive Directors and 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. All Directors have full and timely access to all the information of the Company, and may upon request, seek independent professional advice in appropriate circumstances at the Company's expenses for discharging their duties to the Company. The Directors have disclosed to the Company details of other offices held by them.

The Board reserves for its discretion on all major matters relating to policy matters, strategies and budgets, risk management and internal control systems, 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 chief executive officer and management. The delegated functions and responsibilities are periodically reviewed by the Board. Approval has to be obtained from the Board prior to any significant transactions entered into by the aforesaid officers.

Chairman and Chief Executive Officer

The chairman of the Board and the chief executive officer of the Company are two separate positions with clear distinction in responsibilities. During the Reporting Period and up to the date of this annual report, the role of the chairman of the Board was performed by Mr. Jian Yang, while Mr. Xin Gong was chief executive officer of the Company. Mr. Jian Yang is responsible for overseeing Board affairs and providing strategic advice and guidance on the Group's affairs, while Mr. Xin Gong is leading the overall executive and business direction and overall management of the Group.

Appointment and Re-election of Directors

According to the Articles of Association, at each annual general meeting, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. The Company at the general meeting at which a Director retires may fill the vacated office.

Each Director (including the non-executive Directors and independent non-executive Directors) is engaged for a term of three years. They are subject to retirement and re-election in accordance with the provisions of the Articles as mentioned above.

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. The newly appointed Directors were also provided with a detailed induction to the Group's businesses by senior management.

Pursuant to the Corporate Governance Code, Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. Internally-facilitated briefings for Directors would be arranged and reading materials on relevant topics would be provided to Directors where appropriate. All Directors are encouraged to attend relevant training courses at the Company's expenses.

The Directors are required to submit to the Company details of the training they received in each financial year for the Company's maintenance of proper training records of the Directors.

The training received by the Directors throughout the Reporting Period is summarized below:

Name of Director	Attending trainings on regulatory development, directors' duties or other relevant topics	Reading regulatory updates or corporate governance related materials or materials relevant to directors' duties
Executive Director		
Mr. Xin Gong	√	√
Non-executive Directors		
Mr. Jian Yang	√	√
Mr. Quan Zhang	√	√
Mr. Jinliang Liu	√	√
Mr. Yang Li	√	√
Ms. Xiaohong Zhou	√	√
Independent Non-executive Directors		
Ms. Xin Liu	√	√
Ms. Ning Liu	√	√
Mr. Qiang Fu	√	√

Board Activities

The Company adopts the practice of holding Board meetings regularly, at least four times a year and at approximately quarterly intervals. Notices of not less than fourteen days are given for all regular Board meetings to provide all Directors with an opportunity to attend and include matters in the agenda for regular Board meetings.

For other Board meetings and Board committees meetings, reasonable notice is generally given. The agenda and accompanying board papers are dispatched to the Directors or Board committees members at least three days before such meetings to ensure that they have sufficient time to review the papers and are adequately prepared for the meetings. When Directors or Board committees members are unable to attend a meeting, they will be advised of the matters to be discussed and given an opportunity to make their views known to the chairman prior to the meeting. Minutes of meetings are kept by the company secretary of the Company with copies circulated to all Directors for information and records.

The matters considered by the Board and Board committees and the decisions reached are recorded in sufficient details in the minutes of the Board meetings and Board committees meetings. Such details include, but are not limited to, any concerns raised by the Directors. The draft minutes of each Board meeting and Board committees meeting are sent to the relevant Directors for comments within a reasonable time after the date on which the meeting is held. Minutes of the Board meetings are open for inspection by Directors.

During the period from the Listing Date to December 31, 2025, the Board convened four Board meetings, three Audit Committee meetings, three Remuneration Committee meetings, and one Nomination Committee meeting. The attendance records of each Director at the above meetings are set out in the table below:

Name of Director	Board	Audit Committee	Remuneration Committee	Nomination Committee
Mr. Xin Gong	4/4	–	3/3 (1)	–
Mr. Jian Yang	4/4	–	3/3 (1)	1/1
Mr. Quan Zhang	4/4	3/3	–	–
Mr. Jinliang Liu	4/4	–	–	–
Mr. Yang Li	4/4	–	–	–
Ms. Xiaohong Zhou	4/4	–	–	–
Ms. Xin Liu	4/4	3/3	3/3	–
Ms. Ning Liu	4/4	3/3	–	1/1
Mr. Qiang Fu	3/4	–	3/3	1/1

Note:

(1) With effect from November 20, 2025, Mr. Xin Gong ceased to be a member of the Remuneration Committee, and Mr. Jian Yang was appointed as a member of the Remuneration Committee.

Board Committees

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

Audit Committee

The Company has established the Audit Committee with written terms of reference in compliance with Rule 3.21 of the Listing Rules and the Corporate Governance Code. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal controls system of our Group and provide advice and recommendations to the Board, and to perform the corporate governance duties. The Audit Committee comprises one non-executive Director, namely, Mr. Quan Zhang, and two independent non-executive Directors, namely, Ms. Xin Liu and Ms. Ning Liu. The chairperson of the Audit Committee is Ms. Xin Liu, who possesses appropriate professional accounting or related financial management expertise required under Rule 3.10(2) of the Listing Rules.

None of the members of the Audit Committee is a former partner of the Company's existing Auditor, PricewaterhouseCoopers.

During the period from the Listing Date to December 31, 2025, the Audit Committee has held three meetings, in which the Audit Committee has performed the following major tasks:

- reviewed the 2025 interim results announcement and interim report of the Group;
- reviewed the adequacy of resources, staff qualifications and experience, training programs and budget of the Group's accounting, financial reporting and internal audit function;
- reviewed the connected transactions of the Group;
- reviewed the risk management and internal control systems of the Group; and
- reviewed the Auditor's independence and terms of engagement, and approved the Auditor's remuneration for the year ended December 31, 2025.

The Auditor was invited to attend the Audit Committee meetings to discuss with the Audit Committee on issues arising from the audit and financial reporting matters. The Audit Committee also met with the Auditor without the presence of management. The Audit Committee was satisfied with the independence and engagement of the Auditor. As such, the Audit Committee has recommended the re-appointment of the Auditor.

Remuneration Committee

The Company has established the Remuneration Committee with written terms of reference in compliance with Rule 3.25 of the Listing Rules and the Corporate Governance Code. The primary duties of the Remuneration Committee are to review and make recommendations to the Board on the terms of remuneration packages, bonuses and other compensation payable to the Directors and other senior management. During the period from the Listing Date to November 19, 2025, the Remuneration Committee comprises one executive Director, namely, Mr. Xin Gong, and two independent non-executive Directors, namely, Ms. Xin Liu and Mr. Qiang Fu. During the period from November 20, 2025 up to the Latest Practicable Date, the Remuneration Committee comprises one non-executive Director, namely, Mr. Jian Yang, and two independent non-executive Directors, namely, Ms. Xin Liu and Mr. Qiang Fu. Mr. Qiang Fu is the chairperson of the Remuneration Committee.

During the period from the Listing Date to December 31, 2025, the Remuneration Committee has held three meetings, in which the Remuneration Committee has performed the following major tasks:

- reviewed and recommended on the remuneration policy and the remuneration packages of the Directors and senior management of the Company;

- reviewed and recommended on the adoption of the Share Incentive Scheme; and

- reviewed the structure and design of Directors' and chief executive officer's remuneration mechanisms.

On December 15, 2025, the Remuneration Committee reviewed and recommended the adoption of the Share Incentive Scheme. After due and careful consideration of its purposes and terms, the Remuneration Committee was of the view that the Share Incentive Scheme was in line with the Company's business needs and industry norms. The Share Incentive Scheme was approved by the Shareholders on February 27, 2026. For further details, please refer to the circular of the Company dated January 27, 2026.

Pursuant to code provision E.1.5 of the Corporate Governance Code, the annual remuneration (including share-based compensation) of the members of senior management during the Reporting Period, including the executive Director, by band for the Reporting Period is set out below:

Annual Remuneration	Number of individuals
HK$14,500,001 to HK$15,000,000	2
HK$20,500,001 to HK$21,000,000	1
HK$41,500,001 to HK$42,000,000	1

Further details of the remuneration of Directors for the Reporting Period are set out in Note 40 to the Consolidated Financial Statements in this annual report.

Nomination Committee

The Company has established the Nomination Committee with written terms of reference in compliance with Rule 3.27A of the Listing Rules and the Corporate Governance Code. The primary duties of the Nomination Committee are to make recommendations to the Board on the appointment of Directors and management of Board succession. The Nomination Committee comprises one non-executive Director, namely, Mr. Jian Yang, and two independent non-executive Directors, namely, Ms. Ning Liu and Mr. Qiang Fu. Mr. Jian Yang is the chairperson of the Nomination Committee.

During the period from the Listing Date to December 31, 2025, the Nomination Committee has held one meeting, in which the Nomination Committee has performed the following major tasks:

- reviewed the structure, size and composition of the Board to ensure that it has a balance of expertise, skills and experience appropriate to the requirements of the business of the Group;
- recommended the re-election of the retiring Directors at the forthcoming annual general meeting;
- assessed the independence of all the independent non-executive Directors; and
- reviewed the implementation and effectiveness of the Board Diversity Policy (as defined below).

Diversity

Board Diversity Policy

The Board has adopted a Board diversity policy (the "**Board Diversity Policy**") which sets out the approach to achieve diversity of the Board. The 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. 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 factors, including, but not limited to, gender, age, cultural and educational background, professional qualifications, skills, knowledge, and industry and regional experience.

The Nomination Committee is responsible for reviewing the diversity of the Board. It will discuss periodically and when necessary, agree on the measurable objectives for achieving diversity, including gender diversity, on the Board and recommend them to the Board for formal adoption.

The Board currently has three female Directors, and thus has achieved its goal to have at least one female Director in the Board and fulfilled the requirement under Rule 13.92 of the Listing Rule. The Company also intends to promote gender diversity when recruiting staff at the mid to senior level so that the Company will have a pipeline of female senior management and potential successors to the Board. The Company plans to offer all-rounded trainings to female employees whom its considers to have the suitable experience, skills and knowledge of the Group's operation and business, including but not limited to, business operation, management, accounting and finance, legal and compliance and research and development. The Company is of the view that such strategy will offer chances for the Board to identify capable female employees to be nominated as a member of the Board in the future with an aim to providing the Board with a pipeline of female candidates to achieve gender diversity in the Board in the long run.

Diversity of Employees

The Group fosters inclusion and equality among employees from all backgrounds, regardless of employment status, religion, age, gender, disability, sexual orientation, citizenship status, and parental status. The Group believes that diversity, including, but not limited to, gender diversity, is important to the Group in thriving in the business environment. Striving to create an equal and inclusive corporate environment, the Company has also established training and safety standards, and strictly complies with labor law by protecting the rights and interests of female employees.

As of December 31, 2025, the gender ratio of the Group's workforce (including the Company's senior management) was approximately 64% male to 36% female. During the Reporting Period, the Board was not aware of any mitigating factors or circumstances which make achieving gender diversity across the Group's workforce (including senior management) more challenging or less relevant.

More details of the Group's diversity practices for employees are set forth in the Environmental, Social and Governance Report published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.caocao.com.cn).

Mechanism Regarding Independent Views to the Board

The Board has implemented different ways to ensure independent views and input are available to the Board. The implementation and effectiveness of such mechanism was reviewed on an annual basis. The Board considers that such mechanism has been implemented properly and effectively.

The mechanism is disclosed below:

Composition

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 (or such higher threshold as may be required by the Listing Rules from time to time), with at least one independent non-executive Director possessing appropriate professional qualifications, or accounting or related financial management expertise. Further, independent non-executive Directors will be appointed to the Board committees as required under the Listing Rules and as far as practicable to ensure independent views are available.

Independent Assessment in Nomination Practices

The Company has nomination policy for election of Directors. Such policy, devising the criteria and procedures of selection and performance evaluation, provides guidance to the Board on nomination and appointment of Directors (including the independent non-executive Directors) of the Company. The Nomination Committee strictly adheres to the nomination policy 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 they can continually exercise independent judgment.

The Board believes that the defined selection process is good for corporate governance in serving the Board continuity and appropriate leadership at Board level, enhancing Board effectiveness and diversity, and ensuring independent views and input are available to the Board.

Compensation

No equity-based remuneration with performance-related elements has been granted to independent non-executive Directors as this may lead to bias in their decision-making and compromise their objectivity and independence.

Board Decision Making

The Directors (including independent non-executive Directors), upon reasonable request, may seek independent professional advice at the Company's expense, to assist the performance of their duties. If a substantial shareholder or a Director has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter would be dealt with by a physical Board meeting rather than a written resolution. A Director who has a material interest in a contract, transaction or arrangement shall not vote or be counted in the quorum on any Board resolution approving the same.

Dividend Policy and Final Dividend

The Company is a holding company incorporated under the laws of the Cayman Islands. As a result, the payment and amount of any future dividend will also depend on the availability of dividends received from its subsidiaries. PRC laws require that dividends be paid only out of the profit for the year calculated according to PRC accounting principles. 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 agreed amount of such funds reaches 50% of their 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.

According to the Articles of Association and applicable laws and regulations, the decision on whether to pay dividends will be made at the discretion of our Directors and will depend upon, among others, the financial results, cash flow, business conditions and strategies, future operations and earnings, capital requirements and expenditure plans, any restrictions on payment of dividends, and other factors that our Directors may consider relevant. The Company does not have a pre-determined dividend payout ratio. Under the Cayman Companies Act, a position of accumulated losses does not necessarily restrict the Company to declare and pay dividends to the Shareholders as dividends may be declared and paid out of the share premium account notwithstanding the Company's profitability unless, immediately following the date on which the distribution or dividend is proposed to be paid, the Company will be unable to pay its debts as they fall due in the ordinary course of business.

The Company currently intends to retain most, if not all, of its available funds and any future earnings to fund the development and growth of its business. After due consideration of the Shareholders' as well as the Company's long-term interests, the Board did not recommend the payment of a final dividend for the Reporting Period.

As of the Latest Practicable Date, there is no arrangement under which a Shareholder has waived or agreed to waive any dividend (including future dividends).

Risk Management and Internal Control

The Board acknowledges its responsibility for the risk management and internal control systems and reviewing their effectiveness. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and they can only provide reasonable, but not absolute, assurance against material misstatements or losses.

The Board has the overall responsibility for evaluating and determining the nature and extent of the risk of failure to achieve the Company's strategic objectives, as well as establishing and maintaining effective risk management and internal control systems.

The Audit Committee assists the Board in leading the management team to review the design, implementation and monitoring of the risk management and internal control systems. This review formally takes place at quarterly intervals, including an annual review on the effectiveness of the risk management and internal control systems.

All business and functional departments of the Company are responsible for conducting internal control assessment regularly to identify risks that may potentially impact the business of the Group. The internal audit and risk management department is responsible for performing independent review of the effectiveness and adequacy of the risk management and internal control systems. The internal audit and risk management department examined key issues in relation to the accounting practices and all material controls and provided its findings to the Audit Committee.

The Board, as supported by the Audit Committee as well as the management, has reviewed the report from the management and findings from the internal audit, and reviewed the risk management and internal control systems, including the financial, operational and compliance controls. The annual review also covered areas on the adequacy of resources, staff qualifications and experience, training programs and budget of the Company's accounting, financial reporting and internal audit functions.

The Board considered the risk management and internal control systems of the Company during the Reporting Period were effective and adequate.

Risk Management Policies in Our Business Operations

We have devoted ourselves to establishing and maintaining risk management and internal control systems consisting of policies and procedures that we consider to be appropriate for our business operations. We are dedicated to continually improving these systems, developing a risk management culture, and raising the risk management awareness of all employees. We have adopted and implemented comprehensive risk management policies in various aspects of our business operations, such as information system, financial reporting, internal audit, human resources, and information disclosure.

Information System Risk Management

Our objectives for information system management are to identify, assess, monitor, and control information technology risks by establishing an effective mechanism to operate our business in a safe, continuous, stable, and compliant environment. We prioritize the maintenance, storage, security and protection of our important data such as business and financial data and other related information. We have implemented relevant internal procedures and controls to ensure that our data is protected and that leakage and loss of such data is avoided. We have strict data security management policies to ensure compliance with PRC data security and personal information protection laws and regulations, governing the access, use and storage of data.

Financial Reporting Risk Management

We have in place a set of accounting policies in connection with our financial reporting risk management, such as financial report management policies, budget management policies, financial statements preparation policies, and financial department and staff management policies. We have various procedures in place to implement accounting policies, and our financial department reviews our management accounts based on such procedures.

Internal Audit Risk Management

We value the importance of our internal audit, as it is essential to our stable operation and sustainable development. The objectives of our internal audit are to monitor the implementation of applicable laws and regulations and our internal policies, procedures, and standard operational procedures, to control our risk exposure at an acceptable level and to improve our business operations.

We have implemented an independent and vertical organizational system for our internal audit. We have set up the Audit Committee under the Board to organize and guide our internal audit work. We have also set up an internal audit and risk management department that regularly reports to the Audit Committee and submits reports on audit projects in a timely manner.

As the executive department of our internal audit, the internal audit and risk management department is responsible for the supervision, evaluation and consulting independently. According to our internal audit procedures, the internal audit and risk management department is responsible for auditing and monitoring the soundness and effectiveness of our internal controls, reviewing the reliability of accounting records and financial statements, analyzing and assessing our business policies and activities of our business units for appropriateness, efficiency and compliance, and auditing and appraising the performance of our management team.

Human Resources Risk Management and Anti-Corruption

We have implemented a human resource management system to ensure the effective functioning of us, safeguard the legitimate rights and interests of both parties to the employment relationship and improve operating efficiency. Our internal human resource management system covers all the stages of employment relationship, from recruitment to probation, appraisal, transition and exit.

We have implemented internal anti-bribery and corruption rules to ensure compliance with relevant laws and regulations. Our anti-bribery and corruption rules define the scope of "bribery" and "corruption" and have detailed requirements as to gifts and banquets, conflict of interest, and financial reporting. Our legal and compliance department is responsible for the training, supervision, and execution of our anti-bribery and corruption rules and reports to our chief executive officer. We have set up a report center to collect information on suspected bribery and corruption incidents. We offer a reward to real-name informants who report proven bribery and corruption incidents. We also have investigation and punishment procedures in place. To prevent any employees from soliciting kick-backs, our procurement protocols require multiple departments to make decisions collectively, which reduces the likelihood of corrupt behaviors. Our procurement agreement with suppliers include anti-corruption provisions, and our dedicated internal control personnel regularly reviews procurement process and outcome. When we develop new business partners, we inform them of our anti-corruption policies and our dedicated compliance team is closely involved to conduct anti-corruption due diligence reviews. We may request our business partners to provide proof of compliance when we suspect violations of anti-corruption laws and regulations, and may terminate our relationship with a business partner that fails to provide satisfactory proof.

The Company has in place the whistleblowing policy and system for employees of the Company and those who deal with the Company to raise concerns, in confidence and anonymity, with the Audit Committee about possible improprieties in any matters related to the Company.

Information Disclosure Risk Management

Proper internal control procedures and guidelines are in place to guard against mishandling of inside information which may constitute insider dealing or breach of any other statutory obligations. Access to inside information is at all times confined to relevant personnel (i.e. Company's Directors, senior management and relevant employees) and on "as needed" basis until proper disclosure or dissemination of inside information in accordance with applicable laws and regulations. Company's Directors, senior management and relevant employees in possession of potential inside information and/or inside information are required to take reasonable measures to ensure that proper safeguards are in place to preserve strict confidentiality of inside information and to ensure that its recipients recognize their obligations to maintain the information confidential.

Significant Risks of the Company

During the Reporting Period, through its risk management process, the Company identified below significant risks of the Company, and measures have been designed and implemented by the management accordingly.

Below is a summary of the significant risks of the Company along with the applicable response strategies. With the growth of the Company's business scale, scope, complexity and the changing external environment, the Company's risk profile may change and the list below is not intended to be exhaustive.

Market Competition and Innovation Risk

The Company faces intense competition from other market players in China in several major aspects of its business, particularly in ride hailing services and other sectors. Some of the Company's competitors may have longer operating histories and greater financial, technical and marketing resources than it does or have an advantage in attracting and retaining users, drivers, and business partners. In addition, the Company's competitors may have larger user bases or more established brand names than it does and therefore would be able to more effectively leverage their user bases and brand names to provide ride hailing services.

The management of the Company closely monitors the market competition, and shares relevant information and their insights and judgments on the market competition in real time.

The Company continues to elevate service standards and bolster its brand image to deepen user engagement and loyalty, enhance and launch purpose-built vehicles to meet evolving market demands, expand its geographical footprint and explore innovative operational models to replicate its success, and improve its auto solutions to reinforce its advantage in full-lifecycle vehicle management. Meanwhile, the Company has been committed to strengthening its research and development and technological capabilities, including advancing its technology to improve user experiences and increase operating efficiency, and investing in autonomous driving technologies to seize future market opportunities.

Information Security and Privacy Risk

Protection of users' personal data and other privacy-related information is critical to the Company's business. Any loss or leakage of sensitive user information could have a significant negative impact on affected users and the Company's reputation, and even lead to potential legal action against the Company.

During the Reporting Period, we did not experience any material information leakage or loss of user data. We provide regular trainings to our information technology team and discuss any issues or necessary updates. We have strict data security management policies to ensure compliance with PRC data security and personal information protection laws and regulations, governing the access, use and storage of data.

Compliance Risk

Risk of failure to obtain the Transportation Permits and Online Ride Hailing Driver's Licenses

As required by applicable PRC laws and regulations, any vehicle that provides services on an online ride hailing platform is required to obtain a Transportation Permit by meeting certain operating safety criteria and any other criteria stipulated by local taxi administration bureaus (出租汽車行政主管部門). In addition, any driver that provides services on an online ride hailing platform is required to obtain an Online Ride Hailing Driver's License by meeting certain background requirements stipulated by local government and passing relevant exams. Non-compliance with the above requirements may result in a correction order and a fine against the online ride hailing platform. In addition, if a taxi administration bureau at or above the county level finds that the platform no longer has the online and offline service capabilities or has committed a serious breach, the platform may be ordered to suspend its business operations or have its platform license revoked. Please refer to pages 213 to 219 of the Prospectus for further details.

During the Reporting Period, some of the vehicles and drivers on our platform, including both our affiliated drivers and car-partner drivers, as well as their vehicles, had not obtained their requisite Transportation Permits and Online Ride Hailing Driver's Licenses, which was primarily attributable to (i) practical difficulties to satisfy the various implementing rules formulated by distinct local authorities, and (ii) the business model of online ride hailing platforms, which involves a large number of vehicles and drivers.

We have implemented a range of internal control measures to improve our order compliance rate. This include centralized oversight by our driver management team and the CaoCao central driver management system to monitor and enhance driver and vehicle compliance; mandatory upload of driver licenses and vehicle permits, with cross-checks against Department of Transport records; incentive mechanisms that reward licensed drivers while restricting non-compliant drivers' access to orders; and active coordination with local authorities in our operating cities to help drivers obtain the Online Ride Hailing Driver's License.

Risk of non-compliance or failure to adapt to regulatory and licensing developments in the mobility service market

The mobility service market is undergoing constant regulatory developments in China. As the regulations and rules may be constantly evolving and would be interpreted or implemented on an ad hoc basis depending on the facts and circumstances, we may not always be deemed in full compliance with the regulations and rules. We have been, and may continue to be, subject to claims, lawsuits, arbitrations, administrative actions, government investigations, and other legal and regulatory proceedings, which may in turn materially and adversely affect our business, financial condition, and results of operations.

The Company has several professional departments and teams that work closely with management of business groups and identify changes in any relevant laws and regulations, so as to take appropriate actions or measures to ensure the Company is in compliance with applicable laws and regulations.

Crisis Management and Reputation Risk

The Company processes an extremely large number of transactions on a daily basis on its platform. With continuous expansion of its overall business scope, heightened public concerns over consumer protection and consumer safety issues, the Company may be subject to additional legal and social responsibilities and more impacts of negative publicity and regulatory concerns over these issues.

The effective risk management mechanism has been established to continuously minimize risks in the Company's ongoing business procedures or information system through a series of evaluations and analysis with an aim to optimize its management system, upgrade its risk management and continuously reduce the Company's exposure to any crisis.

Details of the financial risks of the Group are set out in Note 3 to the Consolidated Financial Statements in this annual report.

Directors' Responsibilities in Respect of the Financial Statements

The Directors acknowledge their responsibilities for preparing the financial statements of the Company for the Reporting Period.

The Board is responsible for presenting a balanced, clear and understandable assessment of annual and interim reports, inside information announcements and other disclosures required under the Listing Rules and other regulatory requirements. The senior management has provided to the Board necessary explanation and information to enable the Board to make an informed assessment of the financial information and position of the Company, which are put forward to the Board for approval.

The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

The statement of the Auditor about their reporting responsibilities on the Company's consolidated financial statements for the Reporting Period is set out under the section headed "Independent Auditor's Report" of this annual report.

AUDITOR'S REMUNERATION

The remuneration for the audit and non-audit services provided by the Auditor to the Group for the Reporting Period is analyzed below. The remuneration for the audit services includes the service fees in connection with audit and reviews of the Group. The non-audit services conducted by the Auditor mainly include professional services on tax advisory and other consultation services.

Type of services provided by the Auditor	Amount (RMB'000)
Audit services	3,700
Non-audit services	915
Total	4,615

Joint Company Secretaries

Mr. Junxian Liu and Ms. Wing Tsz Tam have been appointed as the joint company secretaries of the Company on November 20, 2025. For further details please refer to the announcement of the Company dated November 20, 2025.

Mr. Junxian Liu, a joint company secretary of the Company, is responsible for overseeing the Group's capital market management, investor relations, corporate communication and related board affairs. Mr. Junxian Liu joined the Group in October 2023. He is a seasoned professional with over ten years of experience in investment banking, specializing in equity and debt capital markets as well as private fund-raising transactions.

Ms. Wing Tsz Tam serves as a Manager of Entity Solutions of Computershare Hong Kong Investor Services Limited. Ms. Wing Tsz Tam has over 13 years of experience in company secretarial services and corporate governance in both Hong Kong and multinational corporations. She is an associate member of The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom. Her primary contact person at the Company is Mr. Junxian Liu.

The joint company secretaries of the Company have participated in the relevant professional training in accordance with the requirements of Rule 3.29 of the Listing Rules during the Reporting Period.

Communications with Shareholders and Investors

The Company has in place a Shareholders' Communication Policy to ensure that the Shareholders' views and concerns are appropriately addressed. The Board believes that effective communication with the Shareholders is essential for enhancing investor relations and investors' understanding of the Group's business performance and strategies. The Group also recognizes the importance of transparency and timely disclosure of its corporate information, which enables the Shareholders and investors to make the best investment decisions.

The general meetings of the Company provide an opportunity for communication between the Directors, senior management and the Shareholders. The chairman of the Board as well as chairmen of the Audit Committee, the Nomination Committee, and the Remuneration Committee, in their absence, other members of the respective committees, are available to answer questions at general meetings. The chairman of the meeting will provide the detailed procedures for conducting a poll and answer any questions from the Shareholders on voting by poll. The annual general meeting shall be called by not less than 21 days' notice to Shareholders in writing and any extraordinary general meeting shall be called by not less than 14 days' notice to Shareholders in writing.

The Company will publish in a timely manner both English and Chinese versions of (i) any corporate communication (as defined in the Listing Rules) of the Company that requires Shareholders' attention or action, and (ii) announcements relating to matters to be disclosed under the Listing Rules (including but not limited to those involving inside information, corporate actions and corporate transactions).

The Company maintains a website at www.caocao.com.cn as a communication platform with the Shareholders and investors, where information on the Company's announcements, financial information and other information are available for public access. Shareholders and investors may send written enquiries or requests to the Company, for the attention of the Board of Directors, as follows:

Address: Tower 1, Xinhuihu Building, 66 Lugang Road, Gaotie Xincheng,
Xiangcheng District, Suzhou, Jiangsu Province, China
Email: ir@caocao.com.cn

The Company continues to enhance communications and relationships with the Shareholders and investors. Designated senior management maintains regular dialogue with institutional investors and analysts to keep them posted of the Company's developments. Enquiries from the Shareholders and investors are dealt with in an informative and timely manner.

The Company ensures that the Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, maintains the most up-to-date information relating to the Shares at all times so that it can respond effectively to the Shareholders' enquiries.

The Company has reviewed the implementation and effectiveness of the Shareholders' Communication Policy during the period from the Listing Date to December 31, 2025, and in view of the above measures put in place, it considered the policy was effective in maintaining communication with the Shareholders.

Shareholders' Rights

To safeguard the Shareholders' interests and rights, separate resolutions are proposed at the Shareholders' meetings on each substantial issue, including the election of individual Directors, for the Shareholders' consideration and voting. All resolutions put forward at the Shareholders' meetings will be voted by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company (www.caocao.com.cn) and the Stock Exchange (www.hkexnews.hk) after each Shareholders' meeting.

Pursuant to the Articles of Association, extraordinary general meetings shall be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one-tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the joint company secretaries for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

There is no provision allowing the Shareholders to move new resolutions at general meetings under the Companies Act or the Articles of Association. Shareholders who wish to move a resolution may request the Company to convene a general meeting following the procedures set out in the preceding paragraph.

With respect to the Shareholders' right in proposing persons for election as Directors, please refer to the procedures available on the website of the Company (www.caocao.com.cn).

Constitutional Documents

Pursuant to a special resolution of the Shareholders, the Articles of Association of the Company was adopted on May 11, 2025 with effect from the Listing Date, and no changes have been made thereto during the period from the Listing Date and up to the Latest Practicable Date.

The Articles of Association of the Company is available on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.caocao.com.cn).

羅兵咸永道

To the Shareholders of CaoCao Inc.
(incorporated in the Cayman Islands with limited liability)

Opinion

What we have audited

The consolidated financial statements of CaoCao Inc. (the "Company") and its subsidiaries (the "Group"), which are set out on pages 95 to 236, comprise:

- the consolidated balance sheet as at 31 December 2025;
- the consolidated statement of comprehensive loss for the year then ended;
- the consolidated statement of changes in deficit for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, comprising material accounting policy information and other explanatory information.

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INDEPENDENT AUDITOR'S REPORT

Our opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2025, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards 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 International Standards on Auditing ("ISAs"). 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group in accordance with the Code of Ethics for Professional Accountants as issued by the Hong Kong Institute of Certified Public 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.

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 matter identified in our audit is related to revenue recognition of mobility services.

Key Audit Matter	How our audit addressed the Key Audit Matter
Revenue recognition of mobility services Refer to note 5 "Revenue and segment information" to the consolidated financial statements The Group is principally engaged in the provision of mobility services to riders by engaging its registered drivers through own mobility services platforms and aggregation platforms. For the year ended 31 December 2025, revenue from mobility services amounted to approximately RMB18,564 million, which represented approximately 92% of total revenue of the Group. Revenue from mobility services is recognised when the control of the promised services is transferred to the customers. We identified revenue recognition of mobility services as the key audit matter because the significant audit efforts were devoted to this area due to the magnitude of the revenue amounts and the large volume of transactions.	We have performed the following procedures to address this key audit matter: • We understood, evaluated and tested the relevant controls relating to the revenue recognition of mobility services. • We tested the information technology general controls and relevant automated controls for the information technology systems used in the processing of revenue transactions. • We inspected the contracts with customers, on a sample basis, and evaluated the appropriateness of the revenue recognition policies adopted by Group's management. • Regarding revenue derived from orders sourced from the third-party mobility aggregation platforms, we tested revenue transactions, on a sample basis, by tracing to the monthly statements issued by the third-party mobility aggregation platforms. • Regarding revenue derived from orders sourced from Group's own mobility services platforms, we tested revenue transactions, on a sample basis, by inspecting contracts with customers and evidence of cash receipts from customers. • We obtained confirmations directly from the Group's enterprise customers, on a sample basis, for the sales transaction amounts recognised for the year ended 31 December 2025. Based on the procedures performed, we found that the Group's revenue recognised from mobility services was supportable by the evidence obtained.

Other Information

The directors of the Company 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 the Audit Committee for the Consolidated Financial Statements

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRS Accounting Standards 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 is responsible 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 ISAs 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.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism 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.

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 YUEN, Kwok Sun.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 27 March 2026

CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

(All amounts in RMB unless otherwise stated)

	Note	Year ended 31 December 2025 RMB'000	2024 RMB'000
Revenue	*5*	20,189,817	14,657,499
Cost of sales	*6*	(18,300,108)	(13,471,519)
Gross profit		1,889,709	1,185,980
Selling and marketing expenses	*6*	(1,802,873)	(1,222,042)
General and administrative expenses	*6*	(611,182)	(762,019)
Research and development expenses	*6*	(206,308)	(234,462)
Other income	*8*	248,974	192,314
Other gains – net	*9*	25,261	47,419
Net impairment losses on financial assets	*3.1(b)*	(6,883)	(7,694)
Operating loss		(463,302)	(800,504)
Finance income	*10*	8,332	10,822
Finance costs	*10*	(277,519)	(327,967)
Finance costs – net		(269,187)	(317,145)
Fair value changes of financial liabilities at fair value through profit or loss	*3.3(b)*	138,864	(88,693)
Loss before income tax		(593,625)	(1,206,342)
Income tax expenses	*11(b)*	(20,010)	(40,047)
Loss for the year		(613,635)	(1,246,389)

CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

(All amounts in RMB unless otherwise stated)

	Note	Year ended 31 December	
		2025	2024
		RMB'000	RMB'000
(Loss)/profit for the year attributable to:			
– Owners of the Company		(635,381)	(1,250,769)
– Non-controlling interests		21,746	4,380
		(613,635)	(1,246,389)
Losses per share attributable to the owners of the Company			
Basic losses per share (in RMB per share)	*12(i)*	(1.27)	(2.77)
Diluted losses per share (in RMB per share)	*12(ii)*	(1.48)	(2.77)
Other comprehensive income			
Items that may be reclassified to profit or loss			
Currency translation differences		5	–
Other comprehensive income for the year, net of income tax		5	–
Total comprehensive loss for the year		(613,630)	(1,246,389)
Total comprehensive (loss)/profit for the year attributable to:			
– Owners of the Company		(635,376)	(1,250,769)
– Non-controlling interests		21,746	4,380
		(613,630)	(1,246,389)

The notes on pages 103 to 236 are an integral part of the consolidated financial statements.

CONSOLIDATED BALANCE SHEETS

(All amounts in RMB unless otherwise stated)

	Note	As at 31 December 2025 RMB'000	2024 RMB'000
Assets			
Non-current assets			
Property, plant and equipment and right-of-use assets	*13*	1,914,642	2,340,619
Intangible assets	*14*	50,828	52,079
Prepayments and other receivables	*17*	117,824	108,013
Deferred income tax assets	*29*	22,147	41,823
Total non-current assets		2,105,441	2,542,534
Current assets			
Prepayments, other receivables and other current assets	*17*	834,331	716,748
Inventories	*18*	180,101	223,079
Trade receivables	*19*	272,483	274,012
Restricted cash	*20(b)*	78,167	68,247
Cash and cash equivalents	*20(a)*	1,176,399	159,497
Term deposits	*20(c)*	380,000	–
Assets classified as held for sale	*21*	126,844	93,535
Total current assets		3,048,325	1,535,118
Total assets		5,153,766	4,077,652
Liabilities			
Non-current liabilities			
Borrowings	*26*	1,907,977	1,541,737
Lease liabilities	*27*	58,674	59,993
Total non-current liabilities		1,966,651	1,601,730

CONSOLIDATED BALANCE SHEETS

(All amounts in RMB unless otherwise stated)

	Note	As at 31 December 2025 RMB'000	2024 RMB'000
Current liabilities			
Financial liabilities at fair value through profit or loss	*37, 3.3*	–	1,971,901
Trade and notes payables	*24*	792,559	702,206
Accruals and other payables	*25*	1,002,464	927,106
Contract liabilities	*5(b)*	122,973	263,196
Borrowings	*26*	5,298,898	5,676,550
Lease liabilities	*27*	57,020	56,528
Deferred income	*28*	15,400	83,864
Income tax payables		115	150
Total current liabilities		7,289,429	9,681,501
Net current liabilities		4,241,104	8,146,383
Total liabilities		9,256,080	11,283,231
Deficit			
Share capital	*22(ii)*	41	30
Other equity instruments	*22(iii)*	–	2
Other reserves	*23*	10,111,749	6,411,142
Accumulated losses		(14,016,589)	(13,381,208)
Deficit attributable to owners of the Company		(3,904,799)	(6,970,034)
Non-controlling interests		(197,515)	(235,545)
Total deficit		(4,102,314)	(7,205,579)

The notes on pages 103 to 236 are an integral part of the consolidated financial statements.

The financial statements on page 95 to 236 were approved by the board of directors (the "Board") on 27 March 2026 and were signed on its behalf.

Xin Gong	Quan Zhang
Director	Director

CONSOLIDATED STATEMENTS OF CHANGES IN DEFICIT

(All amounts in RMB unless otherwise stated)

		Attributable to owners of the Company						
	Note	Share capital RMB'000	Other equity instruments RMB'000	Other reserves RMB'000	Accumulated losses RMB'000	Total RMB'000	Non-controlling interests RMB'000	Total deficit RMB'000
Balance as at 1 January 2024		–	–	6,006,782	(12,130,439)	(6,123,657)	(249,937)	(6,373,594)
(Loss)/gain for the year		–	–	–	(1,250,769)	(1,250,769)	4,380	(1,246,389)
Total comprehensive (loss)/gain		–	–	–	(1,250,769)	(1,250,769)	4,380	(1,246,389)
Transactions with equity holders of the Company:								
Issuance of shares to shareholders	22	30	2	–	–	32	–	32
Transaction with non-controlling interests	23	–	–	(13,676)	–	(13,676)	10,012	(3,664)
Deemed capital contributions from shareholders	23	–	–	16,620	–	16,620	–	16,620
Share-based compensation expenses	7, 34	–	–	401,416	–	401,416	–	401,416
Balance as at 31 December 2024		30	2	6,411,142	(13,381,208)	(6,970,034)	(235,545)	(7,205,579)

CONSOLIDATED STATEMENTS OF CHANGES IN DEFICIT

(All amounts in RMB unless otherwise stated)

		Attributable to owners of the Company						
	Note	Share capital RMB'000	Other equity instruments RMB'000	Other reserves RMB'000	Accumulated losses RMB'000	Total RMB'000	Non-controlling interests RMB'000	Total deficit RMB'000
Balance as at 1 January 2025		30	2	6,411,142	(13,381,208)	(6,970,034)	(235,545)	(7,205,579)
(Loss)/gain for the year		–	–	–	(635,381)	(635,381)	21,746	(613,635)
Currency translation differences		–	–	5	–	5	–	5
Total comprehensive (loss)/gain		–	–	5	(635,381)	(635,376)	21,746	(613,630)
Transactions with equity holders of the Company:								
Conversion of Series A and A1 Preferred Shares to Ordinary Shares upon IPO	22	2	(2)	–	–	–	–	–
Conversion of Series B Preferred Shares to Ordinary Shares upon IPO	22,23	4	–	1,833,033	–	1,833,037	–	1,833,037
Issuance of Ordinary Shares upon IPO	22,23	3	–	1,648,642	–	1,648,645	–	1,648,645
Exercise of share options	22,23	2	–	39,058	–	39,060	–	39,060
Transaction with non-controlling interests	23	–	–	(22,084)	–	(22,084)	16,284	(5,800)
Share-based compensation expenses	7, 34	–	–	201,953	–	201,953	–	201,953
Balance as at 31 December 2025		41	–	10,111,749	(14,016,589)	(3,904,799)	(197,515)	(4,102,314)

The notes on pages 103 to 236 are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(All amounts in RMB unless otherwise stated)

	Note	Year ended 31 December 2025 RMB'000	2024 RMB'000
Cash flows from operating activities			
Cash generated from operations	30	370,291	225,208
Interest received	10	8,332	10,822
Income tax paid		(369)	(129)
Net cash generated from operating activities		378,254	235,901
Cash flows from investing activities			
Proceeds from loan to related parties		–	5,550
Proceeds from disposal of property, plant and equipment and assets classified as held for sale		186,813	313,550
Proceeds from disposal of an investment accounted for using the equity method	15(a)	3,000	900
Payment for investments accounted for using the equity method	15(a)	(72,000)	–
Payments for property, plant and equipment		(475,783)	(292,820)
Payments for term deposits		(300,000)	–
Payments for intangible assets	14	–	(4,604)
Net cash (used in)/generated from investing activities		(657,970)	22,576
Cash flows from financing activities			
Proceeds from borrowings, excluding asset-backed securities ("ABSs")		4,208,737	2,528,224
Proceeds from ABSs		3,559,000	2,710,000
Proceeds from loans from related parties	33(b)(xiv)	2,750,000	1,816,500
Proceeds from issuance of ordinary shares upon IPO		1,659,786	–
Proceeds from issuance of ordinary shares upon exercise of share options		433	–
Capital contributions from shareholders		30	2
Proceeds from issuance of financial liabilities at fair value through profit or loss	3.3	–	4
Repayments of borrowings, excluding ABSs		(3,738,942)	(2,710,946)
Repayments of ABSs		(3,146,000)	(3,538,000)

CONSOLIDATED STATEMENTS OF CASH FLOWS

(All amounts in RMB unless otherwise stated)

	Note	Year ended 31 December 2025 RMB'000	2024 RMB'000
Repayments to loans from related parties	33(b)(xv)	(3,645,090)	(1,100,000)
Interest paid for borrowings		(271,890)	(322,396)
Transactions with non-controlling interests		(5,800)	–
Listing expenses paid		(3,466)	(2,029)
Principal elements of lease payments	27(i)	(65,439)	(56,992)
Interest elements of lease payments	27(i)	(4,746)	(6,342)
Net cash generated/(used in) from financing activities		1,296,613	(681,975)
Net increase/(decrease) in cash and cash equivalents		1,016,897	(423,498)
Cash and cash equivalents at beginning of the year	20(a)	159,497	582,995
Effects of exchange rate changes on cash and cash equivalents		5	–
Cash and cash equivalents at end of the year	20(a)	1,176,399	159,497

The notes on pages 103 to 236 are an integral part of the consolidated financial statements.

1 General information and reorganisation of the Group

1.1 General information

CaoCao Inc. (the "Company") was incorporated in the Cayman Islands ("Cayman") on 8 November 2021 as an exempted company with limited liability under the laws of the Cayman Islands. The registered office is at P.O. Box 31119, Grand Pavilion Hibiscus Way, 802 West Bay Road Grand Cayman, KY1-1205 Cayman Islands.

The Company is an investment holding company. The Company and its subsidiaries (together, the "Group") are principally engaged in operating its new energy-focused online mobility services platform that provides a range of mobility services as well as other services, and selling vehicles in the People's Republic of China ("PRC" or "China"). The ultimate controlling shareholder of the Group is Mr. Shufu Li (the "Controlling shareholder").

The Company completed its initial public offering and listed its shares on the Main Board of the Stock Exchange of Hong Kong on 25 June 2025.

The consolidated financial statements are presented in Renminbi ("RMB") and all values are rounded to the nearest thousand RMB (RMB'000), unless otherwise stated.

These consolidated financial statements of the Group have been approved for issue by the Board on 27 March 2026.

1.2 History and reorganisation of the Group

1.2.1 History of the Group

Prior to the incorporation of the Company and the completion of reorganisation as described below, business was operated by Hangzhou Youxing Technology Co., Ltd. ("Hangzhou Youxing") and its subsidiaries as well as Zhejiang Limao Mobility Technology Co., Ltd. ("Limao Mobility") and its subsidiaries (collectively, the "PRC Operating Entities").

On 21 May 2015, Hangzhou Youxing was incorporated under the laws of the PRC by Zhejiang Jidi Technology Co., Ltd. (formerly known as Geely Technology Group Company Limited). From November 2017 to August 2021, Hangzhou Youxing conducted three rounds of onshore financings (collectively as "Pre-IPO Investments"), including Series A and Series A1 financing with several independent investors (collectively as "Series A and Series A1 Investors"), and Series B financing with several independent investors (collectively as "Series B Investors"), pursuant to which the Series A and Series A1 Investors and Series B Investors (collectively as "Pre IPO Investors") invested in the Hangzhou Youxing. See Note 22 and Note 37 for further information about the Group's accounting treatment for the pre-IPO investments. Other than the pre-IPO investments, Mr. Shufu Li, through Zhejiang Jidi Technology Co., Ltd. and Zhejiang Geely Holding Group Company Limited (collectively, the "Geely Group"), also subscribed for an additional registered capital during the same period. Immediately after the onshore financing in August 2021, Mr. Shufu Li held 83.87% of equity interest of the Group through Geely Group, and the approximate percentage of the shares held by Series A and Series A1 Investors and Series B Investors are 6.56% and 9.57%, respectively. The shareholding structure remained unchanged before and after the reorganisation.

1 General information and reorganisation of the Group *(continued)*

1.2 History and reorganisation of the Group *(continued)*

1.2.2 Reorganisation

In preparing for the initial public offering of the Company's shares on the Main Board of the Stock Exchange of Hong Kong Limited, the Group entered into a series of reorganisation transactions ("the Reorganisation") to establish the Company as the ultimate holding company of the companies now comprising the Group. The Company became the holding company of the subsidiaries now comprising the Group upon the completion of the Reorganisation. Apart from the Reorganisation, the Company and the new companies incorporated during the Reorganisation have not commenced any business or operation since its incorporation.

The Reorganisation mainly involved the following steps:

On 8 November 2021, the Company was incorporated in the Cayman Islands as an exempted company with limited liability, with an authorised share capital of US$50,000 divided into 500,000,000 shares of a par value of US$0.0001 each. Upon incorporation, one ordinary share was allotted and issued to the initial subscriber at par value, and was subsequently transferred, on the same day, to Ugo Investment Limited, a limited liability company incorporated in the British Virgin Islands, which is wholly owned by Mr. Shufu Li. Before the completion of Reorganisation, the Company has issued 738,692 ordinary shares with a par value of US$0.0001 to Ugo Investment Limited.

On 12 November 2021, CaoCao International Limited was incorporated in the British Virgin Islands as a limited liability company and a direct wholly-owned subsidiary of the Company.

On 26 November 2021, CaoCao Hong Kong Limited was incorporated in Hong Kong as a direct wholly-owned subsidiary of CaoCao International Limited.

On 31 December 2021, Caocao Hong Kong Limited established Suzhou Youxing Qianli Network Technology Co., Ltd. ("WFOE") under the laws of PRC as its wholly-owned foreign enterprise in the PRC.

In order to comply with the PRC laws and regulations which prohibit or restrict foreign control of companies involved in provision of certain restricted businesses, in particular, mobility services, the Group operates its restricted businesses in the PRC through PRC operating entities, whose equity interests are mainly held by Geely Group. The Company obtained control over PRC operating entities via a series of the contractual arrangements signed between Hangzhou Youxing, WFOE and Geely Group.

1 General information and reorganisation of the Group *(continued)*

1.2 History and reorganisation of the Group *(continued)*

1.2.2 Reorganisation *(continued)*

On 25 March 2024, Hangzhou Youxing entered into a share transfer agreement to acquire 100% equity interest of Limao Mobility from Zhejiang Yizhen Automobile Co., Ltd. with a consideration of RMB1. Limao Mobility, established on 25 January 2021, is ultimately controlled by Mr. Shufu Li since its establishment date on 25 January 2021, and provides mobility services and other services.

On 10 April 2024, WFOE entered into various agreements which constitute the contractual arrangements with Hangzhou Youxing, Geely Group, and Pre-IPO Investors. The contractual agreements include a Shareholders' Rights Entrustment Agreement, an Exclusive Call Option Agreement, an Exclusive Technical Consulting Services Agreement, a Business Cooperation Agreement, an Equity Pledge Agreement and Spousal Consents (the "Contractual Arrangements"). Pursuant to the Contractual Agreements, the WFOE has the power to direct activities that most significantly impact the Hangzhou Youxing and its subsidiaries, including appointing key management, setting financial and operating policies, exerting financial controls and transferring profits or assets out of PRC Operating Entities at its discretion. The WFOE considers that it is also entitled to substantially all of the economic benefits of Hangzhou Youxing and has an exclusive option to purchase all or part of the equity interests in Hangzhou Youxing when and to the extent permitted by the PRC laws and regulations at the minimum price possible.

On 10 April 2024, in contemplation of the listing and to reflect the shareholding structure of Hangzhou Youxing at the level of the Company, all shareholders of Hangzhou Youxing or their affiliates entered into a shareholders' agreement with, among others, the Company, to restructure the Group. On 10 April 2024, the authorised share capital of the Company was increased from 500,000,000 ordinary shares with a par value of US$0.0001 each to 5,000,000,000 shares with a par value of US$0.00001 each ("Share Subdivision"), of which (i) 4,919,346,000 shares are designated as ordinary shares ("Ordinary Shares"); (ii) 21,403,500 shares are designated as Series A Preferred Shares ("Series A Preferred Shares"); (iii) 11,378,500 shares are designated as Series A1 Preferred Shares ("Series A1 Preferred Shares"); and (iv) 47,872,000 shares are designated as Series B Preferred Shares ("Series B Preferred Shares"). The allotment and issuance of shares by the Company was completed on 10 April 2024.

The Reorganisation was completed on 10 April 2024 when all above steps are completed. Upon completion of the Reorganisation, the Company became the holding company of the companies comprising the Group.

2 Basis of preparation

As at 31 December 2025, the Group had total deficit of approximately RMB4,102,314,000 and its current liability exceeded its current assets by approximately RMB4,241,104,000. And for the year ended 31 December 2025, the Group incurred loss of approximately RMB613,635,000. Historically, the Group has relied principally on financing through ABSs arrangements, borrowings from banks and other financial institutions, and proceeds from equity financing to fund its operations and business development. The Group's ABSs financing and certain borrowings were guaranteed by a related party of the Group (Note 33 (b)).

The above circumstances indicate that there are events and conditions that may cast significant doubt on the Group's capability of continuing as a going concern. In view of such circumstances, the directors have given careful considerations to the future liquidity and performance of the Group and its available sources of financing in assessing whether the Group will have sufficient funds to fulfill its financial obligations and continue as a going concern. The Group has formulated the following plans and measures to mitigate the liquidity pressure and to improve its cash flows:

- The Group obtained approvals from the China Insurance Asset Registration and Trading System on 24 April 2025 for the issuance of ABSs with a quota of RMB6 billion, and from the Shanghai Stock Exchange on 22 August 2025 for the issuance of ABSs with a quota of RMB5.5 billion. Of this total RMB11.5 billion quota, the Group completed issuances of ABSs of approximately RMB3.9 billion for the year ended 31 December 2025 and approximately RMB1.4 billion in January 2026. The Group plans to issue new tranches of ABSs in the near term;

- the Group has received a confirmation from a related party of its intention to provide financial support when needed. And the Group will continue to maintain good cooperative relationships with banks and other financial institutions to renew the borrowings;

- the Group will continue its efforts to implement measures to improve its operating cashflows and strengthen its working capital by increasing its mobility services revenue and profitability and controlling operating expenditures; and

- the Group will continue to manage its capital expenditures, including but not limited to cash payments for self-owned vehicles and investing activities, in line with its operating activities and financing activities.

2 Basis of preparation *(continued)*

Management of the Group has prepared a cash flow projection covering not less than 12 months from 31 December 2025. The cash flow projection has taken into account the anticipated cash flows to be generated by the Group and the available financing resources. The directors, after making due enquiries and considering the basis of management's projection described above, believe that the Group's current cash and cash equivalents and the anticipated cash flows from future operations and financing activities, together with funding from a related party that is available when needed under the financial support, will be sufficient so as to enable the Group to meet its anticipated working capital requirements, capital expenditure requirements and to repay its liabilities for the next twelve months from 31 December 2025. Consequently, the consolidated financial statements have been prepared on a going concern basis.

(a) Accounting standards

The consolidated financial statements of the Group have been prepared in accordance with IFRS Accounting Standards. IFRS Accounting Standards comprise the following authoritative literature:

- IFRS Accounting Standards
- IAS Standards
- Interpretations developed by the IFRS Interpretations Committee (IFRIC Interpretations) or its predecessor body, the Standing Interpretations Committee (SIC Interpretations).

The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of financial liabilities at fair value through profit or loss, which are carried at fair value.

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

2 Basis of preparation *(continued)*

(b) New and amended standards adopted by the Group

All effective standards, amendments to standards and interpretations, which are mandatory for the financial years beginning on or after 1 January 2025, have been adopted since 1 January 2025 and do not have significant impact to the Group.

(c) Accounting policies

The Group has applied the following new and amended standards for its annual reporting period commencing 1 January 2025:

	New/amended standards	**Effective date**
Amendments to IAS 21	Lack of Exchangeability	1 January 2025

The amendments listed above did not have any material impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

The material accounting policies applied in the preparation of the financial information has been consistently applied to all the years presented, unless otherwise stated. Other than those material accounting policies information as disclosed in the notes to the relevant financial line items or transactions in these consolidated financial statements, a summary of the other accounting policies information has been set out in Note 41 to these consolidated financial statements.

2 Basis of preparation *(continued)*

(d) New standards, amendments to standards and interpretations not yet adopted

Standards, amendments and interpretations that have been issued but not yet effective and have not been early adopted by the Group for the year ended 31 December 2025 are as follows:

	New/amended standards	Effective date
Amendments to IFRS 9 and IFRS 7	Contracts Referencing Nature-dependent Electricity	1 January 2026
Amendments to IFRS 9 and IFRS 7	Amendments to the Classification and Measurement of Financial Instruments	1 January 2026
Annual Improvements to IFRS Accounting Standards – Volume 11	Amendments to IFRS 1, IFRS 7, IFRS 9, IFRS 10 and IAS 7	1 January 2026
IFRS 18	Presentation and Disclosure in Financial Statements	1 January 2027
Amendment to IAS 21	Translation to a Hyperinflationary Presentation Currency	1 January 2027
IFRS 19	Subsidiaries without Public Accountability: Disclosures	1 January 2027

(e) Changes in accounting policy and disclosures

The Group has already commenced an assessment of the impact of these new or amended standards, interpretations, and amended improvements, certain of which are relevant to the Group's operations. According to the preliminary assessment made by the directors, no significant impact on the financial performance and positions of the Group is expected when they become effective.

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, cash flow and fair value interest rate risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. Risk management is carried out by management of the Group. The Group currently does not use any derivative financial instruments to hedge certain risk exposure.

(a) Market risk

(i) Foreign exchange risk

Foreign exchange risk arises when future commercial transactions or recognised assets and liabilities are denominated in a currency that is not the Group entities' functional currency. The Group operates mainly in the PRC with most of the transactions settled in RMB. 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 are denominated in the currencies other than the respective functional currencies of the Group's entities, so that the Group does not hedge against any fluctuation in foreign currency.

(ii) Cash flow and fair value interest rate risk

The Group's income and operating cash flows are substantially independent of changes in market interest rates. The Group has no significant interest-bearing assets and liabilities, except for lease liabilities (Note 27), cash and cash equivalents (Note 20), restricted cash (Note 20), term deposits (Note 20), notes payables (Note 24) and borrowings (Note 26). Those carried at floating rates expose the Group to cash flow interest rate risk whereas those carried at fixed rates expose the Group to fair value interest rate risk.

The Group's interest rate risk mainly arises from notes payables and borrowings. As at 31 December 2025 and 2024, the Group's notes payables were carried at fixed rates, and the Group's borrowings were partially carried at floating rates.

If interest rates had been 50 basis points higher/lower with all other variables held constant, loss before tax for the years ended 31 December 2025 and 2024 would have been approximately RMB33,349,000 and RMB38,858,000 higher/lower, respectively.

3 Financial risk management *(continued)*

3.1 Financial risk factors *(continued)*

(b) Credit risk

Credit risk mainly arises from cash and cash equivalents, restricted cash, term deposits, trade receivables, and other receivables. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the consolidated balance sheets.

(i) Risk management

The Group expects that there is no significant credit risk associated with cash and cash equivalents and restricted cash, since they are deposited at state-owned banks or reputable commercial banks which are high-credit-quality financial institutions. Management does not expect that there will be any significant losses from non-performance by these counterparties. The expected credit loss is immaterial.

For trade receivables, the Group has policies in place to ensure that transactions with credit terms are made to counterparties with an appropriate credit history. Management performs ongoing credit evaluations of its counterparties, of which the credit quality is assessed by taking into account their financial position, past experience and other factors.

For other receivables, management makes periodic collective assessment as well as individual assessment on the recoverability of other receivables based on historical settlement records and past experiences.

(ii) Impairment of financial assets

The Group has two types of financial assets that are subject to the expected credit loss assessment, which are trade receivables and other receivables.

Trade receivables

The Group applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on similar credit risk characteristics and collectively assessed to likelihood of recovery, taking into account the industries that the customers are operating in, their ageing category and past collection history. For trade receivables, management makes periodic assessments as well as individual assessment on the recoverability based on historical settlement records and past experience and adjusts for forward looking information.

3 Financial risk management *(continued)*

3.1 Financial risk factors *(continued)*

(b) Credit risk *(continued)*

(ii) Impairment of financial assets (continued)

Trade receivables *(continued)*

The expected loss rates are based on credit rating of debtors with similar risk profiles and were adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The Group has identified the gross domestic product index ("GDP"), consumer price index ("CPI") in which it sells its goods and services to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in these factors.

Individually impaired trade receivables are related to customers who are experiencing unexpected economic difficulties. The Group expects that the amounts of the receivables will partially or entirely have difficulty to be recovered and has recognized impairment losses.

Trade receivables include:

– Category 1: customers who are insolvent or in operating difficulty with a relatively higher credit risk. The remaining customers which are assessed based on industry credit rating within lifetime expected credit loss.

– Category 2: customers who are not in operating difficulty.

With different types of customers, the Group calculated the expected credit loss rates respectively.

3 Financial risk management *(continued)*

3.1 Financial risk factors *(continued)*

(b) Credit risk *(continued)*

(ii) Impairment of financial assets (continued)

Trade receivables *(continued)*

As at 31 December 2025 and 2024, the loss allowance provision for the trade receivables was determined as follows.

	As at 31 December 2025		
	Gross carrying amount RMB'000	Expected credit loss rate	Loss allowance RMB'000
Category 1 – individual basis	18,942	100%	18,942
Category 2 – collective basis	274,625	0.8%	2,142
	293,567	7.2%	21,084

	As at 31 December 2024		
	Gross carrying amount RMB'000	Expected credit loss rate	Loss allowance RMB'000
Category 1 – individual basis	12,901	100%	12,901
Category 2 – collective basis	276,861	1.0%	2,849
	289,762	5.4%	15,750

3 Financial risk management *(continued)*

3.1 Financial risk factors *(continued)*

(b) Credit risk *(continued)*

(ii) Impairment of financial assets (continued)

Trade receivables *(continued)*

Movements in allowance for impairment of trade receivables are as follows:

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
At beginning of the year	15,750	7,650
Increase in loss allowance	6,839	8,552
Write-off	(1,505)	(452)
At end of the year	21,084	15,750

Trade receivables 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 a failure to make contractual payments for a period of greater than 2 years past due.

Impairment losses on trade receivables are presented as net impairment losses on financial assets. Subsequent recoveries of amounts previously written off are credited against the same line item.

3 Financial risk management *(continued)*

3.1 Financial risk factors *(continued)*

(b) Credit risk *(continued)*

(ii) Impairment of financial assets (continued)

Other receivables

Other receivables mainly include rental and other deposits, deposits to trust institutions and other receivables related to share options. Other receivables that are not credit-impaired on initial recognition are classified in 'stage 1' and the expected credit losses are measured as 12-month expected credit losses. If a significant increase in credit risk of other receivable has occurred since initial recognition, the financial asset is moved to 'stage 2' but is not yet deemed to be credit-impaired. The expected credit losses are measured as lifetime expected credit loss. If any financial asset is credit-impaired, it is then moved to 'stage 3' and the expected credit loss is measured as lifetime expected credit loss.

Management considers the probability of default upon initial recognition of asset and whether there has been significant increase in credit risk on an ongoing basis for the years ended 31 December 2025 and 2024. To assess whether there is a significant increase in credit risk, the Group compares risk of a default occurring on the assets as at the reporting date with the risk of default as at the date of initial recognition. Indicators that significant increase in credit risk include, amongst others, the failure of a debtor to engage in a repayment plan with the Group, and a failure to make contractual payments for a period of greater than 30 days past due. Especially the following indicators are incorporated:

- actual or expected significant adverse changes in business, financial economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations;
- actual or expected significant changes in the operating results of the counterparty;
- significant changes in the expected performance and behaviour of the counterparty, including changes in the payment status of the counterparty.

A default on a financial asset is when the counterparty fails to make contractual payments/ repayable demanded (i) within 90 days of when they fall due; (ii) because of insolvency. Credit-impaired other receivables with gross carrying amounts of approximately RMB3,644,000 and RMB3,644,000, as at 31 December 2025 and 2024, respectively, were assessed individually, classified in Stage 3, and 100% expected credit loss were provided accordingly.

3 Financial risk management *(continued)*

3.1 Financial risk factors *(continued)*

(b) Credit risk *(continued)*

(ii) Impairment of financial assets (continued)

Other receivables *(continued)*

Other receivables 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 a failure to make contractual payments for a period of greater than 3 years past due.

Management makes periodic collective assessments on the recoverability of other receivables based on historical settlement records and past experience. The Group uses three stages for other receivables which reflect their credit risk and how the credit loss provision is determined for each of those categories.

Impairment losses on other receivables are presented as net impairment losses on financial assets within operating loss. Subsequent recoveries of amounts previously written off are credited against the same line item.

Movements on the Group's allowance of impairment of other receivables are as follows:

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
At beginning of the year	4,729	6,951
Increase/(decrease) in loss allowance	44	(858)
Write-off	(51)	(1,364)
At end of the year	4,722	4,729

3 Financial risk management *(continued)*

3.1 Financial risk factors *(continued)*

(b) Credit risk *(continued)*

(ii) Impairment of financial assets (continued)

Other receivables *(continued)*

The credit loss allowance of other receivables as at 31 December 2025 and 2024 were determined as follows:

			As at 31 December 2025	
	Expected credit loss rate	Basis for recognition of expected credit loss provision	Loss allowance RMB'000	Carrying amount (net of impairment provision) RMB'000
Trust protection fund – performing	0.8%	12 months expected losses	459	59,841
Rental and other deposits – performing	1.3%	12 months expected losses	265	20,917
Loans to third parties – underperforming	100%	Life time expected losses	3,644	–
Others – performing	0.6%	12 months expected losses	354	54,716
			4,722	135,474

3 Financial risk management *(continued)*

3.1 Financial risk factors *(continued)*

(b) Credit risk *(continued)*

(ii) Impairment of financial assets (continued)

Other receivables *(continued)*

			As at 31 December 2024	
	Expected credit loss rate	Basis for recognition of expected credit loss provision	Loss allowance RMB'000	Carrying amount (net of impairment provision) RMB'000
Trust protection fund				
– performing	0.1%	12 months expected losses	103	77,327
Rental and other deposits				
– performing	2.5%	12 months expected losses	666	26,378
Loans to third parties				
– underperforming	100%	Life time expected losses	3,644	–
Others – performing	1.9%	12 months expected losses	316	16,170
			4,729	119,875

(c) Liquidity risk

The Group aims to maintain sufficient cash and cash equivalents for its business development and expansion. Due to the dynamic nature of the underlying businesses, the policy of the Group is to regularly monitor the Group's liquidity risk and to maintain adequate cash and cash equivalents to meet the Group's liquidity requirements.

Management monitors rolling forecasts of the Group's liquidity and cash and cash equivalents (Note 20(a)) on the basis of expected cash flows. This is generally carried out at the Group level. Management considers the Group's current cash and cash equivalents, the proceeds from recent financing arrangements and the anticipated cash flows from operations and financing activities, to meet its anticipated working capital requirements, capital expenditure requirements and to repay its liabilities.

The table below analyses the Group's financial liabilities that will be settled 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.

3 Financial risk management *(continued)*

3.1 Financial risk factors *(continued)*

(c) Liquidity risk *(continued)*

	Less than 1 year RMB'000	Between 1 and 2 years RMB'000	Between 2 and 5 years RMB'000	Total RMB'000
As at 31 December 2025				
Trade and notes payables	792,559	–	–	792,559
Lease liabilities	63,615	24,121	38,195	125,931
Borrowing (including interests)	5,475,155	1,532,689	431,648	7,439,492
Accruals and other payables (excluding taxes and surcharges payables, provision for litigation and disputes, advances from customer for used vehicles and mobility services, advances from disposal of equity investments, and staff costs and welfare accruals)	607,086	–	–	607,086
	6,938,415	1,556,810	469,843	8,965,068

	Less than 1 year RMB'000	Between 1 and 2 years RMB'000	Between 2 and 5 years RMB'000	Total RMB'000
As at 31 December 2024				
Trade and notes payables	702,206	–	–	702,206
Lease liabilities	60,290	33,673	29,880	123,843
Borrowing (including interests)	5,826,552	1,339,740	247,936	7,414,228
Accruals and other payables (excluding taxes and surcharges payables, provision for litigation and disputes, advances from customer for used vehicles and mobility services, advances from disposal of equity investments, and staff costs and welfare accruals)	657,713	–	–	657,713
	7,246,761	1,373,413	277,816	8,897,990

3 Financial risk management *(continued)*

3.2 Capital risk 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 equity holders and to maintain an optimal capital structure to reduce the cost of capital.

The Group monitors capital by regularly reviewing the capital structure. As a part of this review, management of the Company considers the cost of capital and the risks associated with the issued share capital. The Group may issue new shares in order to maintain or adjust the capital structure. The capital structure was measured by the asset-liability ratio, which is "total liabilities" divided by "total assets" as shown in the consolidated balance sheets. The Group aims to maintain the asset-liability ratio at a reasonable level.

As at 31 December 2025 and 2024, the asset-liability ratio was as follows:

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Total liabilities	9,256,080	11,283,231
Total assets	5,153,766	4,077,652
Asset-liability ratio	180%	277%

3 Financial risk management *(continued)*

3.3 Fair value estimation

(a) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measured at fair value in the consolidated financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standards.

Level 1: The fair value of financial instruments traded in active markets is based on quoted market 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.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities.

Specific valuation techniques used to value financial instruments include:

- Quoted market prices or dealer quotes for similar instruments; and
- Other techniques, such as discounted cash flow analysis, are used to determine fair value for the remaining financial instruments.

The carrying amounts of the Group's financial assets include cash and cash equivalents, trade and other receivables (excluding non-financial assets), and financial liabilities including trade and other payables (excluding non-financial liabilities), borrowings and lease liabilities. Their carrying values approximate their fair values due to their short maturities or interest bearing.

As at 31 December 2025 and 2024, none of the Group's financial assets are measured at fair value.

3 Financial risk management *(continued)*

3.3 Fair value estimation *(continued)*

(b) Fair value measurements using significant unobservable inputs (level 3)

The following table presents the changes in level 3 instruments for the years ended 31 December 2025 and 2024:

	Financial liabilities at fair value through profit or loss (Note 37) RMB'000
Opening balance 1 January 2025	1,971,901
Fair value change recognised in consolidated statements of comprehensive loss under "Fair value changes of financial liabilities at fair value through profit or loss"	(138,864)
Conversion of Series B Preferred Shares to Ordinary Shares upon IPO (Note 22)	(1,833,037)
Closing balance 31 December 2025	–
Net unrealised losses recognised in profit or loss attributable to balances held at the year end	–
Opening balance 1 January 2024	1,883,204
Fair value change recognised in consolidated statements of comprehensive loss under "Fair value changes of financial liabilities at fair value through profit or loss"	88,693
Issuance of Series B Preferred Shares of the Company (i)	4
Closing balance 31 December 2024	1,971,901
Net unrealised losses recognised in profit or loss attributable to balances held at the year end	88,693

3 Financial risk management *(continued)*

3.3 Fair value estimation *(continued)*

(b) Fair value measurements using significant unobservable inputs (level 3) *(continued)*

(i) 47,872,000 Preferred Shares at par value of US$0.00001 each were allotted and issued to Series B Investors on 10 April 2024 upon the completion of Reorganisation. The financial instruments issued to Series B Investors are accounted for as a financial liability at fair value through profit or loss ("FVPL") as disclosed in Note 37. The nominal value of approximately US$479 (RMB3,404) was fully paid as at 31 December 2024, which was accounted for as a financial liability at FVPL.

(c) Valuation inputs and relationships to fair value

The following table summarises the quantitative information about the significant unobservable inputs used in level 3 fair value measurements:

Description	Fair value As at 31 December		Unobservable inputs	Range of inputs As at 31 December		Relationship of unobservable inputs to fair value
	2025 RMB'000	2024 RMB'000		2025	2024	
Financial liabilities at fair value:						
Financial liabilities at fair value through profit or loss	-	1,971,901	Discount rate	NA	14.00%	The higher the discount rate, the lower the fair value
			Risk-free interest rate	NA	0.94%	The higher the risk-free rate, the lower the fair value
			Discount for lack of marketability ("DLOM")	NA	6%	The higher the DLOM, the lower the fair value
			Volatility	NA	46.47%	The higher the expected volatility, the lower the fair value
	-	1,971,901				

3 Financial risk management *(continued)*

3.3 Fair value estimation *(continued)*

(d) Valuation processes

In relation to the valuation of level 3 instruments, directors (i) selected qualified persons with adequate knowledge and conducted valuation on the investments in unlisted companies and financial instruments without readily determinable fair value; (ii) engaged competent independent third-party valuer to appraise the fair value of certain investments that are significant; (iii) reviewed and agreed on the valuation approaches adopted and key assumptions used based on the knowledge and understanding of the industrial data and development and the commercial strategies of the investee business; and (iv) approved the results if the procedures were deemed satisfactory. Based on the above processes, directors are of the view that the valuation analysis performed is fair and reasonable, and the fair value measurements of level 3 instruments are properly prepared.

Specific valuation techniques used to value financial instruments include:

– For structured deposits – the use of the expected rate of return for approximation for cash flow assessment in evaluating the fair values of the structured deposits.

– For financial liabilities at fair value through profit or loss – the use of discounted cash flow method to determine the underlying equity value of Hangzhou Youxing and equity allocation model to determine the fair value of the financial instruments.

The following table presents the (lower)/higher of the loss before income tax for the years ended 31 December 2024 and 2025 if the significant unobservable inputs had increased/decreased by 10% which leads to the fair value changes of financial liabilities.

		For the year ended 31 December	
		2025	2024
		RMB'000	RMB'000
Discount rate	Increased by 10%	NA	(328,004)
	Decreased by 10%	NA	430,084
Risk-free interest rate	Increased by 10%	NA	(162)
	Decreased by 10%	NA	162
Discount for lack of marketability ("DLOM")	Increased by 10%	NA	(10,040)
	Decreased by 10%	NA	10,057
Volatility	Increased by 10%	NA	(405)
	Decreased by 10%	NA	(369)

4 Critical accounting estimates and judgements

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the group's accounting policies.

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the entity and that are believed to be reasonable under the circumstances.

(a) Contractual arrangements

As disclosed in Note 36(c), the Group considers that it controls the PRC Operating Entities, notwithstanding the fact that it does not hold direct equity interest in the PRC Operating Entities, as it has power over the financial and operating policies of the PRC Operating Entities and receives substantially all the economic benefits from the business activities of the PRC Operating Entities through the Contractual Arrangements. Accordingly, the PRC Operating Entities have been accounted as subsidiaries for the years ended 31 December 2025 and 2024.

Nevertheless, the Contractual Arrangements may not be as effective as direct legal ownership in providing the Group with direct control over the PRC Operating Entities and uncertainties presented by the PRC legal system could impede the Group's beneficiary rights of the results, assets and liabilities of the PRC Operating Entities. The directors, based on the advice of its PRC legal counsel, consider that the Contractual Arrangements with the PRC Operating Entities and their equity shareholders are in compliance with the relevant PRC laws and regulations and are legally enforceable.

(b) Revenue recognition – principal versus agent considerations

Determining whether the Group is acting as a principal or as an agent in the provision of certain services to its customers requires judgement and consideration of all relevant facts and circumstances. In evaluation of the Group's role as a principal or an agent, the Group considers, individually or in combination, whether the Group (i) controls the specified good or service before it is transferred to the customer, (ii) is primarily responsible for fulfilling the contract, and (iii) has discretion in establishing prices.

(c) Revenue recognition – incentives

As disclosed in Note 5, all incentives given to the accounting customers are recorded as a reduction of revenue to the extent of the revenue earned from that customer on a transaction by transaction basis. For certain other incentives, management judgement is required to determine whether the incentives are in substance payments to customers for a distinct good or service, and the payments to customers represent the fair value of the distinct goods sold or services exchanged, in which case would be recorded as selling and marketing expenses.

4 Critical accounting estimates and judgements *(continued)*

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

As explained in Note 13 and Note 41.5, an impairment loss is recognised in profit and loss if the carrying amount of an asset, or the CGU to which it belongs, exceeds its recoverable amount. At the end of each reporting period, the Group reviews the recoverable amount of property, plant and equipment, right-of-use assets, intangible assets which involves judgement on the determination of their fair value less costs of disposal and value in use. The fair value less costs of disposal is determined based on market comparison approach by reference to recent sales or market rents of comparable assets and the value in use is determined by discounting projected cash flow series associated with the assets using risk-adjusted discount rates. Any change in the assumptions underlying these projections and fair values would increase or decrease the recoverable amount of related assets and CGUs.

(e) Useful lives and residual values of self-owned vehicles

As explained in Note 13, in determining the useful life and residual value of self-owned vehicles, the Group has to consider various factors, such as technical or commercial obsolescence arising from changes in the market demand for the vehicles, expected usage of the asset, the care and maintenance of the asset, and legal or similar limits on the use of the asset. The estimation is based on the experience of the Group with similar assets that are used in similar way. Adjustment of depreciation is made if the estimated useful lives and/or the residual values of self-owned vehicles are different from the previous estimation. Useful lives and residual values are reviewed at each financial year end based on the changes in circumstances, which may impact depreciation charges in the future periods.

(f) Determination of the lease term

As explained in Note 27, the lease liability is initially recognised at the present value of the lease payments payable over the lease term. In determining the lease term at the commencement date for leases that include renewal options or early termination options exercisable by the Group, the Group exercises judgement to evaluate the likelihood of exercising the renewal options or early termination options taking into account all relevant facts and circumstances that create an economic incentive for the Group to exercise the option, including favourable terms and the importance of that underlying asset to the Group's operation. Any increase or decrease in the lease term would affect the amount of lease liabilities and right-of-use assets recognised in future years. The Group also exercises judgement to determine whether there is a significant event or significant change in circumstance that is within the Group's control that would require the lease term to be reassessed.

(g) Valuation and recognition of share-based compensation expenses

As explained in Note 34, the Group set up an equity incentive plan to employees. The fair value of services received in return for share options granted is determined by the binomial model at the grant date, and is expected to be expensed over the respective vesting period. Significant estimates on assumptions, such as risk-free interest rate, expected volatility, dividend yield and expected forfeiture rate, are made by the directors and third-party valuers.

5 Revenue and segment information

The Group's CODM consisting of the chief executive officer and the other key management, examines the Group's performance from a product perspective. Management has determined the operating segments based on the reports reviewed by CODM that are used to make strategic decisions. On this basis, the Group has determined that it only has one operating segment for the years ended 31 December 2025 and 2024. All the Group's sales are contributed from the PRC market, accordingly, no geographical information is presented.

Breakdown of revenue by business lines is as follows:

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Revenue:		
Mobility services	18,564,222	13,566,590
Vehicle sales	1,418,363	866,760
Vehicle leasing	160,812	187,083
Others	46,420	37,066
Total	20,189,817	14,657,499

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Revenue from contracts with customers:		
At a point in time	20,029,005	14,465,601
Over time	160,812	191,898
	20,189,817	14,657,499

5 Revenue and segment information *(continued)*

(a) Information about major customers

No revenue from services provided to a single customer accounted for 10% or more of total revenue of the Group for the years ended 31 December 2025 and 2024.

(b) Contract liabilities

The Group has recognised the following revenue-related contract liabilities:

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Contract liabilities – Current	122,973	263,196

(i) Changes in contract liabilities

Contract liabilities of the Group mainly arise from the advance payments made by customers while the mobility services are yet to be provided and vehicles are yet to be delivered.

(ii) Revenue recognised that was included in the balance of contract liabilities at the beginning of the year

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Credited to the consolidated statements of comprehensive loss	244,166	210,925

(c) Transaction price allocated to unsatisfied long-term contract

The Group has no significant unsatisfied performance obligations arising from revenue contracts that have an original expected duration more than one year, thus management applied practical expedient under IFRS 15 and is not disclosing the aggregate amount of the transaction price allocated to the performance obligations that are unsatisfied or partially satisfied at the end of the reporting period.

5 Revenue and segment information *(continued)*

(d) The accounting policy for the Group's principal revenue types

Revenues are principally comprised of mobility services, vehicles sales, vehicle leasing and other services. The Group recognises revenues when or as the control of the promised goods or services is transferred to the customers, netting of value-added taxes ("VAT"). Depending on the terms of the contracts and the laws that apply to the contracts, if control of the promised goods or services is transferred over time, revenues are recognised over the period of the contracts by reference to the progress towards complete satisfaction of those performance obligations. Otherwise, revenues are recognised at a point in time when the customers obtain control of the promised goods or services. Revenue is only recognised to the extent that it is highly probable that a significant reversal will not occur.

The Group evaluates whether it acts as a principal or an agent to determine whether it is appropriate to record the gross amount of revenues and related costs, or the net amount earned as commission. The Group is a principal if it controls the specified goods or services before being transferred to the customers. Generally, a principal is the primary obligor, has latitude in establishing the selling price, and is subject to inventory risks. Otherwise, the Group is an agent to arrange for goods or services to be exchanged by other parties.

(i) Mobility services

The Group provides online mobility services under the brands "CaoCao Mobility" and "Limao Mobility". According to the relevant regulations in the PRC and the ride service agreements entered into with users who order the services under the brands, the Group considers itself as the ride service provider. Users can choose mobility services based on their mobility needs and preferences. When a user selects and initiates a ride service request, an estimated service fee is displayed and the user can further decide whether to place the service request or not. Once the user places the ride service request and the Group accepts the service request, a ride service agreement is entered into between the user and the Group. Upon completion of the ride services, the Group recognises mobility services revenues on a gross basis.

5 Revenue and segment information *(continued)*

(d) The accounting policy for the Group's principal revenue types *(continued)*

(i) Mobility services *(continued)*

According to the relevant regulations in the PRC, online mobility services platforms are required to obtain online mobility services permit and take full responsibility of the ride services. The relevant regulations also require the licensed platforms to ensure that the drivers and cars engaged in providing ride services meet the requirements stipulated by the regulations. Accordingly, the Group as an online mobility services platform considers itself as the principal for its ride services because it controls the services provided to users. The control over the services provided to users is demonstrated through: a) the Group is able to direct registered drivers to deliver ride services on its behalf based on the ride service agreement it entered into with users. If the assigned driver is not able to deliver the service in limited circumstances, the Group will assign another registered driver to deliver the service; b) in accordance with the agreements entered into between the Group and the drivers, the drivers are obligated to comply with service standards and implementation rules set by the Group when providing the ride services on behalf of the Group; c) the Group evaluates drivers' performance regularly in accordance with standards set by the Group. Other indicators of the Group being the principal are demonstrated by: a) the Group is obligated to fulfill the promise to provide the mobility services to users in accordance with the above regulations in the PRC and the above service agreements; b) according to applicable necessary procedures, the Group has the discretion in setting the prices for the services.

A contract liability represents the Group's obligation to transfer services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. The Group's contract liabilities were mainly resulted from advance payments from mobility services in the PRC.

The incremental costs of obtaining a contract with a customer are recognised as an asset if the Group expects to recover those costs. As a practical expedient, the Group elects to recognise the incremental costs of obtaining a contract as an expense when incurred if the amortisation period of the asset that the Group otherwise would have recognised is one year or less.

5 Revenue and segment information *(continued)*

(d) The accounting policy for the Group's principal revenue types *(continued)*

(ii) Vehicles sales

Revenue is generally recognised at a point in time when the customers obtain possession of and control of the promised goods in the contract. A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional. The Group sold new vehicles, which were purchased from related parties, to its car partners, individual drivers, other third-party taxi companies and automobile dealers. The Group also offered sales rebates to its car partners if certain criteria were met according to the sales contract. Car partners are those who directly manage drivers, with or without vehicles, that provide services on the Group's platform. Revenue is recognised net of the sales rebate.

(iii) Vehicle leasing

The Group also provided car rental services to third parties. Accounting policy for rental income is set out in Note 41.18(b).

(iv) Other services

The Group provides other services including advertising, technological support, intra-city delivery service, customer referring service and other services. Advertising revenue is mainly derived by delivering advertisements on CaoCao Mobility and its operating vehicles. Revenue of such advertising service is recognised on a pro-rata basis over the contractual service period. Customer referring service is provided to a related party, who enters into finance lease contracts with vehicle buyers. Revenue of such customer referring service is recognised when the services have been rendered. Technological support and other services are recognised as revenue when the customers obtain control of the promised goods or services.

(e) Incentive programs

(i) Customer incentives

Users using mobility services are considered as the customers of the Group. The Group offers various incentive programs to the Group's customers, including fixed amount discounts, fixed percentage discounts, etc. If the Group does not receive distinct goods or services from the customers, incentives provided to customers are recorded as a reduction of revenue. The Group operates a loyalty programme where customers accumulate award points for orders made which entitle them to discounts on future orders. A contract liability for the award points is recognised at the time upon completion of related orders, based on their respective standalone selling price of the services provided and the award points, and recognised as revenue when the award points are redeemed or expired.

5 Revenue and segment information *(continued)*

(e) Incentive programs *(continued)*

(ii) Customer referrals

These referrals are earned when an existing customer ("the referring customer") refers a new customer ("the referred customer") to the Group and the referred customer uses services offered by the Group's platform. These customer referrals incentives are typically paid in cash to the referring customers. These referrals are offered to attract new customers to the Group. The Group records the liability for these referrals and corresponding expenses as sales and marketing expenses at the time the referral is earned by the referring customer.

(iii) Variable consideration

The amount of consideration to which the Group collects from customers may be variable and less than the estimated service fee in the service request, because the Group may offer customers a price concession in its customary business practices. When new vehicles are sold to car partners, rebates are offered to its car partners, who are the customers under such transactions, that are conditional on completion of certain number of orders. The Group estimates the amount of consideration to which it will be entitled using the expected value or most likely amount. The estimated amount of variable consideration is included in the transaction price only to the extent that is highly probable that such an inclusion will not result in a significant revenue reversal in the future when the uncertainty associated with the variable consideration is subsequently resolved.

When there are changes in circumstances, the Group updates the estimated transaction price (including updating its assessment of whether an estimate of variable consideration is constrained) to better predict the circumstances present at the end of the reporting period and the changes in circumstances during the reporting period.

(iv) Incentives to registered drivers providing mobility services

The incentives to drivers providing mobility services are recognised as cost of sales as they are part of the Group's fulfillment costs for completing the performance obligation under the mobility services.

6 Expenses by nature

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Driver earnings and incentives for mobility services	14,991,179	10,715,053
Commissions charged by aggregation platforms	1,564,835	1,046,279
Cost of vehicles sold	1,299,824	820,087
Employee benefits expenses (Note 7)	622,025	807,242
Depreciation charges of property, plant and equipment (Note 13(e))	608,508	685,561
Commissions paid to car partners	375,028	308,926
Insurance costs	353,294	342,425
Battery service fee (Note 33(b)(iv))	245,062	226,145
Vehicle maintenance charges	137,722	136,699
Promotion, advertising and incentives for customer referrals	119,159	85,681
Depreciation charge of right-of-use assets (Note 13(f))	58,224	61,668
Listing expenses	42,057	32,283
Expenses relating to low-value leases (Note 13(h)(ii))	14,625	22,666
Expenses relating to short-term leases (Note 13(h)(ii))	12,295	16,144
Amortisation of intangible assets (Note 14)	1,251	2,140
Auditor's remuneration		
– Audit service	3,700	–
– Non-audit services	915	–
Others	470,768	381,043
Total cost of sales, selling and marketing expenses, general and administrative expenses and research and development expenses	20,920,471	15,690,042

7 Employee benefits expenses

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Wages, salaries and bonuses	353,626	341,727
Share-based compensation expenses (Note 34)	201,953	401,416
Housing benefits (a)	29,473	27,541
Employee social security plans, medical insurances and other social insurances obligations (a)	24,797	23,476
Employee welfare	12,176	13,082
	622,025	807,242

(a) Employee social security plans, housing funds, medical insurances and other social insurances obligations

The Group only has defined contribution pension plans. In accordance with the rules and regulations in the PRC, the PRC based employees of the Group participate in various defined contribution retirement benefit plans organised by the relevant municipal and provincial governments in the PRC under which the Group and the PRC based employees are required to make monthly contributions to these plans calculated as a percentage of the employees' salaries. Other than the monthly contributions, the Group has no further obligation for the payment of retirement and other post-retirement benefits of its employees. The assets of these plans are held separately from those of the Group in independently administrated funds managed by the governments.

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

These contributions are paid to the respective labour and social welfare authorities and are expensed as incurred.

No forfeited contributions were utilised during the years ended 31 December 2025 and 2024 to offset the Group's contribution to the abovementioned social security plans.

7 Employee benefits expenses *(continued)*

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the years ended 31 December 2025 and 2024, include 1 and 1 directors whose emoluments are reflected in analysis shown in Note 40. The emoluments payable to the remaining 4 and 4 individuals for the years ended 31 December 2025 and 2024 are as follows:

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Share-based compensation expenses	79,077	91,306
Wages, salaries and bonuses	6,145	6,380
Employee social security plans, medical insurances and other social insurances obligations	333	329
Housing benefits	190	203
Employee welfare	95	106
	85,840	98,324

The remaining highest paid individuals fell within the following bands:

	Year ended 31 December	
	2025	2024
Emolument bands:		
HK$8,500,001-HK$9,000,000	–	1
HK$14,500,001-HK$15,000,000	2	–
HK$15,500,001-HK$16,000,000	–	1
HK$20,500,001-HK$21,000,000	1	1
HK$41,500,001-HK$42,000,000	1	–
HK$61,500,001-HK$62,000,000	–	1
	4	4

8 Other income

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Government grants (i) (Note 28)	248,974	192,314

(i) The amounts represent government grants related income which are received from various local governments. These grants are recognised in the statement of comprehensive loss upon later of receipt of these cash and the conditions relating to these grants have been fulfilled.

9 Other gains – net

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Gains on disposal of property, plant and equipment and assets classified as held for sale	42,706	58,098
Gains on termination of right-of-use assets	–	3,145
Gains on disposal of investments accounted for using equity method (Note 15(a)(i))	–	900
Penalties for vehicles or drivers without the requisite permits or licenses	(16,956)	(13,042)
Others	(489)	(1,682)
	25,261	47,419

10 Finance costs – net

	Year ended 31 December 2025 RMB'000	Year ended 31 December 2024 RMB'000
Finance income:		
Interest income on cash and cash equivalents	8,332	10,822
Finance costs:		
Interest expense on ABSs (Note 30(b))	(161,904)	(233,458)
Interest expense on bank and other borrowings (Note 30(b))	(89,563)	(82,524)
Interest expense on loans from related parties (Note 30(b), 33(b)(xvii))	(21,306)	(5,643)
Interest expense on lease liabilities (Note 27(i), 30(b))	(4,746)	(6,342)
	(277,519)	(327,967)
Finance costs – net	(269,187)	(317,145)

11 Taxation

(a) Value-added tax ("VAT")

The operation of the Group in the PRC primarily applies VAT as follows:

Category	Tax Rate	Basis of Levies
VAT	9% or 3%	Revenue from mobility services
	13%	Revenue from vehicle leasing
	13%	Revenue from vehicle sales
	3%, 6%, 9%, 13%	Other revenue

11 Taxation *(continued)*

(b) Income tax expenses

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Current income tax expense	334	279
Deferred income tax expenses (Note 29)	19,676	39,768
	20,010	40,047

Cayman Islands income tax

The Company is incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of Cayman Islands, and accordingly is exempted from Cayman Islands income tax.

Hong Kong profits tax

Under the current Hong Kong Inland Revenue Ordinance, the Company's subsidiaries incorporated in Hong Kong are subject to a two-tiered profits tax rates regime. Under the two-tiered profits tax rates regime, the first HK$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK$2 million will be taxed at 16.5%.

No provision for Hong Kong profits tax has been made as the Group did not have any assessable profit subject Hong Kong profits tax for the years ended 31 December 2025 and 2024.

Other countries

The Group entities established under the International Business Companies Acts of British Virgin Islands ("BVI") are exempted from BVI income taxes.

Tax in other countries including Japan have been provided for at the applicable rates on the estimated assessable profits less estimated available tax losses.

11 Taxation *(continued)*

(b) Income tax expenses *(continued)*

PRC enterprise income tax ("EIT")

The Group's subsidiaries established and operated in Chinese Mainland are subject to the EIT on the taxable income as reported in their respective statutory financial statements adjusted in accordance with the Enterprise Income Tax Law ("EIT Law"). Pursuant to the EIT Law, the Group's subsidiaries are generally subject to EIT at the statutory rate of 25%.

Hangzhou Youxing obtained its High and New Technology Enterprises ("HNTE") status in 2019 and subsequently renewed it in 2022. Accordingly, it was entitled to a preferential EIT rate of 15% for a three-year period since the qualification day. As Hangzhou Youxing did not renew its HNTE status upon its expiry in 2025, the preferential EIT rate of 15% was applied for the year ended 31 December 2024, while the standard statutory EIT rate of 25% was applicable for the year ended 31 December 2025.

According to the relevant laws and regulations promulgated by the State Administration of Taxation ("SAT") of the PRC that was effective from 2008 onwards, enterprises engaging in research and development activities are entitled to claim 175% of their research and development expenses incurred as tax deductible expenses when determining their assessable profits for the year ("Super Deduction"). Such claim was further increased to 200% from 1 October 2022 onwards.

PRC withholding income tax ("WHT")

According to the EIT Law, distribution of profits earned by PRC companies since January 1, 2008 to foreign investors is subject to withholding tax of 5% or 10%, depending on the country of incorporation of the foreign investor, upon the distribution of profits to overseas-incorporated immediate holding companies.

For the years ended 31 December 2025 and 2024, the Group does not have any plan to require any of its subsidiaries, including its PRC subsidiaries to distribute their retained earnings and intends to retain them to operate and expand the business in the PRC. As at 31 December 2025, the Group has no undistributed earnings in its PRC subsidiaries. Accordingly, no deferred income tax liability on WHT was provided as at the end of each reporting period.

11 Taxation *(continued)*

(b) Income tax expenses *(continued)*

PRC withholding income tax ("WHT") *(continued)*

A reconciliation of the expected income tax calculated at the applicable tax rate and loss before income tax, with the actual income tax is as follow:

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Loss before income tax	(593,625)	(1,206,342)
Tax calculated at statutory tax rates of 25%	(148,406)	(301,586)
Effects of preferential income tax rate applicable to subsidiaries in China	1,922	120,303
Different tax jurisdiction	2,546	11,772
Expenses not deductible for tax purpose (i)	47,581	62,962
Tax losses for which no deferred tax assets were recognised (ii)	124,830	126,308
Recognition of previously tax losses for which deferred tax assets were not recognised	(15,363)	–
Utilisation of previously unrecognised tax losses	(6,784)	–
Temporary differences for which no deferred tax assets were recognised	13,684	20,288
Income tax expenses	20,010	40,047

11 Taxation *(continued)*

(b) Income tax expenses *(continued)*

PRC withholding income tax ("WHT") *(continued)*

(i) The expenses not deductible for tax purpose mainly consists of advertising expenditures not qualified for tax deduction, and share-based compensation expenses.

(ii) Tax losses

As at 31 December 2025 and 2024, the Group had unused tax losses of approximately RMB9,462,046,000 and RMB8,550,931,000 that can be carried forward against future taxable income, respectively. No deferred income tax asset has been recognised in respect of such tax losses due to the unpredictability of future taxable income. The Group's tax losses carried forward will expire between 2026 and 2030.

The Group principally conducted its business in PRC, where the accumulated tax losses will normally expire within 5 years.

Tax losses for which no deferred tax asset was recognised will expire as follows:

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Expiry year		
2025	–	82,053
2026	1,042,948	1,042,948
2027	275,959	277,757
2028	1,756,242	1,820,856
2029 and onwards	6,386,897	5,327,317
	9,462,046	8,550,931

(iii) Global minimum top-up tax

The Group has adopted International Tax Reform – Pillar Two Model Rules – Amendments to IAS 12 upon their release on 23 May 2023. The amendments provide a temporary mandatory exception from deferred tax accounting for the top-up tax, which is effective immediately, and require new disclosures about the Pillar Two exposure from 31 December 2024. For the years ended 31 December 2025 and 2024, the Group had no related current tax exposure due to Pillar Two. The Group will assess its exposure to the Pillar Two legislation when related legislation is announced and enacted.

12 Losses per share

(i) Basic

Basic losses per share is calculated by dividing the net loss attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year.

	Year ended 31 December 2025	2024
Loss attributable to owners of the Company (RMB'000)	(635,381)	(1,250,769)
Weighted average number of ordinary shares outstanding (thousands) (a)	500,373	452,128
Basic losses per share (RMB)	(1.27)	(2.77)

(a) For the year ended 31 December 2024, the weighted average number of ordinary shares has been retrospectively adjusted for the effect of the issuance of shares in connection with the Reorganisation completed on 10 April 2024.

As Series A Preferred Shares and Series A1 Preferred Shares are classified as equity and have the same rights to receive dividends as ordinary shares (Note 22), Series A Preferred Shares and Series A1 Preferred Shares are treated as ordinary shares for the purpose of calculating basic loss per share.

(ii) Diluted

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 net losses for the year ended 31 December 2024, the dilutive potential ordinary shares arising from conversion of Series B Preferred Shares to Ordinary Shares and exercise of share options were not included in the calculation of dilutive loss per share, as their inclusion would be anti-dilutive. Accordingly, dilutive loss per share for the year ended 31 December 2024 was the same as basic loss per share of the period.

12 Losses per share *(continued)*

(ii) Diluted *(continued)*

For the year ended 31 December 2025, the dilutive potential ordinary shares arising from conversion of Series B Preferred Shares to Ordinary Shares were included in the calculation of dilutive loss per share, as their inclusion would be dilutive, while those arising from exercise of share options were not included as their inclusion would be anti-dilutive.

	Year ended 31 December 2025
Loss	
Loss attributable to owners of the Company (RMB'000)	(635,381)
Adjustments for fair value changes of financial liabilities at fair value through profit or loss	(138,864)
	(774,245)
Shares	
Weighted average number of ordinary shares outstanding excluding conversion of Series B Preferred Shares to Ordinary Shares (thousands)	500,373
Adjustments for conversion of Series B Preferred Shares to Ordinary Shares (thousands)	23,083
	523,456
Diluted losses per share (RMB)	(1.48)

13 Property, plant and equipment and right-of-use assets

	Self-owned vehicles RMB'000	Leased vehicles RMB'000	Leased properties RMB'000	Furniture and office equipment RMB'000	Leased license plate RMB'000	Construction in progress ("CIP") (a) RMB'000	Leasehold improvement RMB'000	Total RMB'000
Year ended 31 December 2024								
Opening net book value	2,468,907	37,626	45,259	13,141	72,864	303,827	16,241	2,957,865
Additions	–	–	3,034	1,700	65,111	336,405	1,442	407,692
Transfer	597,084	–	–	–	–	(597,084)	–	–
Assets classified as held for sale	(93,535)	–	–	–	–	–	–	(93,535)
Disposals	(134,573)	(26,902)	(6,649)	(489)	(2,960)	–	–	(171,573)
Modification	–	–	(12,601)	–	–	–	–	(12,601)
Depreciation charge (Note 6)	(676,171)	(10,724)	(14,830)	(3,185)	(36,114)	–	(6,205)	(747,229)
Closing net book value	2,161,712	–	14,213	11,167	98,901	43,148	11,478	2,340,619
As at 31 December 2024								
Cost	3,919,951	–	41,777	20,929	159,515	43,148	34,174	4,219,494
Accumulated depreciation	(1,758,239)	–	(27,564)	(9,762)	(60,614)	–	(22,696)	(1,878,875)
Net book value	2,161,712	–	14,213	11,167	98,901	43,148	11,478	2,340,619

13 Property, plant and equipment and right-of-use assets *(continued)*

	Self-owned vehicles RMB'000	Leased properties RMB'000	Furniture and office equipment RMB'000	Leased license plate RMB'000	Construction in progress ("CIP") (a) RMB'000	Leasehold improvement RMB'000	Total RMB'000
Year ended 31 December 2025							
Closing net book value	2,161,712	14,213	11,167	98,901	43,148	11,478	2,340,619
Additions	–	9,453	1,600	55,159	307,213	233	373,658
Transfer	281,362	–	–	–	(281,362)	–	–
Assets classified as held for sale	(54,844)	–	–	–	–	–	(54,844)
Disposals	(73,998)	–	(4,061)	–	–	–	(78,059)
Depreciation charge (Note 6)	(600,287)	(11,514)	(2,888)	(46,710)	–	(5,333)	(666,732)
Closing net book value	1,713,945	12,152	5,818	107,350	68,999	6,378	1,914,642
As at 31 December 2025							
Cost	3,457,903	51,230	15,268	214,674	68,999	34,465	3,842,539
Accumulated depreciation	(1,743,958)	(39,078)	(9,450)	(107,324)	–	(28,087)	(1,927,897)
Net book value	1,713,945	12,152	5,818	107,350	68,999	6,378	1,914,642

(a) CIP are mainly vehicles not ready for use, and the depreciation of these assets commences when the assets are ready for their intended use.

(b) The Group, as a lessor, entered into certain vehicle operating lease arrangements for the years ended 31 December 2025 and 2024. As at 31 December 2025 and 2024, the carrying amount of the vehicles which are subject to operating lease arrangements are approximately RMB188,837,000 and RMB255,426,000, respectively.

(c) As at 31 December 2025 and 2024, the Group's vehicles related to the Group's arrangements of ABSs' carrying value were RMB1,182,603,000 and RMB1,194,612,000 (Note 32). The right of receiving payments from customers generated by these vehicles for a period of two or three years was pledged for ABSs arrangements. If the Group breaches the debt covenant, these vehicles will be mortgaged accordingly. During the years ended 31 December 2025 and 2024, the Group hadn't been in violation of any of the covenants pursuant to the ABSs arrangements.

13 Property, plant and equipment and right-of-use assets *(continued)*

(d) For the years ended 31 December 2025 and 2024, the Group entered into several finance lease agreements with certain finance lease companies (Note 26(c)), pursuant to which the finance lease companies purchase certain new energy vehicles from the Group and leases back the same vehicles to the Group typically with lease terms of three to six years and receives lease payment regularly from the Group until the Group repurchases the assets from them upon the expiry of the lease term.

During such lease term and before the exercise of the repurchase options, such vehicles are effectively pledged as security for the borrowings from the finance lease companies and are restricted under the agreements where lessors' consent must be obtained for the pledge or disposal of these assets. As at 31 December 2025 and 2024, the carrying value of assets under this restriction amounted to approximately RMB4,264,000 and RMB77,995,000, respectively (Note 32).

(e) Depreciation and impairment charges of property, plant and equipment has been charged to the consolidated statements of comprehensive loss as follows:

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Depreciation charges		
Cost of sales	600,287	676,171
General and administrative expenses	7,309	8,507
Research and development expenses	912	867
Selling and marketing expenses	–	16
Total	608,508	685,561

13 Property, plant and equipment and right-of-use assets *(continued)*

(f) Depreciation of right-of-use assets has been charged to the consolidated statements of comprehensive loss as follows:

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Cost of sales	46,710	46,838
General and administrative expenses	9,642	10,248
Research and development expenses	1,872	2,130
Selling and marketing expenses	–	2,452
Total	58,224	61,668

(g) Impairment tests for property, plant and equipment and right-of-use assets

An impairment loss is recognised in profit and loss if the carrying amount of property, plant and equipment and right-of-use assets, exceeds its recoverable amount. As at 31 December 2025 and 2024, the Group recognised impairment provisions of approximately nil and nil, respectively, on certain vehicles with relatively low utilisation rate, based on the comparable vehicle disposal price on the markets. The impairment provision was derecognised upon disposal of such vehicles during the Reporting Period.

13 Property, plant and equipment and right-of-use assets *(continued)*

(h) Right-of-use assets

(i) Amounts recognised in the consolidated balance sheets

The consolidated balance sheets show the following amounts relating to leases:

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Right-of-use assets		
Leased license plate*	107,350	98,901
Leased properties	12,152	14,213
	119,502	113,114
Lease liabilities (Note 27)		
Current	57,020	56,528
Non-current	58,674	59,993
	115,694	116,521

* The Group leases vehicle license plate in certain cities to carry out mobility services due to the shortage of license plate resources in these cities.

13 Property, plant and equipment and right-of-use assets *(continued)*

(h) Right-of-use assets *(continued)*

(ii) Amounts recognised in the consolidated statements of comprehensive loss and cash flows

The consolidated statements of comprehensive loss and cash flows show the following amounts relating to leases:

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Depreciation charge of right-of-use assets (Note 6)		
Leased license plate	46,710	36,114
Leased properties	11,514	14,830
Leased vehicles	–	10,724
	58,224	61,668
Interest expenses (included in finance cost) (Note 10)	4,746	6,342
Expense relating to short-term leases (included in cost of sales) (Note 6)	12,295	16,144
Expense relating to leases of low-value assets that are not shown above as short-term leases (included in cost of sales) (Note 6)	14,625	22,666
	89,890	106,820
The cash outflow for leases as operating activities	29,420	30,205
The cash outflow for leases as financing activities	70,185	63,334
	99,605	93,539

13 Property, plant and equipment and right-of-use assets *(continued)*

(i) Accounting policy for property, plant and equipment and depreciation policy for right-of-use assets

Property, plant and equipment, are stated at historical cost less accumulated depreciation and impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised 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 derecognised when replaced. All other repairs and maintenance are charged to profit or loss in which they are incurred.

Depreciation of property, plant and equipment and right-of-use asset is calculated using the straight-line method to allocate their cost or revalued amounts, net of their residual values, over their estimated useful lives:

	Estimated useful lives	Residual rate
– Self-owned vehicles	5~6 years	0%~20%
– Furniture and office equipment	5~8 years	5%
– Leasehold improvement	Shorter of remaining lease term or useful life	
– Leased vehicles	3~6 years	
– Leased properties	2~7 years	
– Leased license plate	3~6 years	

13 Property, plant and equipment and right-of-use assets *(continued)*

(i) Accounting policy for property, plant and equipment and depreciation policy for right-of-use assets *(continued)*

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 41.5).

Gains and losses on disposals are determined by comparing proceeds with carrying amount and are recognised in "Other (losses)/gains – net" in the consolidated statements of comprehensive loss.

Property, plant and equipment and right-of-use assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised 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 (CGU). Property, plant and equipment and right-of-use assets that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

14 Intangible assets

	Software RMB'000	Entitlements for license plate RMB'000	Total RMB'000
Year ended 31 December 2024			
Opening net book value	2,628	–	2,628
Additions (i)	1,969	49,622	51,591
Amortisation charge (Note 6)	(2,140)	–	(2,140)
Closing net book value	2,457	49,622	52,079
As at 31 December 2024			
Cost	8,775	49,622	58,397
Accumulated amortisation and impairment	(6,318)	–	(6,318)
Net book value	2,457	49,622	52,079
Year ended 31 December 2025			
Opening net book value	2,457	49,622	52,079
Amortisation charge (Note 6)	(1,251)	–	(1,251)
Closing net book value	1,206	49,622	50,828
As at 31 December 2025			
Cost	8,157	49,622	57,779
Accumulated amortisation and impairment	(6,951)	–	(6,951)
Net book value	1,206	49,622	50,828

14 Intangible assets *(continued)*

Amortisation and impairment charges of intangible assets has been charged to the consolidated statements of comprehensive loss as follows:

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
General and administrative expenses	1,251	2,140

(i) In July 2024, the Group acquired 100% equity interests of certain companies holding a number of entitlements for license plate in Shenzhen. On the acquisition date, there was no business carried by the acquirees other than entitlements for license plates. The transaction was accounted for as asset acquisitions.

During the year ended 31 December 2024, the entitlements for license plates were purchased from certain third parties, at total consideration of RMB49,622,000. partially offset by deposits recorded in other receivables (Note 30(a)). Previously, the Group leased license plates and paid rent to these third parties, which were recognised as leased license plate in right-of-use assets (Note 13).

Since the entitlements for license plate have no expire date, they are accounted for as intangible assets with an indefinite life. Entitlements for license plate are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. For the purpose of the impairment review, the recoverable amount of entitlements for license plate is determined based on the fair value less disposal cost. The Group assessed its fair value by reference to its quoted price for an identical unit from third party potential vendors in relevant cities.

15 Investments accounted for using the equity method

(a) Investment in associates

Set out below are the movement of associates of the Group for the years ended 31 December 2025 and 2024.

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Carrying amounts at the beginning of the year	–	–
Additions (ii)	72,000	–
Transfer to assets classified as held for sale (ii)	(72,000)	–
Carrying amounts at the end of the year	–	–

(i) Management has assessed the level of influence of the Group, and determined that it has significant influence even though the shareholding is below 20% because the Group holds one out of three board seats. Consequently, the investee is classified as an associate and accounted for using the equity method.

On 26 January 2024, the Group sold the equity interest of Ningbo Yongcheng to a third party, with a cash consideration of RMB900,000. As the investee had previously incurred losses, the carrying amount of the investment accounted for using the equity method had been reduced to nil. Accordingly, a gain of RMB900,000 arising from the disposal was recognised and presented under "Other gains – net" in the consolidated statement of comprehensive loss (Note 9).

(ii) On 5 June 2025, the Group entered into an investment agreement with Langu Culture Technology (Jiangsu) Co., Ltd. ("Langu Culture"), a third party of the Group, to establish Langu Youlai Digital Technology (Jiangsu) Co., Ltd. ("Langu Youlai"). Capital contribution of RMB72,000,000 in cash was paid by the Group in June 2025.

On 31 December 2025, the Group entered into a share purchase agreement with Langu Culture, pursuant to which the Group agreed to sell its entire 20% equity interest in Langu Youlai to Langu Culture for an aggregate cash consideration of RMB72,000,000. The Group received a first instalment of RMB3,000,000 (Note 25) in 2025, and the outstanding balance was fully collected in March 2026.

(iii) No impairment provision was provided for the years ended 31 December 2025 and 2024.

16 Financial instruments by category

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Assets as per balance sheet		
Financial assets at amortised costs:		
– Cash and cash equivalents (Note 20(a))	1,176,399	159,497
– Restricted cash (Note 20(b))	78,167	68,247
– Term deposits with initial term over 3 months (Note 20(c))	380,000	–
– Trade receivables (Note 19)	272,483	274,012
– Other receivables (Note 17)	135,474	119,875
	2,042,523	621,631
Liabilities as per balance sheet		
Financial liabilities at amortised costs:		
– Trade and notes payables (Note 24)	792,559	702,206
– Accruals and other payables (excluding taxes and surcharges payables, provision for litigation and disputes, advances from customer for used vehicles and mobility services, advances from disposal of equity investments and staff costs and welfare accruals) (Note 25)	607,086	657,713
– Lease liabilities (Note 27)	115,694	116,521
– Borrowings (Note 26)	7,206,875	7,218,287
	8,722,214	8,694,727
Financial liabilities at fair value:		
– Financial liabilities at fair value through profit or loss (Note 37)	–	1,971,901
	8,722,214	10,666,628

17 Prepayments, other receivables and other current assets

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Included in non-current assets		
Prepayments:		
Prepayments for self-owned vehicles	37,500	–
Deferred charges for global positioning system and other equipment	35,943	45,277
	73,443	45,277
Other receivables:		
Deposits to trust institutions (i)	27,400	43,000
Rental and other deposits	16,981	19,736
	44,381	62,736
Non-current	117,824	108,013
Included in current assets		
Prepayments:		
Prepayments for insurance costs	250,669	250,951
Listing expenses directly attributable to the issue of shares to be deducted from equity	–	5,274
Others	13,061	7,676
	263,730	263,901

17 Prepayments, other receivables and other current assets *(continued)*

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Other current assets:		
Value-added tax recoverable	479,508	395,708
Other receivables:		
Other receivables related to share options	34,963	–
Deposits to trust institutions (i)	32,900	34,430
Rental and other deposits	4,201	7,308
Loans to third parties	3,644	3,644
Short-term finance lease receivables, net	3,500	3,500
Capital contribution receivables from Ugo Investment Limited (Note 22)	–	30
Others	16,607	12,956
	95,815	61,868
Less: loss allowance	(4,722)	(4,729)
	91,093	57,139
Current	834,331	716,748

(i) For the years ended 31 December 2025 and 2024, the Group issued several tranches of ABSs in the PRC. In accordance with the relevant PRC regulations, the Group is required to make deposits to trust institutions at 1% of the certain outstanding balance of the principal elements of the borrowings as a pledge for the repayments of ABSs.

18 Inventories

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Vehicles for sale	180,101	223,079

For the years ended 31 December 2025 and 2024, the Group sold new vehicles to car partners as well as other third parties. The Group classified such new vehicles as inventories based on the management's intention to sell them. The balances represent the new vehicles for sale as at each year end.

19 Trade receivables

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Trade receivables from contracts with customers	293,567	289,762
Less: loss allowance	(21,084)	(15,750)
	272,483	274,012

The Group applies the IFRS 9 simplified approach to measure expected credit losses which use a life time expected loss allowance for all trade receivables. Note 3.1(b) provides for details about the calculation of the allowance.

19 Trade receivables *(continued)*

As at 31 December 2025 and 2024, the ageing analysis of the trade receivable based on invoice date were as follows:

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Within 3 months	266,769	263,483
3 months to 6 months	6,676	12,793
6 months to 1 year	8,430	5,915
Over 1 year	11,692	7,571
	293,567	289,762

The carrying amounts of the Group's trade receivables are denominated in RMB and approximate their fair values.

The maximum exposure to credit risk at the reporting date is the carrying value of trade receivables mentioned above.

20 Cash and cash equivalents, restricted cash and term deposits

(a) Cash and cash equivalent

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Cash at bank	1,244,462	219,128
Cash at other third-party online payment platforms	10,104	8,616
	1,254,566	227,744
Less: restricted cash (b)	(78,167)	(68,247)
Cash and cash equivalents	1,176,399	159,497

The maximum exposure to credit risk at the reporting date is the carrying values of cash and cash equivalents and restricted cash as mentioned above.

Cash and cash equivalents are denominated in the following currencies:

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
RMB	1,172,171	158,942
Others	4,228	555
	1,176,399	159,497

20 Cash and cash equivalents, restricted cash and term deposits *(continued)*

(b) Restricted cash

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Advances from customers (i)	49,753	49,401
Guarantee deposits for letter of credit (ii)	7,300	12,000
Others (iii)	21,114	6,846
	78,167	68,247

Restricted cash is denominated in RMB.

(i) Cash were restricted to maintain a level above certain percentage of advances from customers as required by the relevant rules and regulations.

(ii) As at 31 December 2025 and 2024, cash were restricted to guarantee the issue of letter of credit by the Group.

(iii) Other restricted cash mainly includes amounts frozen for litigations, amount of virtual bank account and guarantee deposits for ABSs.

(c) Term deposits with initial term over 3 months

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Current	380,000	–

20 Cash and cash equivalents, restricted cash and term deposits *(continued)*

(c) Term deposits with initial term over 3 months *(continued)*

Term deposits with initial term over 3 months are denominated in RMB.

As at 31 December 2025, the Group pledged term deposits of RMB80,000,000 to banks as security for the issuance of bank acceptance notes. Such deposits were restricted funds and not available for use at the end of the Reporting Period.

Term deposits with initial term over 3 months were neither past due nor impaired. The fair value of these term deposits with initial term over 3 months approximated their carrying amount at year end.

21 Assets classified as held for sale

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Investments in an associates (Note 15 (a))	72,000	–
Self-owned vehicles (i)	54,844	93,535
	126,844	93,535

(i) As at 31 December 2025 and 2024, the carrying value of self-owned vehicles to be disposed after the year ends were approximately RMB54,844,000 and RMB93,535,000, respectively. The disposal gains for used vehicles were recorded in "other gains – net" (Note 9).

22 Share capital and other equity instruments

(i) Authorised share capital

The consolidated financial statements have been prepared on a combined basis before the completion of the Reorganisation and on consolidated basis since the completion of the Reorganisation.

	Number of Ordinary Shares	Nominal value US$	Number of Preferred Shares	Nominal value US$
Authorised on 10 April 2024 (a):				
Ordinary Shares at par value of US$0.00001 each	4,919,346,000	49,193	–	–
Series A Preferred Shares at par value of US$0.00001 each	–	–	21,403,500	214
Series A1 Preferred Shares at par value of US$0.00001 each	–	–	11,378,500	114
Series B Preferred Shares at par value of US$0.00001 each	–	–	47,872,000	479
As at 31 December 2024 and 1 January 2025	4,919,346,000	49,193	80,654,000	807
Upon listing on 25 June 2025 (b):				
Ordinary Shares at par value of US$0.00001 each	80,654,000	807	(80,654,000)	(807)
As at 31 December 2025	5,000,000,000	50,000	–	–

(a) On 8 November 2021, the Company was incorporated in the Cayman Islands as an exempted company with limited liability, with an authorised share capital of US$50,000 divided into 500,000,000 shares of a par value of US$0.0001 each.

On 10 April 2024, the authorised share capital of the Company was increased from 500,000,000 ordinary shares with a par value of US$0.0001 each to 5,000,000,000 shares with a par value of US$0.00001 each, of which (i) 4,919,346,000 shares are designated as ordinary shares; (ii) 21,403,500 shares are designated as Series A Preferred Shares; (iii) 11,378,500 shares are designated as Series A1 Preferred Shares; and (iv) 47,872,000 shares are designated as Series B Preferred Shares.

(b) Upon listing on 25 June 2025, each Series A Preferred Share, Series A1 Preferred Share and Series B Preferred Share was converted into one Ordinary Share.

22 Share capital and other equity instruments *(continued)*

(ii) Issued share capital

	Number of Ordinary Shares	Nominal value	Share capital	
		US$	RMB	RMB'000
Reorganisation on 10 April 2024:				
Issuance of Ordinary Shares to Ugo Investment Limited, nil paid (a)	419,346,000	4,193	29,751	30
As at 31 December 2024	419,346,000	4,193	29,751	30
As at 1 January 2025	419,346,000	4,193	29,751	30
Conversion of Series A Preferred Shares to Ordinary Shares upon IPO, fully paid (b)	21,403,500	214	1,520	2
Conversion of Series A1 Preferred Shares to Ordinary Shares upon IPO, fully paid (b)	11,378,500	114	810	–*
Conversion of Series B Preferred Shares to Ordinary Shares upon IPO, fully paid (c)	47,872,000	479	3,404	4
Issuance of Ordinary Shares upon IPO (d)	44,178,600	442	3,166	3
Exercise of share options (Note 34)	21,127,851	211	1,477	2
As at 31 December 2025	565,306,451	5,653	40,128	41

22 Share capital and other equity instruments *(continued)*

(iii) Other equity instruments

	Number of Preferred Shares	Nominal value US$	RMB	Other equity instruments RMB'000
Reorganisation on 10 April 2024:				
– Issuance of Series A Preferred Shares, fully paid (b)	21,403,500	214	1,520	2
– Issuance of Series A1 Preferred Shares, fully paid (b)	11,378,500	114	810	–*
As at 31 December 2024	32,782,000	328	2,330	2

No balances of other equity instruments existed as at 31 December 2025.

* Represents amount less than RMB1,000.

(a) Upon the completion of Reorganisation, 419,346,000 Ordinary Shares have been issued and allotted to Ugo Investment Limited, consisting of 738,692 ordinary shares issued on 8 November 2021 and 418,607,308 ordinary shares issued on 10 April 2024, at par value of US$0.00001 each. The nominal value of approximately US$4,193 was fully paid in January 2025.

22 Share capital and other equity instruments *(continued)*

(iii) Other equity instruments *(continued)*

(b) 21,403,500 and 11,378,500 Preferred Shares at par value of US$0.00001 each, respectively, were allotted and issued to Series A Investors and Series A1 Investors on 10 April 2024 upon the completion of Reorganisation. Series A Investors and Series A1 Investors may require Ugo Investment Limited to repurchase their investment if certain events occur. Series A Investors and Series A1 Investors also have anti-dilution rights, which may require Ugo Investment Limited to transfer certain Ordinary Shares of the Company held by it to them. The Company has no contractual obligation to deliver cash or a variable number of shares to Series A and A1 Investors, thus the Preferred Shares issued to Series A and A1 Investors meet the definition of equity. The nominal value of approximately US$328 was fully paid in April 2024. All of the Series A and Series A1 Preferred Shares, accounted for as other equity instruments prior to the listing, were converted into Ordinary Shares on a one-on-one basis upon the completion of the listing on 25 June 2025.

(c) 47,872,000 Preferred Shares at par value of US$0.00001 each were allotted and issued to Series B Investors on 10 April 2024 upon the completion of Reorganisation. The financial instruments issued to Series B Investors are accounted for as financial liabilities at fair value through profit or loss as disclosed in Note 37 and Note 3.3(b). The nominal value of approximately US$479 (RMB3,404) was fully paid in April 2024, which was accounted for as financial liabilities at fair value through profit or loss prior to the listing. All of the Series B Preferred Shares were converted into Ordinary Shares on a one-on-one basis upon the completion of the listing on 25 June 2025, resulting in an increase of approximately RMB4,000 in share capital and an increase of approximately RMB1,833,033,000 in capital reserves accordingly.

(d) On 25 June 2025, upon the Company's IPO on the Main Board of the Stock Exchange of Hong Kong Limited, the Company issued 44,178,600 new ordinary shares at par value of US$0.00001 each at an issue price of HK$41.94 each, resulting in an increase of approximately RMB3,000 in share capital and an increase of approximately RMB1,691,612,000 in capital reserves accordingly.

23 Other reserves

	Capital Reserves RMB'000	Share-based Compensation Reserve RMB'000	Translation Differences RMB'000	Total RMB'000
As at 1 January 2024	4,750,504	1,256,319	(41)	6,006,782
Share-based compensation expenses (Note 7, Note 34)	–	401,416	–	401,416
Deemed capital contributions from shareholders (i)	16,620	–	–	16,620
Transaction with non-controlling interests (ii)	(13,676)	–	–	(13,676)
As at 31 December 2024	4,753,448	1,657,735	(41)	6,411,142
As at 1 January 2025	4,753,448	1,657,735	(41)	6,411,142
Share-based compensation expenses (Note 7, Note 34)	–	201,953	–	201,953
Conversion of Series B Preferred Shares to Ordinary Shares upon IPO (Note 22(iii)(c))	1,833,033	–	–	1,833,033
Issuance of Ordinary Shares upon IPO (Note 22(iii)(d))	1,691,612	–	–	1,691,612
Share issuance cost (iii)	(42,970)	–	–	(42,970)
Exercise of share options (ii, Note 34)	39,058	–	–	39,058
Transaction with non-controlling interests (iv)	(22,084)	–	–	(22,084)
Currency translation differences	–	–	5	5
As at 31 December 2025	8,252,097	1,859,688	(36)	10,111,749

(i) On 25 March 2024, Hangzhou Youxing entered into a share transfer agreement with Zhejiang Yizhen Automobile Co., Ltd. to acquire Limao Mobility, and Zhejiang Yizhen Automobile Co., Ltd. agreed to waive borrowings of RMB16,620,000 from Limao Mobility. The debt forgiveness is treated as a deemed capital contribution from Zhejiang Yizhen Automobile Co., Ltd., resulting in an increase of RMB16,620,000 in capital reserves accordingly.

23 Other reserves *(continued)*

(ii) On 14 November 2024, Hangzhou Youxing entered into a share transfer agreement to acquire 10% equity interests of a non-wholly owned subsidiary Shanxi Geely Youxing Technology Co., Ltd. (Shanxi Youxing) from the non-controlling interest shareholder Taiyuan Zhongyi Jiaqiang Environmental Protection Technology Development Co., Ltd., with the consideration of a financial instrument with the fair value of approximately RMB3,664,000. The financial instrument consists of 90,000 share options granted by CaoCao Inc., vested if CaoCao Inc. goes listing during the one year from 14 November 2024 (the "contingent event"), and cash consideration of RMB2,000,000 to be paid if the contingent event does not occur. Since Shanxi Youxing was in total deficit status, non-controlling interest with a deficits of approximately RMB10,011,000 is derecognised, and the transaction resulted in a decrease of RMB13,676,000 in capital reserves accordingly. During the year ended 31 December 2025, the contingent event occurred, and Taiyuan Zhongyi Jiaqiang Environmental Protection Technology Development Co., Ltd. exercised the share options. As such, the financial instrument was settled, resulting in an increase of approximately RMB3,664,000 in capital reserves.

(iii) Share issuance costs mainly included fees for underwriting commission, legal counsels, and reporting accountant and other related costs. Incremental costs that were directly attributable to the issue of the new ordinary shares, amounting to approximately RMB42,970,000, was treated as a deduction from capital reserves.

(iv) On 3 March 2025, Hangzhou Youxing entered into a share transfer agreement to acquire 11.6% equity interests of a non-wholly owned subsidiary Changsha Youxing Network Technology Co., Ltd. ("Changsha Youxing") from the non-controlling interest shareholder Changsha Kangsi Weisheng New Energy Co., Ltd., with a cash consideration of RMB5,800,000. Since Changsha Youxing was in total deficit status, non-controlling interest with a deficit of approximately RMB16,284,000 was derecognised, and the transaction resulted in a decrease of RMB22,084,000 in capital reserves accordingly.

24 Trade and notes payables

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Trade payables (a)		
– Earnings and incentives payable to drivers	490,750	422,439
– Payables for services	151,694	163,150
– Payables for vehicles	59,923	114,104
– Others	10,192	2,513
	712,559	702,206
Notes payables (b)	80,000	–
	792,559	702,206

(a) Trade payables

Trade payables are unsecured and are usually paid within 90 days of recognition. The majority of the Group's trade payables was denominated in RMB. As at 31 December 2025 and 2024, the aging analysis of the trade payables based on invoice date is as follows:

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
0 to 90 days	649,456	692,105
91 to 180 days	5,187	560
181 days to 1 year	32,295	275
Over 1 year	25,621	9,266
	712,559	702,206

24 Trade and notes payables *(continued)*

(b) Notes payables

All notes payables are denominated in RMB and are notes paid and/or payable to third parties mainly for settlement of trade payables. As at 31 December 2025 and 2024, all notes payables had maturities of less than one year. The notes payables are guaranteed by the term deposits of RMB80,000,000 provided by the Group (Note 20(c)).

The carrying amounts of trade and notes payables are considered to be the same as their fair values, due to their short-term nature.

25 Accruals and other payables

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Deposits from drivers (i)	227,165	291,092
Advances from customer for used vehicles and mobility services	170,738	106,983
Deposits from suppliers and others (ii)	148,872	162,714
Staff costs and welfare accruals	94,142	80,510
Amounts due to related parties (Note 33(c))	78,590	66,309
Provision for litigation and disputes	68,233	31,742
Taxes and surcharges payables	59,265	50,158
Accrued promotion, advertising and incentives for customer referrals	26,542	30,998
Advances from disposal of equity investments (Note 15)	3,000	–
Payables for listing expenses	167	33,193
Others	125,750	73,407
	1,002,464	927,106

(i) This balance mainly represents deposits from drivers for using vehicles.

(ii) This balance mainly represents performance deposits from car partners, insurance companies, performance deposits received for car rental services.

26 Borrowings

	As at 31 December 2025 RMB'000	2024 RMB'000
Borrowings included in non-current liabilities:		
ABSs (b)	1,907,977	1,490,000
Other borrowings, secured (c)	–	51,737
	1,907,977	1,541,737
Borrowings included in current liabilities:		
Current portion of long-term borrowings		
– Current portion of ABSs (b)	2,860,265	2,859,969
– Current portion of other borrowings, secured (c)	6,600	11,862
– Current portion of bank borrowings, guaranteed (a)	–	6,270
Bank borrowings, guaranteed (d)	1,545,523	1,482,460
Bank borrowings, credit (e)	566,518	–
Factoring borrowings (f)	319,992	415,257
Loans from related parties (Note 33(c)(ix))	–	900,732
	5,298,898	5,676,550
	7,206,875	7,218,287

(a) As at 31 December 2024, the Group had guaranteed long-term bank borrowings with a total amount of approximately RMB6,270,000, which was due within one year from the respective balance sheet dates. The above guaranteed bank borrowings bear interests at fixed interest rates ranging from 3.8% to 4.2% per annum and were guaranteed by Zhejiang Geely Holding Group Co., Ltd. (Note 33(b)(xvi)).

26 Borrowings *(continued)*

(b) For the years ended 31 December 2025 and 2024, the Group issued several tranches of asset-backed security ("ABSs") with the payment term of two or three years with the fixed interest rate ranging from 2.20% to 3.32%. These ABSs are secured by the pledge of the rights to receive the service fees derived from the use of certain vehicles owned by the Group for the provision of mobility services and guaranteed by Zhejiang Geely Holding Group Co., Ltd.. The principal and interests of ABSs were repaid on a quarterly basis. As at 31 December 2025 and 2024, the borrowings from ABSs amounted to approximately RMB4,768,242,000 and RMB4,349,969,000, respectively, of which approximately RMB2,860,265,000 and RMB2,859,969,000 will be due within one year from the respective balance sheet dates. The carrying amount of vehicles subject to ABSs arrangements are disclosed in Note 13(c).

(c) As at 31 December 2025 and 2024, secured borrowings were approximately RMB6,600,000 and RMB63,599,000, respectively, of which approximately RMB6,600,000 and RMB11,862,000, will be due within one year from the respective balance sheet dates. The effective interest rate of the secured borrowings for the years ended 31 December 2025 and 2024 ranged from 4.95% to 6.70% per annum. These borrowings were related to the sales and leaseback arrangements between the Group and certain finance lease companies. The carrying value of assets under this restriction was disclosed in Note 13(d).

(d) For the years ended 31 December 2025 and 2024, the Group entered several short-term borrowing agreements with interest rates ranging from 2.70% to 3.80% per annum. As at 31 December 2025 and 2024, the borrowing balances were approximately RMB1,545,523,000 and RMB1,482,460,000, respectively. The borrowings were guaranteed by Zhejiang Geely Holding Group Co., Ltd..

(e) For the year ended 31 December 2025, the Group entered into borrowing agreements with certain commercial banks in China, bearing fixed interest rates ranging from 2.9% to 3.2%. The borrowings generally had the maturity of one year.

(f) For the years ended 31 December 2025 and 2024, the letters of credit and notes payables issued by certain subsidiaries of the Group for intra-group transaction settlements were discounted with certain PRC commercial banks. The directors were of the view that balances under such factoring arrangements were borrowings from banks. As at 31 December 2025 and 2024, the average discount rates were 2.97% and 3.19% per annum. As at 31 December 2025 and 2024, except for factoring borrowings of approximately RMB7,300,000 and RMB12,000,000 respectively, which were covered by guarantee deposits, and factoring borrowings of approximately RMB262,692,000 and RMB403,257,000 respectively, which were guaranteed by Zhejiang Geely Holding Group Co., Ltd., the remaining factoring borrowings were credit facilities.

26 Borrowings *(continued)*

(g) Other disclosures

The Group's borrowings are all denominated in RMB.

For the years ended 31 December 2025 and 2024, the Group had neither been in violation of any of the covenants nor subject to material financial covenants pursuant to the applicable borrowing agreements that the Group entered into with the lenders.

The fair values of current and non-current borrowings approximate their carrying amount as the discounting impact is not significant.

As at 31 December 2025 and 2024, the Group's borrowings were repayable as follows:

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Within 1 year	5,298,898	5,676,550
Between 1 and 2 years	1,483,881	1,299,376
Between 2 and 5 years	424,096	242,361
	7,206,875	7,218,287

26 Borrowings *(continued)*

(h) Accounting policy for borrowings and borrowing costs

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the consolidated balance sheets when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other income or finance costs.

Borrowings are classified as current liabilities unless the Group has a right at the end of the reporting period to defer settlement of the liability for at least 12 months after the reporting period. Covenants that the Group is required to comply with, on or before the end of the reporting period, are considered in classifying loan arrangements with covenants as current or non-current. Covenants that the Group is required to comply with after the reporting period do not affect the classification.

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Other borrowing costs are expensed in the period in which they are incurred.

27 Lease liabilities

(i) The carrying amounts of the Group's lease liabilities and the movements for the years ended 31 December 2025 and 2024 are as follows:

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Carrying amounts at the beginning of the year	116,521	154,635
Additions	64,612	68,145
Accretion of interest recognised (Note 10)	4,746	6,342
Payments (Note 13(h)(ii))	(70,185)	(63,334)
Modifications and terminations*	–	(49,267)
Carrying amounts at the end of the year	115,694	116,521
Lease liabilities		
Current	57,020	56,528
Non-current	58,674	59,993
	115,694	116,521

* For the year ended 31 December 2024, the Group terminated the lease for certain leased vehicles, license plates and leased properties due to strategic plan.

27 Lease liabilities *(continued)*

(ii) The following table shows the remaining maturities of the Group's lease liabilities at the end of each reporting period.

Minimum lease payments due	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Within 1 year	63,615	60,290
Between 1 and 2 years	24,121	33,673
Between 2 and 5 years	38,195	29,880
	125,931	123,843
Less: future finance charges	(10,237)	(7,322)
	115,694	116,521

Present value of lease liabilities	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Within 1 year	57,020	56,528
Between 1 and 2 years	21,919	31,711
Between 2 and 5 years	36,755	28,282
	115,694	116,521

28 Deferred income

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Government grants	15,400	83,864

During the years ended 31 December 2025 and 2024, the Group received cash subsidies of RMB170,000,000 and RMB200,000,000, respectively, from the local government with conditions to be fulfilled. For the years ended 31 December 2025 and 2024, the Group satisfied part of the conditions. As a result, the Group recognised approximately RMB238,464,000 and RMB170,964,000, as "other income" (Note 8), respectively, for the years ended 31 December 2025 and 2024, and the remaining balance was recorded in deferred income. As at 31 December 2025, the Group had received a cumulative total of RMB570,000,000 in conditional cash subsidies from the local governments, and had recognised a cumulative amount of approximately RMB554,600,000 as "other income".

29 Deferred income taxes

The analysis of deferred income tax assets and deferred income tax liabilities are as follows:

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Total deferred income tax assets:	57,517	77,782
Set-off of deferred tax assets pursuant to set-off provisions (a)	(35,370)	(35,959)
Net deferred income tax assets	22,147	41,823
Deferred income tax assets:		
– to be recovered within 1 year	1,565	41,737
– to be recovered more than 1 year	20,582	86
	22,147	41,823
Total deferred income tax liabilities	35,370	35,959
Set-off of deferred tax liabilities pursuant to set-off provisions (a)	(35,370)	(35,959)
Net deferred income tax liabilities	–	–

29 Deferred income taxes *(continued)*

(a) The Group only offset deferred tax assets and deferred tax liabilities for presentation purposes only if the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same tax authority on same tax payee.

The gross movement of deferred income tax assets during the years are as follow:

	Lease liabilities RMB'000	Deferred Income RMB'000	Tax losses carried forward RMB'000	Total RMB'000
As at 1 January 2024	4,897	13,707	93,638	112,242
(Debited)/credited to consolidated statements of comprehensive loss (Note 11(b))	(4,811)	7,259	(36,908)	(34,460)
As at 31 December 2024	86	20,966	56,730	77,782
Debited to consolidated statements of comprehensive loss (Note 11(b))	(86)	(17,116)	(3,063)	(20,265)
As at 31 December 2025	–	3,850	53,667	57,517

The gross movement of deferred income tax liabilities during the years are as follow:

	Right-of-use assets RMB'000	One-off pre-tax deduction of fixed asset (i) RMB'000	Total RMB'000
As at 1 January 2024	4,609	26,042	30,651
(Credited)/debited to consolidated statements of comprehensive loss (Note 11(b))	(4,609)	9,917	5,308
As at 31 December 2024	–	35,959	35,959
Credited to consolidated statements of comprehensive loss (Note 11(b))	–	(589)	(589)
As at 31 December 2025	–	35,370	35,370

29 Deferred income taxes *(continued)*

(i) According to the relevant laws and regulations promulgated by the SAT of the PRC that was effective from 1 January 2018 to 31 December 2027, the cost of newly purchased equipment with the original cost less than RMB5,000,000 can be fully deducted against taxable income in the next month after the asset is ready for use instead of being depreciated annually for tax filing.

30 Cash generated from operations

(a) Reconciliation of loss before income tax to net cash generated from operations

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Loss before income tax	(593,625)	(1,206,342)
Adjustments for:		
– Depreciation charges of property and equipment (Note 6)	608,508	685,561
– Depreciation charges of right-of-use assets (Note 6)	58,224	61,668
– Amortisation of intangible assets (Note 6)	1,251	2,140
– Gains on disposal of property and equipment (Note 9)	(42,706)	(58,098)
– Gains on termination of right-of-use assets (Note 9)	–	(3,145)
– Gains on disposal of investments accounted for using the equity method (Note 15)	–	(900)
– Impairment losses on financial assets (Note 3.1(b))	6,883	7,694
– Share-based compensation expenses (Note 7) (Note 34)	201,953	401,416
– Finance costs (Note 10)	269,187	317,145
– Fair value changes of financial liabilities at fair value through profit or loss (Note 3.3(b))	(138,864)	88,693
– Net exchange differences (Note 23)	(5)	–
Operating cash flows before changes in working capital	370,806	295,832

30 Cash generated from operations *(continued)*

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Changes in working capital:		
– (Increase)/decrease in restricted cash	(9,920)	37,329
– Increase in term deposits	(80,000)	–
– Increase in trade receivables	(5,310)	(16,511)
– Decrease/(increase) in prepayments, other receivables and other current assets	28,796	(63,688)
– Decrease/(increase) in inventories	42,978	(55,817)
– Increase/(decrease) in trade and notes payables	135,157	(18,818)
– Increase/(decrease) in accruals and other payables	96,471	(19,151)
– (Decrease)/increase in contract liabilities	(140,223)	36,996
– (Decrease)/increase in deferred income	(68,464)	29,036
Cash generated from operations	370,291	225,208
Non-cash investing activities		
Vehicles purchase by notes payables	80,000	–
Intangible assets purchased by other receivables (Note 14)	–	49,622
	80,000	49,622
Non-cash financing activities		
Debt forgiveness (Note 23(i))	–	(16,620)
	–	(16,620)

Non-cash investing and financing activities disclosed in other notes are options granted to qualifying participants under Pre-IPO Share Incentive Plan (Note 34) and acquisition of entitlements for license plate (Note 14).

30 Cash generated from operations *(continued)*

(b) Debt reconciliation

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Borrowings		
– Borrowings excluding ABSs, loans from related parties	2,438,633	1,967,586
– ABSs	4,768,242	4,349,969
– loans from related parties	–	900,732
	7,206,875	7,218,287
Lease liabilities	115,694	116,521
Financial liabilities at fair value through profit or loss	–	1,971,901
	7,322,569	9,306,709

30 Cash generated from operations *(continued)*

(b) Debt reconciliation *(continued)*

	Lease liabilities RMB'000	Borrowings excluding ABSs, loans from related parties RMB'000	ABSs RMB'000	loans from related parties RMB'000	Financial liabilities at fair value through profit or loss RMB'000	Total RMB'000
As at 1 January 2024	154,635	2,146,753	5,187,937	195,210	1,883,204	9,567,739
Cash flows	(63,334)	(261,691)	(1,071,426)	716,499	–	(679,952)
Accrued interest expenses (Note 10)	6,342	82,524	233,458	5,643	–	327,967
Changes in fair values of financial liabilities at fair value through profit or loss	–	–	–	–	88,693	88,693
Additions	68,145	–	–	–	–	68,145
Effect of the Reorganisation of the Group	–	–	–	–	4	4
Modifications and terminations of lease and disposal of subsidiaries	(49,267)	–	–	–	–	(49,267)
Debt forgiveness (Note 23)	–	–	–	(16,620)	–	(16,620)
As at 31 December 2024	116,521	1,967,586	4,349,969	900,732	1,971,901	9,306,709
As at 1 January 2025	116,521	1,967,586	4,349,969	900,732	1,971,901	9,306,709
Cash flows	(70,185)	381,484	256,369	(922,038)	–	(354,370)
Accrued interest expenses (Note 10)	4,746	89,563	161,904	21,306	–	277,519
Changes in fair values of financial liabilities at fair value through profit or loss	–	–	–	–	(138,864)	(138,864)
Additions	64,612	–	–	–	–	64,612
Conversion of Series B Preferred Shares	–	–	–	–	(1,833,037)	(1,833,037)
As at 31 December 2025	115,694	2,438,633	4,768,242	–	–	7,322,569

31 Commitments

(a) Capital commitments

Significant capital expenditure contracted for at the end of each reporting period but not recognised as liabilities is as follows:

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Property, plant and equipment	–	29,904

(b) Non-cancellable operating lease

The Group leases office buildings under non-cancellable operating leases. As at 31 December 2025 and 2024, lease commitments for the Group for leases not yet commenced or short-term leases are as follows:

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Within 1 year	1,798	644

32 Assets pledged as security

The carrying amounts of assets pledged as security for current and non-current borrowings are:

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Non-current		
Vehicles pledged under ABSs arrangements (Note 13(c))	1,182,603	1,194,612
Vehicles pledged under finance lease arrangements (Note 13(d))	4,264	77,995
	1,186,867	1,272,607

33 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 operation decisions. Parties are also considered to be related if they are under control or joint control by the same party. Members of key management of the Group and their close family members are also considered as related parties.

The following is a summary of the significant transactions carried out between the Group and its related parties in the ordinary course of business for the years ended 31 December 2025 and 2024, respectively.

(a) Name and relationship with related parties

Name of related party	Nature of relationship
Zhejiang Geely Holding Group Automobile Sales Co., Ltd.	Controlled by the ultimate controlling party
Zhejiang Geely Holding Group Co., Ltd.	Controlled by the ultimate controlling party
Zhejiang Zhihui Puhua Financial Leasing Co., Ltd.	Controlled by the ultimate controlling party
Zhejiang Geely Business Service Co., Ltd. ("Geely Business")	Controlled by the ultimate controlling party
Zhejiang Geely Automobile Co., Ltd.	Controlled by the ultimate controlling party
Zhejiang Geely Farizon New Energy Commercial Vehicle Group Co., Ltd.	Controlled by the ultimate controlling party
Zhejiang Jirun Automobile Co., Ltd.	Controlled by the ultimate controlling party
Zhejiang Fengsheng Automobile Sales Co., Ltd.	Controlled by the ultimate controlling party
Union Property and Casualty Insurance Co., Ltd.	Controlled by the ultimate controlling party
Zhejiang Jidi Technology Co., Ltd.	Controlled by the ultimate controlling party
Yiyi Internet Technology Co., Ltd.	Controlled by the ultimate controlling party
Chongqing Ruilan Automobile Sales Co., Ltd.	Controlled by the ultimate controlling party
Mingtai Investment Development Group Co., Ltd.	Controlled by the ultimate controlling party
Hangzhou Geely Huanqiu Technology Co., Ltd.	Controlled by the ultimate controlling party
Xiaolinggou Travel Technology Co., Ltd.	Associate of the ultimate controlling party

33 Related party transactions *(continued)*

(a) Name and relationship with related parties *(continued)*

Name of related party	Nature of relationship
Hangzhou Yibao Technology Co., Ltd.	Controlled by the ultimate controlling party
Anhui Jifeng Recycling Technology Industry Co., Ltd.	Controlled by the ultimate controlling party
Chongqing Ruilan Automotive Research Institute Co., Ltd.	Controlled by the ultimate controlling party
Hangzhou Yineng Battery Management Technology Co., Ltd.	Controlled by the ultimate controlling party
Jizhi (Hangzhou) Cultural and Creative Co., Ltd.	Controlled by the ultimate controlling party
Lingwu Automotive Technology (Chongqing) Co., Ltd.	Controlled by the ultimate controlling party
Hangzhou Geely Shared Technology Co., Ltd.	Controlled by the ultimate controlling party
Zhejiang Yizhen Automobile Sales Co., Ltd.	Controlled by the ultimate controlling party
Zhejiang Yizhen Automobile Co., Ltd.	Controlled by the ultimate controlling party
Zhejiang Yizhen New Energy Automobile Co., Ltd.	Controlled by the ultimate controlling party
Chongqing Xingfu Qianwanjia Technology Co., Ltd.	Controlled by the ultimate controlling party
Zhejiang Jixin Resource Recycling Technology Co., Ltd.	Controlled by the ultimate controlling party
Anhui Jifeng Trading Co., Ltd.	Controlled by the ultimate controlling party
Lingji Automobile Trading Co., Ltd.	Controlled by the ultimate controlling party
LYNK&CO Automobile Sales Co., Ltd.	Controlled by the ultimate controlling party
Ningbo Lotus Robotics Co., Ltd.	Controlled by the ultimate controlling party
Ningbo Yinzhou Xiaolinggou Travel Technology Co., Ltd.	Controlled by the ultimate controlling party
Zhejiang Intelligent Transportation Technology Innovation Center Co., Ltd.	Controlled by the ultimate controlling party
Zhejiang Zeekr Automobile Sales Co., Ltd.	Controlled by the ultimate controlling party

33 Related party transactions *(continued)*

(b) Transactions with related parties

Trade nature

(i) Vehicles procurement

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Chongqing Ruilan Automobile Sales Co., Ltd.	1,400,498	1,136,465
Lingji Automobile Trading Co., Ltd.	82,115	–
Xiaolinggou Travel Technology Co., Ltd.	9,460	–
Ningbo Yinzhou Xiaolinggou Travel Technology Co., Ltd.	4,425	–
Zhejiang Yizhen Automobile Sales Co., Ltd.	3,995	15,141
LYNK&CO Automobile Sales Co., Ltd.	1,695	–
Zhejiang Zeekr Automobile Sales Co., Ltd.	281	–
Zhejiang Fengsheng Automobile Sales Co., Ltd.	–	24,292
Zhejiang Geely Holding Group Automobile Sales Co., Ltd.	–	1,810
	1,502,469	1,177,708

(ii) Insurance cost

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Union Property and Casualty Insurance Co., Ltd.	18,266	10,857

(iii) Vehicles parts procurement

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Lingwu Automotive Technology (Chongqing) Co., Ltd.	24,737	18,886
	24,737	18,886

33 Related party transactions *(continued)*

(b) Transactions with related parties *(continued)*

Trade nature *(continued)*

(iv) Purchase of battery services

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Hangzhou Yineng Battery Management Technology Co., Ltd.	236,291	218,141
Chongqing Ruilan Automobile Sales Co., Ltd.	8,771	8,004
	245,062	226,145

(v) Purchase of vehicle insurance management services

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Hangzhou Yibao Technology Co., Ltd.	796	4,743

(vi) Revenue from online mobility services

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Geely Business	5,792	9,048
Zhejiang Jidi Technology Co., Ltd.	56	144
Zhejiang Geely Holding Group Co., Ltd.	115	110
Mingtai Investment Development Group Co., Ltd.	25	52
	5,988	9,354

33 Related party transactions *(continued)*

(b) Transactions with related parties *(continued)*

Trade nature *(continued)*

(vii) Revenue from technology services

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Zhejiang Intelligent Transportation Technology Innovation Center Co., Ltd.	25,455	–

The Group provided technological support to Zhejiang Intelligent Transportation Technology Innovation Center Co., Ltd. for the construction of a mobility platform related to Robotaxi.

(viii) Purchase of travel agency services

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Geely Business	16,908	15,207
Jizhi (Hangzhou) Cultural and Creative Co., Ltd.	–	264
	16,908	15,471

(ix) Purchase of technology services

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Chongqing Ruilan Automotive Research Institute Co., Ltd.	8,130	8,472
Chongqing Ruilan Automobile Sales Co., Ltd.	–	1,840
	8,130	10,312

Chongqing Ruilan Automotive Research Institute Co., Ltd. provided technology services of vehicle optimisation and technological support to the Group for the purpose-built vehicles.

33 Related party transactions *(continued)*

(b) Transactions with related parties *(continued)*

Trade nature *(continued)*

(x) Purchase of human resource outsourcing services

	Year ended 31 December 2025 RMB'000	2024 RMB'000
Hangzhou Geely Shared Technology Co., Ltd.	2,245	1,057

(xi) Revenue from vehicle sales

	Year ended 31 December 2025 RMB'000	2024 RMB'000
Chongqing Xingfu Qianwanjia Technology Co., Ltd.	5,092	13,692

(xii) Receipts from disposal of used vehicles

	Year ended 31 December 2025 RMB'000	2024 RMB'000
Zhejiang Jixin Resource Recycling Technology Co., Ltd.	79,253	24,401
Anhui Jifeng Recycling Technology Industry Co., Ltd.	18,840	49,146
	98,093	73,547

33 Related party transactions *(continued)*

(b) Transactions with related parties *(continued)*

Non-trade nature

(xiii) Revenue from others

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Yiyi Internet Technology Co., Ltd.	2,942	–

(xiv) Loans borrowed from related parties

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Zhejiang Geely Holding Group Co., Ltd.	2,750,000	1,100,000
Zhejiang Jidi Technology Co., Ltd.	–	700,000
Zhejiang Yizhen Automobile Co., Ltd.	–	16,500
	2,750,000	1,816,500

(xv) Loans repaid to related parties

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Zhejiang Geely Holding Group Co., Ltd.	2,750,000	1,100,000
Zhejiang Jidi Technology Co., Ltd.	700,000	–
Zhejiang Yizhen Automobile Co., Ltd.	195,090	–
	3,645,090	1,100,000

The Group entered into one-year loan agreements with related parties for the years ended 31 December 2025 and 2024, with interest rates ranging from 3.79% to 4.35% per annum. Loans from Yizhen were interest-free and repaid on demand.

33 Related party transactions *(continued)*

(b) Transactions with related parties *(continued)*

Non-trade nature *(continued)*

(xvi) Amounts of guarantee provided by related parties

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Zhejiang Geely Holding Group Co., Ltd.	6,576,457	6,241,955
Zhejiang Yizhen Automobile Co., Ltd.	–	38,399
	6,576,457	6,280,354

For the years ended 31 December 2025 and 2024, guarantee fee of approximately RMB31,738,000 and RMB36,749,000, respectively, was charged by Zhejiang Geely Holding Group Co., Ltd.

(xvii) Interest expenses charged by related parties

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Zhejiang Geely Holding Group Co., Ltd.	15,116	5,643
Zhejiang Jidi Technology Co., Ltd	6,190	–
	21,306	5,643

33 Related party transactions *(continued)*

(c) Balances with related parties

Trade nature

(i) Account receivables

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Zhejiang Intelligent Transportation Technology Innovation Center Co., Ltd.	26,982	–
Zhejiang Zhihui Puhua Financial Leasing Co., Ltd.	847	1,613
	27,829	1,613

(ii) Account payables for purchase of vehicles

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Zhejiang Geely Automobile Co., Ltd.*	29,877	–
Zhejiang Yizhen Automobile Sales Co., Ltd.	21,148	21,148
Chongqing Ruilan Automobile Sales Co., Ltd.	2,371	62,757
Zhejiang Jirun Automobile Co., Ltd.	2,000	2,000
Zhejiang Fengsheng Automobile Sales Co., Ltd.*	–	29,877
	55,396	115,782

* In January 2025, the Group entered into a Creditor's Right Assignment Agreement with Zhejiang Fengsheng Automobile Sales Co., Ltd. and Zhejiang Geely Automobile Co., Ltd., pursuant to which Zhejiang Fengsheng Automobile Sales Co., Ltd. agreed to assign its creditor's rights against the Group to Zhejiang Geely Automobile Co., Ltd.

33 Related party transactions *(continued)*

(c) Balances with related parties *(continued)*

Trade nature *(continued)*

(iii) Prepayments for purchase of vehicles

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Ningbo Yinzhou Xiaolinggou Travel Technology Co., Ltd.	37,500	–
Zhejiang Yizhen Automobile Sales Co., Ltd.	3,246	3,460
Lingji Automobile Trading Co., Ltd.	8,326	2,457
	49,072	5,917

(iv) Account payables for battery service fee

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Chongqing Ruilan Automobile Sales Co., Ltd.	731	731
Hangzhou Yineng Battery Management Technology Co., Ltd.	119	17,400
Yiyi Internet Technology Co., Ltd.	–	2,158
	850	20,289

33 Related party transactions *(continued)*

(c) Balances with related parties *(continued)*

Trade nature *(continued)*

(v) Other payables

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Chongqing Ruilan Automotive Research Institute Co., Ltd.	34,355	35,828
Zhejiang Geely Holding Group Automobile Sales Co., Ltd.	19,101	9,653
Chongqing Ruilan Automobile Sales Co., Ltd.	8,691	–
Chongqing Xingfu Qianwanjia Technology Co., Ltd.	7,765	
Zhejiang Geely Holding Group Co., Ltd.	7,672	6,689
Ningbo Lotus Robotics Co., Ltd.	662	–
Hangzhou Yibao Technology Co., Ltd.	344	1,520
Zhejiang Yizhen New Energy Automobile Co., Ltd.	–	62
Zhejiang Yizhen Automobile Co., Ltd.	–	57
	78,590	53,809

(vi) Advance receipts from disposal of used vehicles

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Zhejiang Jixin Resource Recycling Technology Co., Ltd.	2,493	36,713
Anhui Jifeng Recycling Technology Industry Co., Ltd.	180	15,184
Anhui Jifeng Trading Co., Ltd.	150	–
	2,823	51,897

33 Related party transactions *(continued)*

(c) Balances with related parties *(continued)*

Trade nature *(continued)*

(vii) Lease liabilities

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Hangzhou Geely Huanqiu Technology Co., Ltd.	5,396	10,197
Xiaolinggou Travel Technology Co., Ltd.	–	1,729
	5,396	11,926

Non-trade nature

(viii) Other payables

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Zhejiang Geely Farizon New Energy Commercial Vehicle Group Co., Ltd.	–	12,500
	–	12,500

33 Related party transactions *(continued)*

(c) Balances with related parties *(continued)*

Non-trade nature *(continued)*

(ix) Loans from related parties

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Zhejiang Jidi Technology Co., Ltd.		
—Principal (Note 26)	–	700,000
—Interest payable (Note 26)	–	74
Zhejiang Yizhen Automobile Co., Ltd.		
—Principal (Note 23, Note 26)	–	195,090
Zhejiang Geely Holding Group Co., Ltd.		
—Interest payable (Note 26)	–	5,568
	–	900,732

(d) Key management compensation

Key management includes directors and senior management. Apart from the directors' emoluments disclosed in Note 7(c), the compensation paid or payable to key management for employee services is shown below:

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Share-based compensation expenses	57,400	75,872
Wages, salaries and bonuses	4,842	4,611
Employee social security plans, medical insurances and other social insurances obligations	260	299
Housing benefits	137	159
Employee welfare	94	105
	62,733	81,046

The remuneration of key management personnel is determined by the directors of the Company having regard to the performance of individuals and market trends.

34 Share-based payments

On 25 November 2022, the Company adopted an employee option plan (the "Pre-IPO Share Incentive Plan") as approved by the board of directors of the Company. The Pre-IPO Share Incentive Plan is designed to allow qualifying participants, subject to the terms and conditions stipulated therein, to acquire ordinary shares of the Company pursuant to options granted. The share options have a contractual term of ten years, and vest immediately or over a period of two to five years of continuous service. The options may exercise of any time after the initial public offering of the Company provided the options have vested and subject to the term of the share option agreement.

Movements in the options granted under the Pre-IPO Share Incentive Plan are as below:

	Weighted average exercise price in RMB per share option	Number of options 000
As at 1 January 2024	2.6826	47,199
Granted	1.6734	8,185
Forfeited	1.6920	(3,423)
As at 31 December 2024	2.5888	51,961
Vested and exercisable as at 31 December 2024	–	–

	Weighted average exercise price in RMB per share option	Number of options 000
As at 1 January 2025	2.5888	51,961
Granted	1.6596	6,218
Forfeited	1.6920	(2,403)
Cancelled (i)	18.5400	(2,774)
Exercised	1.6753	(21,128)
As at 31 December 2025	1.6809	31,874
Vested and exercisable as at 31 December 2025	1.6920	13,974

34 Share-based payments *(continued)*

(i) During the year ended 31 December 2025, certain granted and vested share options of executive director were cancelled. Since these share options have been vested and all amounts related to the services received have been recognised, the cancellation of these share options has no impact on the Group's financial position.

(ii) During the year ended 31 December 2024, a resolution was passed by Board of Director of the Company that the vesting condition of share options granted to certain participants were modified. Since the modification was not beneficial to the participants, no accounting treatment was made by the Group.

(a) Details of the expiry dates, exercise prices and the respective numbers of share options which remained outstanding as at 31 December 2025 and 2024 are as follows:

Grant date	Expiry date	Exercise price	Number of share options as at 31 December 2025 '000	31 December 2024 '000
30 December 2022	10 January 2032	18.5400	–	2,775
November and December 2022	10 January 2032	1.6920	14,015	30,725
June 2023	10 January 2032	1.6920	7,187	9,356
December 2023	10 January 2032	1.6920	829	1,194
April and May 2024	10 January 2032	1.6920	607	1,073
October and November 2024	10 January 2032	1.6920	3,960	6,748
14 November 2024	13 November 2025	0.0001	–	90
January 2025	10 January 2032	1.6920	145	–
4 March 2025	3 March 2026	0.0001	–	–
June 2025	10 January 2032	1.6920	5,131	–
Total			31,874	51,961

Weighted average remaining contractual life of options outstanding as at 31 December 2025 and 2024 was 6.01 and 7.02 years, respectively.

34 Share-based payments *(continued)*

(b) Total expenses arising from share-based payment transactions recognised during the period as part of employee benefit expenses (Note 7) were as follows:

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
General and administrative expenses	176,227	338,109
Research and development expenses	25,726	63,307
	201,953	401,416

(c) The Group has used the discounted cash flow method to determine the underlying equity fair value of the Company, adopted equity allocation model to determine the fair value of the underlying ordinary shares, and used Binomial Option Pricing Model to determine the fair value of the share option as at the grant date. Key assumptions, such as discount rate and projections of further performance, are determined by the Group with best estimate.

The estimate of the fair value of the share options granted is measured by an external independent valuer using Binomial Option Pricing Model as at the respective grant dates, which is to be expensed over the relevant vesting periods. The significant inputs into the model were listed below:

	As at the grant date during	
	the year ended 31 December 2025	the year ended 31 December 2024
Expected volatility	62.25%	63.40%
Risk-free interest rate	1.58%	1.68%
Dividend yield	0.00%	0.00%
Exercise price	RMB0.0001 and RMB1.6920	RMB0.0001 and RMB1.6920

The expected volatility was estimated at the grant date based on the average of historical volatilities of the comparable companies with length commensurable to the time to maturity of the options. Management estimated the risk-free interest rate based on the yield of China government bond with a maturity life equal to the life of share options. Dividend yield is based on management estimation at the grant date.

34 Share-based payments *(continued)*

(d) The Group is required to estimate the annual forfeiture rate to determine the amount of share-based compensation expenses charged to the consolidated statement of comprehensive loss. Set out below is the expected forfeiture rate for senior management and other employees, respectively as at 31 December 2025 and 2024.

	As at 31 December	
	2025	2024
Senior management	0%	5%
Other employees	10%	15%

(e) Accounting policy for share-based payments

Share-based compensation benefits are provided to employees via the employee option plan.

Employee options

The fair value of options granted under the employee option plan is recognised as an employee benefits expense, with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (e.g. the entity's share price)
- excluding the impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the entity over a specified time period), and
- including the impact of any non-vesting conditions (e.g. the requirement for employees to save or hold shares for a specific period of time).

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

34 Share-based payments *(continued)*

(e) Accounting policy for share-based payments *(continued)*

The grant by the Company of its equity instruments to the employees of the subsidiaries including the PRC operating entities are made in exchange for their services related to the subsidiaries. Accordingly, the share-based compensation expenses are treated as part of the "investments in subsidiaries" in the Company's statement of financial position.

Modifications and Cancellations

The Group may modify the terms and conditions on which share options were granted. If a modification increases the fair value of the equity instruments granted, the incremental fair value granted is included in the measurement of the amount recognised for the services received over the remainder of the vesting period. If a modification reduces the fair value of the equity instruments granted, or is not otherwise beneficial to the employee, the Group continues to recognise the services received as a minimum measured at the original grant date fair value of the equity instruments granted (unless those equity instruments are forfeited) as if that modification had not occurred.

A grant of share options, that is cancelled or settled during the vesting period, is treated as an acceleration of vesting. The Group immediately recognises the amount that otherwise would have been recognised for services received over the remainder of the vesting period.

35 Dividends

No dividend has been paid or declared by the Company for the years ended 31 December 2025 and 2024.

No dividend or distribution has been declared, made or paid by the Company or any of the subsidiaries comprising the Group in respect of any period subsequent to 31 December 2025.

36 Subsidiaries

The Group's principal subsidiaries (including directly held, indirectly held and structured entities) are set out below. Unless otherwise stated, they have share capital consisting solely of ordinary shares that are held directly by the Group, and the proportion of ownership interest held equals the voting rights held by the Group. The country of incorporation or registration is also their principal place of business.

Company name	Country/place and date of incorporation/ establishment	Particulars of issued/ registered capital	Effective interests held by the Group As at 31 December 2024	2025	As at date of this report	Principal activities	Note
CaoCao International Limited	The British Virgin Islands, 12 November 2021	USD1	100%	100%	100%	Investment holding	
CaoCao Hong Kong Limited	Hong Kong, 26 November 2021	HKD10,000	100%	100%	100%	Investment holding	
Suzhou Youxing Qianli Network Technology Co., Ltd.	The PRC, 31 December 2021	RMB10,000,000	100%	100%	100%	Technical service and development	
Hangzhou Youxing Technology Co., Ltd.	The PRC, 21 May 2015	RMB478,561,500	100%	100%	100%	Mobility services	(i)
Suzhou Caozhi Automobile Co., Ltd.	The PRC, 9 January 2023	RMB10,000,000	55%	55%	55%	Sales of Vehicles	
Fuzhou Youxing Network Technology Co., Ltd.	The PRC, 24 April 2018	RMB150,000,000	100%	100%	100%	Mobility services	
Guangzhou Youxing Technology Co., Ltd.	The PRC, 17 April 2017	RMB530,000,000	100%	100%	100%	Mobility services	
Chengdu Geely Youxing Technology Co., Ltd.	The PRC, 15 February 2016	RMB10,000,000	100%	100%	100%	Mobility services	
Tianjin Geely Youxing Technology Co., Ltd.	The PRC, 28 October 2016	RMB530,000,000	100%	100%	100%	Mobility services	
Suzhou Geely Youxing Electronic Technology Co., Ltd.	The PRC, 22 February 2016	RMB300,000,000	100%	100%	100%	Mobility services	
Kunming Lixing Technology Co., Ltd.	The PRC, 15 May 2018	RMB140,000,000	100%	100%	100%	Mobility services	
Xiamen Geely Youxing Technology Co., Ltd.	The PRC, 9 March 2016	RMB30,000,000	100%	100%	100%	Mobility services	
Xi'an Geely Youxing Auto Technology Co., Ltd.	The PRC, 27 April 2017	RMB130,000,000	100%	100%	100%	Mobility services	
Zhengzhou Zhongchuang Youxing Technology Company Limited	The PRC, 13 June 2018	RMB100,000,000	96%	96%	96%	Mobility services	
Shenzhen Geely Youxing Technology Co., Ltd.	The PRC, 28 June 2017	RMB50,000,000	60%	60%	60%	Mobility services	
Chongqing Geely Youxing Technology Co., Ltd.	The PRC, 8 March 2016	RMB150,000,000	84%	84%	84%	Mobility services	
Zhejiang Limao Mobility Technology Co., Ltd.	The PRC, 25 January 2021	RMB100,000,000	100%	100%	100%	Mobility services and offline taxi hailing services	

(i) The Group controlled Hangzhou Youxing through Contractual Arrangements as disclosed in Note 1.2.2.

(ii) These subsidiaries established in the PRC are registered as limited liability companies under PRC law.

36 Subsidiaries *(continued)*

(a) Non-controlling interests (NCI)

Set out below is summarised financial information for subsidiaries that have non-controlling interests which are material to the group. The amounts disclosed for subsidiaries are before inter-company eliminations.

Summarised balance sheet

	Shenzhen Geely Youxing Technology Co., Ltd.		**Suzhou Caozhi Automobile Co., Ltd.**	
	31 December 2025 RMB'000	31 December 2024 RMB'000	**31 December 2025 RMB'000**	31 December 2024 RMB'000
Current assets	45,560	73,056	835,420	559,206
Current liabilities	(489,443)	(523,844)	(947,675)	(698,985)
Current net liabilities	(443,883)	(450,788)	(112,255)	(139,779)
Non-current assets	151,307	157,081	22,365	539
Non-current liabilities	(749)	–	–	–
Non-current net assets	150,558	157,081	22,365	539
Net liabilities	(293,325)	(293,707)	(89,890)	(139,240)
Accumulated NCI	(117,330)	(117,483)	(40,451)	(62,658)

36 Subsidiaries *(continued)*

(a) Non-controlling interests (NCI) *(continued)*

Summarised statement of comprehensive profit/(loss)

	Shenzhen Geely Youxing Technology Co., Ltd. Year ended 31 December		Suzhou Caozhi Automobile Co., Ltd. Year ended 31 December	
	2025	2024	**2025**	2024
	RMB'000	RMB'000	**RMB'000**	RMB'000
Revenue	278,293	297,355	1,775,339	1,068,736
Total comprehensive profit/(loss)	(381)	(25,889)	49,351	(22,904)

Summarised cash flows

	Shenzhen Geely Youxing Technology Co., Ltd. Year ended 31 December		Suzhou Caozhi Automobile Co., Ltd. Year ended 31 December	
	2025	2024	**2025**	2024
	RMB'000	RMB'000	**RMB'000**	RMB'000
Cash flows (used in)/generated from operating activities	(54,810)	60,507	(609,306)	(340,789)
Cash flows generated from investing activities	17,911	17,254	–	–
Cash flows generated from/(used in) financing activities	37,344	(80,182)	609,419	328,252
Net increase/(decrease) in cash and cash equivalents	445	(2,421)	113	(12,537)

Management considered that the other non-wholly owned subsidiaries with NCI are not significant to the Group, therefore, no summarised financial information of these non-wholly owned subsidiaries is presented separately.

36 Subsidiaries *(continued)*

(b) Consolidation of the structured entities

A structured entity is an entity that has been designed so that voting or similar rights are not the dominant factor in deciding who controls the entity, such as when any voting rights relate to administrative tasks only, and the relevant activities are directed by means of contractual arrangements. A structured entity often has restricted activities and a narrow and well-defined objective, such as to provide investment opportunities for investors by passing on risks and rewards associated with the assets of the structured entity.

The issued ABSs unites are divided into senior and subordinated tranches, and the Group purchases all the subordinated tranches. The senior tranches investors receive interest at a fixed interest rate ranging from 2.5% to 4.9% per annum, and the Group receive residual investment income distribution from subordinated tranches. As the Group has the power to direct the activities and is exposed to variable return of the structure entities which were set up solely for the purpose to facilitate the Group's financing via issuing ABSs unites, the Group consolidated these structured entities and the borrowings funded by the senior tranches of the ABSs unites are recorded as "Borrowings" in the consolidated balance sheets.

(c) Accounting policy for subsidiaries controlled through Contractual Arrangements

In order to comply with the PRC laws and regulations which prohibit or restrict foreign control of companies involved in internet content provision services, the Group operates its business operations within these areas in the PRC through certain PRC operating entities, whose equity interests are held by its registered shareholders ("Nominee Shareholders"). The Group signed Contractual Arrangements with the PRC operating entities. The Contractual Arrangements include exclusive management services and business cooperation agreement, exclusive option agreements, equity pledge agreements, powers of attorney and spousal consents letters, which enable the Group to:

- 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 WFOE's discretion;
- 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 entities' payments due to the Group to secure performance of entities' obligation under the Contractual Arrangements.

Accordingly, the Group has the rights to control these entities. As a result, they are presented as entities controlled by the Group.

37 Financial liabilities at fair value through profit or loss

Series B financing

On 16 August 2021, Hangzhou Youxing entered into investment agreements (the "Series B Investment Agreement") with three independent investors (collectively as the "Series B Investors"), pursuant to which the Series B Investors would subscribe for shares of Hangzhou Youxing with preferential rights with the cash considerations of RMB1,400,000,000, RMB100,000,000 and RMB300,000,000, respectively.

In accordance with Series B Investment Agreements, the Series B Investors were granted with certain preferred rights (the "Preferred Rights") upon capital contribution. The Preferred Rights mainly included the followings:

Redemption right:

Series B Investors may require Zhejiang Geely Holding Group Co., Ltd. or its designated entity to redeem their investment if the redemption events occurred:

(i) Hangzhou Youxing fails to complete the listing within four years from the date when the Series B Investors fully made their capital contributions;

(ii) An offering price per ordinary share that leads the fair market value held by the Series B Investors immediately upon the closing of the IPO lower than the original investment plus a single interest of 6% per annum.

Conversion right:

The instruments held by Series B investors shall be convertible into the Preferred Shares of CaoCao Inc. upon the completion of Reorganisation based on a pre investment valuation as agreed in the Series B Investment Agreement. On April 10, 2024, the Reorganisation was completed, and shareholders' agreement was modified in relation to conversion right of Series B Investors. Series B Investors have the right to convert the Series B Preferred Shares of CaoCao Inc. into Ordinary Shares at the option of the holder at any time based on the then-effective conversion price. Immediately after the completion of listing, all the Preferred Shares shall automatically be converted into Ordinary Shares on a one-to-one basis without the payment of any additional consideration.

Excess earnings allocation:

In the event that certain Series B Investors sells all the shares of the Company held directly or indirectly by them (the "Sold Shares"), the difference between the accumulated income or proceeds of the Sold Shares and the higher of (A) twice of the total investment amounts; or (B) one hundred percent (100%) of the total investment amounts plus six percent (6%) annual simple interest thereon from the payment date of the total investment amounts until the date of the sale of the Sold Shares thereof (the "Excess Earnings") shall be distributed to the Company and certain Series B Investors at the ratio of 50% and 50%, respectively.

37 Financial liabilities at fair value through profit or loss *(continued)*

Series B financing *(continued)*

Liquidation preferences:

In the event of any liquidation, dissolution or winding up of the Company, Series B Investors shall be entitled to receive the liquidation preference amount, prior and in preference to any distribution of any of the assets or surplus funds of the Hangzhou Youxing (the "Liquidation Event Proceeds") to the other shareholders.

The liquidation preference amount of Series B Investors is calculated as the original investment principal plus 6% annualised simple interest from Series B Investors ("Liquidation Preference Cap"). The remaining Liquidation Event Proceeds shall be distributed to all the shareholders of Hangzhou Youxing ratably, based on the outstanding Shares of Hangzhou Youxing respectively.

The following events shall be treated as a "Deemed Liquidation Event": (i) any merger, or other transactions resulting in the Company acquired by other entity or after which change the substantial control of the Company; (ii) any sale, disposition by the Company of all or substantially all of its assets. The distribution of proceeds from Deemed Liquidation Event is in accordance with the terms of the abovementioned Liquidation Event Proceeds.

The Group has designated the financial instruments issued to Series B Investors which contains redemption features and liquidation preferences and other embedded derivatives as financial liabilities at FVPL on initial recognition. The fair value change of financial instruments issued to Series B Investors is recognised to profit or loss except for the portion attributable to credit risk change which shall be recognised to other comprehensive income, if any. The Directors considered that the fair value change of the financial liabilities that is attributable to change in its own credit risk for the years ended 31 December 2025 and 2024 is immaterial.

On 10 April 2024, the Reorganisation was completed, and shareholders' agreement was modified in relation to redemption right and conversion right of Series B Investors. Series B Investors can only require Zhejiang Geely Holding Group Co., Ltd. to redeem their investment when the predetermined events were triggered. Series B Investors have the right to convert the Series B Preferred Shares of CaoCao Inc. into Ordinary Shares at the option of the holder at any time based on the then-effective conversion price. The Series B Preferred Shares were converted into Ordinary Shares on a one-on-one basis upon the completion of the listing on 25 June 2025.

37 Financial liabilities at fair value through profit or loss *(continued)*

Series B financing *(continued)*

(i) Accounting policy for financial instruments issued to Series B investors

Financial liabilities are measured at FVPL when the financial liability is (i) contingent consideration of an acquirer in a business combination to which IFRS 3 Business Combinations applies, (ii) held for trading or (iii) designated as financial liabilities at FVPL.

A financial liability other than a financial liability held for trading or contingent consideration of an acquirer in a business combination may be designated as financial liabilities at FVPL upon initial recognition if: such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise from measuring assets or liabilities or recognising the gains and losses on them on different bases; or the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or it forms part of a contract containing one or more embedded derivatives, and IFRS 9 permits the entire combined contract to be designated as financial liabilities at FVPL.

According to above-mentioned Preferred Rights, the financial instrument issued to Series B Investors is considered to have a host contract comprised of a debt component since it will become redeemable under certain events, which are out of the Group's control. Besides, the instrument contains multiple embedded derivatives, including conversion feature, excess earnings allocation and liquidation preferences. The management has designated the entire hybrid instrument as a financial liability at fair value through profit or loss on initial recognition and as such the embedded feature is not separated. Thus, the instrument is initially recognised at fair value. Subsequent to initial recognition, fair value change that is attributable to change in own credit risk is charged to other comprehensive income/(loss) and the other fair value change is charged to profit or loss. Changes in fair value attributable to the Company's credit risk that are recognised in other comprehensive income are not subsequently reclassified to profit or loss; instead, they are transferred to retained earnings when realised.

An entity shall classify a liability as current when it does not have the right to defer settlement of the liability for at least twelve months after the reporting period. For the purpose of classifying a liability as current or non-current, settlement refers to a transfer to the counterparty that results in the extinguishment of the liability. The transfer could be of: (a) cash or other economic resources – for example, goods or services; or (b) the entity's own equity instruments. The financial instrument can be converted into ordinary shares by Series B Investors at any time in the next 12 months and the conversion feature does not meet "fixed for fixed" criteria, as a result, the financial instrument issued to Series B Investors is therefore be classified as current liabilities.

37 Financial liabilities at fair value through profit or loss *(continued)*

Series B financing *(continued)*

(i) Accounting policy for financial instruments issued to Series B investors *(continued)*

As at 31 December 2025 and 2024, the balances of the Group's financial liabilities at fair value through profit or loss are as follows:

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Financial liabilities at fair value through profit or loss	–	1,971,901

38 Events occurring after the reporting period

(a) The acquisition of the entire equity interest in Weixing Technology Co., Ltd.

On 30 December 2025, the Group entered into share purchase agreements with (i) Zhejiang Jidi Technology Co., Ltd. and (ii) Mercedes-Benz Mobility Services GmbH, pursuant to which the Group will acquire 50% and 50% of the issued shares of Weixing Technology Co., Ltd. ("Weixing Technology") held by them for cash consideration of RMB112,500,000 and RMB112,500,000 respectively.

Weixing Technology is primarily engaged in the provision of mobility services under the brand "StarRides".

Pursuant to the share purchase agreements, all conditions precedent were fulfilled on 27 January 2026 (the "Completion Date"). Upon completion, Weixing Technology has become a wholly-owned subsidiary of the Group, and its financial results, assets and liabilities have been fully consolidated into the Group's financial statements with effect from the Completion Date.

The financial effects of this transaction have not been recognised at 31 December 2025. The operating results and assets and liabilities of the acquired company will be consolidated from 27 January 2026.

38 Events occurring after the reporting period *(continued)*

(a) The acquisition of the entire equity interest in Weixing Technology Co., Ltd. *(continued)*

(i) Fair value of net assets acquired

The provisionally determined fair values of the assets and liabilities of Weixing Technology as at the date of acquisition are as follows:

	Fair value RMB'000
Current assets	62,381
Non-current assets	88,706
Current liabilities	(41,672)
Non-current liabilities	(16,197)
Net identifiable assets acquired	93,218
Add: goodwill	131,782
Net assets acquired	225,000

(ii) Contingent consideration

The acquisition does not involve any contingent consideration arrangements.

38 Events occurring after the reporting period *(continued)*

(b) The acquisition of the entire equity interest in Geely Business

On 30 December 2025, the Group entered into a share purchase agreement with Zhejiang Geely Holding Group Co., Ltd., pursuant to which the Group agreed to acquire the entire equity interest in Geely Business held by Zhejiang Geely Holding Group Co., Ltd. at a cash consideration of RMB65,000,000. Geely Business, established on 29 June 2010, is ultimately controlled by Mr. Shufu Li, the controlling shareholder of the Group since its establishment date.

Geely Business is primarily engaged in the provision of corporate travel solution services.

The acquisition was approved at the extraordinary general meeting on 27 February 2026, and the completion of the relevant transaction was effected on 24 March 2026.

(c) Placing

On 4 February 2026, the Company successfully allotted and issued a total of 12,000,000 new ordinary shares (the "Placing Shares") to not less than six placees at a placing price of HK$32.46 per Placing Share. The Placing Shares represented approximately 2.11% of the total number of issued shares immediately before the completion of the Placing and approximately 2.06% of the total number of issued shares as enlarged by the allotment and issue of the Placing Shares. The net proceeds (after deduction of placing commission and other related expenses) from the Placing were approximately HK$383,000,000.

39 Balance Sheets and reserve movement of the Company

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Assets		
Non-current assets		
Investments in subsidiaries	5,377,173	3,609,135
Current assets		
Prepayments and other receivables	35,402	5,311
Cash and cash equivalents	44,362	109
	79,764	5,420
Total assets	5,456,937	3,614,555
Liabilities		
Non-current liabilities	–	–
Current liabilities		
Financial liabilities at fair value through profit and loss	–	1,971,901
Accruals and other payables	31,518	59,669
	31,518	2,031,570
Total liabilities	31,518	2,031,570
Equity attributable to owners of the Company		
Share capital	41	30
Other equity instruments	–	2
Other reserves	5,380,421	1,657,735
Accumulated losses	44,957	(74,782)
Total equity	5,425,419	1,582,985

The balance sheet of the Company was approved by the Board on 27 March 2026 and was signed on its behalf.

Xin Gong	Quan Zhang
Director	Director

39 Balance Sheets and reserve movement of the Company *(continued)*

(a) Reserve movement of the Company

	Other reserves RMB'000
As at 1 January 2024	1,256,319
Share-based compensation expenses (i)	401,416
As at 31 December 2024	1,657,735
As at 1 January 2025	1,657,735
Share-based compensation expenses (i)	201,953
Issuance of Ordinary Shares upon IPO (Note 22(iii)(d))	1,648,642
Conversion of Series B Preferred Shares to Ordinary Shares upon IPO (Note 22(iii)(c))	1,833,033
Exercise of share options	39,058
As at 31 December 2025	5,380,421

(i) The grant by the Company of its equity instruments to the employees of the subsidiaries including the PRC operating entities are made in exchange for their services related to the subsidiaries. Accordingly, the share-based compensation expenses are treated as part of the "investments in subsidiaries" in the balance sheets of the company.

40 Benefits and interests of directors

(a) Benefits and interests of directors

The remuneration of each director and chief executive, including their role as senior management or employees before their appointment as directors respectively, for the years ended 31 December 2025 and 2024 respectively is set out below:

	Fees RMB'000	Salaries RMB'000	Discretionary bonuses RMB'000	Share-based payment RMB'000	Social security costs, housing benefits and employee welfare RMB'000	Total RMB'000
For the year ended 31 December 2025						
Executive director and chief executive officer						
Mr. Xin Gong (i)	–	1,720	–	67,143	10	68,873
Non-executive director and chairman of the board						
Mr. Jian Yang (ii)	–	–	–	–	–	–
Non-executive directors						
Mr. Jinliang Liu (iv)	–	–	–	–	–	–
Mr. Yang Li (v)	–	–	–	–	–	–
Mr. Quan Zhang (iii)	–	–	–	–	–	–
Ms. Xiaohong Zhou (vi)	–	–	–	–	–	–
Independent non-executive directors						
Ms. Xin Liu (vii)	114	–	–	–	–	114
Ms. Ning Liu (viii)	114	–	–	–	–	114
Mr. Qiang Fu (ix)	114	–	–	–	–	114
	342	1,720	–	67,143	10	69,215

40 Benefits and interests of directors *(continued)*

(a) Benefits and interests of directors *(continued)*

	Fees RMB'000	Salaries RMB'000	Discretionary bonuses RMB'000	Share-based payment RMB'000	Social security costs, housing benefits and employee welfare RMB'000	Total RMB'000
For the year ended 31 December 2024						
Executive director and chief executive officer						
Mr. Xin Gong (i)	–	–	–	115,404	–	115,404
Non-executive director and chairman of the board						
Mr. Jian Yang (ii)	–	–	–	–	–	–
Non-executive directors						
Mr. Jinliang Liu (iv)	–	–	–	–	–	–
Mr. Yang Li (v)	–	–	–	–	–	–
Mr. Quan Zhang (iii)	–	–	–	–	–	–
Ms. Xiaohong Zhou (vi)	–	–	–	–	–	–
Independent non-executive directors						
Ms. Xin Liu (vii)	–	–	–	–	–	–
Ms. Ning Liu (viii)	–	–	–	–	–	–
Mr. Qiang Fu (ix)	–	–	–	–	–	–
	–	–	–	115,404	–	115,404

40 Benefits and interests of directors *(continued)*

(a) Benefits and interests of directors *(continued)*

(i) Mr. Xin Gong was appointed by Geely Group as the executive director and chief executive officer of the Company on 8 November 2021.

(ii) Mr. Jian Yang was appointed as the non-executive director and chairman of the board of the Company on 10 April 2024.

(iii) Mr. Quan Zhang was appointed as the non-executive director of the Company on 10 April 2024.

(iv) Mr. Jinliang Liu was appointed as the non-executive director of the Company on 10 April 2024.

(v) Mr. Yang Li was appointed as the non-executive director of the Company on 10 April 2024.

(vi) Ms. Xiaohong Zhou was appointed as the non-executive director of the Company on 10 April 2024.

(vii) Ms. Xin Liu was appointed as the independent non-executive director of the Company on 22 April 2024 taking effect on 25 June 2025.

(viii) Ms. Ning Liu was appointed as the independent non-executive director of the Company on 22 April 2024 taking effect on 25 June 2025.

(ix) Mr. Qiang Fu was appointed as the independent non-executive director of the Company on 22 April 2024 taking effect on 25 June 2025.

(x) In addition to the directors' and chief executives' emoluments as disclosed above, certain directors and supervisors of the Company received emoluments from Geely Group. No apportionment has been made as the directors and supervisors of the Company consider that it is impractical to apportion the emoluments.

40 Benefits and interests of directors *(continued)*

(b) Directors' retirement benefits

None of the directors received any retirement benefits for the years ended 31 December 2025 and 2024, except for contributions to pension plans.

(c) Directors' termination benefits

None of the directors received any termination benefits for the years ended 31 December 2025 and 2024.

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

For the years ended 31 December 2025 and 2024, the Company did not pay consideration to any third parties for making available directors' services.

(e) Information about loans, quasi-loans and other dealings in favour of directors, bodies corporate controlled by or entities with directors

There were no loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors for the years ended 31 December 2025 and 2024.

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

Save as disclosed in the Note 40(a), except for the share options granted to directors, 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 year or at any time for the years ended 31 December 2025 and 2024.

41 Summary of other accounting policies

This note provides other accounting policies adopted in the preparation of the consolidated financial statements to the extent they have not already been disclosed in the other notes above. These policies have been consistently applied to all the years presented, unless otherwise stated. The financial statements are for the Group consisting of the Company and its subsidiaries.

41 Summary of other accounting policies *(continued)*

41.1 Principles of consolidation and equity accounting

41.1.1 Subsidiaries

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

The acquisition method of accounting is used to account for business combinations except for the business combinations under common control (Note 41.1.5).

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised 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 statements of comprehensive loss, statements of changes in deficit and balance sheets respectively.

41.1.2 Associates

Associates are all entities over which the Group has significant influence but not control or joint control. This is generally the case where the Group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting (Note 41.1.3), after initially being recognised at cost.

41 Summary of other accounting policies *(continued)*

41.1 Principles of consolidation and equity accounting *(continued)*

41.1.3 Equity method

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in profit or loss, and the Group's share of movements in other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment.

Where the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity-accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

41.1.4 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 recognised in a separate reserve within equity attributable to owners of the Company.

When the Group ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value, with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

If the ownership interest in a joint venture or an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

41 Summary of other accounting policies *(continued)*

41.1 Principles of consolidation and equity accounting *(continued)*

41.1.5 Business combinations

(a) Business combinations under common control

Business combinations under common control refers to combinations where combining entities/businesses are controlled by the same parties before and after the combination and that control is not transitory.

The Group applies merger accounting to account for the business combinations (including acquisition of subsidiaries) under common control, where all assets and liabilities are recorded at predecessor carrying amounts, as if the combining entities have been combined from the date when they first came under the control of the controlling party, where differences between consideration payable and the net assets value are taken to the capital reserve.

(b) Business combination not under common control

The acquisition method of accounting is used to account for business combinations not under common control, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the:

- fair values of the assets transferred
- liabilities incurred to the former owners of the acquired business
- equity interests issued by the Group
- fair value of any asset or liability resulting from a contingent consideration arrangement, and
- fair value of any pre-existing equity interest in the subsidiary

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Acquisition-related costs are expensed as incurred.

41 Summary of other accounting policies *(continued)*

41.1 Principles of consolidation and equity accounting *(continued)*

41.1.5 Business combinations *(continued)*

(b) Business combination not under common control (continued)

The excess of the

- consideration transferred,
- amount of any non-controlling interest in the acquired entity, and
- acquisition-date fair value of any previous equity interest in the acquired entity

over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised directly in profit or loss as a gain on bargain purchase.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions. Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in profit or loss.

41 Summary of other accounting policies *(continued)*

41.1 Principles of consolidation and equity accounting *(continued)*

41.1.6 Separate financial statements

Investment in the subsidiary is accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of the subsidiary are accounted for by the Group on the basis of dividend received and receivable.

Impairment testing of the investment in the subsidiary is required upon receiving a dividend from the investment 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.

41.2 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 and the other key management.

41.3 Foreign currency translation

41.3.1 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 subsidiaries incorporated in the PRC and the Company considered RMB as their functional currency. As the major operations of the Group are within the PRC, the Group determined to present its consolidated financial statements in RMB (unless otherwise stated).

41.3.2 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 of monetary assets and liabilities denominated in foreign currencies at year end exchange rates, are generally recognised in profit or loss. They are deferred in equity if they relate to qualifying cash flow hedges and qualifying net investment hedges or are attributable to part of the net investment in a foreign operation.

41 Summary of other accounting policies *(continued)*

41.3 Foreign currency translation *(continued)*

41.3.2 Transactions and balances *(continued)*

Foreign exchange gains and losses that relate to borrowings are presented in the statement of profit or loss, within finance costs. All other foreign exchange gains and losses are presented in the 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 are recognised 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 at fair value through other comprehensive income are recognised in other comprehensive income.

41.3.3 Group companies

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- income and expenses for each statement of profit or loss and statement of comprehensive income are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- all resulting exchange differences are recognised in other comprehensive income.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other financial instruments designated as hedges of such investments, are recognised in other comprehensive income. When a foreign operation is sold, the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale.

41 Summary of other accounting policies *(continued)*

41.4 Intangible assets

(a) Software

Software is capitalised on the basis of the costs incurred to acquire and bring the specific software into usage. These costs are amortised using the straight-line method over their estimated useful lives of 3 years. When determining the useful life, the Group has taken into the account (i) the estimated period that can bring economic benefits to the Group; and (ii) the period required by the relevant laws and regulations. Costs associated with maintaining computer software programs are recognised as expense as incurred.

(b) Entitlements for license plate

Entitlements for license plate are capitalised on the basis of the costs incurred to acquire and bring the specific entitlements into usage. The useful life of entitlements for license plate is assessed to be indefinite, and the useful life of an intangible asset with an indefinite life is reviewed by management annually to determine whether the indefinite life assessment continues to be supportable.

(c) Research and development expenditures

The Group incurs significant costs and efforts on research and development activities. Research expenditures are charged to the profit or loss as an expense in the period the expenditures are incurred. Development costs are recognised as assets if they can be directly attributable to a newly developed products and all the following can be demonstrated:

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

41 Summary of other accounting policies *(continued)*

41.4 Intangible assets *(continued)*

(c) Research and development expenditures *(continued)*

Directly attributable costs that are capitalised as part of the development project include employee costs and an appropriate portion of relevant overheads. Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is ready for use.

Other development expenditures that do not meet those above criteria are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

For the years ended 31 December 2025 and 2024, there were no development costs meeting these criteria and capitalised as intangible assets.

41.5 Impairment of non-financial assets

Goodwill and entitlements for license plate are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other 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 recognised 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 (CGU). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

41.6 Non-current assets (or disposal groups) held for sale

Non-current assets (or disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and investment property that are carried at fair value and contractual rights under insurance contracts, which are specifically exempt from this requirement.

An impairment loss is recognised for any initial or subsequent write-down of the asset (or disposal group) to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset (or disposal group) is recognised at the date of derecognition.

41 Summary of other accounting policies *(continued)*

41.6 Non-current assets (or disposal groups) held for sale *(continued)*

Non-current assets (including those that are part of a disposal group) are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal group classified as held for sale continue to be recognised.

Non-current assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in the balance sheet. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in the balance sheet.

41.7 Investments and other financial assets

41.7.1 Classification

The Group classifies its financial assets in the following measurement categories:

(i) Those to be measured subsequently at fair value (either through other comprehensive income ("OCI"), or through profit or loss), and

(ii) Those to be measured at amortised cost.

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

For financial assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income ("FVOCI").

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

41.7.2 Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised 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.

41 Summary of other accounting policies *(continued)*

41.7 Investments and other financial assets *(continued)*

41.7.3 Measurement

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

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

Debt instruments

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

(i) Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method. Impairment losses are presented as separate line item in the consolidated statements of comprehensive loss.

(ii) FVOCI: Assets that are held for collection of contractual cash flows and for sale, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through other comprehensive income, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss and recognised in "Other (losses)/gains – net". Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in "Other (losses)/gains – net". Impairment losses are presented as separate line item in the consolidated statements of comprehensive loss.

(iii) FVPL: Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL and is not part of a hedging relationship is recognised in profit or loss and presented net in the consolidated statements of comprehensive loss within "Other gains – net" in the period in which it arises.

For the years ended 31 December 2025 and 2024, no amount is recognised in respect of financial assets at FVOCI.

41 Summary of other accounting policies *(continued)*

41.7 Investments and other financial assets *(continued)*

41.7.4 Impairment of financial assets

Saved as disclosed in Note 3.1(b), the Group assesses the expected credit losses associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

At each reporting date, the Group shall assess whether the credit risk on a financial instrument has increased significantly since initial recognition.

41.8 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the consolidated balance sheets where the Group currently has a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

41.9 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost comprises all costs of purchase and, where applicable, cost of conversion and other costs that have been incurred in bringing the inventories to their present location and condition. Costs of purchased inventory are determined after deducting discounts and calculated using the specific identification method. Net realisable 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.

41.10 Trade receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method. See Note 19 for further information about the Group's accounting for trade receivables and Note 3.1(b) for a description of the Group's impairment policies.

41 Summary of other accounting policies *(continued)*

41.11 Cash and cash equivalents

For the purpose of presentation in the consolidated statements of cash flows, cash and cash equivalents include deposits held at call with banks, cash at other third party online payment platforms, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

41.12 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of equity instruments are shown in equity as a deduction, net of tax, from the proceeds.

41.13 Trade and other payables

Trade payables mainly represent the obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade and other payables are presented as current liabilities unless payment is not due within one year or less after the reporting period.

Trade payables are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

41.14 Current and deferred income tax

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

(a) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company and its subsidiary 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.

41 Summary of other accounting policies *(continued)*

41.14 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. However, deferred income tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets and liabilities and when the deferred income tax balances relate to the same taxation authority. Current income tax assets and income 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 realise the asset and settle the liability simultaneously.

Current and deferred income tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

The Group considers the asset and the liability separately for lease transactions. The Group recognises a deferred income tax asset (to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised) and a deferred income tax liability for all deductible and taxable temporary differences associated with the right-of-use assets and the lease liabilities since initial recognition.

41 Summary of other accounting policies *(continued)*

41.15 Provisions

Provisions for legal claims are recognised 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 can be reliably estimated. Provisions are not recognised 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 recognised 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 the passage of time is recognised as interest expense.

41.16 Employee benefits

(a) Employee social security plans, housing funds, medical insurances and other social insurances obligations

Employees of the Group are covered by various government-sponsored social security 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 employees when they retire. The Group contributes on a monthly basis to these pension plans for the employees which are determined at a certain percentage of their salaries. Under these plans, the Group has no obligation for post-retirement benefits beyond the contribution made. Contributions to these plans are expensed as incurred.

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

41 Summary of other accounting policies *(continued)*

41.16 Employee benefits *(continued)*

(b) Short-term obligations

Liabilities for salaries and bonuses, including non-monetary benefits and accumulating sick leave that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised 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 and reflected in "Accruals and other payables" in the balance sheets.

(c) Share-based payments

The accounting policy for share-based payments is disclosed in Note 34(e).

(d) 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 recognises termination benefits at the earlier of the following dates: (a) when the Group can no longer withdraw the offer of those benefits; and (b) when the entity recognises costs for a restructuring that is within the scope of IAS 37 and involves the payment of terminations benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to present value.

41.17 Losses per share

(a) Basic loss per share

Basic loss per share is calculated by dividing:

- The losses attributable to equity holders of the Company;
- By the weighted average number of ordinary shares outstanding during the financial year.

41 Summary of other accounting policies *(continued)*

41.17 Losses per share *(continued)*

(b) Diluted loss per share

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

- The after-income tax effect of interest and other financing costs associated with dilutive potential ordinary shares, and
- The weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

41.18 Leases

(a) Definition of a lease and the Group as a lessee

The Group leases various vehicles, leased license plate and buildings in the PRC as lessee. Rental contracts are typically made for fixed periods of 2 to 7 years. 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.

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group. Each lease payment is allocated between the principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments (if applicable):

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payments that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable by the lessee under residual value guarantees
- the exercise price of a purchase option if the lessee is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

41 Summary of other accounting policies *(continued)*

41.18 Leases *(continued)*

(a) Definition of a lease and the Group as a lessee *(continued)*

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 implied in the lease, if that rate can be determined, or the respective incremental borrowing rate, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

Right-of-use assets are measured at cost comprising the following (if applicable):

- the amount of the initial measurement of lease liability
- 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. Right-of-use assets are subject to impairment (Note 41.5). Payments associated with short-term leases and leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of less than 12 months.

Modification of lease

A lease liability is remeasured upon a change in the lease term, changes in an index or rate used to determine the lease payments or reassessment of exercise of a purchase option. The corresponding adjustment is made to the related right-of-use assets.

41 Summary of other accounting policies *(continued)*

41.18 Leases *(continued)*

(b) The Group as a lessor

The Group mainly leases vehicles to car companies, and as a result, the Group generally considers itself to be the accounting lessor, as applicable, in these arrangements in accordance with IFRS 16. The Group provides financial lease and operating lease to car companies as detailed below.

A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of the underlying asset, and classified as an operating lease if it does not. The Group also enters into lease arrangements with its car partners. The lease arrangements normally have lease terms of 2 years or 5 years and contain lessee bargain purchase options at prices substantially below the subject asset's estimated residual value at the exercise date for the option. Consequently, the Group has classified these leases as finance leases for accounting purposes.

For such finance leases, the Group reports the discounted present value of (i) future minimum lease payments (including the bargain purchase price) and (ii) any unguaranteed residual value not subject to a bargain purchase option, as finance lease receivables on its balance sheet. The Group accrues interest on the balance of the finance lease receivables based on the effective interest rate inherent in the applicable lease over the term of the lease.

The Group also earns rental income from operating leases of vehicles. Rental income is recognised on a straight-line basis over the term of lease.

(c) Sales and leaseback

The Group has entered into sale and leaseback arrangements with certain financial institutions (the "lenders") to obtain financing. Under such arrangements, the Group received the sales proceeds which represented the principal upon the lease inception, and would make instalments during the lease term. The Group is subject to substantially the entire benefits and risks incidental to the ownership of such leased vehicles through leaseback. Under the sale and leaseback agreements, ownership of the underlying vehicles is transferred to the lenders upon the lease inception, and the Group is entitled to obtain their ownership for insignificant consideration at the end of the lease term. The transfer of the assets is not accounted for as a sale because the Group has a substantive repurchase option with respect to the underlying assets. The Group accounted for such arrangements as long-term borrowings collateralised by leased vehicles and no disposal gain or loss was recognised from these sale and leaseback transactions.

41 Summary of other accounting policies *(continued)*

41.19 Government grants

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

The government grants relating to the purchase of property, plant and equipment for the cost of an asset are deducted from the carrying amount of the asset and consequently are effectively recognised in profit or loss over the useful life of the assets by way of reduced depreciation expenses.

Government grants relating to income are presented in gross under "Other income" in the consolidated statements of comprehensive loss.

41.20 Interest income

Income from financial assets at FVPL is included in the net fair value gains/(losses) on these assets in "other gains – net" (Note 9).

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

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).

41.21 Dividend distribution

Dividend distribution to the equity holders is recognised as a liability in the Group's consolidated financial statements during the period in which the dividends are approved by the equity holders or directors, where appropriate.

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

"ABS"	asset backed security
"affiliate(s)"	with respect to any specified person, any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
"AGM"	the forthcoming annual general meeting of the Company to be held by June 30, 2026, with the date to be confirmed and announced in due course
"Articles" or "Articles of Association"	the amended and restated articles of association of our Company adopted on May 11, 2025 with effect from the Listing Date
"associate(s)"	has the meaning ascribed to it under the Listing Rules
"Audit Committee"	audit committee of the Board of Directors of our Company
"Board"	the board of Directors of our Company
"CAGR"	compound annual growth rate
"Cayman Companies Act" or "Companies Act"	the Companies Act (as revised) of the Cayman Islands, as amended, supplemented, or otherwise modified from time to time
"China" or "PRC"	People's Republic of China, and, unless the context requires otherwise and solely for the purpose of this annual report such as describing legal or tax matters, authorities, entities, or persons, excluding Hong Kong Special Administrative Region, Macao Special Administrative Region, and Taiwan region of the People's Republic of China
"Company," "our Company," or "the Company"	CaoCao Inc. (曹操出行有限公司), an exempted company with limited liability incorporated in the Cayman Islands on November 8, 2021, its subsidiaries, and its Consolidated Affiliated Entities
"Companies Ordinance"	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented, or otherwise modified from time to time

DEFINITIONS

"connected person(s)"	has the meaning ascribed to it under the Listing Rules
"connected transaction(s)"	has the meaning ascribed to it under the Listing Rules
"Consolidated Affiliated Entities"	Hangzhou Youxing and its subsidiaries, the financial results of which have been consolidated and accounted for as subsidiaries of our Company by virtue of the Contractual Arrangements
"Controlling Shareholder(s)"	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, refers to Mr. Li and Ugo Investment Limited
"Contractual Arrangement(s)"	the series of contractual arrangements entered into by, among others, the WFOE, Hangzhou Youxing, and the Registered Shareholders
"Corporate Governance Code"	the Corporate Governance Code contained in Appendix C1 to the Listing Rules (as amended from time to time)
"Director(s)"	the director(s) of our Company
"Employee Participant(s)"	for the purpose of the Share Incentive Scheme, means Director(s) and employee(s) of any member of the Group (including persons who are granted options and/or RSUs under the Share Incentive Scheme as an inducement to enter into employment contracts with the Group)
"Frost & Sullivan"	Frost & Sullivan (Beijing) Inc., an industry consultant
"Geely Business"	Zhejiang Geely Business Service Co., Ltd. (浙江吉利商務服務有限公司), a limited liability company established under PRC laws on June 29, 2010
"Geely Group" or "Geely"	Geely Holding and its affiliates and subsidiaries
"Geely Holding"	Zhejiang Geely Holding Group Company Limited (浙江吉利控股集團有限公司), a limited liability company established under PRC laws on March 24, 2003, a Registered Shareholder of Hangzhou Youxing. Geely Holding is directly owned as to 82.23%, 9.71% and 8.06% by Mr. Li, Ningbo Yima Enterprise Management Partnership (Limited Partnership) (a company controlled by Mr. Li and his associates) and Mr. Xingxing Li (son of Mr. Li), respectively
"Global Offering"	the Hong Kong public offering and the international offering of the Company

"Group," "our Group," "the Group," or "we"	our Company, its subsidiaries, and the Consolidated Affiliated Entities 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, such subsidiaries as if they were subsidiaries of our Company at the relevant time
"Hangzhou Youxing" or "Onshore Opco"	Hangzhou Youxing Technology Co., Ltd. (杭州優行科技有限公司), a limited liability company established under PRC laws on May 21, 2015, and a Consolidated Affiliated Entity
"Hong Kong"	Hong Kong Special Administrative Region of the People's Republic of China
"Hong Kong dollars," "HK$" or "HKD"	the lawful currency of Hong Kong
"IFRS"	IFRS Accounting Standards, as issued from time to time by the International Accounting Standards Board
"Independent Third Party(ies)"	any entity or person who is not a connected person of our Company within the meaning ascribed to it under the Listing Rules
"Latest Practicable Date"	April 20, 2026, being the latest practicable date prior to the printing of this annual report for the purpose of ascertaining certain information contained in this annual report
"Limao Mobility"	Zhejiang Limao Mobility Technology Co., Ltd. (浙江禮帽出行科技有限公司), a limited liability company established under PRC laws on January 25, 2021, and a Consolidated Affiliated Entity
"Listing"	the listing of the Shares on the Main Board of the Stock Exchange
"Listing Date"	June 25, 2025, being the date 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, 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

DEFINITIONS

"Model Code"	the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix C3 to the Listing Rules
"Mr. Li"	Mr. Shufu Li (李書福先生), founder of our Group and one of our Controlling Shareholders
"Oceanpine Marvel"	Oceanpine Marvel Inc, a company incorporated in Cayman Islands with limited liability on July 6, 2021, a Registered Shareholder of Hangzhou Youxing
"Pre-IPO Share Incentive Plan"	the share incentive plan approved and adopted by our Company in November 2022
"Prospectus"	the prospectus of the Company dated June 17, 2025
"Related Entity Participant(s)"	for the purpose of the Share Incentive Scheme, includes director(s) and employee(s) of the holding companies, fellow subsidiaries or associated companies of the Company
"Remuneration Committee"	remuneration committee of the Board of Directors of our Company
"Reporting Period"	the year ended December 31, 2025
"Registered Shareholders"	the registered shareholders of Hangzhou Youxing
"RMB" or "Renminbi"	the lawful currency of China
"Service Provider(s)"	for the purpose of the Share Incentive Scheme, means person(s) and/or corporate entity(ies) who provide(s) services to the Group on a continuing and recurring basis in its/their ordinary and usual course of business which are in the interests of the long term growth of the Group, namely: (a) Strategic Consulting Consultants: persons who provide strategic consulting services to the Group whose services will lead, collaborate with or optimize the businesses operated by the Group from time to time, and in the opinion of the Directors, the continuity and frequency of those services are akin to those of employees of the Group; (b) Industry Research Consultants: persons who provide industry research and strategic consulting services to the Group in relation to product, professional technology, research and development, operations, marketing, capital market, experience and other professional areas, and in the opinion of the Directors, the continuity and frequency of those services are akin to those of employees of the Group;

	(c) Strategic Partners: individuals who have established long-term, stable cooperative relationships with the Group in areas such as market, channels, brand, technology, talent, and finance, and through resource sharing and complementary advantages, may create synergies that help both parties achieve their long-term strategic development goals and enhance their respective competitiveness; (d) Ride-hailing Service Providers: affiliated drivers to whom the Group provides its own vehicles, and who generally dedicate a greater amount of their time serving on the Group's platform than car-partner drivers; and (e) Other Service Providers: independent contractors, consultants and/or advisors who provide services to the Group in relation to research and development, product commercialization, marketing, innovation upgrading, strategic/ commercial planning on corporate image, investor relations and other professional areas on a continuing and recurring basis in its ordinary and usual course of business which are in the interests of the long term growth of the Group, but excluding (for the avoidance of doubt) (i) placing agents or financial advisers providing advisory services for fund-raising, mergers or acquisitions, and (ii) professional service providers (such as auditors or valuers) who provide assurance, or are required to perform their services with impartiality and objectivity
"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)" or "Ordinary Share(s)"	ordinary shares in the share capital of the Company with par value of US$0.00001 each
"Share Incentive Scheme"	the new share incentive scheme approved and adopted by our Company on February 27, 2026
"Shareholder(s)"	holder(s) of our Share(s)
"Stock Exchange" or "Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited

DEFINITIONS

"subsidiary" or "subsidiaries"	has the meaning ascribed to it in section 15 of the Companies Ordinance
"substantial shareholder(s)"	has the meaning ascribed to it in the Listing Rules
"Suzhou Geely Youxing"	Suzhou Geely Youxing Electronic Technology Co., Ltd. (蘇州市吉利優行電子科技有限公司), a wholly-owned subsidiary of Hangzhou Youxing, and a Consolidated Affiliated Entity
"treasury shares"	has the meaning ascribed to it under the Listing Rules
"USD" or "US$"	United States dollars, the lawful currency of the United States
"Voting Rights Entrustment Agreement"	the irrevocable voting rights entrustment agreement and undertaking entered into between Oceanpine Marvel and Ugo Investment Limited in January 2025, pursuant to which Oceanpine Marvel entrusted Ugo Investment Limited to exercise the voting rights attached to the 21,403,500 Shares held by it
"Weixing Technology"	Weixing Technology Co., Ltd. (蔚星科技有限公司), a limited liability company established under PRC laws on May 9, 2019
"WFOE" or "Suzhou Youxing"	Suzhou Youxing Qianli Network Technology Co., Ltd. (蘇州優行千里網絡科技有限公司), a limited liability company established under PRC laws on December 31, 2021, and an indirect wholly owned subsidiary of our Company
"Xiangcheng Xiangxing VC"	Suzhou Xiangcheng District Xiangxing Venture Capital Center (Limited Partnership) (蘇州市相城區相行創業投資中心(有限合夥)), a limited partnership established under PRC laws on July 8, 2021, a Registered Shareholder of Hangzhou Youxing
"Zhejiang Jidi"	Zhejiang Jidi Technology Co., Ltd. (浙江濟底科技有限公司) (formerly known as Geely Technology Group Company Limited (吉利科技集團有限公司)), a limited liability company established under PRC laws on May 13, 1996, a Registered Shareholder of Hangzhou Youxing. Zhejiang Jidi is directly owned as to 91% and 9% by Mr. Li and Mr. Xingxing Li (son of Mr. Li), respectively
"%"	per cent

GLOSSARY OF TECHNICAL TERMS

The glossary contains definitions of certain technical terms used in this annual report in connection with us and our business. These may not correspond to standard industry definitions, and may not be comparable to similar terms adopted by other companies.

"active drivers"	drivers that completed at least one order during a given period
"active users"	users that completed at least one order during a given period, after deduplication within our platform and without deduplication across aggregation platforms that we work with, since we cannot access detailed user information from aggregation platforms
"aggregation platforms"	platforms that, instead of directly offering shared mobility services, provide user traffic facilitation to shared mobility service providers
"auto solutions"	energy replenishment, including in the form of battery swap, and auto servicing
"BEV(s)"	battery electric vehicle(s)
"car partners"	our business partners that directly manage drivers, with or without vehicles, that provide services on our platform
"GTV"	gross transaction value, which in the context of shared mobility refers to the total ride fare paid by users, without adjustment of applicable incentives, taxes, tolls, or fees
"ICE vehicle(s)"	internal combustion engine vehicle(s)
"purpose-built vehicles"	vehicles that are designed to be used for shared mobility, as opposed to vehicles designed for private ownership

Unless otherwise expressly stated or the context otherwise requires, all data in this annual report is as of the date of this annual report. This annual report is printed in both Chinese and English languages. Should there be any discrepancy between the English language and the Chinese language, the English language shall prevail.

The English names of PRC entities, PRC laws or regulations, and PRC government authorities referred to in this annual report are translations from their Chinese names and are for identification purposes. If there is any inconsistency, the Chinese names should prevail.

Certain amounts and percentage figures included in this annual report have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them. Any discrepancies in any table or chart between the total shown and the sum of the amounts listed are due to rounding.

GLOSSARY OF TECHNICAL TERMS

Certain statements included in this annual report, other than statements of historical fact, that express, or involve discussions as to, expectations, beliefs, plans, objectives, assumptions, or future events or performance are forward-looking statements. Forward-looking statements generally can be identified by the use of forward-looking terminology such as "may," "might," "can," "could," "will," "would," "anticipate," "believe," "continue," "estimate," "expect," "forecast," "going forward," "ought to," "should," "intend," "plan," "seek," "timetable," "projection," "vision," "goals," "aim," "aspire," "objective," "target," "schedules" or "outlook." These forward-looking statements, which are subject to risks, uncertainties, and assumptions, may include our business outlook, estimates of financial performance, forecast business plans, growth strategies and projections of anticipated trends in our industry. These forward-looking statements are based on information currently available to the Group and are stated herein on the basis of the outlook at the time of this annual report. They are based on certain expectations, assumptions and premises, many of which are subjective or beyond our control and are difficult to predict. These forward-looking statements may prove to be incorrect and may not be realized in future. Underlying these forward-looking statements are a large number of risks and uncertainties. Accordingly, these factors could cause actual results or outcomes to differ materially from those expressed in the forward-looking statements. In light of the risks and uncertainties, the inclusion of forward-looking statements in this annual report should not be regarded as representations by the Board or the Company that the plans and objectives will be achieved, and investors should not place undue reliance on such statements. Except as required by law, we are not obligated, and we undertake no obligation, to release publicly any revisions to these forward-looking statements that might reflect events or circumstance occurring after the date of this annual report or those that might reflect the occurrence of unanticipated events.