



找 钢 网 集 团

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

Stock Code: 6676
Warrant Code: 2572

2026

INTERIM REPORT



Company Information	2
Financial Highlights	4
Business Review and Outlook	6
Management Discussion and Analysis	14
Corporate Governance Report	36
Other Information	43
Report on Review of Condensed Consolidated	59
Financial Statements	
Condensed Consolidated Statement of Profit or Loss and	60
Other Comprehensive Income	
Condensed Consolidated Statement of Financial Position	62
Condensed Consolidated Statement of Changes in Equity	64
Condensed Consolidated Statement of Cash Flows	66
Notes to the Condensed Consolidated Financial Statements	68
Definitions	110



Company Information

BOARD OF DIRECTORS

Executive Directors

Mr. Wang Dong (王東)

(Chairman and chief executive officer)

Mr. Wang Changhui (王常輝)

Ms. Gong Yingxin (宮穎欣)

Ms. Zhou Min (周敏)

Non-Executive Directors

Mr. Ye Qian (葉芊)

(Resigned with effect from August 28, 2026)

Ms. Zhang Beicen (張北岑)

(Appointed with effect from August 28, 2026)

Mr. Sun Qingdong (孫卿東)

Independent Non-Executive Directors

Mr. Wang Xiang (王翔)

Mr. Wang Weisong (王蔚松)

Mr. Chen Yin (陳垠)

AUDIT COMMITTEE

Mr. Wang Weisong *(Chairman)*

Mr. Chen Yin

Mr. Sun Qingdong

REMUNERATION COMMITTEE

Mr. Wang Xiang *(Chairman)*

Mr. Chen Yin

Mr. Ye Qian

(Resigned with effect from August 28, 2026)

Ms. Zhang Beicen

(Appointed with effect from August 28, 2026)

NOMINATION COMMITTEE

Mr. Wang Xiang *(Chairman)*

Mr. Wang Weisong

Ms. Gong Yingxin

CORPORATE GOVERNANCE COMMITTEE

Mr. Chen Yin *(Chairman)*

Mr. Wang Weisong

Mr. Wang Xiang

JOINT COMPANY SECRETARIES

Mr. Meng Long

Ms. Lai Siu Kuen *(FCG, HKFCG)*

(Resigned with effect from March 27, 2026)

Ms. Chan Yan Lam

(Appointed with effect from March 27, 2026)

AUTHORIZED REPRESENTATIVES

Mr. Wang Dong

Ms. Lai Siu Kuen

(Resigned with effect from March 27, 2026)

Ms. Chan Yan Lam

(Appointed with effect from March 27, 2026)

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Cayman Islands

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Tricor Investor Services Limited

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Hong Kong

Company Information

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Cricket Square
Grand Cayman, KY1-1102
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PRINCIPAL BANKS

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

STOCK CODE

6676

WARRANT CODE

2572

LEGAL ADVISORS AS TO HONG KONG LAW

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AUDITOR

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HONG KONG COMPANY WEBSITE

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Financial Highlights

Condensed Profit Loss Statement

For the Six Months Ended June 30,

	2026 RMB	2025 RMB	Year-on-year Change %
<i>(in thousands, except percentages)</i>			
Revenue	1,037,018	797,395	30.1
Gross Profit	191,465	181,532	5.5
Loss before tax	(92,893)	(498,534)	-81.4
Loss for the period	(95,587)	(498,807)	-80.8

Condensed Balance Sheet

	As of June 30, 2026 RMB	As of December 31, 2025 RMB	Change %
<i>(in thousands, except percentages)</i>			
Total current assets	10,130,812	10,111,986	0.2
Total non-current assets	699,623	616,799	13.4
Total assets	10,830,435	10,728,785	0.9
Total liabilities	10,379,882	10,133,434	2.4
Total equity	450,553	595,351	-24.3
Total liabilities and equity	10,830,435	10,728,785	0.9

Non-IFRS Financial Measures

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

Financial Highlights

We define adjusted net loss (non-IFRS measure) as loss for the period from continuing operations adjusted by adding back fair value change of convertible preferred shares and warrants, net foreign exchange losses (gains), share-based payment expenses, De-SPAC Transaction expenses and professional fees and expenses related to De-SPAC Transaction. The convertible preferred shares and warrants automatically convert into ordinary shares upon the satisfaction of certain conditions, and no further loss or gain on fair value changes is expected to be recognized afterwards. Foreign exchange gains or losses mainly arise from the revaluation of assets and liabilities denominated in foreign currencies and changes in the fair value of derivative financial instruments, which management considers unrelated to the Group's operating performance. In addition, share-based payment expenses are non-cash in nature and do not result in cash outflow, and the adjustments have been consistently made during the Reporting Period. We also exclude professional fees and expenses related to De-SPAC Transaction and De-SPAC Transaction expenses. We define adjusted EBITDA (non-IFRS measure) as adjusted net loss (non-IFRS measure) for the period adjusted by adding back income tax expense, finance costs, interest on bank deposit and depreciation and amortization.

For the Six Months Ended June 30,

	2026 <i>Unaudited</i>	2025 <i>Unaudited</i>
	<i>RMB in thousands</i>	
Loss for the period	(95,587)	(498,807)
Fair value change of convertible preferred shares and warrants	(2,265)	(109,989)
Net foreign exchange losses (gains)	19,033	(5,646)
Equity-settled share-based payments	6,143	83,670
De-SPAC Transaction expenses	—	373,590
Professional fees and expenses related to De-SPAC Transaction	—	44,671
Adjusted net loss (non-IFRS measure)	(72,676)	(112,511)
Income tax expense	2,694	273
Finance costs	22,523	10,357
Interest on bank deposit	(6,749)	(432)
Depreciation and amortization	10,442	9,312
Adjusted EBITDA (non-IFRS measure)	(43,766)	(93,001)

For the six months ended June 30, 2026, adjusted net loss (non-IFRS measure) and adjusted EBITDA (non-IFRS measure) were RMB72.7 million and loss of RMB43.8 million, respectively (for the six months ended June 30, 2025: RMB112.5 million and loss of RMB93.0 million, respectively), representing a decrease in loss of 35.4% and 52.9%, respectively, compared with the same period of the six months ended June 30, 2025.

Business Review and Outlook

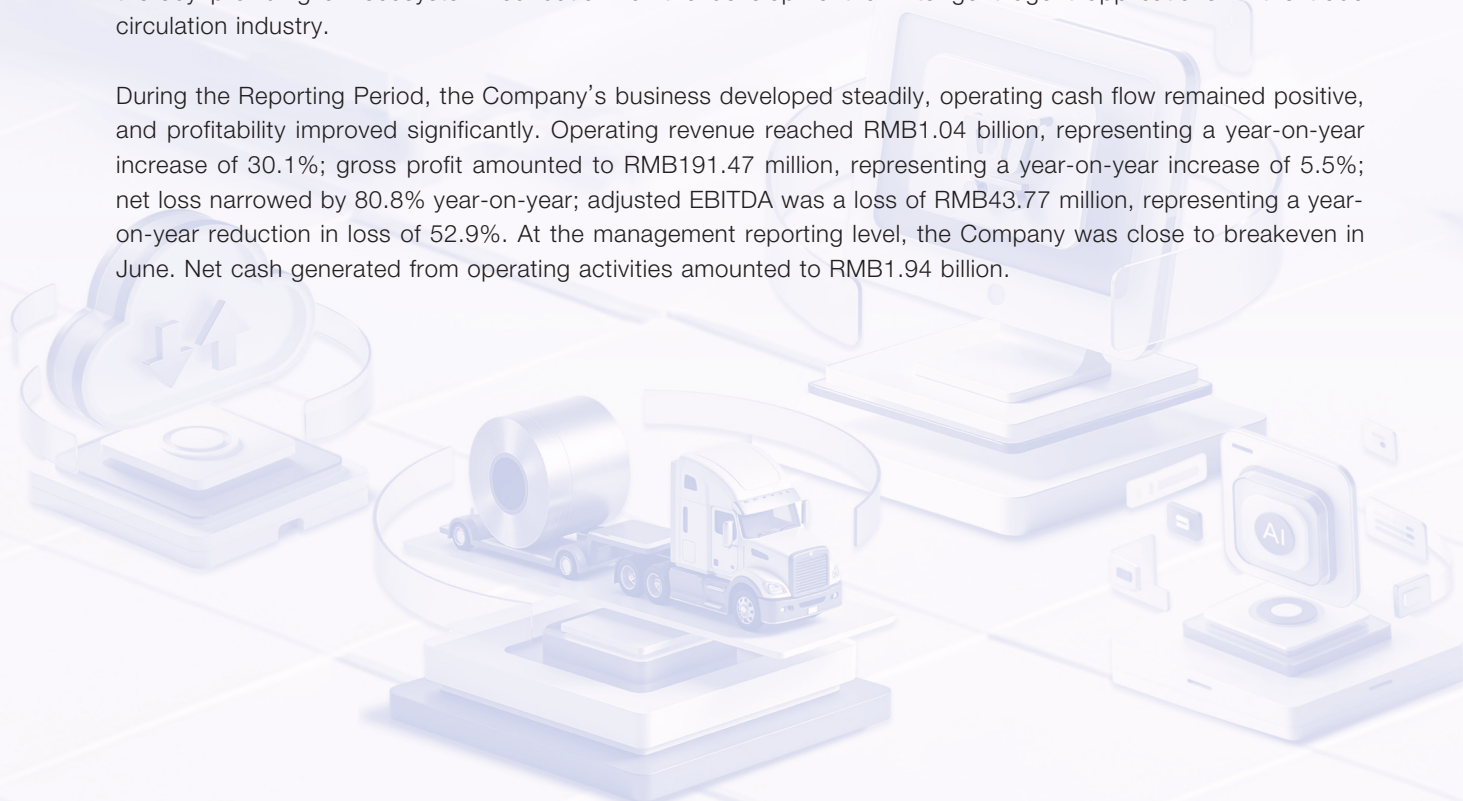
During the Reporting Period, the Company updated its mission to: connecting every link of trade circulation with AI. The Company has comprehensively advanced the AI transformation of the trade circulation industry, establishing an industry-wide Agent full-chain operating system domestically, and promoting supply chain services for AI computing centers internationally, thereby becoming a leading player in industrial AI transformation.

At the core of the Company's transformation is the systematic distillation of fourteen years of industry expertise, authentic transaction data, customer communication data, fulfillment service data, and middle-office operational processes into reusable Skills, MCPs and Agentic workflows, driving the entire trade circulation industry towards full-process AI transformation.

During the Reporting Period, the Company made significant progress in industrial AI transformation: Domestically, the Company consolidated its AI digital employees under the unified brand "ZG Lobster". Domestic AI-related business GMV reached RMB1.11 billion, representing a year-on-year increase of 73.2%, with gross profit exceeding RMB13.30 million, up 63.4% year-on-year. Annualized gross profit in June (approximately equivalent to ARR) was RMB31.67 million. Internationally, the Company further shifted its focus towards providing supply chain services for AI computing centers. During the Reporting Period, the Company provided products and services for 27 overseas AI computing center projects, generating revenue of RMB117.76 million, representing a year-on-year increase of 260.2%. Meanwhile, the Company continued to advance its digital capability development. During the Reporting Period, core digital assets such as self-developed AI Agents were capitalized, resulting in the Group recognizing digital assets and other intangible assets amounting to RMB8.01 million.

The Company's industrial AI transformation has long maintained strategic cooperation with Tencent's ecosystem, continuously collaborating around WeCom, Tencent Cloud, as well as ADP and WorkBuddy product systems, thereby providing an ecosystem foundation for the development of intelligent agent applications in the trade circulation industry.

During the Reporting Period, the Company's business developed steadily, operating cash flow remained positive, and profitability improved significantly. Operating revenue reached RMB1.04 billion, representing a year-on-year increase of 30.1%; gross profit amounted to RMB191.47 million, representing a year-on-year increase of 5.5%; net loss narrowed by 80.8% year-on-year; adjusted EBITDA was a loss of RMB43.77 million, representing a year-on-year reduction in loss of 52.9%. At the management reporting level, the Company was close to breakeven in June. Net cash generated from operating activities amounted to RMB1.94 billion.



Business Review and Outlook

I. Domestic AI Transformation: Building a Full-Process Agent Operating System for the Trade Circulation Industry

1. Product Matrix Centered on “ZG Lobster”

During the Reporting Period, the Company consolidated both internal and customer-facing AI digital employee capabilities under the unified brand “ZG Lobster”, positioning it as the key gateway for full-process automation in steel transactions. ZG Lobster is not a traditional Q&A chatbot, but a transaction-oriented Agent tailored to steel trading scenarios. Its objective is to upgrade from “answering questions” to “facilitating transactions and service closed loops”, thereby realizing the vision of “Communication translates into transactions”.

ZG Lobster has already formed seven core functional modules:

Core Function	Main Content	Core Value
Business Management Expert	Directly connects chat records, order data and customer follow-up processes; extracts and analyzes business information through AI	Makes business processes transparent, identifies completed, uncompleted and potentially lost orders
Business Knowledge Expert	Consolidates company policies, business processes, FAQs and industry knowledge into a knowledge base and digital employees	Provides 24-hour a day, 7-day a week business Q&A and enables experience reuse
Business Administrative Expert	Handles cross-department inquiries, reminders, follow-ups and information transfer	Reduces verbal communication and repeated confirmations among business, finance, logistics and warehousing
Sales Automation	Covers inquiry recognition, demand sorting, quotation assistance and customer follow-up	Assigns standard inquiries and routine quotations to AI for assisted processing
Administrative Automation	Automatically processes warehouse documents, logistics documents, order reviews, reconciliations and contract dispatch	Reduces repetitive operations and improves back-office process efficiency

The Company’s AI business is built upon its strongest moat of “data + scenarios + ecosystem cooperation”. On the data side, the Company generates millions of order records and hundreds of millions of conversational records annually, including a large volume of real-time, high-frequency data that general large-model vendors cannot access. On the scenario side, the Company covers the full process of transaction services, connecting instant messaging information flows through the TCRM system, and integrating in-process and after-sales fulfillment flows through FatCat Cloud. On the ecosystem cooperation side, the Company has a vast network of customers, suppliers and service partners, operates a joint venture with Tencent — Shanghai Tengcai Technology Co., Ltd. — and maintains strategic cooperation with multiple Tencent departments.

Business Review and Outlook

The Company believes that the value of AI products lies not only in improving operational efficiency, but more importantly in helping steel trading enterprises upgrade to modern organizational management practices. Through “employee + AI” collaborative operations, enterprises can transform management methods that previously relied on manual reporting and experiential judgment into intelligent management systems based on authentic business data and process transparency.

2. Domestic AI Commercialization

In the first half of 2026, the Company achieved AI GMV of RMB1.11 billion, representing a year-on-year increase of 73.2%, with gross profit exceeding RMB13.30 million, up 63.4% year-on-year. Based on single-month gross profit of June, annualized gross profit reached RMB31.67 million.

For the Six Months Ended June 30,			
	2025 (RMB)	2026 (RMB)	YoY Change
<i>(in millions, except percentages)</i>			
AI GMV			
ZG Industrial Products	186.0	345.7	
ZG AI Transaction Marketplace	452.1	759.6	
AI Product Sales	—	—	
Total	638.0	1,105.4	73.2%
AI Gross Profit			
ZG Industrial Products	3.6	3.0	
ZG AI Transaction Marketplace	4.6	10.0	
AI Product Sales	0.0	0.4	
Total	8.2	13.3	63.4%

The Company’s AI commercialization path can be divided into three categories: First, result-based charging. This revolves around AI Agent capabilities such as intelligent business opportunity discovery, intelligent supply-demand matching, automated quotation and transaction, and automated order fulfillment. The Company explores charging based on transaction outcomes or service results. At present, this mainly applies to the ZG AI Transaction Marketplace (shaped steel, pipes, stainless steel, etc.) and ZG Industrial Products (industrial electrical, electronic components, etc.), with fees charged at 1-1.5% of GMV. Second, standardized product revenue based on annual subscriptions formed around ZG Lobster. A standard account is priced at RMB28,800 per year, with additional charges for value-added service packages across different modules on top of the basic services. Third, token or credit consumption revenue. A standard account includes a certain amount of credits, and once consumed, customers top up credits to generate additional revenue.

Business Review and Outlook

On the technological foundation, the Company maintains deep cooperation with Tencent, using Tencent ADP as a key base, and driving deep integration with AI office and Agent products such as WorkBuddy. The Company aims to leverage Tencent Cloud's capabilities in large models, Agent development platforms, enterprise collaboration gateways, security compliance and cloud infrastructure, combined with the Company's industrial data and business systems in steel and trade circulation scenarios, to build industry-specific Agent applications that are scalable, governable and auditable.

3. *AI-Driven Cost Reduction and Efficiency Enhancement*

Benefiting from the continuous empowerment of AI technology, the Company has achieved remarkable results in cost reduction and efficiency improvement, with upstream and downstream transaction linkages further optimized and the three major expense categories showing clear operating leverage effects. Excluding the impact of share-based payment expenses, administrative expenses, selling and distribution expenses and R&D expenses as a percentage of revenue during the Reporting Period were 4.7%, 15.6% and 1.9%, respectively, all lower than the percentages of 6.1%, 19.6% and 2.3% in the same period of 2025.

In terms of workforce efficiency, AI technology has continuously driven the release of organizational effectiveness. As of June 30, 2026, the Company's headcount was 1,188, representing a decrease of 10.1% compared with the end of 2025. Among them, employees achieved a significant improvement in per capita gross profit, with average gross profit per employee in the first half of 2026 increasing by more than 14.6% compared with the same period in 2025.

In terms of transaction efficiency, the Company continued to deepen the application of AI technology across the full transaction chain. The Company's self-developed SaleMatch transaction engine processed more than 19 million messages per day based on AI large models, with a parsing accuracy rate of over 95%, and cumulatively completed hundreds of millions of intelligent transaction matches. On the client side, the Company's AI Agents can provide instant quotations and complete transactions within three minutes, significantly shortening the time from quotation to transaction and greatly improving conversion rates. On the supplier side, the Company's self-developed AI Agents can intelligently monitor inventory and price dynamics, assisting procurement in smart pricing. At present, they have covered 16,000 suppliers and automatically maintained more than 53.60 million product information records, with substantial improvements in timeliness and accuracy of information.



Business Review and Outlook

In terms of operational efficiency, the Company has extensively applied AI Agents to core middle – and back-office functions such as document processing, fund settlement, risk control and warehousing management, driving overall work efficiency improvements of more than 60% and effectively reducing manual errors. Among these, relevant AI Agents have automatically generated and dispatched over 1.35 million business documents, cumulatively processed over 6.33 million collection and payment orders, achieving full-process automation of fund settlement and significantly accelerating cash turnover efficiency. In risk control, AI Agents can automatically review vehicle qualifications and monitor logistics trajectories in real time, having completed more than 190,000 vehicle qualification reviews and more than 710,000 logistics supervision tasks, effectively strengthening risk management across the entire transaction process. In warehousing, AI Agents can operate around the clock to complete cargo ownership confirmation and instruction dispatch, having already connected to 286 warehouses and automatically processed more than 107,000 receipt confirmations, thereby ensuring continuous and efficient warehousing operations.

Looking ahead, as the Group's AI strategy continues to be deeply implemented, the ratio of expenses to revenue is expected to further improve and decline, while both workforce efficiency and operational efficiency still have substantial room for enhancement.

II. Overseas AI Transformation: Transition to AI Computing Center Supply Chain Services and Asset-Light Operations

The Company's three-year plan to rebuild ZG Group overseas has begun to show results. During the Reporting Period, overseas revenue accounted for 55.5% of total revenue, surpassing domestic revenue for the first time.

The Company's overseas business operates under a sales-driven procurement model: after receiving customer orders, the Company inquires with upstream suppliers, and once suitable pricing is confirmed, signs orders with both supply and demand parties. Profit margins are relatively fixed. Under this model, the Company maintains minimal inventory and promptly delivers steel to customer-designated project sites. As the majority of customers are large enterprises, payment cycles are typically extended, resulting in working capital occupation. During the Reporting Period, the Company initiated cooperation with factoring institutions, launching accounts receivable factoring business in Malaysia. In the future, the Company plans to expand cooperation with more factoring institutions or banks in other countries to achieve asset-light operations in its overseas business.

During the Reporting Period, overseas transaction business revenue reached RMB575.85 million, representing a year-on-year increase of 70.1%. Of this, Southeast Asia (Thailand, Indonesia and Malaysia) contributed revenue of RMB421.54 million, representing a year-on-year increase of 115.4%; while Middle East business (UAE and Saudi Arabia), affected by war, contributed revenue of RMB151.82 million, representing a year-on-year increase of 12.5%. Overseas business gross profit amounted to RMB44.78 million, representing a year-on-year increase of 51.3%.

Business Review and Outlook

The Company's overseas business currently consists of four major project categories: AI computing centers, factories, infrastructure and real estate. During the Reporting Period, the Group's overseas business fully shifted towards providing supply chain services for AI computing centers. The continued advancement of global AI computing infrastructure construction has generated substantial incremental demand for steel, other materials and equipment. The Group's long-standing capabilities in one-stop supply chain services can effectively meet the needs of owners and general contractors, forming the core rationale for the transformation of its overseas business.

As of the end of the Reporting Period, the Company provided products and services to 27 overseas AI computing center projects, representing an increase of 14 projects compared with the end of 2025, covering three countries: Malaysia, Indonesia and Thailand. Project distribution is shown in the figure below. The product supply is diversified, extending beyond steel to include intelligent electrical and automation systems, water system equipment and specialized tools, precision valves and flow control, high-grade pipeline systems, fire safety and fireproof insulation materials, among other core categories, thereby covering the key electromechanical and industrial product requirements for AI computing center construction.

No.	Country	Project Name	Owner/Operator
1	Malaysia	GDS Data Center (Johor Bahru)	GDS Holdings
2	Malaysia	Dayone (Qingpu City)	GDS Holdings
3	Malaysia	FALCON DATA CENTER	Intel
4	Malaysia	Z DATA GP3	Zhonglian Data
5	Malaysia	DIGITAL HALO	Partners/ARCH Capital
6	Malaysia	JH1 PHASE5	Princeton Digital Group
7	Malaysia	MY07	Chindata Overseas Subsidiary/Bain
8	Malaysia	MY02	Chindata Overseas Subsidiary/Bain
9	Malaysia	MY03	Chindata Overseas Subsidiary/Bain
10	Malaysia	MY06	Chindata Overseas Subsidiary/Bain
11	Malaysia	MY08	Chindata Overseas Subsidiary/Bain
12	Malaysia	Empyion Digital	Empyion Digital
13	Indonesia	PDG DATA CENTER	Princeton Digital Group/PDG
14	Indonesia	DAMAC JKT 02	DAMAC Group (UAE)
15	Indonesia	GDS Data Center	GDS Holdings
16	Indonesia	Runze Data Center	China Runze
17	Indonesia	CGK Data Center	Digital Edge
18	Thailand	GALAXY PEAK	Galaxy Peak Data Center
19	Thailand	Rayong Phase I • CSCEC Installation	Zhonglian Data
20	Thailand	Rayong Phase II • CEEC	Zhonglian Data
21	Thailand	Chonburi Data Center	Zhonglian Data
22	Thailand	K2 DC BKK31	Kuok Group
23	Thailand	Chonburi Technology Park	GDS Holdings
24	Thailand	Chindata BDC	Chindata
25	Thailand	DAMAC03 DC2	DAMAC Digital
26	Thailand	HAOYANG DC 1	Beijing Haoyang Cloud Data
27	Thailand	Master Plan IT 100MW	DAMAC Group

Business Review and Outlook

The Dubai processing plant officially commenced operations in March 2026. At present, two production lines have already been put into operation. By the end of 2026, the plant's production capacity will be significantly enhanced, further strengthening the Group's localized processing and delivery capabilities in the Middle East region and laying the foundation for undertaking more regional projects in the future. It is expected that once the war in the Middle East ceases, the plant will achieve rapid capacity expansion and begin to contribute revenue and gross profit on a large scale.

III. Steady Development of Domestic Business and Rapid Growth of Logistics Business

During the Reporting Period, the Central Politburo meeting for the first time incorporated the "Six Networks" into national top-level planning, namely: water network, power grid, computing network, new communication network, urban underground pipeline network, and logistics network. The Company's domestic business is highly relevant to the power grid, urban underground pipeline network and logistics network. The Company regards long-tail special steel sales as an important strategic objective for future development. These products typically involve complex SKUs and exhibit spatial, temporal and informational mismatches, making them difficult to match under traditional trading methods. To address this, the Company launched the ZG AI Transaction Marketplace, focusing on products such as high-temperature alloy pipes, special stainless steel and shaped steel to meet demands in urban underground pipeline projects. AI enables the matching of transaction orders that are difficult to complete manually, with profit margins typically about ten times those of ordinary steel. Currently, SKU coverage has exceeded 230,000 SKUs.

The domestic core business base remained stable. As of June 30, 2026, the Group's steel trading platform had registered more than 218,000 enterprise users, covering over 710,000 SKUs, with the platform ecosystem continuing to expand. During the Reporting Period, transaction services generated revenue of RMB139.62 million, representing a year-on-year increase of 6.2%; transaction volume reached 20.44 million tonnes, representing a year-on-year increase of 7.3%, reflecting steady business expansion. The Company also deepened cooperation with JD Industrial, jointly developing procurement demand for steel and industrial products across JD Industrial's upstream and downstream supply chains.

The Company continued to drive the qualitative development of high-margin businesses, with KA industrial end-customer business delivering outstanding performance. KA industrial terminals focus on the power grid and new energy markets, primarily supplying tower-use low-alloy angle steel, round steel for anchor bolts, galvanized profiles, shaped pipes, and high-strength medium-thick plates, while also covering construction steel and bridge plates. During the Reporting Period, revenue increased by 46.6% year-on-year, and gross profit increased by 45.2% year-on-year. The charging capability of KA customers continued to improve, with per-ton gross profit rising from RMB40.3 in the same period last year to RMB77.6, representing a year-on-year increase of 92.3%. KA customer market expansion and profitability quality improved in tandem. For small and medium-sized customers, transaction volume increased by 7.9% year-on-year, with the average commission received reaching RMB5.9 per tonne, representing an improvement compared with the average commission of RMB5.1 per tonne in 2025, reflecting the continuous strengthening of customer stickiness.

Business Review and Outlook

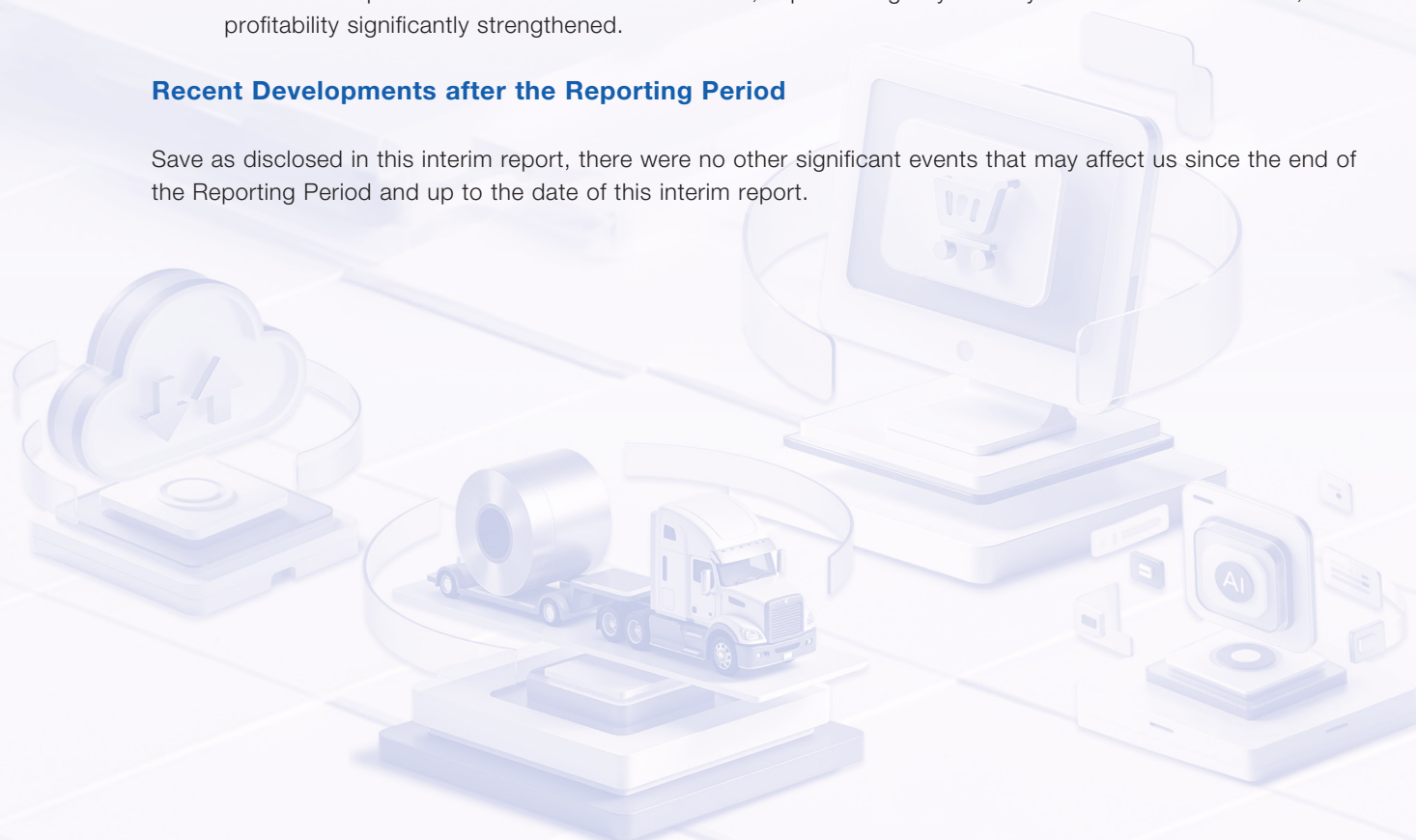
During the Reporting Period, transaction support services generated revenue of RMB299.01 million, representing a significant year-on-year increase of 48.3%, primarily driven by logistics business. As of June 30, 2026, the platform had partnered with 1,942 carriers and 264,000 vehicles. Logistics revenue increased by 50.6% year-on-year, with transaction volume reaching 4.71 million, representing a year-on-year increase of 44.2%, reflecting rapid business expansion.

The FatCat Alliance, which was the Company's key initiative in 2025, continued to improve the nationwide logistics network layout, further enhancing franchisees' operational efficiency and service capabilities. As of June 30, 2026, the FatCat Alliance had achieved nationwide coverage across 200 cities, with a cumulative total of 259 signed franchisees. Cumulative transportation tonnage increased by approximately 46% sequentially. In terms of business innovation, during the first half of 2026, FatCat Logistics continued to advance innovation around new energy, digitalization and ecosystem cooperation. Through resource integration and joint construction and sharing of charging infrastructure, the Company assisted carriers in accelerating the transition of vehicles from fuel to electric, thereby optimizing transportation costs and enhancing charging operation income. Meanwhile, the Company actively expanded industrial ecosystem cooperation, exploring the commercialization application of logistics trajectory data and expanding platform capacity resources. In addition, the Company established a joint venture with a leading logistics service provider in South China to build a platform-based cooperation and revenue-sharing model, continuously enhancing the competitiveness of the logistics ecosystem.

In terms of technology subscription services, revenue during the Reporting Period reached RMB13.60 million, representing a year-on-year increase of 9.4%. Segment profit increased from RMB3.34 million in the same period of 2025 to RMB6.97 million, representing a year-on-year increase of 109.0%, with profitability significantly strengthened.

Recent Developments after the Reporting Period

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



Management Discussion and Analysis

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

	For the Six Months Ended June 30,	
	2026	2025
Total GMV (RMB in millions)	68,678.2	63,989.6
GMV for steel products (RMB in millions) ⁽¹⁾	68,332.5	63,778.3
GMV for non-steel products (RMB in millions)	345.7	211.3
Total Transaction Volume (ton in thousands)	20,565.5	19,112.3
Transaction Services		
Online third-party transaction volume (ton in thousands)	20,437.4	19,040.9
GMV for online third-party transaction (RMB in millions)	68,062.6	63,629.1
Transaction Support Services		
Transaction volume supported by logistics services (ton in thousands)	4,707.4	3,264.3
Overseas Transaction Business		
Transaction volume (ton in thousands)	128.2	71.3

Note:

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



Management Discussion and Analysis

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

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

	For the Six Months Ended June 30,		
	2026 RMB	2025 RMB	Year-on-year Change %
<i>(in thousands, except percentages)</i>			
Revenue	1,037,018	797,395	30.1
Cost of revenue	(845,553)	(615,863)	37.3
Gross profit	191,465	181,532	5.5
Other income	8,480	14,474	-41.4
Other gains and losses	(16,980)	5,920	N/A
Selling and distribution expenses	(164,331)	(167,470)	-1.9
Administrative expenses	(52,203)	(117,443)	-55.6
Research and development expenses	(20,354)	(22,091)	-7.9
Professional fees and expenses related to De-SPAC Transaction	—	(44,671)	N/A
De-SPAC Transaction expenses arising from capital reorganisation	—	(373,590)	N/A
Finance costs	(22,523)	(10,357)	117.5
Impairment losses on financial assets	(19,739)	(75,595)	-73.9
Fair value changes of financial assets at fair value through profit or loss ("FVTPL")	1,187	1,762	-32.6
Fair value changes of financial liabilities at FVTPL	2,265	109,860	-97.9
Share of results of associates and a joint venture	(160)	(865)	-81.5
Loss before tax	(92,893)	(498,534)	-81.4
Income tax expense	(2,694)	(273)	886.8
Loss for the period	(95,587)	(498,807)	-80.8

Management Discussion and Analysis

For the Six Months Ended June 30,

	2026 RMB	2025 RMB	Year-on-year Change %
<i>(in thousands, except percentages)</i>			
Other comprehensive expense			
Item that may be reclassified subsequently to profit or loss:			
Exchange differences arising on translation of foreign operations	(3,740)	(2,096)	78.4
Other comprehensive expense for the period, net of income tax	(3,740)	(2,096)	78.4
Total comprehensive expense for the period	(99,327)	(500,903)	-80.2
(Loss) profit for the period attributable to:			
Owners of the Company	(96,248)	(498,831)	-80.7
Non-controlling interests	661	24	2,654.2
	(95,587)	(498,807)	-80.8
Total comprehensive (expense) income attributable to:			
Owners of the Company	(99,988)	(500,927)	-80.0
Non-controlling interests	661	24	2,654.2
	(99,327)	(500,903)	-80.2
Loss per share			
– Basic (RMB)	(0.09)	(0.66)	-86.4
– Diluted (RMB)	(0.09)	(0.66)	-86.4

Management Discussion and Analysis

REVENUE

Total revenue increased by 30.1% from approximately RMB797.4 million for the six months ended June 30, 2025 to approximately RMB1,037.0 million for the six months ended June 30, 2026, mainly due to increases in revenue from overseas transaction business and transaction support services.

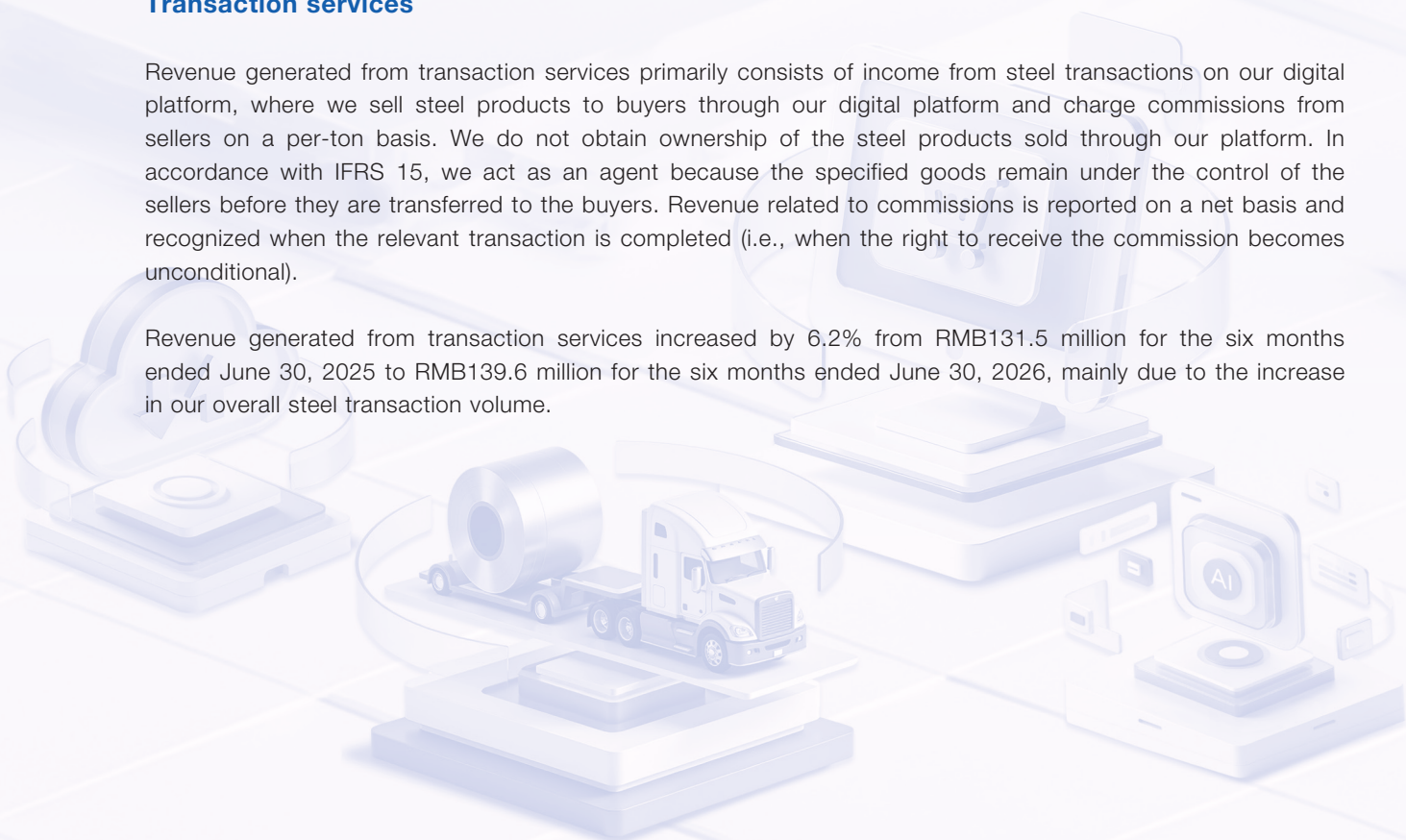
The following table sets forth a breakdown of revenue by business segment for the periods indicated.

	For the Six Months Ended June 30,			
	2026		2025	
	RMB	(%)	RMB	(%)
<i>(in thousands, except percentages)</i>				
Transaction Services	139,622	13.5	131,466	16.5
Transaction Support Services	299,010	28.8	201,589	25.3
Technology Subscription Services	13,603	1.3	12,436	1.6
Overseas Transaction Business	575,850	55.5	338,537	42.5
Non-steel Transaction Business	8,933	0.9	113,367	14.2
Total	1,037,018	100.0	797,395	100.0

Transaction services

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

Revenue generated from transaction services increased by 6.2% from RMB131.5 million for the six months ended June 30, 2025 to RMB139.6 million for the six months ended June 30, 2026, mainly due to the increase in our overall steel transaction volume.



Management Discussion and Analysis

Transaction support services

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

	For the Six Months Ended June 30,			
	2026		2025	
	RMB	(%)	RMB	(%)
<i>(in thousands, except percentages)</i>				
Logistics, warehousing and processing services				
Platform users	214,302	71.7	190,069	94.3
Non-platform users	84,708	28.3	11,520	5.7
Total	299,010	100.0	201,589	100.0

Logistics, Warehousing and Processing Services

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

Revenue generated from transaction support services increased by 48.3% from RMB201.6 million for the six months ended June 30, 2025 to RMB299.0 million for the six months ended June 30, 2026, mainly due to the rapid increase in logistics transportation volume as the Group continued to improve the nationwide logistics network layout and leveraged AI Agents to strengthen risk control across the entire transaction process. In addition, the Company actively expanded industrial ecosystem cooperation, such as establishing a joint venture with a leading trader in South China subsequent to Reporting Period to build a platform-based cooperation and revenue-sharing model, thereby continuously enhancing the competitiveness of the logistics ecosystem.

Technology Subscription Services

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

Revenue generated from technology subscription services increased by 9.4% from RMB12.4 million for the six months ended June 30, 2025 to RMB13.6 million for the six months ended June 30, 2026, mainly due to the steady growth of technology subscription services.

Management Discussion and Analysis

Overseas Transaction Business

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

	For the Six Months Ended June 30,			
	2026 RMB	(%)	2025 RMB	(%)
<i>(in thousands, except percentages)</i>				
Southeast Asia	421,537	73.2	195,679	57.8
Middle East	151,823	26.4	134,998	39.9
East Asia	2,490	0.4	7,860	2.3
Total	575,850	100.0	338,537	100.0

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

Revenue generated from overseas transaction business increased by 70.1% from RMB338.5 million for the six months ended June 30, 2025 to RMB575.9 million for the six months ended June 30, 2026, mainly due to our comprehensive deepening of international business layout, capturing the demand arising from overseas AI computing infrastructure construction and expanding supply chain services for overseas AI computing centers, coupled with strong infrastructure demand in Middle East and Southeast Asian countries. To this end, we invested more resources in developing overseas transaction business, resulting in increased transaction volumes in regions such as Dubai, Saudi Arabia, Thailand, Indonesia and Malaysia. In addition, the production capacity of the Dubai processing plant continued to improve, further enhancing the Group's localized processing and delivery capabilities in the Middle East region and laying the foundation for undertaking more regional projects in the future.

Non-steel Transaction Business

We actively develop diversified business lines across industry sectors, mainly including electrical and electronic products, non-ferrous metals, and wires and cables.

Revenue generated from other business decreased by 92.1% from RMB113.4 million for the six months ended June 30, 2025 to RMB8.9 million for the six months ended June 30, 2026, mainly due to the adjustment of our non-steel product transaction model, which shifted from a trading model to a platform-like business model, with the related revenue recognized on a net basis.

Management Discussion and Analysis

COST OF REVENUE

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

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

	For the Six Months Ended June 30,			
	2026		2025	
	RMB	(%)	RMB	(%)
<i>(in thousands, except percentages)</i>				
Cost of revenue				
Product procurement costs	536,989	63.5	418,678	68.0
Logistics, warehousing and processing costs	284,004	33.6	187,377	30.4
Taxes and extra charges	22,440	2.7	8,599	1.4
Service fees	2,120	0.3	1,209	0.2
Total	845,553	100.0	615,863	100.0

Our cost of revenue increased by 37.3% from RMB615.9 million for the six months ended June 30, 2025 to RMB845.6 million for the six months ended June 30, 2026, in line with our revenue growth. Our product procurement costs increased by 28.3% from RMB418.7 million for the six months ended June 30, 2025 to RMB537.0 million for the six months ended June 30, 2026, primarily due to the expansion of our overseas transaction business. Logistics, warehousing and processing costs increased by 51.6% from RMB187.4 million for the six months ended June 30, 2025 to RMB284.0 million for the six months ended June 30, 2026, in line with the growth trend of our logistics revenue.



Management Discussion and Analysis

GROSS PROFIT AND GROSS PROFIT MARGIN

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

	For the Six Months Ended June 30,			
	2026		2025	
	RMB	(%)	RMB	(%)
<i>(in thousands, except percentages)</i>				
Gross profit and gross profit margin				
Transaction services	117,692	84.3	123,010	93.6
Transaction support services	14,636	4.9	14,137	7.0
Technology subscription services	11,473	84.3	11,202	90.1
Overseas transaction business	44,782	7.8	29,590	8.7
Non-steel transaction business	2,882	32.3	3,593	3.2
Total	191,465	18.5	181,532	22.8

Our gross profit increased by 5.5% from RMB181.5 million for the six months ended June 30, 2025 to RMB191.5 million for the six months ended June 30, 2026, primarily due to the growth of overseas transaction business. Our overall gross profit margin decreased from 22.8% for the six months ended June 30, 2025 to 18.5% for the six months ended June 30, 2026, primarily due to the higher proportion of revenue generated from overseas transaction business and transaction support services, which have relatively lower gross profit margins.

Transaction Services

Our gross profit from transaction services decreased by 4.3% from RMB123.0 million for the six months ended June 30, 2025 to RMB117.7 million for the six months ended June 30, 2026. The gross profit margin decreased from 93.6% for the six months ended June 30, 2025 to 84.3% for the six months ended June 30, 2026, primarily due to the increase in taxes and additional expenses.

Transaction Support Services

Our gross profit from transaction support services increased by 3.5% from RMB14.1 million for the six months ended June 30, 2025 to RMB14.6 million for the six months ended June 30, 2026, primarily due to the increase in logistics transportation volume. The gross profit margin decreased from 7.0% for the six months ended June 30, 2025 to 4.9% for the six months ended June 30, 2026, primarily due to the increase in transaction volume from non-platform users.

Management Discussion and Analysis

Technology Subscription Services

Our gross profit from technology subscription services increased by 2.4% from RMB11.2 million for the six months ended June 30, 2025 to RMB11.5 million for the six months ended June 30, 2026, primarily due to the steady growth of technology subscription services. The gross profit margin decreased from 90.1% for the six months ended June 30, 2025 to 84.3% for the six months ended June 30, 2026, primarily due to the increase in software implementation costs.

Overseas Transaction Business

Our gross profit from overseas transaction business recorded a substantial increase of 51.3% from RMB29.6 million for the six months ended June 30, 2025 to RMB44.8 million for the six months ended June 30, 2026, in line with the growth of our overseas transaction business revenue. The gross profit margin of overseas transaction business remained relatively stable, at 8.7% for the six months ended June 30, 2025 and 7.8% for the six months ended June 30, 2026.

Non-steel Transaction Business

Our gross profit from non-steel product transaction business decreased by 19.8% from RMB3.6 million for the six months ended June 30, 2025 to RMB2.9 million for the six months ended June 30, 2026. The gross profit margin of non-steel product transaction business increased from 3.2% for the six months ended June 30, 2025 to 32.3% for the six months ended June 30, 2026, primarily due to the adjustment of our non-steel product transaction model, which shifted from a trading model to a platform-like business model, with the related revenue recognized on a net basis.

OTHER INCOME

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

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

	For the Six Months Ended June 30,	
	2026	2025
	(RMB in thousands)	
Interest on bank deposits	6,749	9,745
Government grants	1,731	4,729
Total	8,480	14,474

Our other income decreased by 41.4% from RMB14.5 million for the six months ended June 30, 2025 to RMB8.5 million for the six months ended June 30, 2026, primarily due to the decrease in interest on bank deposits and government grants received.

Management Discussion and Analysis

OTHER GAINS AND LOSSES

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

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

	For the Six Months Ended June 30,	
	2026	2025
	<i>(RMB in thousands)</i>	
Gain (loss) on fair value changes of derivative financial instruments	11,948	(510)
Gain on disposal of property, plant and equipment	575	191
Gain on early termination of leases	66	—
Net foreign exchange (losses) gains	(30,981)	6,156
Others	1,412	83
Total	(16,980)	5,920

Our net other losses shifted from a profit of RMB5.9 million for the six months ended June 30, 2025 to a loss of RMB17.0 million for the six months ended June 30, 2026, primarily due to (i) an increase in foreign exchange losses of RMB37.1 million as a result of market exchange rate fluctuations, and (ii) an increase in gains of RMB12.5 million from fair value changes of derivative financial instruments arising from the Group's hedging management of foreign exchange risk exposure.

FAIR VALUE CHANGES OF FINANCIAL LIABILITIES AT FVTPL

Fair value changes of financial liabilities at FVTPL include (i) fair value changes of listed warrants liabilities; (ii) fair value changes of promoter warrant liabilities; (iii) fair value changes of promoter earn-out right liabilities; (iv) fair value changes of convertible preferred share liabilities; and (v) fair value changes of redeemable preferred share liabilities. Our fair value changes of financial liabilities at FVTPL decreased from RMB109.9 million for the six months ended June 30, 2025 to RMB2.3 million for the six months ended June 30, 2026, primarily due to share price fluctuations after listing.

SELLING AND DISTRIBUTION EXPENSES

Our selling and distribution expenses decreased by 1.9% from RMB167.5 million for the six months ended June 30, 2025 to RMB164.3 million for the six months ended June 30, 2026. Excluding equity-settled share-based payments, selling and distribution expenses were RMB162.0 million for the six months ended June 30, 2026 (RMB156.5 million for the six months ended June 30, 2025).

Management Discussion and Analysis

ADMINISTRATIVE EXPENSES

Our administrative expenses decreased by 55.6% from RMB117.4 million for the six months ended June 30, 2025 to RMB52.2 million for the six months ended June 30, 2026. Excluding equity-settled share-based payments, administrative expenses were RMB48.8 million for the six months ended June 30, 2026 (RMB48.5 million for the six months ended June 30, 2025).

RESEARCH AND DEVELOPMENT EXPENSES

Our research and development expenses decreased by 7.9% from RMB22.1 million for the six months ended June 30, 2025 to RMB20.4 million for the six months ended June 30, 2026. Excluding equity-settled share-based payments, research and development expenses were RMB20.1 million for the six months ended June 30, 2026 (RMB18.3 million for the six months ended June 30, 2025).

OTHER EXPENSES RELATING TO THE DE-SPAC TRANSACTION

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

FINANCE COSTS

Our finance costs increased by 117.5% from RMB10.4 million for the six months ended June 30, 2025 to RMB22.5 million for the six months ended June 30, 2026, primarily due to the increase in interest expenses on discounted notes payable to suppliers.

IMPAIRMENT LOSSES ON FINANCIAL ASSETS

Our impairment losses on financial assets decreased by 73.9% from RMB75.6 million for the six months ended June 30, 2025 to RMB19.7 million for the six months ended June 30, 2026, primarily due to the alleviation of customer credit risk during the period, resulting in a lower provision for expected credit losses.

INCOME TAX EXPENSE

Our income tax expense increased by 886.8% from RMB0.3 million for the six months ended June 30, 2025 to RMB2.7 million for the six months ended June 30, 2026, primarily due to the development of our overseas transaction business, which resulted in higher provision for income tax expenses of international entities.

LOSS FOR THE PERIOD

Our loss for the period decreased by 80.8% from RMB498.8 million for the six months ended June 30, 2025 to RMB95.6 million for the six months ended June 30, 2026, due to the reasons described above.

Management Discussion and Analysis

CONDENSED CONSOLIDATED BALANCE SHEET

The following table sets forth the condensed consolidated balance sheet of the Group as of the dates indicated.

	As of June 30, 2026 RMB	As of December 31, 2025 RMB	Change %
<i>(in thousands, except percentages)</i>			
Non-current Assets			
Property, plant and equipment	291,321	269,013	8.3
Right-of-use assets	152,113	99,307	53.2
Goodwill	31,954	31,954	0.0
Intangible assets	120,079	113,610	5.7
Interests in associates	49,712	49,872	-0.3
Financial assets at FVTPL	48,937	47,752	2.5
Prepayments	5,507	5,291	4.1
	699,623	616,799	13.4
Current Assets			
Inventories	41,835	12,543	233.5
Trade receivables, prepayments and other receivables	7,485,249	8,410,492	-11.0
Financial assets at fair value through other comprehensive income ("FVTOCI")	116,194	191,270	-39.3
Derivative financial instruments	9,677	—	—
Restricted cash	2,098,492	1,147,712	82.8
Cash and cash equivalents	379,365	349,969	8.4
	10,130,812	10,111,986	0.2

Management Discussion and Analysis

	As of June 30, 2026 RMB	As of December 31, 2025 RMB	Change %
<i>(in thousands, except percentages)</i>			
Current Liabilities			
Trade, bills and other payables	9,450,710	9,227,221	2.4
Bank and other borrowings	678,290	721,004	-5.9
Derivative financial instruments	—	2,271	-100.0
Lease liabilities	7,088	10,446	-32.1
Contract liabilities	58,134	40,532	43.4
Financial liabilities at FVTPL	3,418	4,485	-23.8
	10,197,640	10,005,959	1.9
Net Current (Liabilities) Assets	(66,828)	106,027	-163.0
Total Assets Less Current Liabilities	632,795	722,826	-12.5
Capital and Reserves			
Share capital	377	377	—
Reserves	405,692	551,151	-26.4
Equity attributable to owners of the Company	406,069	551,528	-26.4
Non-controlling interests	44,484	43,823	1.5
Total equity	450,553	595,351	-24.3
Non-Current Liabilities			
Financial liabilities at FVTPL	24,994	26,192	-4.6
Contract liabilities	7,871	8,580	-8.3
Lease liabilities	126,219	69,270	82.2
Deferred tax liabilities	23,158	23,433	-1.2
	182,242	127,475	43.0
Net Assets	450,553	595,351	-24.3

Management Discussion and Analysis

Goodwill

Our goodwill arose from the change in control from a joint venture to a subsidiary (referring to our acquisition of the voting rights and subsequent control over Shanghai Tengcai Technology in March 2021). As of June 30, 2026 and December 31, 2025, the carrying amount of goodwill was RMB32.0 million and RMB32.0 million, respectively.

Trade Receivables, Prepayments and Other Receivables

The following table sets forth the components of our trade receivables, prepayments and other receivables (including non-current portion) as of the dates indicated:

	As of June 30, 2026 RMB	As of December 31, 2025 RMB
<i>(in thousands)</i>		
Trade receivables	611,713	667,832
– Transaction services	234,073	185,635
– Transaction support services	19,007	34,202
– Technology subscription services	1,501	460
– Overseas transaction business	356,484	439,022
– Non-steel transaction business	648	8,513
Less: allowance for credit losses	(46,969)	(29,990)
Sub-total	564,744	637,842
Prepayment to sellers in relation to transaction services	6,727,505	7,624,641
Prepayment to sellers in relation to overseas transaction business	45,410	29,810
Interest receivable	7,422	8,524
Prepaid expenses	28,643	25,227
Refundable deposits to sellers	7,615	7,658
Margin deposit relation to open derivatives	12,354	5,163
Others	113,791	93,764
Sub-total	6,942,740	7,794,787
Less: allowance for credit losses	(16,728)	(16,846)
Sub-total	6,926,012	7,777,941
Total	7,490,756	8,415,783

Management Discussion and Analysis

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

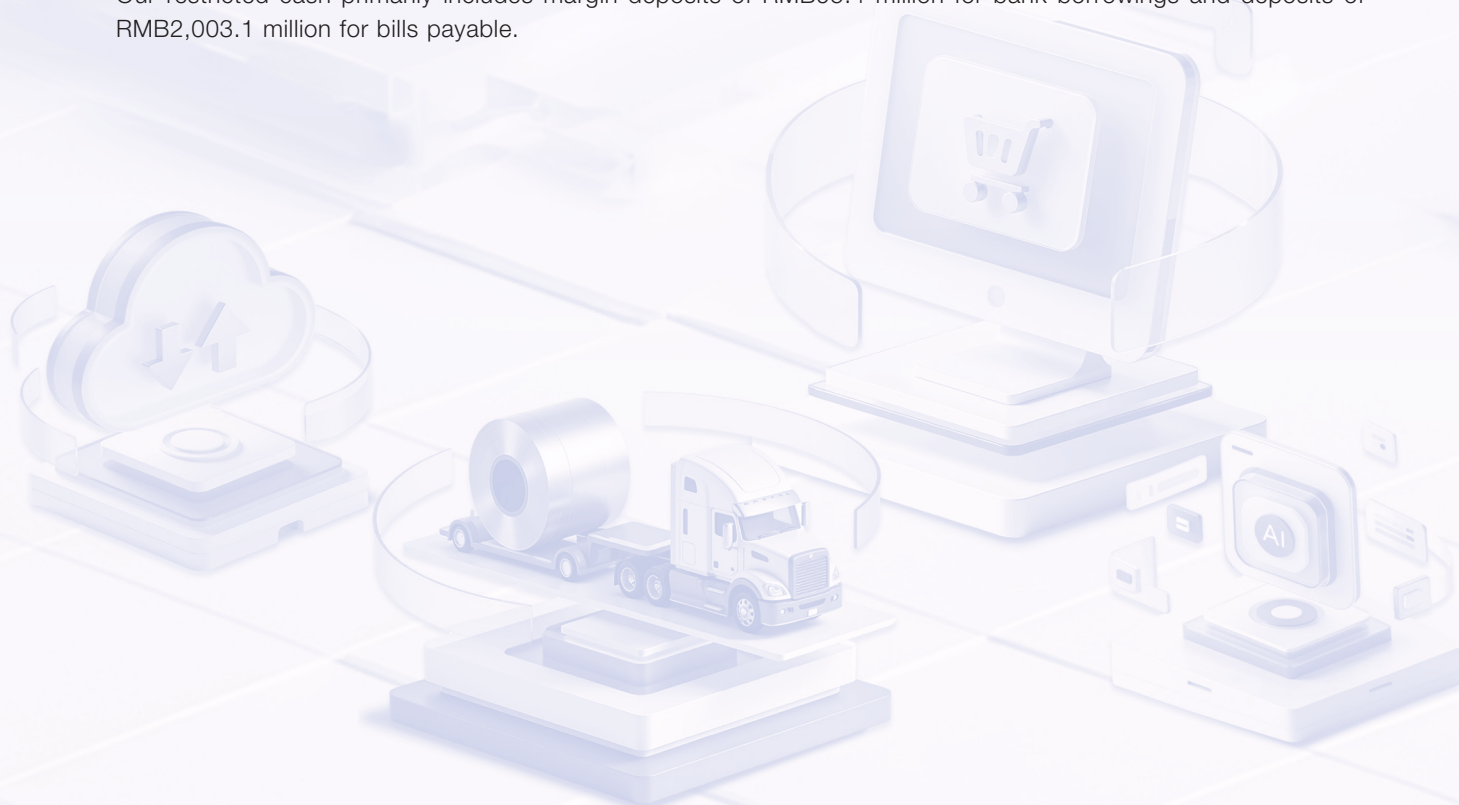
Our trade receivables, prepayments and other receivables decreased by 11.0% from RMB8,415.8 million as of December 31, 2025 to RMB7,490.8 million as of June 30, 2026, mainly due to the decrease in prepayments to sellers relating to our transaction services as of June 30, 2026.

Restricted Cash

The following table sets forth the components of our restricted cash as of the dates indicated:

	As of June 30, 2026 RMB	As of December 31, 2025 RMB
<i>(in thousands)</i>		
Deposits to secure bank borrowing and bills payable	2,098,492	1,146,601
Others	—	1,111
Total	2,098,492	1,147,712

Our restricted cash primarily includes margin deposits of RMB95.4 million for bank borrowings and deposits of RMB2,003.1 million for bills payable.



Management Discussion and Analysis

Trade, Bills and Other Payables

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

	As of June 30, 2026 RMB	As of December 31, 2025 RMB
	<i>(in thousands)</i>	
Trade payables	174,208	344,725
– Transaction services	112,288	295,854
– Transaction support services	23,501	29,254
– Technology subscription services	5	2,442
– Overseas transaction business	36,164	12,005
– Non-steel transaction business	2,250	5,170
Bills payable	2,235,334	1,287,115
Advances received from buyers in relation to transaction services	6,934,473	7,498,750
Interest payable	295	456
Salary and bonus payables	32,846	45,052
Advance on restricted share unit from employees	468	–
Stamp duty payable	24,411	7,519
Other taxes payable	15,951	22,884
Accrued expenses	21,980	9,064
Accrued professional fees and expenses related to De-SPAC		
Transaction	220	1,343
Accrued issue costs	316	679
Others	10,208	9,634
Total	9,450,710	9,227,221

Our trade, bills and other payables increased from RMB9,227.2 million as of December 31, 2025 to RMB9,450.7 million as of June 30, 2026, representing a 2.4% change, primarily due to the increase in the amount of bills used for payment of goods, which resulted in an increase of RMB948.2 million in the ending balance of bills payable.

Management Discussion and Analysis

Bank and Other Borrowings

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

	As of June 30, 2026 RMB	As of December 31, 2025 RMB
	(in thousands)	
Bank borrowings	670,123	710,844
Other borrowings	8,167	10,160
Total	678,290	721,004

As of June 30, 2026 and December 31, 2025, our bank and other borrowings were RMB678.3 million and RMB721.0 million, respectively, all of which were fixed-rate borrowings. Bank borrowings included bank loans and other borrowings arose from factoring trade receivables to non-bank financial institutions with full recourse.

The Company further confirms that during the Reporting Period, we did not encounter any difficulties in obtaining bank loans and other borrowings, had no defaults on bank loans and other borrowings, no breaches of covenants, and no significant changes in our debts.

Financial Liabilities at FVTPL

The following table sets forth the breakdown of our financial liabilities at FVTPL as of the dates indicated:

	As of June 30, 2026 RMB	As of December 31, 2025 RMB
	(in thousands)	
Current Liabilities		
Listed warrants	807	1,001
Promoter warrants	1,047	1,299
Promoter earn-out rights	1,564	2,185
Non-current Liabilities		
Redeemable preferred shares	24,994	26,192
Total	28,412	30,677

Management Discussion and Analysis

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

LIQUIDITY AND CAPITAL RESOURCES

We primarily funded our cash requirements through proceeds from business operations, bank borrowings, other debt financing, and shareholder equity contributions. Our cash position increased from RMB1,497.7 million as of December 31, 2025 to RMB2,477.9 million as of June 30, 2026. The cash position includes cash and cash equivalents, wealth management investments and restricted cash.

Condensed Consolidated Statement of Cash Flows

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

	For the Six Months Ended June 30,	
	2026	2025
	RMB	RMB
	<i>(in thousands)</i>	
Net cash generated from/(used in) operating activities	1,942,133	(134,230)
Net cash used in investing activities	(1,984,442)	(530,587)
Net cash generated from financing activities	73,801	835,131
Net increase in cash and cash equivalents	31,492	170,314
Cash and cash equivalents at beginning of the period	349,969	240,163
Effect of foreign exchange rate changes	(2,096)	350
Cash and cash equivalents at end of the period	379,365	410,827

Management Discussion and Analysis

Operating Activities

For the six months ended June 30, 2026, our net cash inflow from operating activities was RMB1,942.1 million. This was primarily due to the increase in working capital, mainly including: (a) a decrease in trade receivables of RMB932.6 million and an increase in trade payables of RMB1,229.8 million, resulting from the increase in customer notes received and the use of notes for payment of goods; and (b) an increase in contract liabilities of RMB16.9 million.

Investing Activities

For the six months ended June 30, 2026, our net cash outflow from investing activities was RMB1,984.4 million, primarily attributable to the placement of bank deposits of RMB2,058.0 million pledged for bills payable related to transaction services, partially offset by the withdrawal of bank deposits of RMB101.5 million pledged for bills payable relating to our transaction services.

Financing Activities

For the six months ended June 30, 2026, our net cash inflow from financing activities was RMB73.8 million, primarily attributable to (i) proceeds of RMB120.1 million from bills discounted to banks not fully derecognized, and (ii) proceeds of RMB330.9 million from bank and other borrowings, partially offset by repayment of bank and other borrowings of RMB300.8 million and (iii) cash outflow of RMB51.7 million arising from share repurchases.

CAPITAL EXPENDITURES

Our capital expenditures primarily consisted of purchases of property and equipment, purchases and capitalization of digital assets and other intangible assets, as well as payments for right-of-use assets. The following table sets forth our capital expenditures for the periods indicated:

	For the Six Months Ended June 30,	
	2026	2025
	RMB	RMB
	<i>(in thousands)</i>	
Purchases of property, plant and equipment	25,941	75,925
Payments for right-of-use assets	2,514	—
Purchases and capitalization of digital assets and other intangible assets	8,010	2,431
Total	36,465	78,356

The Company continued to advance its digital capability development. During the Reporting Period, core digital assets such as self-developed AI Agents were capitalized, resulting in the formation of digital assets and other intangible assets amounting to RMB8.0 million. Continuous investment in digital assets and other intangible assets is expected in the second half of the year.

Management Discussion and Analysis

CONTRACTUAL COMMITMENTS

Our contracted capital expenditure refers to capital expenditure related to the acquisition of prepaid lease payments and property and equipment that have been contracted for but not yet provided for in the historical financial information. As of June 30, 2026, the capital commitments amount to RMB36.7 million.

CONTINGENT LIABILITIES

As of June 30, 2026, we did not have any significant contingent liabilities.

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

As of June 30, 2026, except for the “Future Plans and Use of Proceeds” as disclosed in the circular issued by Aquila on February 5, 2025, the Group did not hold any significant investments and did not make any significant acquisitions or disposals of subsidiaries, associates, or joint ventures.

PLEDGE OF ASSETS

As of June 30, 2026, we had pledged land use rights and property, plant and equipment with net book values of RMB15,936,000 and RMB191,588,000, respectively, as security for the Group’s short-term borrowings of RMB280,000,000. The Group is not allowed to use such assets as security for other borrowings.

GEARING RATIO

As of June 30, 2026, the Group’s gearing ratio (calculated as total liabilities divided by total assets, expressed as a percentage) was 95.8%, compared with 94.5% as of December 31, 2025, representing only a minor change.

FOREIGN EXCHANGE EXPOSURE

We primarily conduct our operations in China, with the majority of our transactions settled in RMB. Our exposure to foreign exchange risks arises predominantly from overseas transaction business, involving currencies such as the USD, Hong Kong dollar, Dirham, Ringgit, Indonesian Rupiah, Saudi Riyal and Thai Baht. Therefore, foreign exchange risks mainly stem from assets and liabilities recognized when we receive or anticipate receiving foreign currency from overseas business partners, or when we pay or expect to pay foreign currency to them. As of June 30, 2026, with the increase in the scale of overseas transaction business, we actively prevent exchange rate fluctuation risks to ensure overall control of exchange rate risks. Based on business development, we actively take the following measures to prevent foreign exchange risks: (i) reasonably arrange financing and foreign exchange receipts and payments, and timely adjust foreign exchange fund management plans; and (ii) in combination with changes in exchange rates and interest rates, timely use foreign exchange hedging tools to avoid foreign exchange risks.

Management Discussion and Analysis

EMPLOYEES

As of June 30, 2026, we employed 1,188 full-time staff (June 30, 2025: 1,291 full time staff). Our success hinges on our ability to attract, retain, and motivate qualified personnel. As part of our human resources strategy, we offer competitive salaries, performance-linked bonuses, and other incentives to our employees. Additionally, we have implemented robust training programs for new hires and provide tailored online and offline regular and professional training based on the needs of employees across different departments. These training courses are customized according to the roles and skill levels of new hires, current employees, and management.

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

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

USE OF PROCEEDS

The Company received net proceeds of HK\$537.4 million from the De-SPAC Transaction, after deducting commissions and expenses payable in connection with the De-SPAC Transaction.

As at June 30, 2026, there has been no change to the intended use of the net proceeds as previously disclosed in the Prospectus. The Group will apply the net proceeds in accordance with the intended use set out in the Prospectus. For details, please refer to the section headed "Future Plans and Use of Proceeds" in the Prospectus.

The following table sets forth the breakdown of the net proceeds as of June 30, 2026:

Purpose	Approximate percentage of Net Proceeds	Net Proceeds (HK\$ million)	Unutilized Net Proceeds as at January 1, 2026 (HK\$ million)	Utilized Net Proceeds during the Reporting Period (HK\$ million)	Unutilized Net Proceeds as at June 30, 2026 (HK\$ million)	Expected timeline for Net Proceeds to be utilized by
Enhance service offerings through digitalization	25%	134.4	–	–	–	N/A
Broaden buyer base and increase their stickiness	20%	107.5	–	–	–	N/A
Strengthen technological capabilities	20%	107.5	65.8	25.0	40.8	February 2030
Explore cross-industry expansion	25%	134.4	75.2	3.4	71.8	February 2030
Working capital and general corporate purpose	10%	53.6	38.6	–	38.6	February 2030
Total	100%	537.4	179.6	28.4	151.2	

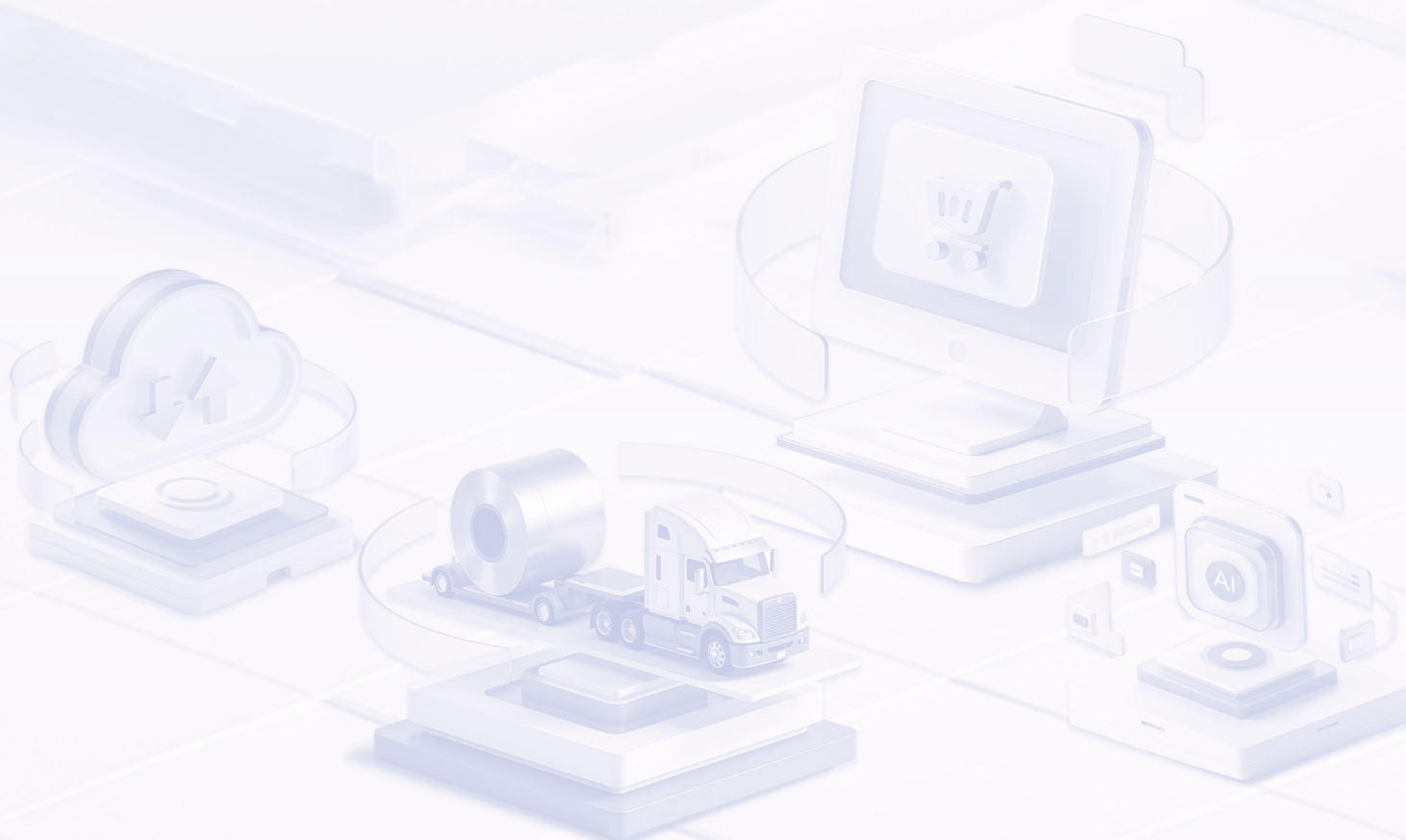
Management Discussion and Analysis

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

During the Reporting Period, neither the Company nor any of its subsidiaries and consolidated affiliated entities had purchased, sold, or redeemed any of the Company's listed securities.

MATERIAL LITIGATION

During the Reporting Period, unless otherwise disclosed in the latest annual report of the Company under the section headed "Material Litigation", the Company has not been involved in any material litigation or arbitration. Furthermore, the Directors are not aware of any material litigation or claims, whether pending or threatened, against the Company.



Corporate Governance Report

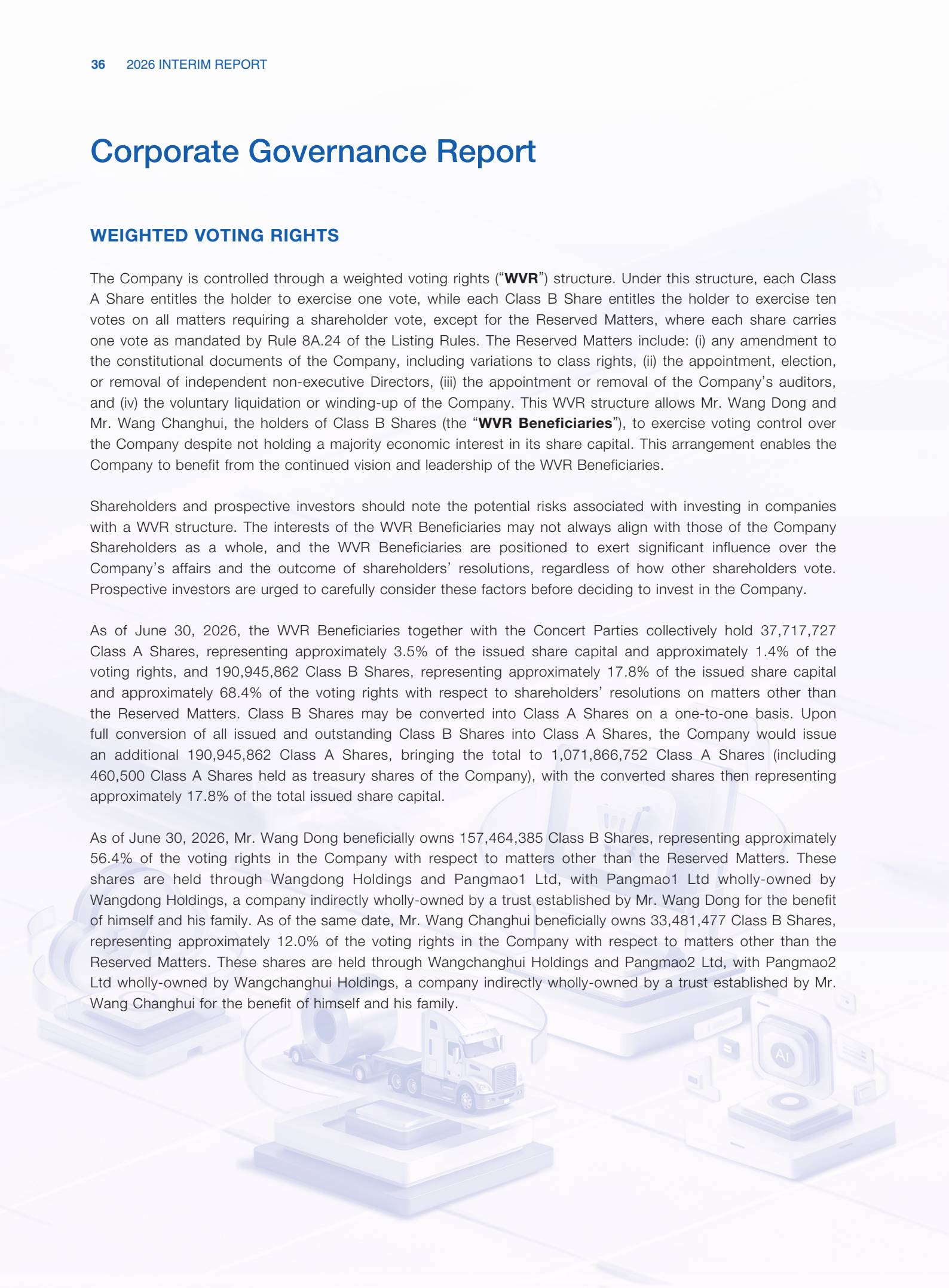
WEIGHTED VOTING RIGHTS

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

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

As of June 30, 2026, the WVR Beneficiaries together with the Concert Parties collectively hold 37,717,727 Class A Shares, representing approximately 3.5% of the issued share capital and approximately 1.4% of the voting rights, and 190,945,862 Class B Shares, representing approximately 17.8% of the issued share capital and approximately 68.4% of the voting rights with respect to shareholders’ resolutions on matters other than the Reserved Matters. Class B Shares may be converted into Class A Shares on a one-to-one basis. Upon full conversion of all issued and outstanding Class B Shares into Class A Shares, the Company would issue an additional 190,945,862 Class A Shares, bringing the total to 1,071,866,752 Class A Shares (including 460,500 Class A Shares held as treasury shares of the Company), with the converted shares then representing approximately 17.8% of the total issued share capital.

As of June 30, 2026, Mr. Wang Dong beneficially owns 157,464,385 Class B Shares, representing approximately 56.4% of the voting rights in the Company with respect to matters other than the Reserved Matters. These shares are held through Wangdong Holdings and Pangmao1 Ltd, with Pangmao1 Ltd wholly-owned by Wangdong Holdings, a company indirectly wholly-owned by a trust established by Mr. Wang Dong for the benefit of himself and his family. As of the same date, Mr. Wang Changhui beneficially owns 33,481,477 Class B Shares, representing approximately 12.0% of the voting rights in the Company with respect to matters other than the Reserved Matters. These shares are held through Wangchanghui Holdings and Pangmao2 Ltd, with Pangmao2 Ltd wholly-owned by Wangchanghui Holdings, a company indirectly wholly-owned by a trust established by Mr. Wang Changhui for the benefit of himself and his family.



Corporate Governance Report

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

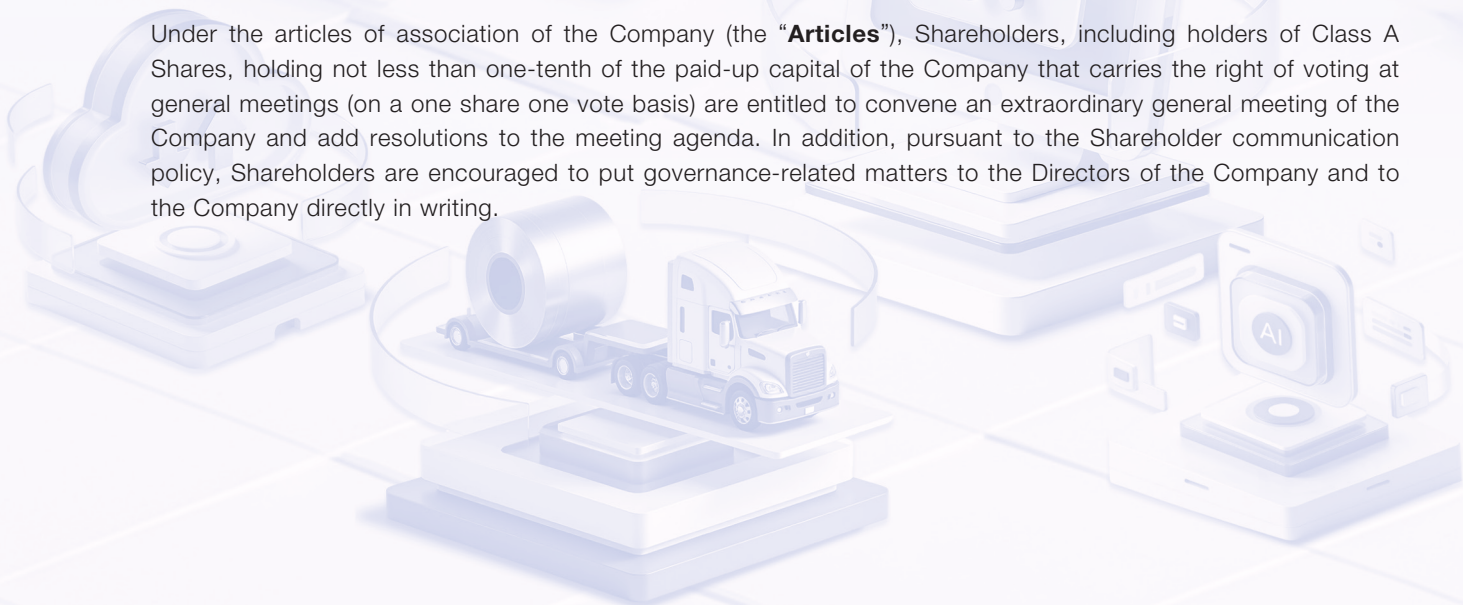
- (i) upon the occurrence of circumstances outlined in Rule 8A.17 of the Listing Rules, including where a WVR Beneficiary is: (1) deceased; (2) no longer a member of the Company Board; (3) deemed by the Stock Exchange to be incapacitated for performing director duties; or (4) deemed by the Stock Exchange to no longer meet the director requirements under the Listing Rules;
- (ii) when a WVR Beneficiary transfers the beneficial ownership of, or economic interest in, all Class B Shares or their attached voting rights to another person, except in circumstances permitted by Rule 8A.18 of the Listing Rules;
- (iii) where a vehicle holding Class B Shares on behalf of a WVR Beneficiary no longer complies with Rule 8A.18(2) of the Listing Rules; or
- (iv) when all Class B Shares have been converted into Class A Shares.

The Company confirms that, during the Reporting Period, it has complied with the Corporate Governance Code set out in Appendix C1 to the Listing Rules, to the extent required by Chapter 8A of the Listing Rules.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

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

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



Corporate Governance Report

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

- (a) under the Articles, where a Shareholders' meeting is to be held for considering proposed transactions in which the Controlling Shareholders have a material interest, the relevant Controlling Shareholders will not vote on the relevant resolutions;
- (b) the Company has established internal control mechanisms to identify connected transactions, and will comply with applicable Listing Rules upon entering into connected transactions;
- (c) the independent non-executive Directors will review, on an annual basis, whether there are any conflicts of interest between the Group and the Controlling Shareholders and provide impartial and professional advice to protect the interests of the minority Shareholders;
- (d) the Controlling Shareholders will undertake to provide all information necessary, including all relevant financial, operational, and market information and any other necessary information as required by the independent non-executive Directors for the purpose of their annual review;
- (e) the Company will disclose decisions on matters reviewed by the independent non-executive Directors either in its interim and annual reports or by way of announcements as required by the Listing Rules;
- (f) where the Directors reasonably request the advice of independent professionals, such as financial advisors, the appointment of such independent professionals will be made at the Company's expense;
- (g) the Company has appointed a compliance advisor on a permanent basis, Altus Capital Limited, to provide advice and guidance to the Group in respect of compliance with the applicable laws and regulations, as well as the Listing Rules, including various requirements relating to corporate governance; and
- (h) the Company has established its Audit Committee, Remuneration Committee, Nomination Committee, and Corporate Governance Committee with written terms of reference in compliance with the Listing Rules and the Corporate Governance Code and Chapter 8A to the Listing Rules. All members of the Corporate Governance Committee, including the chairman, are independent non-executive Directors.

Based on the above, during the Reporting Period, the Directors are satisfied that sufficient corporate governance measures have been put in place to manage conflicts of interest that may arise between the Group and the Controlling Shareholders, and to protect the minority Shareholders' interests. During the Reporting Period, the Company has complied with all applicable code provisions set out in the "Corporate Governance Code" contained in Part 2 of Appendix C1 to the Listing Rules, save for the deviation set out below.

Corporate Governance Report

Code Provision C.2.1 of the Corporate Governance Code

Pursuant to Code Provision C.2.1 of the Corporate Governance Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual.

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

COMPLIANCE WITH THE MODEL CODE

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

Specific enquiry has been made of all the Directors, and they have confirmed that they have complied with the Company's Code during the Reporting Period.

AUDIT COMMITTEE

The Company has established an Audit Committee in compliance with Rule 3.21 of the Listing Rules and paragraph D.3.3 of the Corporate Governance Code. The Audit Committee comprises one non-executive Director and two independent non-executive Directors, namely Mr. Sun Qingdong, Mr. Wang Weisong and Mr. Chen Yin. Mr. Wang Weisong is the chairman of the Audit Committee and possesses the appropriate qualifications or accounting or related financial management expertise as required under Rules 3.10(2) and 3.21 of the Listing Rules.

Corporate Governance Report

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

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

The Audit Committee has reviewed the unaudited interim results of the Company for the six months ended June 30, 2026, and has met with the independent auditor, Deloitte Touche Tohmatsu. The Audit Committee has also discussed matters with respect to the accounting policies and practices adopted by the Company and internal control and financial reporting matters with senior management members of the Company.

In addition, the independent auditor of the Company, Deloitte Touche Tohmatsu, has reviewed our interim financial information for the six months ended June 30, 2026, in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity".

NOMINATION COMMITTEE

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

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

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

Corporate Governance Report

CORPORATE GOVERNANCE COMMITTEE

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

The Corporate Governance Committee is required to confirm to the Board that it is of the view that the Company has adopted sufficient corporate governance measures to manage the potential conflict of interest between the Group and the beneficiaries of WVR to ensure that the operations and management of the Company are in the interests of the Shareholders as a whole indiscriminately. In accordance with Rule 8A.30 of the Listing Rules and the Corporate Governance Code, the primary duties of the Corporate Governance Committee includes:

- a. to develop, review and assess the adequacy of the Company's policies and practices on corporate governance and make recommendations to the Board;
- b. to review and monitor the training and continuous professional development of Directors and senior management of the Company;
- c. to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- d. to develop, review and monitor the code of conduct and compliance manual (if any) applicable to Directors and employees;
- e. to review the Company's compliance with the Corporate Governance Code and disclosure in the Corporate Governance Report;
- f. to review and monitor whether the Company is operated and managed for the benefit of all its shareholders;
- g. to confirm, on an annual basis, that the beneficiaries of weighted voting rights have been members of the Board throughout the year and that no matters under Rule 8A.17 of the Listing Rules have occurred during the relevant financial year;
- h. to confirm, on an annual basis, whether or not the beneficiaries of weighted voting rights have complied with Rules 8A.14, 8A.15, 8A.18 and 8A.24 of the Listing Rules throughout the year;
- i. to review and monitor the management of conflicts of interests and make a recommendation to the Board on any matter where there is a potential conflict of interest between the Company, a subsidiary of the Company and/or shareholders of the Company (considered as a group) on one hand and any beneficiary of weighted voting rights on the other;
- j. to review and monitor all risks related to the Company's weighted voting rights structure, including connected transactions between the Company and/or a subsidiary of the Company on one hand and any beneficiary of weighted voting rights on the other and make a recommendation to the Board on any such transaction;

Corporate Governance Report

- k. to make a recommendation to the Board as to the appointment or removal of the compliance advisor;
- l. to seek to ensure effective and on-going communication between the Company and its shareholders, particularly with regards to the requirements of Rule 8A.35 of the Listing Rules;
- m. to report on the work of the Corporate Governance Committee on at least a half-yearly and annual basis covering all areas of the Terms of Reference; and
- n. to disclose, on a comply or explain basis, its recommendations to the Board in respect of the matters in sub-paragraphs (i) to (k) above in the report referred to in sub-paragraph (m) above.

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

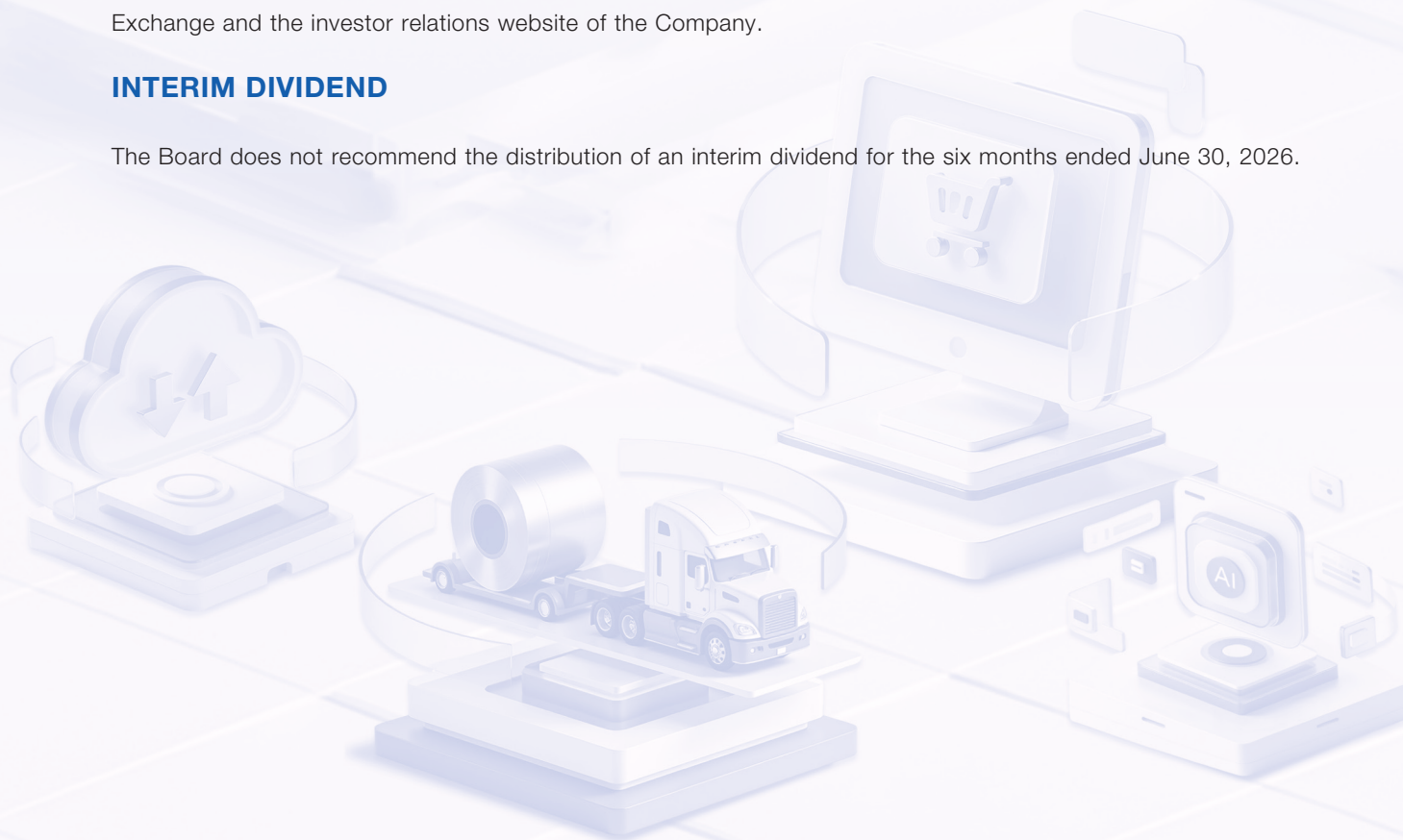
The Corporate Governance Committee confirms that, except as otherwise disclosed in this interim report, it is not aware of any significant subsequent events that have occurred between the end of the Reporting Period and the date of this interim report.

OTHER BOARD COMMITTEES

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

INTERIM DIVIDEND

The Board does not recommend the distribution of an interim dividend for the six months ended June 30, 2026.



Other Information

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SECURITIES

As at June 30, 2026, the following persons (other than a Director or chief executive of the Company) have interests and/or short positions (as applicable) in the Company Shares or underlying Company Shares that would fall to be disclosed to the Company and the Stock Exchange pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO, and required to be entered into the register maintained by the Company pursuant to Section 336 of the SFO:

Name of substantial shareholders	Capacity/ Nature of interest	Number of Company Shares	Approximate percentage of shareholding of each class of Company Shares ⁽¹⁾⁽²⁾	Approximate percentage of shareholding in the total issued Company Shares ⁽¹⁾⁽²⁾
Pangmao1 Ltd ⁽³⁾⁽⁶⁾⁽¹⁵⁾⁽¹⁶⁾	Beneficial interest; Interest of a party to an agreement	37,717,727 Class A Shares 190,945,862 Class B Shares	4.3% 100%	3.5% 17.8%
Wangdong Holdings ⁽³⁾⁽⁶⁾⁽¹⁵⁾⁽¹⁶⁾	Beneficial interest; Interest of a party to an agreement; Interest in a controlled corporation	37,717,727 Class A Shares 190,945,862 Class B Shares	4.3% 100%	3.5% 17.8%
Pangmao2 Ltd ⁽⁴⁾⁽⁶⁾⁽¹⁵⁾⁽¹⁶⁾	Beneficial interest; Interest of a party to an agreement	37,717,727 Class A Shares 190,945,862 Class B Shares	4.3% 100%	3.5% 17.8%
Wangchanghui Holdings ⁽⁴⁾⁽⁶⁾⁽¹⁵⁾⁽¹⁶⁾	Beneficial interest; Interest of a party to an agreement; Interest in a controlled corporation	37,717,727 Class A Shares 190,945,862 Class B Shares	4.3% 100%	3.5% 17.8%
Raohuigang Holdings ⁽⁵⁾⁽⁶⁾⁽¹⁵⁾⁽¹⁶⁾	Beneficial interest; Interest of a party to an agreement	37,717,727 Class A Shares 190,945,862 Class B Shares	4.3% 100%	3.5% 17.8%
Mr. Rao Huigang ⁽⁵⁾⁽⁶⁾⁽¹⁵⁾⁽¹⁶⁾	Interest in a controlled corporation; Interest of a party to an agreement	37,717,727 Class A Shares 190,945,862 Class B Shares	4.3% 100%	3.5% 17.8%
TMF (Cayman) Ltd. ⁽⁷⁾⁽¹⁵⁾⁽¹⁶⁾	Trustee	37,717,727 Class A Shares 190,945,862 Class B Shares	4.3% 100%	3.5% 17.8%
Fatcat International Limited ⁽⁸⁾	Beneficial interest	167,113,494 Class A Shares	19.0%	15.6%
Beijing Jianshi Hongyuan Investment Management Centre (L.P.) ⁽⁹⁾	Beneficial interest	102,686,809 Class A Shares	11.7%	9.6%

Other Information

Name of substantial shareholders	Capacity/ Nature of interest	Number of Company Shares	Approximate percentage of shareholding of each class of Company Shares ⁽¹⁾⁽²⁾	Approximate percentage of shareholding in the total issued Company Shares ⁽¹⁾⁽²⁾
K2 Partners II L.P. ⁽¹⁰⁾	Beneficial interest	66,699,433 Class A Shares	7.6%	6.2%
KPartners Limited ⁽¹⁰⁾	Interest in controlled corporations	95,207,229 Class A Shares	10.8%	8.9%
MPC II L.P. ⁽¹¹⁾	Beneficial interest	52,553,038 Class A Shares	6.0%	4.9%
MPC GPGP II Ltd. ⁽¹¹⁾	Interest in controlled corporations	52,852,266 Class A Shares	6.0%	4.9%
China Merchants Bank Co., Limited ^{(12) - (14)}	Interest in controlled corporations	48,329,054 Class A Shares	5.5%	4.5%
CMB International Asset Management Limited ^{(12) - (14)}	Interest in controlled corporations Investment manager	47,495,144 Class A Shares 833,910 Class A Shares	5.4% 0.1%	4.4% 0.1%
CMB International Capital Corporation Limited ^{(12) - (14)}	Interest in controlled corporations	48,329,054 Class A Shares	5.5%	4.5%
CMB International Capital Holdings Corporation Limited ^{(12) - (14)}	Interest in controlled corporations	48,329,054 Class A Shares	5.5%	4.5%
CMBI AM Acquisition Holding LLC ^{(13) - (14)}	Beneficial owner	47,495,144 Class A Shares	5.4%	4.4%
JLT Trust (Hong Kong) Limited	Trustee	64,425,437 Class A Shares	7.37%	6.05%

Notes:

- (1) The approximate percentage of interest in the issued Company Shares is calculated based on the total number of 1,071,866,752 Company Shares as at June 30, 2026, which consists of 880,920,890 Class A Shares (including 460,500 Class A Shares held as treasury shares of the Company) and 190,945,862 Class B Shares.
- (2) The interests disclosed above represent long positions in the Company Shares. Percentages have been rounded to the decimal places.
- (3) Pangmao1 Ltd is wholly-owned by Wangdong Holdings. Wangdong Holdings is controlled by Jeremy Global Development Limited which is in turn controlled by TMF (Cayman) Ltd. as trustee for a trust established by Mr. Wang Dong (as settlor) for the benefit of Mr. Wang Dong and his family. Each of Mr. Wang Dong, Jeremy Global Development Limited and TMF (Cayman) Ltd. is deemed to be interested in 130,336,463 Class B Shares held by Wangdong Holdings under the SFO. Mr. Wang Dong fully exercised 24,575,290 options of the Company (representing 27,186,962 Class B Shares) under the 2023 Pre-Listing Share Option Scheme through Pangmao1 Ltd. Upon the conversion of 59,040 Class B Shares to 59,040 Class A Shares by Pangmao1 Ltd on December 31, 2025, each of Wangdong Holdings, Mr. Wang Dong, Jeremy Global Development Limited and TMF (Cayman) Ltd. is deemed to be interested in 27,127,922 Class B Shares held by Pangmao1 Ltd under the SFO.

Other Information

- (4) Pangmao2 Ltd is wholly-owned by Wangchanghui Holdings. Wangchanghui Holdings is controlled by Kiwi Global Development Limited which is in turn controlled by TMF (Cayman) Ltd. as trustee for a trust established by Mr. Wang Changhui (as settlor) for the benefit of Mr. Wang Changhui and his family. Each of Mr. Wang Changhui, Kiwi Global Development Limited and TMF (Cayman) Ltd. is deemed to be interested in 19,255,154 Class B Shares held by Wangchanghui Holdings under the SFO. Mr. Wang Changhui fully exercised 12,887,680 options of the Company (representing 14,257,283 Class B Shares) under the 2023 Pre-Listing Share Option Scheme through Pangmao2 Ltd. Upon the conversion of 30,960 Class B Shares to 30,960 Class A Shares by Pangmao2 Ltd on December 31, 2025, each of Wangchanghui Holdings, Mr. Wang Changhui, Kiwi Global Development Limited and TMF (Cayman) Ltd. is deemed to be interested in 14,226,323 Class B Shares held by Pangmao2 Ltd under the SFO.
- (5) Raohuigang Holdings is controlled by Restriven Limited which is in turn controlled by TMF (Cayman) Ltd. as trustee for a trust established by Mr. Rao Huigang (as settlor) for the benefit of Mr. Rao Huigang and his family. Each of Mr. Rao Huigang, Restriven Limited and TMF (Cayman) Ltd. is deemed to be interested in 36,108,114 Class A Shares held by Raohuigang Holdings under the SFO.
- (6) Pursuant to the Concert Party Agreement, each of the Concert Parties agreed to vote in concert with the others for all operational and other matters at board meetings (as the case may be) or shareholders' meetings of the Group, and in the event of any dispute among Concert Parties, the Concert Parties must act based on the instructions of Mr. Wang Dong. Therefore, each of them are deemed to be interested in all the Company Shares to be held by the other in aggregate by virtue of the SFO.
- (7) TMF (Cayman) Ltd. is deemed to be interested through Wangdong Holdings, Wangchanghui Holdings and Raohuigang Holdings in an aggregate of 37,257,227 Class A Shares and 190,945,862 Class B Shares under the SFO.
- (8) Fatcat International Limited is an investment holding company incorporated in the BVI, wholly-owned by Shanghai Hemao Corporate Management Consultancy Center (L.P.), which is managed by Shanghai Yanmao Corporate Management Consultancy Co., Ltd., its general partner. None of the partners of Shanghai Hemao Corporate Management Consultancy Center (L.P.) is individually in a position to control Fatcat International Limited and each is entitled to exercise the voting rights representing their respective underlying equity interests therein. Therefore, the respective voting power from Fatcat International Limited is divided among its indirect investors into their corresponding portions. As of June 30, 2026, Fatcat International Limited holds approximately 19.0% of the total issued and outstanding Class A Shares.
- (9) Beijing Jianshi Hongyuan Investment Management Centre (L.P.) is a limited partnership ultimately controlled by Beijing West Fund Management Co., Ltd (北京京西創業投資基金管理有限公司), an indirect subsidiary of Shoucheng Holdings Limited, a company listed on the Stock Exchange (stock code: 0697). As of June 30, 2026, Beijing Jianshi Hongyuan Investment Management Centre (L.P.) (北京堅石宏遠投資管理中心(有限合夥)) holds approximately 11.7% of the total issued and outstanding Class A Shares.
- (10) K2 Evergreen Partners L.P. and K2 Partners II L.P. are both Cayman Islands limited partnership, engaged in venture capital investment, focusing on technology, business model innovations and changing consumer lifestyles. K2 Evergreen Partners L.P. is controlled by K2 Evergreen Partners, LLC, its general partner. K2 Partners II L.P. is controlled by K2 Partners II GP, L.P., whose general partner is K2 Partners II GP, LLC. K2 Partners II GP, LLC and K2 Evergreen Partners, LLC are both under control with KPartners Limited, a Cayman Islands limited company. As of June 30, 2026, K2 Evergreen Partners L.P. holds 28,507,796 Class A Shares and K2 Partners II L.P. holds 66,699,433 Class A Shares, and collectively holds 95,207,229 Class A Shares in aggregate (i.e. approximately 10.8% of the total issued and outstanding Class A Shares). KPartners Limited is controlled by Mr. Zhang Rui and Mr. Zhang Rui is deemed interested in 95,207,229 Class A Shares held by K2 Evergreen Partners L.P. and K2 Partners II L.P.

Other Information

- (11) MPC II L.P. and MPC II-A L.P., each an exempted limited partnership incorporated under the laws of the Cayman Islands, of which the general partner is MPC Management II L.P., whose general partner is MPC GPGP II Ltd. As of June 30, 2026, MPC II L.P. holds 52,553,038 Class A Shares and MPC II-A L.P. holds 5,285,228 Class A Shares, and collectively holds 57,838,266 Class A Shares in aggregate (i.e. approximately 6.6% of the total issued and outstanding Class A Shares as at June 30, 2026). MPC GPGP II Ltd. is controlled by Mr. Su David Tuong Sing and Mr. Su David Tuong Sing is deemed interested in 57,838,266 Class A Shares held by MPC II L.P. and MPC II-A L.P.
- (12) CMBI Private Equity Series B SPC is interested in 833,910 Class A Shares. CMB International Asset Management Limited is the investment manager, and CMB International Private Investment Limited is holding the management shares (carrying voting rights), of CMBI Private Equity Series B SPC. CMB International Private Investment Limited is wholly-owned by CMB International Investment Management Limited, which is wholly-owned by CMB International Capital Corporation Limited. Each of CMB International Asset Management Limited, CMB International Private Investment Limited, CMB International Investment Management Limited and CMB International Capital Corporation Limited is deemed to be interested in the Class A Shares held by CMBI Private Equity Series B SPC.
- (13) CMB International Asset Management Limited is deemed to be interested in the promoter warrants, promoter earn-out right and Class A Shares held by CMBI AM Acquisition Holding LLC, its 93.4%-owned subsidiary.
- (14) CMB International Asset Management Limited is wholly-owned by CMB International Capital Corporation Limited, which is owned as to approximately 83.2% by CMB International Capital Holdings Corporation Limited. CMB International Capital Holdings Corporation Limited is in turn wholly-owned by China Merchants Bank Co., Limited. Each of China Merchants Bank Co., Limited, CMB International Capital Holdings Corporation Limited, CMB International Capital Corporation Limited and CMB International Asset Management Limited is deemed to be interested in (i) the promoter warrants, promoter earn-out rights and Class A Shares held by CMBI AM Acquisition Holding LLC and (ii) the Class A Shares held by CMBI Private Equity Series B SPC.
- (15) On October 9, 2025 and October 17, 2025, the Company repurchased 160,500 Class A Shares and 300,000 Class A Shares respectively. The aggregate 460,500 Class A Shares are held as treasury shares of the Company. As disclosed in Note (6) above, each of the Concert Parties is deemed to be interested in all the Company Shares to be held by the other in aggregate by virtue of the SFO. As the Concert Parties in aggregate control one third or more of the voting rights of the Company, each of Concert Parties is taken to have an interest in the 460,500 Class A Shares held in treasury of the Company pursuant to s.317 of the SFO.
- (16) On June 26, 2026, the Company granted (i) 962,830 share awards to Mr. Wang Dong; and (ii) 96,283 share awards to Mr. Wang Changhui, which involved an aggregate of 1,059,113 Class A Shares.

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

Other Information

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SECURITIES

As at June 30, 2026, the following Director and chief executive of the Company and their associates have interests and/or short positions (as applicable) in the Company Shares or underlying Company Shares and shares of its associated corporations (within the meaning of Part XV of the SFO), as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code:

Name of director	Capacity/Nature of interest	Number of Company Shares	Approximate percentage of shareholding of each class of Company Shares ⁽¹⁾⁽²⁾	Approximate percentage of shareholding in the total issued Company Shares ⁽¹⁾⁽²⁾
Mr. Wang Dong ⁽³⁾⁽⁵⁾⁽⁶⁾	Beneficial owner; Interest in controlled corporations; Interest of a party to an agreement	37,717,727 Class A Shares 190,945,862 Class B Shares	4.3% 100.0%	3.5% 17.8%
Mr. Wang Changhui ⁽⁴⁾⁽⁵⁾⁽⁶⁾	Beneficial owner; Interest in controlled corporations; Interest of a party to an agreement	37,717,727 Class A Shares 190,945,862 Class B Shares	4.3% 100.0%	3.5% 17.8%
Ms. Gong Yingxin	Beneficial owner	2,533,488 Class A Shares	0.3%	0.2%
Ms. Zhou Min	Beneficial owner	1,801,096 Class A Shares	0.2%	0.2%

Notes:

- (1) The approximate percentage of interest in the issued Company Shares is calculated based on the total number of 1,071,866,752 Company Shares as at June 30, 2026, which consists of 880,920,890 Class A Shares (including 460,500 Class A Shares held as treasury shares of the Company) and 190,945,862 Class B Shares.
- (2) The interests disclosed above represent long positions in the Company Shares. Percentages have been rounded to one decimal place.
- (3) Pangmao1 Ltd is wholly-owned by Wangdong Holdings. Wangdong Holdings is controlled by Jeremy Global Development Limited which is in turn controlled by TMF (Cayman) Ltd. as trustee for a trust established by Mr. Wang Dong (as settlor) for the benefit of Mr. Wang Dong and his family. Each of Mr. Wang Dong, Jeremy Global Development Limited and TMF (Cayman) Ltd. is deemed to be interested in 130,336,463 Class B Shares held by Wangdong Holdings under the SFO. Mr. Wang Dong fully exercised 24,575,290 options of the Company (representing 27,186,962 Class B Shares) under the 2023 Pre-Listing Share Option Scheme through Pangmao1 Ltd. Upon the conversion of 59,040 Class B Shares to 59,040 Class A Shares by Pangmao1 Ltd on December 31, 2025, each Wangdong Holdings, Mr. Wang Dong, Jeremy Global Development Limited and TMF (Cayman) Ltd. is deemed to be interested in 27,127,922 Class B Shares held by Pangmao1 Ltd under the SFO.

Other Information

- (4) Pangmao2 Ltd is wholly-owned by Wangchanghui Holdings. Wangchanghui Holdings is controlled by Kiwi Global Development Limited which is in turn controlled by TMF (Cayman) Ltd. as trustee for a trust established by Mr. Wang Changhui (as settlor) for the benefit of Mr. Wang Changhui and his family. Each of Mr. Wang Changhui, Kiwi Global Development Limited and TMF (Cayman) Ltd. is deemed to be interested in 19,255,154 Class B Shares held by Wangchanghui Holdings under the SFO. Mr. Wang Changhui fully exercised 12,887,680 options of the Company (representing 14,257,283 Class B Shares) under the 2023 Pre-Listing Share Option Scheme through Pangmao2 Ltd. Upon the conversion of 30,960 Class B Shares to 30,960 Class A Shares by Pangmao2 Ltd on December 31, 2025, each of Wangchanghui Holdings, Mr. Wang Changhui, Kiwi Global Development Limited and TMF (Cayman) Ltd. is deemed to be interested in 14,226,323 Class B Shares held by Pangmao2 Ltd under the SFO.
- (5) Pursuant to the Concert Party Agreement, each of the Concert Parties agreed to vote in concert with the others for all operational and other matters at board meetings (as the case may be) or shareholders' meetings of the Group, and in the event of any dispute among Concert Parties, the Concert Parties must act based on the instructions of Mr. Wang Dong. Therefore, each of them are deemed to be interested in all the Company Shares to be held by the other in aggregate by virtue of the SFO.
- (6) On October 9, 2025 and October 17, 2025, the Company repurchased 160,500 Class A Shares and 300,000 Class A Shares respectively. The aggregate 460,500 Class A Shares are held as treasury shares of the Company. As both Mr. Wang Dong and Mr. Wang Changhui are the executive Directors and controls one-third or more of the voting rights of the Company, both Mr. Wang Dong and Mr. Wang Changhui are taken to have an interest in the 460,500 Class A Shares held in treasury of the Company pursuant to s.344(3) of the SFO.

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

SHARE SCHEMES

The Company has adopted the 2023 Pre-Listing Share Option Scheme and the 2025 Share Award Scheme.

2023 Pre-Listing Share Option Scheme

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

Other Information

Purpose

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

Eligible Participants

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

- (a) any directors and former or present employees of any members of the Group; and
- (b) any consultants of the Group.

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

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

Types of Awards

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

Scheme Limit and Number of Company Shares Available for Grant

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

Other Information

Performance Targets

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

Limit for Each Participant

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

Consideration, Exercise Price, and Subscription Price

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

Adjustments

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

- (a) the number or nominal amount of shares comprised in each option so far as unexercised; and/or
- (b) the subscription price; and/or
- (c) the method of exercise of the option,

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

Other Information

Vesting Schedule

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

Batch under 2023 Pre-Listing Share Option Scheme

Vesting Date of 2023 Pre-Listing Share Option Scheme

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

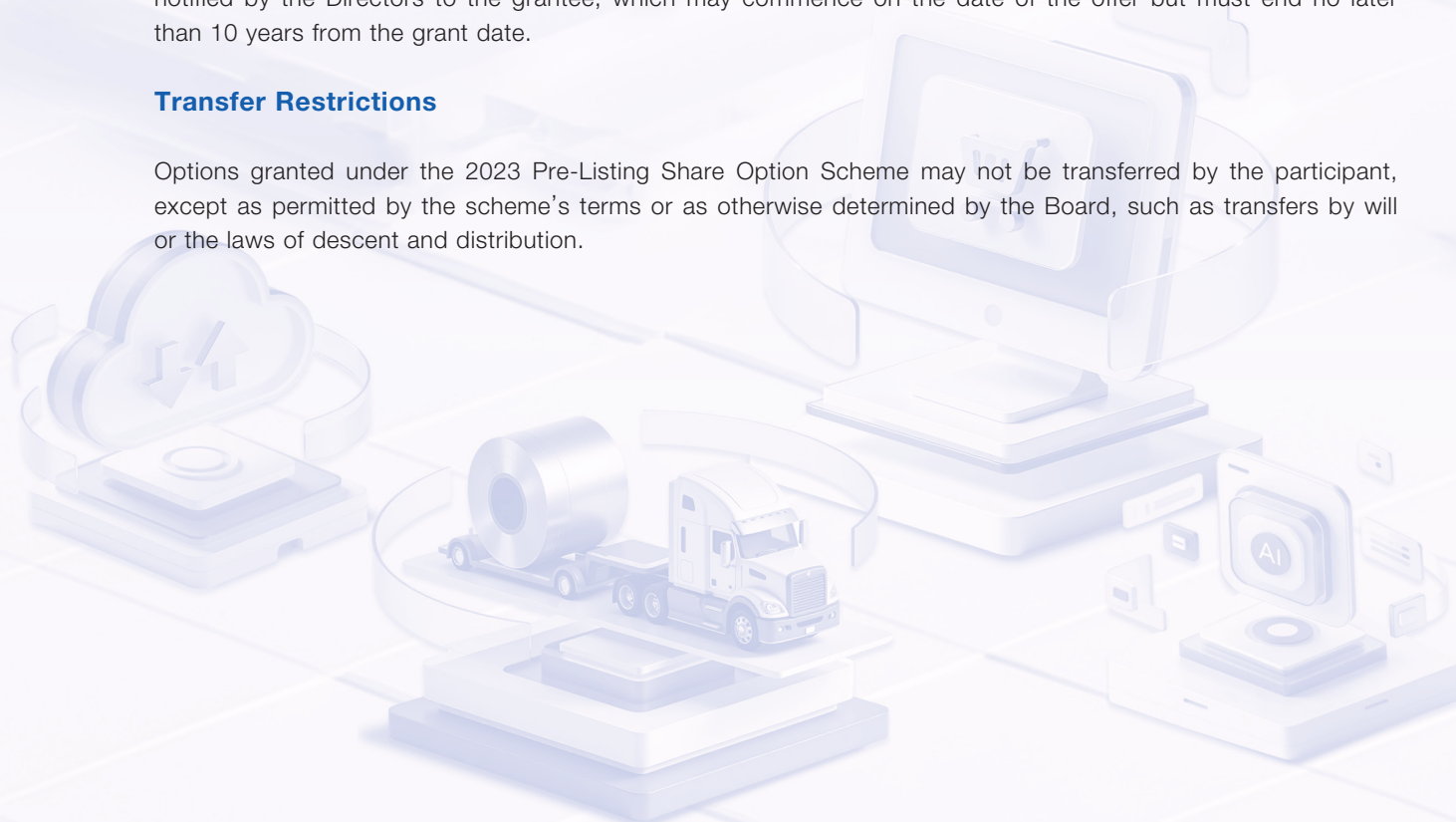
Note: Batch 2 is only exercisable six months upon the Listing.

Option Exercise Period

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

Transfer Restrictions

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



Other Information

Options Granted under the 2023 Pre-Listing Share Option Scheme

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

As of June 30, 2026, the Company had granted all options under the 2023 Pre-Listing Share Option Scheme to 169 grantees with a right to subscribe for a total of 71,578,750 Shares (as adjusted after the Pre-Merger Capital Restructuring). As of June 30, 2026, an aggregate of 56,251,699 Shares (as adjusted after the Pre-Merger Capital Restructuring) had been issued to relevant grantees.

Movements

The following table discloses movements in the Company's share options outstanding under the 2023 Pre-Listing Share Option Scheme:

Name of grantee	Date of grant	Vesting period	Exercise price	Number of outstanding Company Ordinary Shares under the options granted as at January 1, 2026	Exercised during the Reporting Period	Lapsed during the Reporting Period	Cancelled during the Reporting Period	Number of outstanding Company Ordinary Shares under the options granted as at June 30, 2026	Approximate percentage of issued Company Shares as of the Latest Practicable Date
Directors									
Ms. Gong Yingxin	5 March 2025	Subject to the Employee Vesting Period ⁽¹⁾	3.6157	829,704	-	-	-	829,704	0.08%
Ms. Zhou Min	5 March 2025	Upon the Listing without service condition, but only exercisable six months upon the Listing Date	4.6462	55,314	-	-	-	55,314	0.01%
		Upon the Listing without service condition, but only exercisable six months upon the Listing Date	0.0009	1,372,931	-	-	-	1,372,931	0.13%
		Subject to the Employee Vesting Period ⁽¹⁾	3.6157	276,568	-	-	-	276,568	0.03%

Other Information

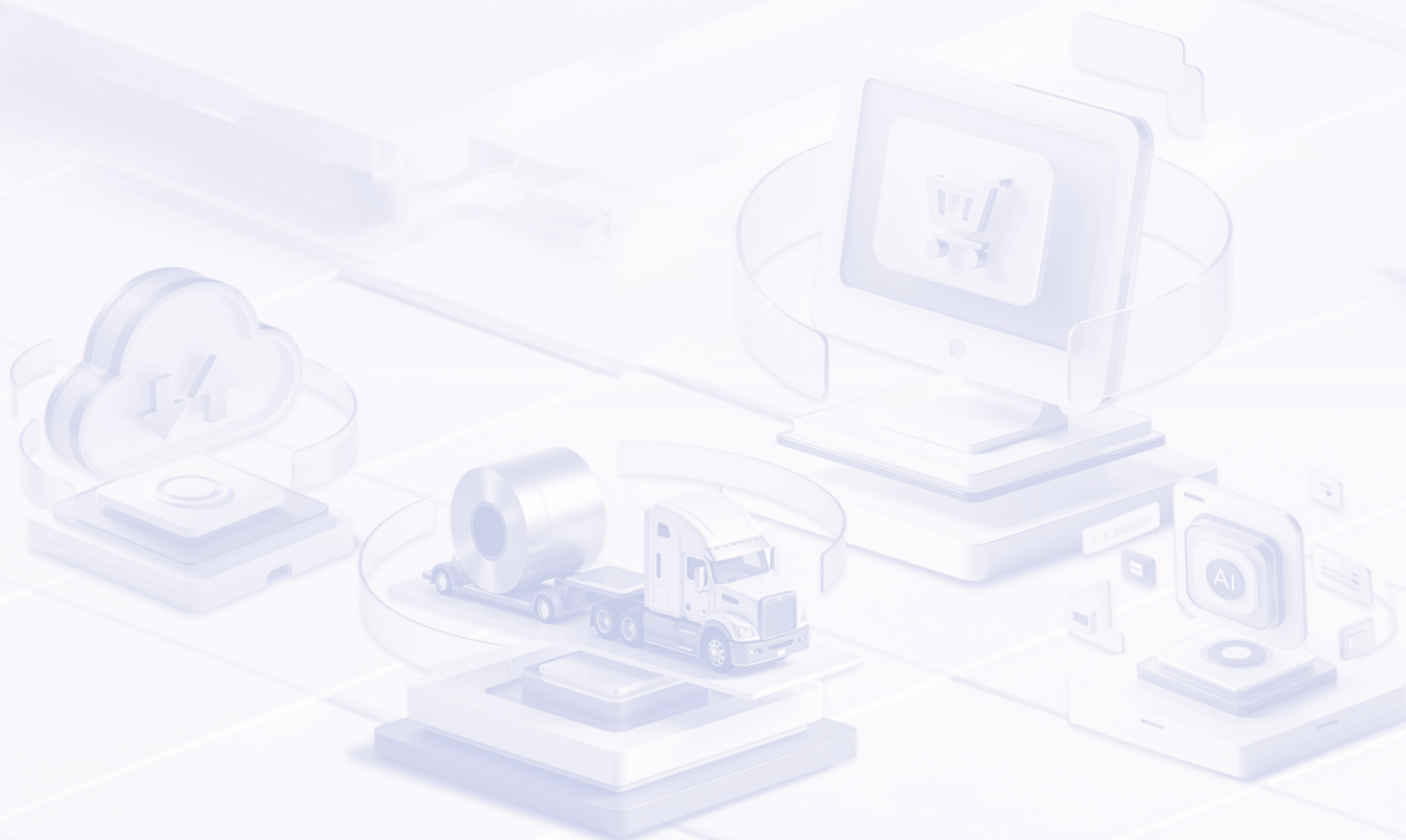
				Number of outstanding Company Ordinary Shares under the options granted as at January 1, 2026	Exercised during the Reporting Period	Lapsed during the Reporting Period	Cancelled during the Reporting Period	Number of outstanding Company Ordinary Shares under the options granted as at June 30, 2026	Approximate percentage of issued Company Shares as of the Latest Practicable Date
Name of grantee	Date of grant	Vesting period	Exercise price						
Senior Management									
Mr. Zeng Lingyu	5 March 2025	Upon the Listing without service condition, but only exercisable six months upon the Listing Date	2.1423	132,753	-	-	-	132,753	0.01%
		Upon the Listing without service condition, but only exercisable six months upon the Listing Date	0.0009	44,251	-	-	-	44,251	0.004%
		Subject to the Employee Vesting Period ⁽¹⁾	3.6157	531,011	-	-	-	531,011	0.05%
Mr. Meng Long	5 March 2025	Six months upon the Listing Date	0.0009	221,254	-	-	-	221,254	0.02%
		Subject to the Employee Vesting Period ⁽¹⁾	3.6157	276,568	-	-	-	276,568	0.03%
Other grantees other than Directors and Senior Management									
109 Employee	March 5, 2025	Six months upon the Listing Date	0.072-6.45	8,191,511	365,070	-	-	7,826,441	0.73%
12 Employee	March 5, 2025	Six months upon the Listing Date	0.0009	564,197	331,882	-	-	232,315	0.02%
57 Employee	March 5, 2025	Subject to the Employee Vesting Period ⁽¹⁾	3.6157	3,527,941	-	-	-	3,527,941	0.33%

Other Information

Name of grantee	Date of grant	Vesting period	Exercise price	Number of outstanding Company Ordinary Shares under the options granted as at January 1, 2026	Exercised during the Reporting Period	Lapsed during the Reporting Period	Cancelled during the Reporting Period	Number of outstanding Company Ordinary Shares under the options granted as at June 30, 2026	Approximate percentage of issued Company Shares as of the Latest Practicable Date
Consultant									
1 Consultant	March 5, 2025	Six months upon the Listing Date	0.0009	77,439	77,439	-	-	-	-
Total				16,101,442	774,391	-	-	15,327,051	

Note:

- (1) Employee vesting period: (i) within 5 business days of the first anniversary of the Listing Date, 50% of the options shall vest; and (ii) within 5 business days of the second anniversary of the Listing Date, the remaining 50% of the option shall vest.



Other Information

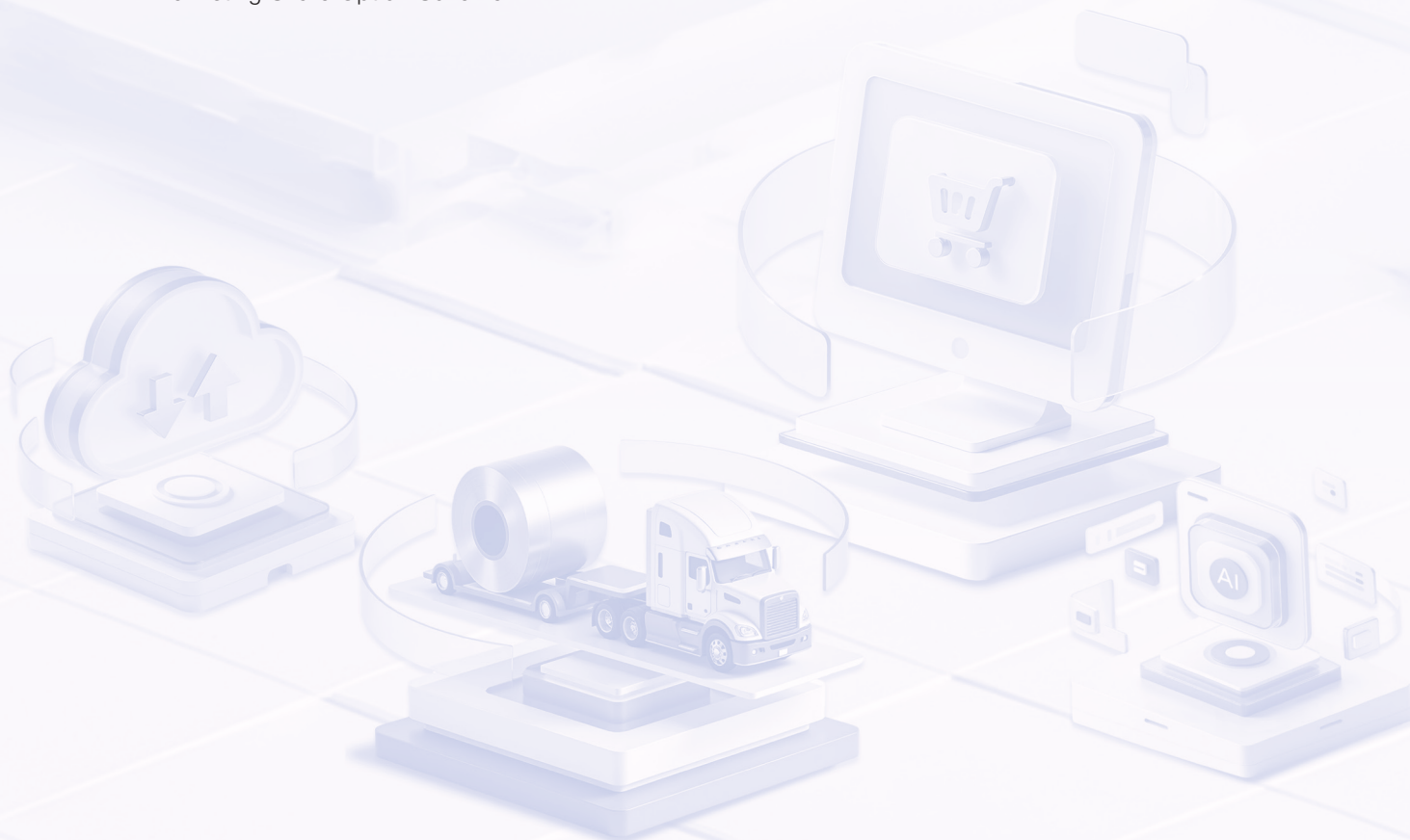
Ranking of Shares

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

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

Termination

The Company may by ordinary resolution in a general meeting or the Board may at any time resolve to terminate the operation of the 2023 Pre-Listing Share Option Scheme. The 2023 Pre-Listing Share Option Scheme has expired on the Listing Date, but the provisions of the 2023 Pre-Listing Share Option Scheme shall remain in force to the extent necessary to give effect to the exercise of any options granted prior thereto or otherwise as may be required in accordance with the provisions of the 2023 Pre-Listing Share Option Scheme. Options granted prior to such termination shall continue to be valid and exercisable in accordance with the 2023 Pre-Listing Share Option Scheme.



Other Information

2025 Share Awards Scheme

The Company has, after due consideration by the Board and the Remuneration Committee, adopted the 2025 Share Award Scheme on October 21, 2025 (the “**Adoption Date**”). The Share Award Scheme is funded solely by the existing Shares pursuant to Rule 17.01(1)(b) of the Listing Rules and does not constitute a share scheme involving the issue of new shares as set out in Chapter 17 of the Listing Rules. Therefore, Shareholders’ approval is not required for the adoption of the 2025 Share Award Scheme. The following is a summary of the principal terms of the 2025 Share Award Scheme:–

Purposes

The purposes of the 2025 Share Award Scheme are to (i) recognise and reward certain eligible participants for their performance and contribution to the growth and development of the Group and to give incentives to those eligible participants in order to retain them for the continual operation and development of the Group; and (ii) attract suitable personnel for further development of the Group.

Eligible participants

The scope of the eligible participants (the “**Eligible Participants**”) include:

- any employee (full time employee, including any executive director but excluding any non-executive Director) of the Company, any subsidiary of the Company (the “**Subsidiary**”) or any entity in which any member of the Group holds any equity interest (the “**Invested Entity**”);
- any non-executive directors (including independent non-executive Directors) of the Company, any Subsidiary or any Invested Entity;
- any employee participant of a related entity of the Company, including any holding company, fellow subsidiary or associated company of the Company; and
- any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group.



Other Information

Administration

The 2025 Share Award Scheme shall be subject to the administration of the Board or its delegate(s) whose decision on all matters arising in relation to the Scheme or its interpretation or effect shall be final and binding on all persons who may be affected thereby, subject to compliance with the Listing Rules. The Board or its delegate(s) may from time to time appoint a trustee and enter into a trust deed for the administration of the 2025 Share Award Scheme.

Maximum Number of Shares Available to be Granted

No new Shares will be issued under the 2025 Share Award Scheme. The share awards will be satisfied by existing Shares to be acquired through on-market transactions by the trustee of the 2025 Share Award Scheme (the “**Trustee**”) on the instruction of the Company. Details of the Shares held for the 2025 Share Award Scheme are disclosed in Note 32 to the consolidated financial statement.

Reference is made to the annual report of the Company for the year ended December 31, 2025. The Company would like to clarify that, the maximum number of Shares to be purchased by the Trustee by applying the contribution in the form of money or otherwise made by the Company or any of its subsidiaries shall not exceed 10% of the total number of issued Shares (excluding treasury Shares) (instead of 10% of the total number of issued Class A Shares (excluding treasury Shares) as disclosed in the annual report for the Company for the year ended December 31, 2025) as at the Adoption Date.

Maximum Entitlement of Each Selected Participant

The maximum number of Shares, in a 12-month period up to and including the date of award, which may be subject to an award to any Eligible Participant for whom Shares have been provisionally set aside pursuant to an award (or his personal representative) shall not in aggregate exceed 1% of the issued share capital of the Company (excluding treasury Shares) as at the Adoption Date, unless the Company has obtained separate approval by the Shareholders at a general meeting.

Exercise period of options pursuant to the 2025 Share Award Scheme by the grantee

Not applicable.

Purchase Price

The purchase price (if any) per awarded Share to be granted under the 2025 Share Award Scheme shall be determined by the Board in its absolute discretion at the time of grant.

Other Information

Vesting period of the awarded shares

Subject to the terms of the notice to be sent to the Trustee upon making of an award (the “**Award Notice**”), an award shall vest on the vesting date(s) specified therein, provided that the grantee remains an Eligible Participant and satisfies any performance and/or other conditions specified in the Award Notice. Upon vesting, the Trustee shall transfer the relevant number of Class A Shares to the grantee or as directed by the grantee.

Remaining Life of the 2025 Share Award Scheme

The Share Award Scheme shall be valid and effective for the period commencing on the Adoption Date, and ending on the 10th anniversary of the Adoption Date.

As at June 30, 2026, the remaining life of the 2025 Share Award Scheme is approximately 9 years.

Since the Adoption Date and up to June 30, 2026, a total of 4,429,033 awards had been granted under the 2025 Share Award Scheme. The Trustee, as instructed by the Board, had purchased a total of 64,425,437 Shares since the Adoption Date and up to June 30, 2026 at a total consideration of approximately HK\$98.8 million. The Trustee holds these Shares pursuant to the terms and conditions of the 2025 Share Award Scheme. The total number of shares available for being awarded under the 2025 Share Award Scheme is 59,996,404 Shares, which represents approximately 5.60% of the Company’s total issued shares as at the Latest Practicable Date.

CHANGES TO DIRECTORS’ INFORMATION

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

Ms. Zhang Beicen has been appointed as the non-executive director and member of the Remuneration Committee with effect from August 28, 2026. Mr. Ye Qian has resigned as the non-executive director and member of the Remuneration Committee with effect from August 28, 2026.

Ms. Zhang Beicen obtained the legal advice referred to in Rule 3.09D of the Listing Rules, and has confirmed that she understands her obligations as a director of the Company.

Mr. Wang Weisong has resigned from his position as independent director of Jintuo Technology Co., Ltd (stock code: 603211) effective from May 28, 2026. From July 31, 2026, Mr. Wang Weisong was appointed as independent director of Shanghai Unison Aluminium Products Co., Ltd. (stock code: 603418), the term of his appointment is from July 31, 2026 to July 31, 2029.

CONTINUING DISCLOSURE OBLIGATIONS PURSUANT TO THE LISTING RULES

The Company does not have any disclosure obligations under Rules 13.20, 13.21, and 13.22 of the Listing Rules for the six months ended June 30, 2026.

Report on Review of Condensed Consolidated Financial Statements

TO THE BOARD OF DIRECTORS OF ZG GROUP

(incorporated in the Cayman Islands with limited liability)

INTRODUCTION

We have reviewed the condensed consolidated financial statements of ZG Group (the “Company”) and its subsidiaries, including the consolidated affiliated entities (collectively referred to as the “Group”) set out on pages 60 to 109, which comprise the condensed consolidated statement of financial position of the Group as of June 30, 2026, and the related condensed consolidated statement of profit or loss and other comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six-month period then ended, and notes to the condensed consolidated financial statements. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and International Accounting Standard 34 “Interim Financial Reporting” (“IAS 34”) as issued by the International Accounting Standards Board. The directors of the Company are responsible for the preparation and presentation of these condensed consolidated financial statements in accordance with IAS 34. Our responsibility is to express a conclusion on these condensed consolidated financial statements based on our review, and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

SCOPE OF REVIEW

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” as issued by the Hong Kong Institute of Certified Public Accountants. A review of these condensed consolidated financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

CONCLUSION

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

Deloitte Touche Tohmatsu

Certified Public Accountants

Hong Kong

August 28, 2026

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the six months ended June 30, 2026

	NOTES	Six months ended June 30,	
		2026 RMB'000 (unaudited)	2025 RMB'000 (unaudited)
Revenue	4	1,037,018	797,395
Cost of revenue		(845,553)	(615,863)
Gross profit		191,465	181,532
Other income	6	8,480	14,474
Other gains and losses	7	(16,980)	5,920
Selling and distribution expenses		(164,331)	(167,470)
Administrative expenses		(52,203)	(117,443)
Research and development expenses		(20,354)	(22,091)
Professional fees and expenses related to De-SPAC Transaction		–	(44,671)
De-SPAC Transaction expenses arising from capital reorganisation	24	–	(373,590)
Finance costs	8	(22,523)	(10,357)
Impairment losses (including reversals of impairment losses or impairment gains) on financial assets	10	(19,739)	(75,595)
Fair value changes of financial assets at fair value through profit or loss ("FVTPL")		1,187	1,762
Fair value changes of financial liabilities at FVTPL	21	2,265	109,860
Share of results of associates and a joint venture	14	(160)	(865)
Loss before tax		(92,893)	(498,534)
Income tax expense	9	(2,694)	(273)
Loss for the period	10	(95,587)	(498,807)
Other comprehensive expense			
<i>Item that may be reclassified subsequently to profit or loss:</i>			
Exchange differences arising on translation of foreign operations		(3,740)	(2,096)
Other comprehensive expense for the period, net of income tax		(3,740)	(2,096)
Total comprehensive expense for the period		(99,327)	(500,903)

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

For the six months ended June 30, 2026

	NOTE	Six months ended June 30,	
		2026 RMB'000 (unaudited)	2025 RMB'000 (unaudited)
(Loss) profit for the period attributable to: Owners of the Company		(96,248)	(498,831)
Non-controlling interests		661	24
		(95,587)	(498,807)
Total comprehensive (expense) income attributable to:			
Owners of the Company		(99,988)	(500,927)
Non-controlling interests		661	24
		(99,327)	(500,903)
Loss per share	12		
– Basic (RMB)		(0.09)	(0.66)
– Diluted (RMB)		(0.09)	(0.66)



Condensed Consolidated Statement of Financial Position

As at June 30, 2026

	NOTES	June 30, 2026 RMB'000 (unaudited)	December 31, 2025 RMB'000 (audited)
Non-current Assets			
Property, plant and equipment	13	291,321	269,013
Right-of-use assets	13	152,113	99,307
Goodwill		31,954	31,954
Intangible assets		120,079	113,610
Interests in associates	14	49,712	49,872
Financial assets at FVTPL	17	48,937	47,752
Prepayments	15	5,507	5,291
		699,623	616,799
Current Assets			
Inventories		41,835	12,543
Trade receivables, prepayments and other receivables	15	7,485,249	8,410,492
Financial assets at fair value through other comprehensive income ("FVTOCI")	16	116,194	191,270
Derivative financial instruments		9,677	–
Restricted cash	18	2,098,492	1,147,712
Cash and cash equivalents	18	379,365	349,969
		10,130,812	10,111,986
Current Liabilities			
Trade, bills and other payables	19	9,450,710	9,227,221
Bank and other borrowings	20	678,290	721,004
Derivative financial instruments		–	2,271
Lease liabilities		7,088	10,446
Contract liabilities	4	58,134	40,532
Financial liabilities at FVTPL	21	3,418	4,485
		10,197,640	10,005,959
Net Current (Liabilities) Assets		(66,828)	106,027
Total Assets Less Current Liabilities		632,795	722,826

Condensed Consolidated Statement of Financial Position (Continued)

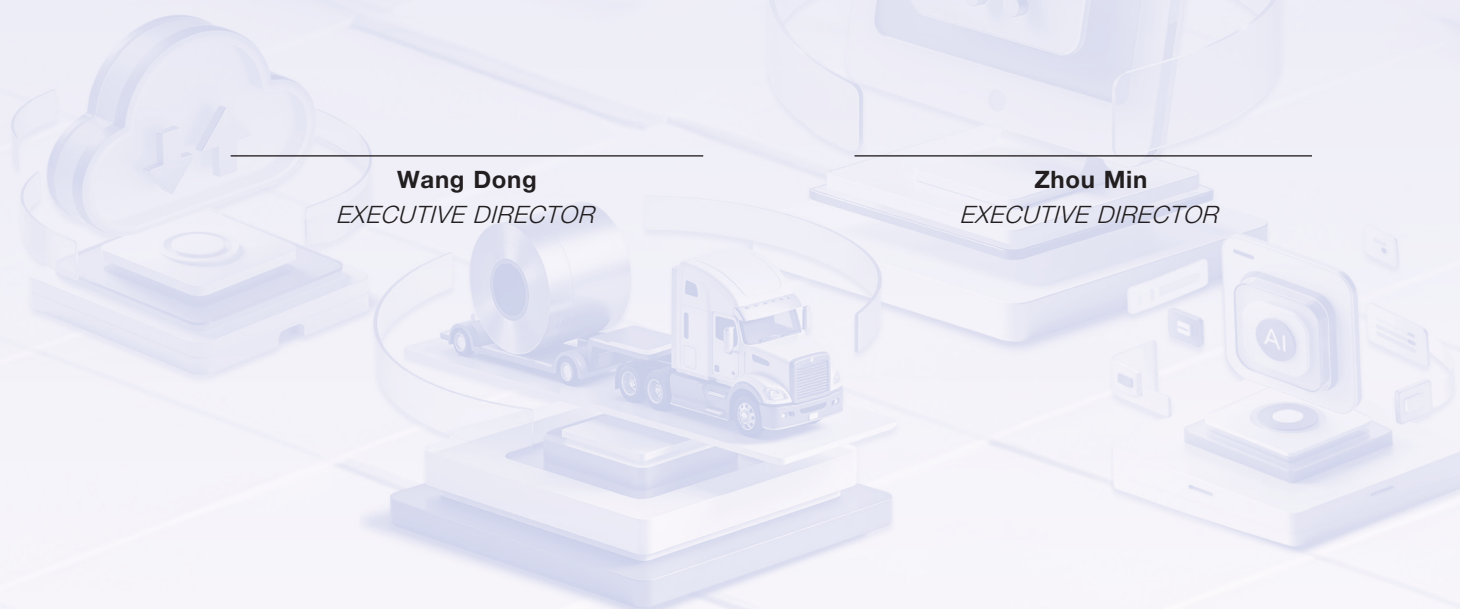
As at June 30, 2026

	NOTES	June 30, 2026 RMB'000 (unaudited)	December 31, 2025 RMB'000 (audited)
Non-current Liabilities			
Financial liabilities at FVTPL	21	24,994	26,192
Contract liabilities	4	7,871	8,580
Lease liabilities		126,219	69,270
Deferred tax liabilities		23,158	23,433
		182,242	127,475
Net Assets		450,553	595,351
Capital and Reserves			
Share capital	22	377	377
Reserves		405,692	551,151
Equity attributable to owners of the Company		406,069	551,528
Non-controlling interests		44,484	43,823
Total Equity		450,553	595,351

The condensed consolidated financial statements on pages 60 to 109 were approved and authorised for issue by the Board of Directors on August 28, 2026 and are signed on its behalf by:

Wang Dong
EXECUTIVE DIRECTOR

Zhou Min
EXECUTIVE DIRECTOR



Condensed Consolidated Statement of Changes in Equity

For the six months ended June 30, 2026

	Attributable to owners of the Company							Non-controlling interests	Total
	Share capital	Treasury stock	Other reserve	Translation reserve	Equity-settled share-based compensation reserve	Share premium	Accumulated losses		
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At January 1, 2026 (audited)	377	(36,955)	(599,383)	11,710	94,697	8,004,573	(6,923,491)	551,528	595,351
(Loss) profit for the period	-	-	-	-	-	-	(96,248)	(96,248)	661
Other comprehensive expense for the period	-	-	-	(3,740)	-	-	-	(3,740)	-
Total comprehensive (expense) income for the period	-	-	-	(3,740)	-	-	(96,248)	(99,988)	661
Recognition of equity-settled share-based payments (Note 23)	-	-	-	-	6,143	-	-	6,143	-
Exercise of pre-listing share options	-	-	-	-	(6,433)	6,474	-	41	-
Repurchase of shares (Note 22)	-	(51,655)	-	-	-	-	-	(51,655)	-
At June 30, 2026 (unaudited)	377	(88,610)	(599,383)	7,970	94,407	8,011,047	(7,019,739)	406,069	450,553
At January 1, 2025 (audited)	71	-	(570,752)	8,310	-	343,947	(6,330,968)	(6,549,392)	42,987
(Loss) profit for the period	-	-	-	-	-	-	(498,831)	(498,831)	24
Other comprehensive expense for the period	-	-	-	(2,096)	-	-	-	(2,096)	-
Total comprehensive (expense) income for the period	-	-	-	(2,096)	-	-	(498,831)	(500,927)	24

Condensed Consolidated Statement of Changes in Equity (Continued)

For the six months ended June 30, 2026

	Attributable to owners of the Company							Subtotal	Non-controlling interests	Total
	Share capital	Treasury stock	Other reserve	Translation reserve	Equity-settled share-based compensation reserve	Share premium	Accumulated losses			
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Recognition of equity-settled share-based payments (Note 23)	-	-	-	-	83,670	-	-	83,670	-	83,670
Conversion of preference shares (Note 21)	267	-	-	-	-	6,859,487	-	6,859,754	-	6,859,754
Shares issued to private investment in public equity ("PIPE") and permitted equity financing ("PEF") investors	20	-	-	-	-	505,974	-	505,994	-	505,994
Shares and bonus shares issued to non-redeeming Aquila's Class A shareholders	2	-	-	-	-	72,641	-	72,643	-	72,643
Shares issued to promoters	9	-	-	-	-	222,532	-	222,541	-	222,541
Capitalisation issue to existing shareholders (Note 22)	8	-	-	-	-	(8)	-	-	-	-
Transaction costs directly attributable to issue of new shares to PIPE and PEF investors	-	-	(28,631)	-	-	-	-	(28,631)	-	(28,631)
At June 30, 2025 (unaudited)	377	-	(599,383)	6,214	83,670	8,004,573	(6,829,799)	665,652	43,011	708,663

Note: Other reserve of the Group consists of: (a) share capital and share premium of Shanghai Steel Information Technology Co., Ltd.* (上海找鋼網信息科技股份有限公司("Zhaogang Netcom"), a company established in the People's Republic of China (the "PRC") and Beijing Steel Home E-commerce Co., Ltd.* ("Beijing Steel", 北京找鋼萬家電子商務有限公司), a company established in the PRC, due to the contractual arrangements; (b) reserve arising from Zhaogang Netcom converting into a joint stock company in 2016; (c) derecognition of non-controlling interests of Zhaogang Netcom due to a capital reduction in 2018; and (d) transaction costs directly attributable to issue of new shares to PIPE and PEF investors in 2025.

* English name for identification purposes only.

Condensed Consolidated Statement of Cash Flows

For the six months ended June 30, 2026

	Six months ended June 30,	
	2026 RMB'000 (unaudited)	2025 RMB'000 (unaudited)
NET CASH FROM (USED IN) OPERATING ACTIVITIES	1,942,133	(134,230)
INVESTING ACTIVITIES		
Interest received	7,851	9,372
Proceeds from settlement of derivative financial instruments	9,677	7,289
Payments for settlement of derivative financial instruments	(9,677)	(7,289)
Proceeds from disposal of property, plant and equipment	686	202
Proceeds from disposal of financial assets at FVTPL	10,001	85,992
Acquisition of financial assets at FVTPL	(10,000)	(85,863)
Purchases of property, plant and equipment	(25,941)	(75,925)
Purchases of intangible assets and capitalisation of digital assets	(8,010)	(2,431)
Payments for right-of-use assets	(2,514)	–
Repayments from related parties	–	23,340
Loan to third parties	–	(20,695)
Withdrawal of pledged bank deposits for bank borrowing	–	46,159
Placement of pledged bank deposits for bills payable related to transaction services (Note)	(2,058,033)	(516,788)
Withdrawal of pledged bank deposits for bills payable related to transaction services	101,518	6,050
NET CASH USED IN INVESTING ACTIVITIES	(1,984,442)	(530,587)



Condensed Consolidated Statement of Cash Flows (Continued)

For the six months ended June 30, 2026

	Six months ended June 30,	
	2026 RMB'000 (unaudited)	2025 RMB'000 (unaudited)
FINANCING ACTIVITIES		
Proceeds from bills discounted to banks that are not derecognised in their entirety	120,060	143,495
Proceeds from bank and other borrowings	330,902	183,067
Repayments of bank and other borrowings	(300,845)	(73,691)
Repayments of lease liabilities	(2,465)	(4,210)
Interest paid	(21,874)	(10,008)
Proceeds from exercise of pre-listing share options	41	–
Payment of accrued issue costs	(363)	(25,285)
Proceeds from PIPE and PEF investors	–	505,994
Net cash flow from Capital Reorganisation	–	115,769
Payment for repurchase of shares	(51,655)	–
NET CASH GENERATED FROM FINANCING ACTIVITIES	73,801	835,131
NET INCREASE IN CASH AND CASH EQUIVALENTS	31,492	170,314
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD	349,969	240,163
Effect of foreign exchange rate changes	(2,096)	350
CASH AND CASH EQUIVALENTS AT END OF THE PERIOD, represented by bank balances and cash	379,365	410,827

Note: Certain pledged bank deposits for bills payable were offset against the related bills payable when due. Details are disclosed in Note 29.



Notes to the Condensed Consolidated Financial Statements

For the six months ended June 30, 2026

1. GENERAL INFORMATION

ZG Group (the “Company”) was incorporated in the Cayman Islands as an exempted company with limited liability under the laws of the Cayman Islands on February 27, 2012, and its shares have been listed by way of De-SPAC Transaction on the Main Board of the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on March 10, 2025. Mr. Wang Dong, Mr. Wang Changhui, Mr. Rao Huigang, Jeremy Global Development Limited, Kiwi Global Development Limited, Restriven Limited, Wangdong Holdings, Pangmao1 Ltd, Wangchanghui Holdings, Pangmao2 Ltd and Raohuigang Holdings are collectively the controlling shareholders of the Company.

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

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

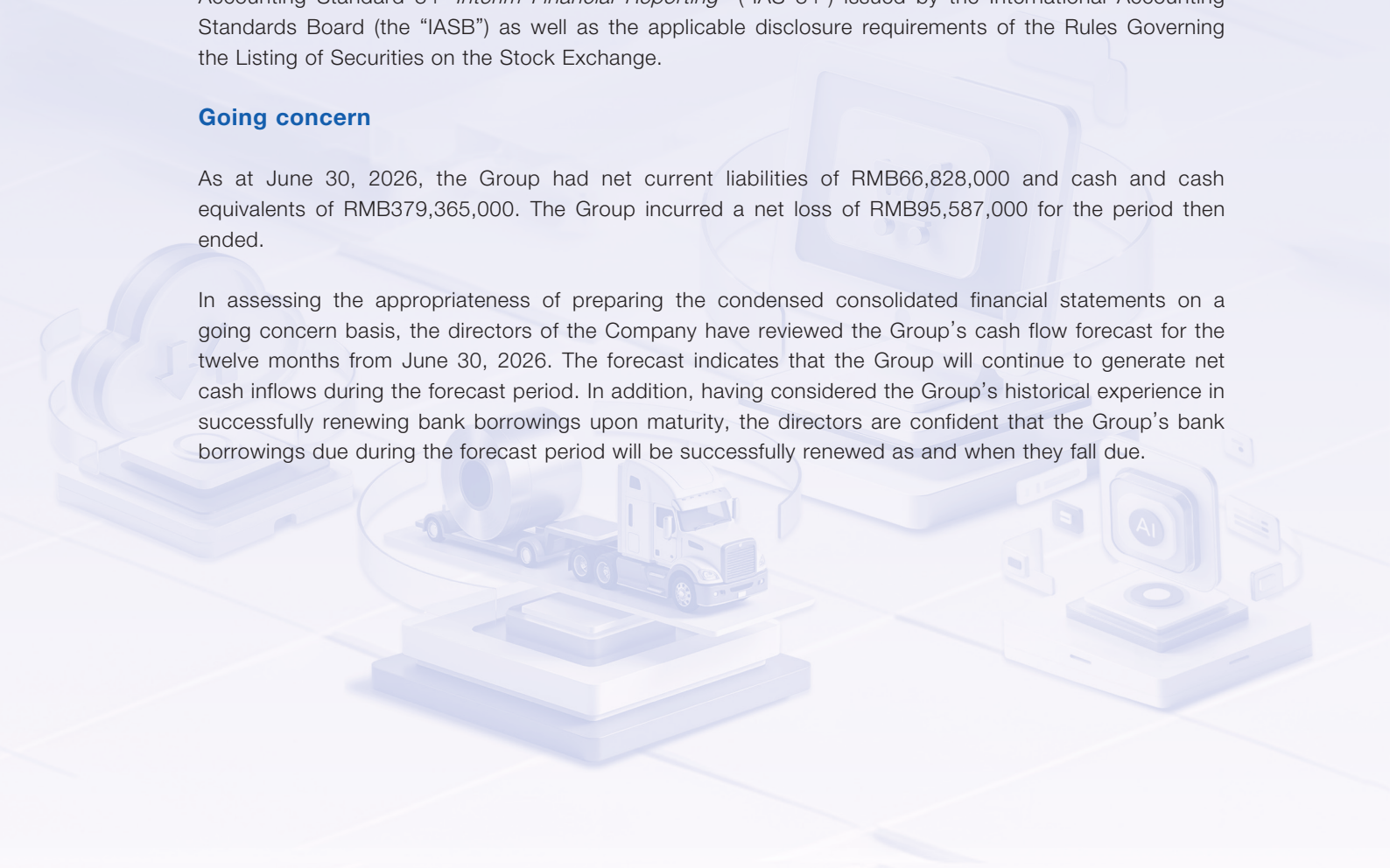
2. BASIS OF PREPARATION OF CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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

Going concern

As at June 30, 2026, the Group had net current liabilities of RMB66,828,000 and cash and cash equivalents of RMB379,365,000. The Group incurred a net loss of RMB95,587,000 for the period then ended.

In assessing the appropriateness of preparing the condensed consolidated financial statements on a going concern basis, the directors of the Company have reviewed the Group’s cash flow forecast for the twelve months from June 30, 2026. The forecast indicates that the Group will continue to generate net cash inflows during the forecast period. In addition, having considered the Group’s historical experience in successfully renewing bank borrowings upon maturity, the directors are confident that the Group’s bank borrowings due during the forecast period will be successfully renewed as and when they fall due.



Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2026

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

Going concern (continued)

Based on the cash flow forecast and after taking into account the expected successful renewal of bank borrowings, the other financial resources available to the Group, including cash and cash equivalents on hand, the anticipated cash flows from operations, the directors are of the opinion that the Group will have sufficient working capital to finance its operations and meet its financial obligations as and when they fall due for at least twelve months from June 30, 2026.

Accordingly, the directors of the Company consider that it is appropriate to prepare the condensed consolidated financial statements on a going concern basis.

3. ACCOUNTING POLICIES

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

Other than change in accounting policies resulting from application of amendments to IFRS Accounting Standards disclosed below, the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended June 30, 2026 are the same as those presented in the Group's annual consolidated financial statements for the year ended December 31, 2025.

APPLICATION OF AMENDMENTS TO IFRS ACCOUNTING STANDARDS

In the current interim period, the Group has applied the following amendments to IFRS Accounting Standards as issued by the IASB, for the first time, which are mandatorily effective for the Group's annual period beginning on January 1, 2026 for the preparation of the Group's condensed consolidated financial statements:

Amendments to IFRS 9 and IFRS 7

Amendments to IFRS 9 and IFRS 7

Amendments to IFRS Accounting Standards

Amendments to the Classification and Measurement of Financial Instruments

Contracts Referencing Nature-dependent Electricity

Annual Improvements to IFRS Accounting Standards-Volume 11

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

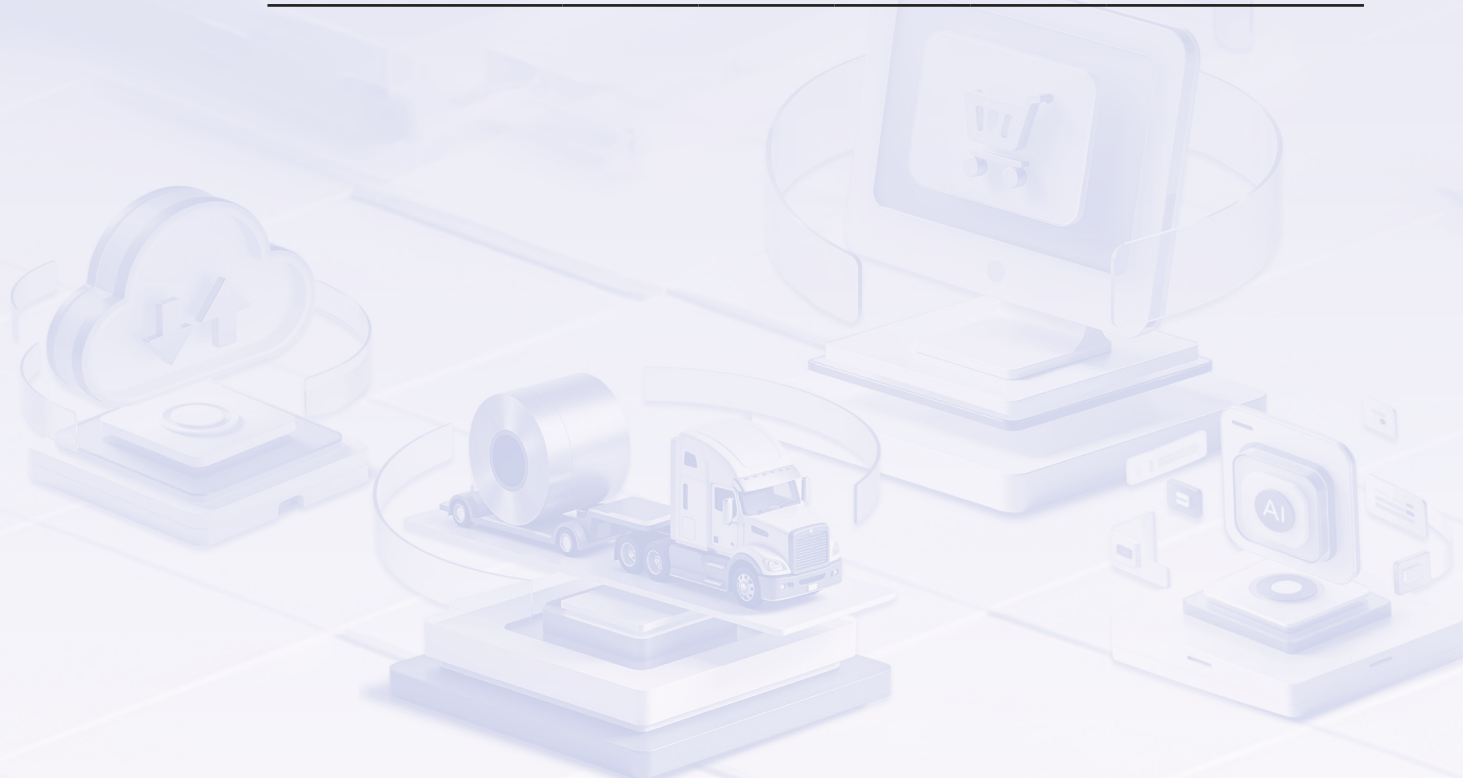
Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2026

4. REVENUE

(i) Disaggregation of revenue

Segments	For the six months ended June 30, 2026					Total RMB'000 (unaudited)
	Transaction	Transaction	Technology	Overseas	Non-steel	
	services	support	subscription	transaction	transaction	
	RMB'000 (unaudited)	services RMB'000 (unaudited)	services RMB'000 (unaudited)	business RMB'000 (unaudited)	business RMB'000 (unaudited)	
Commission income	139,622	–	–	–	2,945	142,567
Service income	–	299,010	13,603	1,461	–	314,074
Sales of goods	–	–	–	574,389	5,988	580,377
Revenue from contracts with customers	139,622	299,010	13,603	575,850	8,933	1,037,018
Timing of revenue recognition from contracts with customers:						
A point in time	139,622	158	–	575,850	8,933	724,563
Over time	–	298,852	13,603	–	–	312,455
	139,622	299,010	13,603	575,850	8,933	1,037,018



Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2026

4. REVENUE (CONTINUED)

(i) Disaggregation of revenue (continued)

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

(ii) Contract liabilities

	As at	
	June 30, 2026 <i>RMB'000</i> <i>(unaudited)</i>	December 31, 2025 <i>RMB'000</i> <i>(audited)</i>
Transaction services	14,578	15,505
Transaction support services	1,266	801
Technology subscription services	18,250	20,018
Overseas transaction business	31,911	12,788
	66,005	49,112

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2026

5. SEGMENT INFORMATION

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

For the six months ended June 30, 2026

	Transaction services RMB'000 (unaudited)	Transaction support services RMB'000 (unaudited)	Technology subscription services RMB'000 (unaudited)	Overseas transaction business RMB'000 (unaudited)	Non-steel transaction business RMB'000 (unaudited)	Elimination RMB'000 (unaudited)	Total RMB'000 (unaudited)
REVENUE							
Commission income	139,622	-	-	-	2,945	-	142,567
Service income	-	299,010	13,603	1,461	-	-	314,074
External sales of goods	-	-	-	574,389	5,988	-	580,377
Inter-segment revenue	149,741	-	-	-	-	(149,741)	-
	289,363	299,010	13,603	575,850	8,933	(149,741)	1,037,018
SEGMENT PROFIT (LOSS)	9,695	(1,793)	6,972	(1,742)	(1,202)	-	11,930
Unallocated							
Other income and other gains and losses							(8,500)
Selling and distribution expenses							(10,520)
Administrative expenses							(48,626)
Research and development expenses							(17,946)
Finance costs							(22,523)
Fair value changes of financial assets at FVTPL							1,187
Fair value changes of financial liabilities at FVTPL							2,265
Share of results of associates and a joint venture							(160)
Loss before tax							(92,893)
Income tax expense							(2,694)
Loss for the period							(95,587)

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2026

5. SEGMENT INFORMATION (CONTINUED)

For the six months ended June 30, 2025

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

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2026

5. SEGMENT INFORMATION (CONTINUED)

For the six months ended June 30, 2025 (continued)

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

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

Geographical information

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

	Six months ended June 30,	
	2026 RMB'000 (unaudited)	2025 RMB'000 (unaudited)
Chinese Mainland	461,168	458,858
Thailand	171,890	110,658
Indonesia	164,285	34,737
United Arab Emirates ("UAE")	117,476	134,998
Malaysia	85,362	50,284
Saudi Arabia	34,347	—
Hong Kong	2,490	3,010
Korea	—	4,850
	1,037,018	797,395

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2026

5. SEGMENT INFORMATION (CONTINUED)

Geographical information (continued)

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

	June 30, 2026 RMB'000 (unaudited)	December 31, 2025 RMB'000 (audited)
Chinese Mainland	395,436	394,176
UAE	222,125	140,895
Others (note)	1,171	2,022
	618,732	537,093

Note: Including Thailand, Indonesia, Malaysia, Saudi Arabia and Hong Kong.

6. OTHER INCOME

	Six months ended June 30, 2026 RMB'000 (unaudited)	2025 RMB'000 (unaudited)
Interest on bank deposits	6,749	9,745
Government grants (note)	1,731	4,729
	8,480	14,474

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

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2026

7. OTHER GAINS AND LOSSES

	Six months ended June 30,	
	2026 RMB'000 (unaudited)	2025 RMB'000 (unaudited)
Gain (loss) on fair value changes of derivative financial instruments	11,948	(510)
Gain on disposal of property, plant and equipment	575	191
Gain on early termination of leases	66	—
Net foreign exchange (losses) gains	(30,981)	6,156
Others	1,412	83
	(16,980)	5,920

8. FINANCE COSTS

	Six months ended June 30,	
	2026 RMB'000 (unaudited)	2025 RMB'000 (unaudited)
Interest on:		
– Bank borrowings	7,383	6,530
– Other borrowings (note)	14,330	3,550
– Lease liabilities	810	277
	22,523	10,357

Note: Interest on other borrowings mainly arose from discounting interest on bills payable to suppliers and the factoring of trade receivables to banks and non-bank financial institutions.



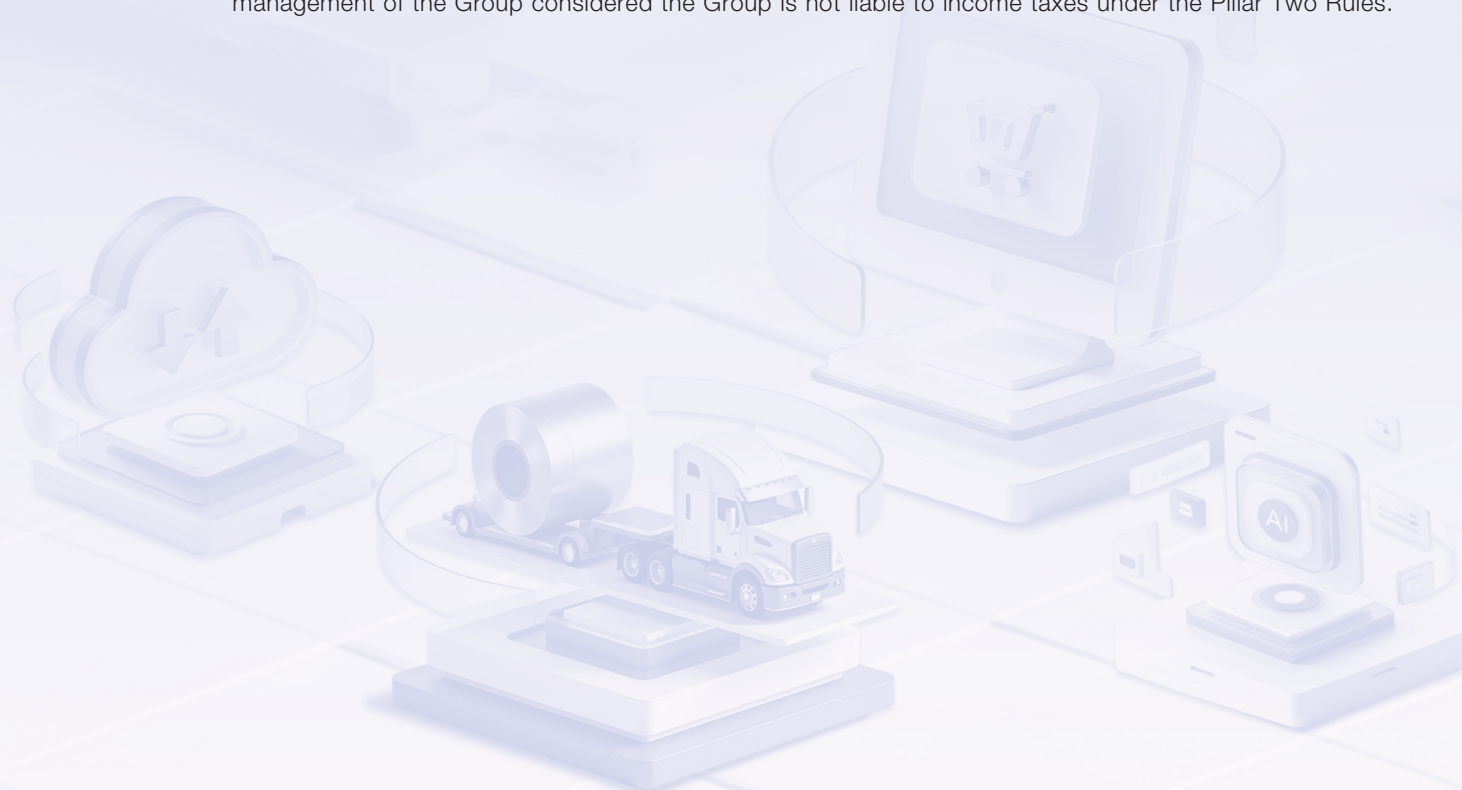
Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2026

9. INCOME TAX EXPENSE

	Six months ended June 30,	
	2026 RMB'000 (unaudited)	2025 RMB'000 (unaudited)
Current tax:		
Thailand corporate income tax	1,581	–
Malaysia corporate income tax	1,046	546
Indonesia corporate income tax	272	–
UAE corporate income tax	70	–
Under provision in prior year	–	2
	2,969	548
Deferred tax:		
Current period	(275)	(275)
	2,694	273

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



Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2026

10. LOSS FOR THE PERIOD

Loss for the period has been arrived at after charging (crediting) the following items:

	Six months ended June 30,	
	2026 RMB'000 (unaudited)	2025 RMB'000 (unaudited)
Depreciation of property, plant and equipment	4,342	3,192
Depreciation of right-of-use assets	5,020	4,630
Amortisation of intangible assets	1,541	1,490
	10,903	9,312
Less: capitalised in property, plant and equipment	461	–
	10,442	9,312
Directors' remuneration (excluding equity-settled share-based expense)	5,467	6,299
Equity-settled share-based payments (note)	6,143	83,670
Salaries, allowances and benefits	154,989	141,027
Retirement benefits scheme contributions	14,546	13,443
	181,145	244,439
Auditors' remuneration:		
– Audit services	2,350	2,684
Cost of inventories recognised as an expense	536,989	418,720
Impairment loss (including reversals of impairment losses or impairment gains) on financial assets		
Trade receivables		
– Impairment losses recognised	30,862	27,673
– Impairment losses reversed	(11,005)	(9,205)
	19,857	18,468
Other receivables		
– Impairment losses recognised	25	57,160
– Impairment losses reversed	(143)	(33)
	(118)	57,127
	19,739	75,595

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

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2026

11. DIVIDENDS

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

12. LOSS PER SHARE

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

Loss figures are calculated as follows:

	Six months ended June 30,	
	2026	2025
	RMB'000	RMB'000
	(unaudited)	(unaudited)
Loss for the period attributable to owners of the Company for the purposes of basic and diluted loss per share	(96,248)	(498,831)

Number of shares

	Six months ended June 30,	
	2026	2025
	(unaudited)	(unaudited)
Weighted average number of ordinary shares for the purpose of basic loss per share	1,046,015,800	754,715,803

The weighted average number of ordinary shares for the purpose of basic loss per share for the six months ended June 30, 2025 has been adjusted retrospectively after taking into account the impact of capitalisation issue as set out in Note 22 to the existing shareholders of 23,168,283 units of ordinary shares.

The weighted average number of ordinary shares for the purpose of basic loss per share for the six months ended June 30, 2026 has been arrived at after deducting the weighted average effect of 64,885,937 shares held by the trustee under the 2025 Share Award Scheme as set out in Note 22.

During the current and prior interim periods, the computation of diluted loss per share does not assume the effect of share options granted under the 2023 Pre-Listing Share Option Scheme (as disclosed in Note 23), the conversion of the Tengcai's redeemable preferred shares, and the Company's Listed Warrants, Promoter Warrants and Promoter Earn-out Rights (defined in Note 21) as these would be anti-dilutive.

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2026

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

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

- i. The Group acquired RMB25,845,000 (six months ended June 30, 2025: RMB4,398,000) of property, plant and equipment.
- ii. The Group renewed and entered into several new lease agreements for lease properties ranging from 2 to 30 years (six months ended June 30, 2025: 2 to 3 years). On lease commencement, the Group recognised right-of-use assets of RMB63,036,000 and lease liabilities of RMB62,858,000 (six months ended June 30, 2025: RMB2,160,000 and RMB2,160,000 respectively).

14. INTERESTS IN ASSOCIATES

	As at	
	June 30, 2026 RMB'000 (unaudited)	December 31, 2025 RMB'000 (audited)
Associates		
Cost of investments, unquoted	64,668	64,668
Share of post-acquisition result	(6,559)	(6,399)
Impairment loss on investments in associates	(8,397)	(8,397)
	49,712	49,872

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2026

14. INTERESTS IN ASSOCIATES (CONTINUED)

Details of the associates of the Group at the end of each reporting period are as follows:

Name of associates	Place of registration/ operation	Principal activities	Percentage of equity interest		Percentage of voting rights	
			As at		As at	
			June 30, 2026 RMB'000 (unaudited)	December 31, 2025 RMB'000 (audited)	June 30, 2026 RMB'000 (unaudited)	December 31, 2025 RMB'000 (audited)
Hunan Gangxin Information Technology Co., Ltd	PRC	Information technology services	41.57%	41.57%	41.57%	41.57%
Shanghai Fenzhi Information Technology Co., Ltd	PRC	Information technology consulting and services	30.00%	30.00%	30.00%	30.00%
Shanghai Tanqiao E-commerce Co., Ltd.	PRC	Online coal trading	37.00%	37.00%	37.00%	37.00%
Duda Software (Shanghai) Co., Ltd.	PRC	Software development	20.00%	20.00%	20.00%	20.00%
Shanghai Gangfeng Logistics Technology Co., Ltd.*	PRC	Information technology consulting and services	7.12%	7.12%	7.12%	7.12%
Shanghai Haolou Information Technology Co., Ltd.*	PRC	Information technology consulting and services	12.58%	12.58%	12.58%	12.58%
Shanghai Box Bobo Information Technology Co., Ltd.	PRC	Information technology consulting and services	40.00%	40.00%	40.00%	40.00%
Zhongjinhui (Shanghai) Information Technology Co., Ltd. *	PRC	Information technology consulting and services	8.57%	8.57%	8.57%	8.57%

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

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2026

15. TRADE RECEIVABLES, PREPAYMENTS AND OTHER RECEIVABLES

	As at	
	June 30, 2026 RMB'000 (unaudited)	December 31, 2025 RMB'000 (audited)
Trade receivables (note i)		
– Transaction services (note ii)	234,073	185,635
– Transaction support services	19,007	34,202
– Technology subscription services	1,501	460
– Overseas transaction business	356,484	439,022
– Non-steel transaction business	648	8,513
	611,713	667,832
Less: allowance for credit losses	(46,969)	(29,990)
	564,744	637,842
Prepayment to sellers in relation to transaction services (note iii)	6,727,505	7,624,641
Prepayment to sellers in relation to overseas transaction business	45,410	29,810
Interest receivable	7,422	8,524
Prepaid expenses (note iv)	28,643	25,227
Refundable deposits to sellers	7,615	7,658
Margin deposit relation to open derivatives	12,354	5,163
Others (note v)	113,791	93,764
	6,942,740	7,794,787
Less: allowance for credit losses	(16,728)	(16,846)
	6,926,012	7,777,941
Total trade receivables, prepayments and other receivables	7,490,756	8,415,783
Analysed for reporting purposes as:		
Current assets	7,485,249	8,410,492
Non-current assets (note iv)	5,507	5,291
	7,490,756	8,415,783

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2026

15. TRADE RECEIVABLES, PREPAYMENTS AND OTHER RECEIVABLES (CONTINUED)

Notes:

- (i) Before accepting any new buyers, the Group performs credit assessment based on publicly available financial and credit information, and other relevant sources. Credit limits are established for individual buyers based on this assessment. Credit sales are made to buyers with acceptable credit profiles, and the approved credit limits are reviewed on a regular basis.
- (ii) Trade receivables from transaction services include those receivables which are factored to bank and non-bank financial institutions with full recourse.
- (iii) Prepayment to sellers in relation to transaction services refer to the gross transaction amount paid, and the corresponding revenue on transaction services is recognised on a net basis upon completion of the underlying transactions.
- (iv) Non-current assets mainly represent prepaid expenses that will be amortised for a period of more than one year.
- (v) As at June 30, 2026, the balance of "others" included a government grant receivable amounting to RMB60,065,000, of which nil was collected subsequent to the reporting period (December 31, 2025: government grant receivable of RMB44,573,000, of which RMB28,451,000 was collected during the current interim period). The directors of the Company believe that there is reasonable assurance to recognise the government grant, as the conditions attached to the government grant have been fulfilled and its receipt is highly probable based on the Group's historical collection experience.

In addition, "others" included a prepayment to a supplier of RMB34,996,000, which is refundable by the supplier pursuant to a court order following the Group's successful litigation claim in the year ended December 31, 2025. This balance remained uncollected as at June 30, 2026.

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

	As at	
	June 30, 2026 RMB'000 (unaudited)	December 31, 2025 RMB'000 (audited)
0-90 days	422,286	523,284
91-180 days	64,810	82,258
181-365 days	65,541	25,989
1-2 years	6,686	365
Over 2 years	5,421	5,946
	564,744	637,842

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2026

16. FINANCIAL ASSETS AT FVTOCI

	As at	
	June 30, 2026 RMB'000 (unaudited)	December 31, 2025 RMB'000 (audited)
Receivables at FVTOCI (notes i and ii)	116,194	191,270

Notes:

- (i) The balance represents bills receivable held by the Group which are measured at FVTOCI since the bills are held within the business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets, and the contractual cash flows are solely payments of principal and interest on the principal amount outstanding.

As at June 30, 2026, included in the Group's receivables at FVTOCI are bills receivable amounting to RMB114,060,000 (December 31, 2025: RMB188,208,000), which are either endorsed to certain sellers for settlement of trade payables or discounted to the banks that are not derecognised in their entirety. Details of the disclosure are set out in Note 25(b).

Details of pledge of bills receivable for the Group's secured bank borrowings are set out in Note 20.

Certain bills were issued or guaranteed by reputable PRC banks with high credit ratings. Upon the discounting or endorsement of these bills, the Group transferred substantially all the risks, primarily interest rate risk, of these bills to the relevant banks/suppliers. Accordingly, the Group derecognised these bills receivable. Details of the disclosure are set out in Note 25 (c).

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

	As at	
	June 30, 2026 RMB'000 (unaudited)	December 31, 2025 RMB'000 (audited)
0-180 days	116,194	191,270

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2026

17. FINANCIAL ASSETS AT FVTPL

	As at	
	June 30, 2026 RMB'000 (unaudited)	December 31, 2025 RMB'000 (audited)
Non-current:		
Preferred shares investment (note i)	—	2,035
Equity securities in a listed entity	972	1,053
Unlisted equity investments (note ii)	47,965	44,664
	48,937	47,752

Notes:

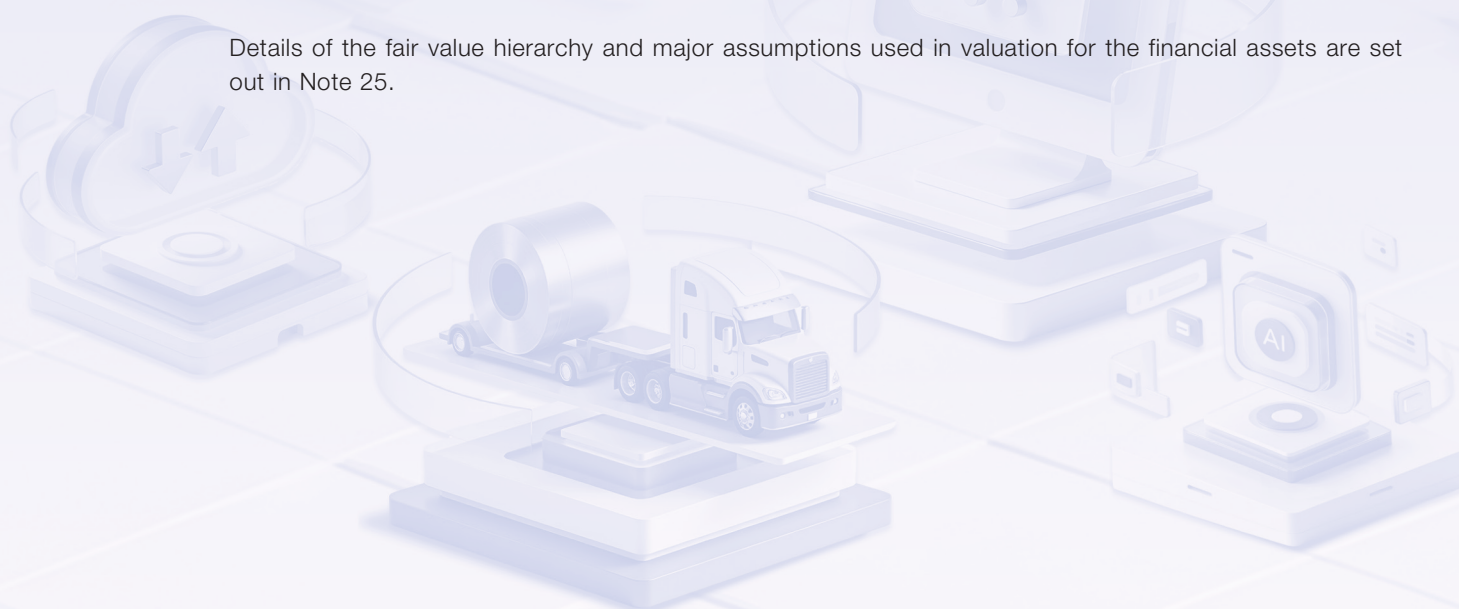
- (i) The Group made preferred shares investment in private companies which principally engaged in e-commerce sales of merchandise and provision of internet services. These investments comprise convertible redeemable preferred shares or ordinary shares with preferential rights.

The Group has the right to require the investees to redeem all the preferred shares held by the Group at guaranteed predetermined fixed amounts upon the occurrence of redemption events that are beyond the control of the issuers.

As at June 30, 2026, the preferred shares investments were valued at nil in view of the poor performance of the investees.

- (ii) These investments represent equity investments in unlisted entities in the form of ordinary shares, over which the Group does not have significant influence.

Details of the fair value hierarchy and major assumptions used in valuation for the financial assets are set out in Note 25.



Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2026

18. CASH AND CASH EQUIVALENTS/RESTRICTED CASH

Cash and cash equivalents

Cash and cash equivalents comprised of cash and short-term bank deposits with an original maturity of three months or less. The short-term bank deposits are carried interest at market rates, ranging from 0.05% to 0.45% per annum as at June 30, 2026 (December 31, 2025: 0.05% to 0.45% per annum).

Restricted cash

	As at	
	June 30, 2026 RMB'000 (unaudited)	December 31, 2025 RMB'000 (audited)
Deposits to secure bank borrowing and bills payable (note i)	2,098,492	1,146,601
Others (note ii)	—	1,111
Total	2,098,492	1,147,712

Notes:

- (i) The pledged bank deposits carry annual fixed interest rates ranging from 0.05% to 1.5% as at June 30, 2026 (December 31, 2025: 0.05% to 3.2%). At the end of each reporting period, the bank deposits have been pledged to secure short-term banking facilities and bills payable, and were therefore classified as current assets. The pledged bank deposits will be released upon the settlement of the relevant borrowings and bills.
- (ii) As at December 31, 2025, deposits amounting to RMB1,111,000 were restricted by a bank in relation to certain business disputes. The restriction was released by the bank in the current interim period.

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2026

19. TRADE, BILLS AND OTHER PAYABLES

	As at	
	June 30, 2026 RMB'000 (unaudited)	December 31, 2025 RMB'000 (audited)
Trade payables		
– Transaction services	112,288	295,854
– Transaction support services	23,501	29,254
– Overseas transaction business	36,164	12,005
– Technology subscription services	5	2,442
– Non-steel transaction business	2,250	5,170
	174,208	344,725
Bills payable	2,235,334	1,287,115
Advances received from buyers in relation to transaction services (note)	6,934,473	7,498,750
Interest payable	295	456
Salary and bonus payables	32,846	45,052
Advance on restricted share unit from employees	468	–
Stamp duty payable	24,411	7,519
Other taxes payable	15,951	22,884
Accrued expenses	21,980	9,064
Accrued professional fees and expenses related to De-SPAC Transaction	220	1,343
Accrued issue costs	316	679
Others	10,208	9,634
	9,450,710	9,227,221

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

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2026

19. TRADE, BILLS AND OTHER PAYABLES (CONTINUED)

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

	As at	
	June 30, 2026 RMB'000 (unaudited)	December 31, 2025 RMB'000 (audited)
0-30 days	172,352	340,946
31-180 days	1,856	3,779
	174,208	344,725

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

	As at	
	June 30, 2026 RMB'000 (unaudited)	December 31, 2025 RMB'000 (audited)
0-180 days	2,235,334	1,287,115



Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2026

20. BANK AND OTHER BORROWINGS

	As at	
	June 30, 2026 RMB'000 (unaudited)	December 31, 2025 RMB'000 (audited)
Fixed-rate borrowings:		
Bank borrowings	670,123	710,844
Other borrowings (note i)	8,167	10,160
	678,290	721,004
Analysed as:		
Secured	188,300	248,764
Guaranteed	50,000	63,000
Secured and guaranteed	279,990	279,990
Unsecured and unguaranteed	160,000	129,250
	678,290	721,004

Notes:

- (i) The balances arose from the factoring of trade receivables to banks and non-bank financial institutions with full recourse.
- (ii) The ranges of effective interest rates (which are also equal to contracted interest rates) on the Group's borrowings are as follows:

	As at	
	June 30, 2026 (unaudited)	December 31, 2025 (audited)
Fixed-rate borrowings	2.8%-3.5%	2.8%-3.5%

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2026

20. BANK AND OTHER BORROWINGS (CONTINUED)

Notes: (continued)

(iii) Types of borrowings are as follows:

Types of borrowings	Guaranteed/secured by	As at	
		June 30, 2026 RMB'000 (unaudited)	December 31, 2025 RMB'000 (audited)
Guaranteed bank borrowings	Guarantee from fellow subsidiaries	50,000	63,000
Guaranteed and secured bank borrowings	Guarantee from the Company, secured by building and leasehold lands of the Group	279,990	279,990
Secured bank borrowings	Secured by certain bank deposits	69,000	54,700
	Secured by certain bills receivable	111,133	183,904
Secured other borrowings	Secured by certain trade receivables	8,167	10,160
		518,290	591,754
Unsecured and unguaranteed bank borrowings		160,000	129,250
		678,290	721,004

Details of the securities of the bank and other borrowings are set out in Note 27.

- (iv) Certain bank facilities granted to the Group include the following covenants: (a) the Group will maintain due existence of major shareholders and key management, prudently and effectively operate and handle its business in accordance with fair financial and business standards and customs; (b) the major shareholders and key management shall continue all business operations normally to maintain its asset value, and refrain from any action/omission that may adversely affect its business operations and asset value; and (c) the Group does not have significant shareholding change which would negatively impact the Group's operation.

The Group has complied with these covenants throughout the reporting period.

Other than the above, the Group is not subject to covenants for the other bank borrowings during the current and prior reporting period.

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2026

21. FINANCIAL LIABILITIES AT FVTPL

	As at	
	June 30, 2026 RMB'000 (unaudited)	December 31, 2025 RMB'000 (audited)
Current:		
Listed Warrants	807	1,001
Promoter Warrants	1,047	1,299
Promoter Earn-out Rights	1,564	2,185
	3,418	4,485
Non-current:		
Redeemable preferred shares	24,994	26,192
	28,412	30,677

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

	Convertible preferred shares RMB'000	Redeemable preferred shares RMB'000	Listed Warrant Liabilities RMB'000	Promoter Warrant Liabilities RMB'000	Promoter Earn-out Rights Liabilities RMB'000	Total RMB'000
Carrying amounts:						
As at January 1, 2026 (audited)	–	26,192	1,001	1,299	2,185	30,677
Change in fair value	–	(1,198)	(194)	(252)	(621)	(2,265)
As at June 30, 2026 (unaudited)	–	24,994	807	1,047	1,564	28,412
As at January 1, 2025 (audited)	6,821,940	27,759	–	–	–	6,849,699
Capital Reorganisation (Note 24)	–	–	1,930	78,485	105,288	185,703
Change in fair value	37,814	129	1,460	(63,714)	(85,549)	(109,860)
Conversion into ordinary shares of the Company	(6,859,754)	–	–	–	–	(6,859,754)
As at June 30, 2025 (unaudited)	–	27,888	3,390	14,771	19,739	65,788

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2026

21. FINANCIAL LIABILITIES AT FVTPL (CONTINUED)

Convertible preferred shares

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

	Series A Preferred Shares RMB'000	Series B Preferred Shares RMB'000	Series C Preferred Shares RMB'000	Series D Group Preferred Shares RMB'000	Series E Preferred Shares RMB'000	Series F Preferred Shares RMB'000	Total convertible Preferred Shares RMB'000
At January 1, 2025 (audited)	1,066,858	805,179	977,354	1,265,761	1,776,382	930,406	6,821,940
Changes in fair value	6,490	4,846	5,613	6,825	9,236	4,804	37,814
Conversion into ordinary shares of the Company	(1,073,348)	(810,025)	(982,967)	(1,272,586)	(1,785,618)	(935,210)	(6,859,754)
At December 31, 2025 (audited) and June 30, 2026 (unaudited)	-	-	-	-	-	-	-
At January 1, 2025 (audited)	1,066,858	805,179	977,354	1,265,761	1,776,382	930,406	6,821,940
Changes in fair value	6,490	4,846	5,613	6,825	9,236	4,804	37,814
Conversion into ordinary shares of the Company	(1,073,348)	(810,025)	(982,967)	(1,272,586)	(1,785,618)	(935,210)	(6,859,754)
At June 30, 2025 (unaudited)	-	-	-	-	-	-	-

The details of the convertible preferred shares are referred to those presented in the Group's annual consolidated financial statements for the year ended December 31, 2025.

Redeemable preferred shares

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

Information regarding the voting rights, redemption rights and anti-dilution protection have been disclosed in the Company's 2025 annual report.

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2026

21. FINANCIAL LIABILITIES AT FVTPL (CONTINUED)

Redeemable preferred shares (continued)

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

	As at	
	June 30, 2026 RMB'000 (unaudited)	December 31, 2025 RMB'000 (audited)
Carrying amount:		
At the beginning of the reporting period	26,192	27,759
Changes in fair value	(1,198)	(1,567)
At the end of the reporting period	24,994	26,192

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

	As at	
	June 30, 2026 (unaudited) %	December 31, 2025 (audited) %
Pre-tax discount rate	19.85	19.43
Risk-free interest rate	1.23	1.37
Expected volatility	65.02	65.26

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2026

21. FINANCIAL LIABILITIES AT FVTPL (CONTINUED)

Listed Warrants, Promoter Warrants and Promoter Earn-out Rights

In arriving at the fair value of the Listed Warrants, Promoter Warrants and Promoter Earn-Out Rights, the directors of the Company used the binomial model and monte carlo simulation model as at the respective valuation dates. The key valuation assumptions used to determine the fair value of the Listed Warrants, Promoter Warrants and Promoter Earn-Out Rights are as follows:

	As at June 30, 2026		As at December 31, 2025	
	Listed & Promoter Warrants	Promoter Earn-Out Rights	Listed & Promoter Warrants	Promoter Earn-Out Rights
Time to maturity	3.69 years	3.69 years	4.19 years	4.19 years
Risk-free interest rate	2.55%	2.55%	2.55%	2.55%
Expected volatility	47.31%	47.31%	47.31%	47.31%
Expected dividend yield	0.00%	0.00%	0.00%	0.00%

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

The details and terms, and accounting treatment of the Listed Warrants, Promoter Warrants and Promoter Earn-out Rights are the same as those presented in the Group's annual consolidated financial statements for the year ended December 31, 2025.



Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2026

22. SHARE CAPITAL AND TREASURY STOCK

Share capital

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

	Par value per share US\$	Number of ordinary shares		Share capital US\$'000	Share capital presented in RMB RMB'000
		Class A	Class B		
Authorised:					
As at January 1, 2025 (audited) and June 30, 2025 (unaudited) and January 1, 2026 (audited), and June 30, 2026 (unaudited)	0.00005	1,700,000,000	300,000,000	100	622

	Par value per share US\$	Number of ordinary shares		Share capital US\$	Share capital presented in RMB RMB'000
		Class A	Class B		
Issued:					
As at January 1, 2025 (audited)	0.00005	45,324,446	172,684,310	10,900	71
Conversion of preference shares (Note 21)	0.00005	743,121,519	–	37,156	267
Shares issued to PIPE and PEF investors	0.00005	54,814,642	–	2,741	20
Shares issued to promoters	0.00005	24,109,411	–	1,205	9
Shares and bonus shares issued to non-redeeming Aquila's Class A shareholders	0.00005	7,869,750	–	393	2
Capitalisation issue to existing shareholders (note)	0.00005	4,816,731	18,351,552	1,159	8
As at June 30, 2025 (unaudited)		880,056,499	191,035,862	53,554	377

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2026

22. SHARE CAPITAL AND TREASURY STOCK (CONTINUED)

Share capital (continued)

	Par value per share US\$	Number of ordinary shares		Share capital US\$	Share capital presented in RMB RMB'000
		Class A	Class B		
Issued:					
As at January 1, 2026 (audited)		880,146,499	190,945,862	53,553	377
Exercise of pre-listing share options	0.00005	774,391	–	39	*
As at June 30, 2026 (unaudited)		880,920,890	190,945,862	53,592	377

* Amount below RMB1,000

Note: The capitalisation issue of 94,555,054 (Class A: 76,203,502 (including the conversion of preference shares), Class B: 18,351,552) shares is calculated at the ratio of approximately 1:1.106, which is derived from the ratio of converting 904,298,188 ordinary shares (including the conversion of preference shares) immediately before completion of the De-SPAC Transaction into 1,000,400,000 ordinary shares immediately after completion of the De-SPAC Transaction.

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

Treasury stock

	Number of shares	Amounts RMB'000
As at January 1, 2025 (audited)	–	–
Share repurchased	13,910,500	36,955
As at December 31, 2025 (audited)	13,910,500	36,955
Share repurchased	50,975,437	51,655
As at June 30, 2026 (unaudited)	64,885,937	88,610

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2026

23. SHARE-BASED PAYMENT TRANSACTIONS

Equity instruments granted by the Company to employees of the Group

2023 Pre-Listing Share Option Scheme

On July 14, 2023, the board of the Company approved the 2023 Pre-Listing Share Option Scheme for the primary purpose of recognising the contributions of certain employees and senior management of the Group and directors of the Company. The overall limit on the number of underlying shares pursuant to the 2023 Pre-Listing Share Option Scheme is 71,578,750 shares of the Company (after the effect of capitalization issue).

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

Batch under 2023 Pre-Listing
Share Option Scheme

Vesting Date of 2023 Pre-Listing Share Option Scheme

Batch 1

Not subject to any vesting period

Batch 2

Upon the Listing without service condition (*note*)

Batch 3

Within 5 business days of the first anniversary of the Listing Date, 50% of the options shall vest; and within 5 business days of the second anniversary of the Listing Date, the rest 50% of the option shall vest

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

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



Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2026

23. SHARE-BASED PAYMENT TRANSACTIONS (CONTINUED)

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

2023 Pre-Listing Share Option Scheme (continued)

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

Batch 2	Outstanding as at January 1, 2026	Granted	Exercised	Forfeited	Outstanding as at June 30, 2026
Employee:					
March 5, 2025	9,010,154	–	774,391	–	8,235,763
Director:					
March 5, 2025	1,649,500	–	–	–	1,649,500
	10,659,654	–	774,391	–	9,885,263
Exercisable at the end of the period					9,885,263
Weighted average exercise price (RMB)	1.09	–	0.05	–	1.45

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

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2026

23. SHARE-BASED PAYMENT TRANSACTIONS (CONTINUED)

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

2023 Pre-Listing Share Option Scheme (continued)

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

Batch 3	Outstanding as at January 1, 2026	Granted	Exercised	Forfeited	Outstanding as at June 30, 2026
Employee:					
March 5, 2025	4,058,948	–	–	–	4,058,948
Director:					
March 5, 2025	1,382,840	–	–	–	1,382,840
	5,441,788	–	–	–	5,441,788
Exercisable at the end of the period					2,720,894
Weighted average exercise price (RMB)	3.62				3.62

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

Note: The number of share option granted have been automatically increased from 14,554,683 to 16,101,442 at the ratio of approximately 1:1.106, pursuant to capitalization issue as disclosed in Note 22.

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2026

23. SHARE-BASED PAYMENT TRANSACTIONS (CONTINUED)

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

2023 Pre-Listing Share Option Scheme (continued)

In respect of the share options exercised during the current interim period, the weighted average share price at the date of exercise was RMB1.22 (June 30, 2025: Not applicable).

The Group recognised a total expense of approximately RMB6,120,000 for the period ended June 30, 2026 (June 30, 2025: RMB83,670,000) in relation to the options granted by the Company under the 2023 Pre-Listing Share Option Scheme.

2025 Share Award Scheme

On October 21, 2025, the Company's board of directors approved the 2025 Share Award Scheme to recognise and reward the contribution of certain eligible participants ("Selected Participants under 2025 Share Award Scheme") to the growth and development of the Group and to give incentives thereto in order to retain them for the continual operation and development of the Group; and to attract suitable personnel for further development of the Group. The total number of restricted shares underlying the 2025 Share Award Scheme shall not exceed 10% of the total number of issued and outstanding shares (excluding treasury shares) of the Company as at the date of passing such resolution, being 107,109,236 Class A Shares, pursuant to which existing ordinary shares of the Company will be purchased by a trustee from the market out of cash contributed by the Group and be held in trust for the relevant Selected Participants under 2025 Share Award Scheme until such restricted shares are vested with the relevant Selected Participants under 2025 Share Award Scheme.

The restricted shares granted under the 2025 Share Award Scheme can only be vested in the following manners (each date on which any portion of restricted shares granted shall be vested is hereinafter referred to as a "Vesting Date of 2025 Share Award Scheme" and each batch on which any portion of restricted shares granted shall be vested is hereinafter referred to as a "2025 Share Award Scheme"):

Batch under 2025

Share Award Scheme

Vesting Date of 2025 Share Award Scheme

Batch 1	Upon 6 months from grant date
Batch 2	Upon 12 months from grant date

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2026

23. SHARE-BASED PAYMENT TRANSACTIONS (CONTINUED)

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

2025 Share Award Scheme (continued)

Set out below are details of the movements in the outstanding restricted shares granted under the 2025 Share Award Scheme:

Batch	Outstanding as at January 1, 2026	Granted	Vested	Forfeited/ Cancelled	Outstanding as at June 30, 2026	Fair value per share at the date of grant RMB
Batch 1 – June 26, 2026	–	882,599	–	–	882,599	0.03
Batch 2 – June 26, 2026	–	3,546,434	–	–	3,546,434	0.06
	–	4,429,033	–	–	4,429,033	
Weighted average exercise price (RMB)	–	0.32	–	–	0.32	

During the six months ended June 30, 2026, the Company purchased a total of 50,975,437 ordinary shares on the Stock Exchange (June 30, 2025: Nil) at a total consideration of approximately RMB51,655,000 pursuant to the terms of the trust deed under the 2025 Share Award Scheme.

During the six months ended June 30, 2026, the Group recognized a total expense of approximately RMB23,000 (June 30, 2025: Nil) in relation to the shares granted by the Company under the 2025 Share Award Scheme.

The fair value of the restricted shares awarded was determined based on the market value of the Company's shares at the grant date less exercise price.

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2026

24. CAPITAL REORGANISATION

The details of the De-SPAC Transaction ("Capital Reorganisation") are the same as those presented in the Group's annual consolidated financial statements for the year ended December 31, 2025.

25. FINANCIAL INSTRUMENTS

a) Fair value measurements and valuation process

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

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

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

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



Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2026

25. FINANCIAL INSTRUMENTS (CONTINUED)

a) Fair value measurements and valuation process (continued)

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

Financial assets/ financial liabilities	Fair value		Fair value hierarchy	Valuation techniques and key inputs	Significant Unobservable input(s)
	As at June 30, 2026 RMB'000 (Unaudited)	December 31, 2025 RMB'000 (Audited)			
Preferred share investments	-	2,035	Level 3	Income approach – in this approach the discounted cash flow method was used to capture the present value of the expected future economic benefits to be derived from the ownership of the investee based on an appropriate discount rate. (December 31, 2025: Market approach in business valuation. The key inputs include enterprise value/last twelve months sales ("LTM EV/S") multiple, DLOM).	LTM EV/S multiple, DLOM (note i)
Equity securities in a listed entity	972	1,053	Level 1	Transaction price in an active market.	N/A
Unlisted equity investments	45,465	42,164	Level 3	Market approach. The key inputs include LTM EV/S multiples or enterprise value/earnings before interest and tax multiple, DLOM.	LTM EV/S multiples or enterprise value/ earnings before interest and tax multiple, DLOM (note i)
Derivative financial Assets (liabilities)	2,500	2,500	Level 2	Recent arm's length transaction price in an inactive market.	N/A
	9,677	(2,271)	Level 2	Future cash flows are estimated based on market foreign exchange rates.	N/A
Redeemable preferred shares	(24,994)	(26,192)	Level 3	Refer to Note 22	DLOM, discount rate, risk free interest rate, expected volatility (note i)
Financial assets at FVTOCI	116,194	191,270	Level 2	Income approach – in this approach, the discounted cash flow method was used to capture the present value of the cash flows to be derived from the receivables using the discount rate that reflected the credit risk of the corresponding banks which are observable.	N/A

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2026

25. FINANCIAL INSTRUMENTS (CONTINUED)

a) Fair value measurements and valuation process (continued)

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

Financial assets/ financial liabilities	Fair value		Fair value hierarchy	Valuation techniques and key inputs	Significant Unobservable input(s)
	As at June 30, 2026 RMB'000 (Unaudited)	December 31, 2025 RMB'000 (Audited)			
Listed Warrant Liabilities	(807)	(1,001)	Level 3	Binomial model and monte carlo simulation model. The key inputs include risk-free interest rate, stock price volatility.	Discount rate, stock price volatility (note ii)
Promoter Warrant Liabilities	(1,047)	(1,299)	Level 3	Binomial model and monte carlo simulation model. The key inputs include risk-free interest rate, stock price volatility.	Discount rate, stock price volatility (note ii)
Promoter Earn-out Rights Liabilities	(1,564)	(2,185)	Level 3	Binomial model and monte carlo simulation model. The key inputs include risk-free interest rate, stock price volatility.	Discount rate, stock price volatility (note ii)

Note i: Any increase (decrease) in DLOM and discount rate would result in a (decrease) increase in fair value of such financial assets.

Note ii: Any increase (decrease) in DLOM and discount rate would result in a decrease (increase) in fair value of such financial liabilities.

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

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2026

25. FINANCIAL INSTRUMENTS (CONTINUED)

a) Fair value measurements and valuation process (continued)

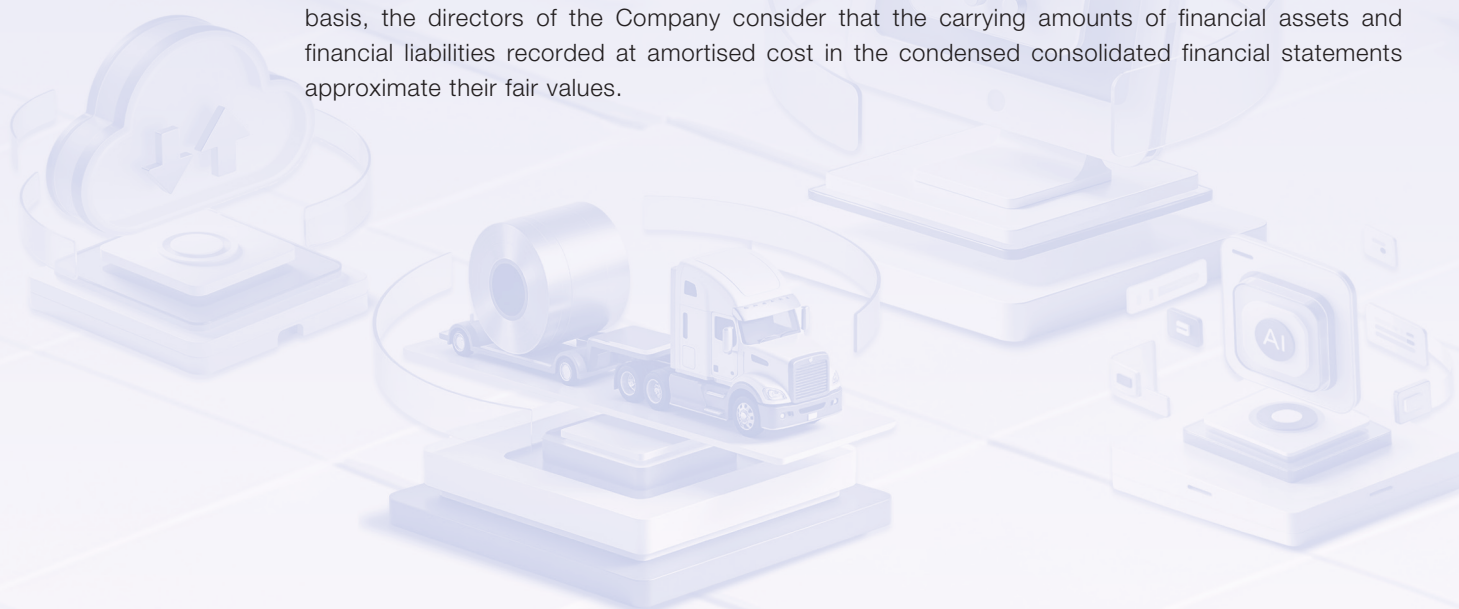
Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (continued)

Reconciliation of Level 3 fair value measurements

	Financial assets at FVTPL RMB'000	Financial liabilities at FVTPL RMB'000
As at January 1, 2025 (audited)	41,780	(6,849,699)
Conversion into ordinary shares of the Company	–	6,859,754
Addition arising from Capital Reorganisation	–	(183,773)
Gain – in profit or loss	1,633	111,320
As at June 30, 2025 (unaudited)	43,413	(62,398)
As at January 1, 2026 (audited)	44,199	(30,677)
Gain – in profit or loss	1,266	2,265
As at June 30, 2026 (unaudited)	45,465	(28,412)

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

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



Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2026

25. FINANCIAL INSTRUMENTS (CONTINUED)

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

The following are the Group's financial assets as at the end of the reporting period that had been transferred to banks or suppliers by way of discounting, endorsement or factoring on a full recourse basis. As the Group has not transferred the significant risks and rewards, it continues to recognise the full carrying amount of these financial assets and recognises the cash received from the transfers as collateralised borrowings (see Note 20). These financial assets are carried at amortised cost in the consolidated statement of financial position.

	Bills discounted to banks that are not derecognised in their entirety <i>RMB'000</i>	Bills endorsed to suppliers that are not derecognised in their entirety <i>RMB'000</i>	Factoring of trade receivables to bank financial institutions with full recourse <i>RMB'000</i>	Total <i>RMB'000</i>
As at December 31, 2025 (Audited)				
Carrying amount of transferred assets	183,904	4,304	10,160	198,368
Carrying amount of associated liabilities	(183,904)	(4,304)	(10,160)	(198,368)
Net position	—	—	—	—

	Bills discounted to banks that are not derecognised in their entirety <i>RMB'000</i>	Bills endorsed to suppliers that are not derecognised in their entirety <i>RMB'000</i>	Factoring of trade receivables to bank financial institutions with full recourse <i>RMB'000</i>	Total <i>RMB'000</i>
As at June 30, 2026 (Unaudited)				
Carrying amount of transferred assets	111,133	2,927	8,167	122,227
Carrying amount of associated liabilities	(111,133)	(2,927)	(8,167)	(122,227)
Net position	—	—	—	—

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2026

25. FINANCIAL INSTRUMENTS (CONTINUED)

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

As at June 30, 2026, the Group had derecognised bills discounted to banks or endorsed to certain sellers that had not yet matured, amounting to RMB7,197,456,000 (2025: RMB8,436,141,000). These bills were issued or guaranteed by reputable PRC banks with high credit ratings. Accordingly, the directors of the Company consider the substantial risk associated with these bills is interest rate risk, while the credit risk arising from these bills is minimal. The Group has therefore transferred substantially all the risks, primarily interest rate risk, associated with these bills to the relevant banks or sellers. However, if the bills are not accepted at maturity, the relevant banks or sellers have the right to require the Group to settle the outstanding balances.

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

26. RELATED-PARTY TRANSACTIONS

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

Transactions with a related party

	Six months ended June 30,	
	2026 RMB'000 (unaudited)	2025 RMB'000 (unaudited)
Commission income (note)	—	417

Note: This related party was the joint venture of the Company. During the year ended December 31, 2025, the Group had disposed of this joint venture.

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2026

26. RELATED-PARTY TRANSACTIONS (CONTINUED)

Compensation of key management personnel

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

	Six months ended June 30,	
	2026 RMB'000 (unaudited)	2025 RMB'000 (unaudited)
Salaries, allowances and benefits	4,860	5,619
Retirement benefits scheme contributions	607	680
Equity-settled share-based expense	2,698	18,025
	8,165	24,324

27. PLEDGE OF ASSETS

As of June 30, 2026, the Group had pledged certain assets as securities for borrowings and other financing facilities. Details of the pledged assets and the corresponding carrying amounts are set out below:

	As at	
	June 30, 2026 RMB'000 (unaudited)	December 31 2025 RMB'000 (audited)
Buildings	191,588	193,897
Right-of-use assets	15,936	16,128
Restricted cash	2,098,492	1,146,601
Trade receivables	8,167	10,160
Financial assets at FVTOCI	111,133	183,904
	2,425,316	1,550,690

Notes to the Condensed Consolidated Financial Statements (Continued)

For the six months ended June 30, 2026

28. CAPITAL COMMITMENTS

The Group had capital commitments for property, plant and equipment under non-cancellable contracts as follows:

	As at	
	June 30, 2026 RMB'000 (unaudited)	December 31 2025 RMB'000 (audited)
Property, plant and equipment	36,717	—

29. MAJOR NON-CASH TRANSACTIONS

During the six months ended June 30, 2026, pledged bank deposits for bills payable related to transaction services amounting to RMB1,005,735,000 (six months ended June 30, 2025: RMB434,204,000) were offset against the related bills payable.

During the six months ended June 30, 2026, the Group entered into new lease agreements for the use of leasehold lands, offices and staff dormitory. On the lease commencement, the Group recognized right-of-use assets and lease liabilities of RMB63,036,000 and RMB62,858,000, respectively.



Definitions

“AI”	artificial intelligence
“Altus Capital Limited”	Altus Capital Limited, the compliance advisor appointed by the Company to provide advice and guidance to the Group in respect of compliance with applicable laws and regulations
“Aquila”	Aquila Acquisition Corporation, an exempted company incorporated under the laws of the Cayman Islands with limited liability on November 25, 2021
“Auditor”	the auditor of the Company
“Audit Committee”	the audit committee established by the Company in accordance with Rule 3.21 of the Listing Rules and paragraph D.3.3 of the Corporate Governance Code
“Board”	the board of directors consisting of the executive Directors, non-executive Directors and the independent non-executive Directors of the Company
“Business Combination Agreement”	the business combination agreement entered into on August 31, 2023 and amended on December 9, 2024 among Aquila, our Company and ZG Merger Sub
“BVI”	the British Virgin Islands
“B2B”	business to business, a type of commerce transaction in which businesses sell products or services to businesses rather than to individual consumers
“Class A Shares”	the class A ordinary shares in the share capital of the Company with a par value of US\$0.00005 each, conferring a holder of a class A ordinary share one vote per share on all matters subject to the vote at general meetings of the Company



Definitions

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

Definitions

“De-SPAC Transaction”	the transactions contemplated by the Business Combination Agreement, including the Pre-Merger Capital Restructuring, the Merger and the PIPE Investments, resulting in the listing of the Company on the Stock Exchange subject to obtaining all the necessary approvals
“Director(s)”	the executive Directors, non-executive Directors and the independent non-executive Directors of the Company, as the context requires
“ECL model”	expected credit loss model
“FVTPL”	fair value through profit and loss
“GMV”	gross merchandise volume, the total value of merchandise sold in a given period; GMV of the Group includes (i) total value of steel products sold under transaction services, (ii) total value of steel products transacted under FatCat Easy Procurement, (iii) total value of steel products under overseas transaction business, and (iv) total value of non-steel products
“Group”	the Company, its subsidiaries and Consolidated Affiliated Entities, including their respective predecessors
“HK\$” or “HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“IFRS”	International Financial Reporting Standards
“independent third party(ies)”	any entity(ies) or person(s) which or who is/are not a connected person (within the meaning ascribed thereto under the Listing Rules)
“Latest Practicable Date”	September 24, 2026
“Listing”	the listing of the Company Shares on the Main Board of the Stock Exchange
“Listing Date”	March 10, 2025
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

Definitions

“Merger”	the merger of ZG Merger Sub with and into Aquila, subject to the terms and conditions of the Business Combination Agreement and in accordance with the laws of the Cayman Islands, with Aquila being the surviving entity following the Merger and becoming (immediately following the Merger) a direct wholly-owned subsidiary of the Company
“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules
“NDRC”	National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)
“Nomination Committee”	the nomination committee established by the Company in compliance with Rules 3.27A, 8A.27 and 8A.28 of the Listing Rules and paragraph B.3.1 of the Corporate Governance Code
“PIPE Investment Agreements”	the subscription agreements entered into on August 31, 2023 and February 5, 2025 among Aquila, the Company and the PIPE Investors
“PIPE Investments”	the subscription of the PIPE Investment Shares by the PIPE Investors pursuant to the PIPE Investment Agreements
“PIPE Investors”	the independent third party investors in the De-SPAC Transaction
“PRC” or “China”	the People’s Republic of China, but for the purposes of this interim report only, except where the context requires, references in this interim report to PRC or China exclude Hong Kong, Macau and Taiwan
“2023 Pre-Listing Share Option Scheme”	a scheme which permits the grant of options to subscribe for Company Shares by selected participants
“Pre-Merger Capital Restructuring”	capital restructuring transactions to be implemented by the Company and immediately prior to the filing of Aquila’s merger plan with the Cayman Registrar
“Raohuigang Holdings”	Raohuigang Holdings Limited, a company established in the BVI with limited liability on February 23, 2012, which is controlled by Mr. Rao Huigang
“Registered Shareholder(s)”	any person (including without limitation a nominee, trustee, depository or any other authorized custodian or third party) whose name is entered in the register of members of Aquila

Definitions

“Registered Shareholders of Zhaogang Netcom”

registered shareholders of Zhaogang Netcom, namely, Mr. Wang Dong, Mr. Wang Changhui, Mr. Rao Huigang, Shenzhen Cangjin Investment Partnership (L.P.) (深圳市滄金投資合夥企業(有限合夥)), Shanghai Mstone Asset Management Office (上海麥斯通資產管理事務所), Shanghai Weiyi Investment Management Centre (L.P.) (上海未易投資管理中心(有限合夥)), Hangzhou Sanren Yanxing Investment Partnership (L.P.) (杭州三仁焱興投資合夥企業(有限合夥)), Shanghai Yunqi Wangchuang Venture Capital Investment Centre (L.P.) (上海雲奇網創創業投資中心(有限合夥)), Hangzhou Yunjia Venture Capital Investment Partnership (L.P.) (杭州雲嘉創業投資合夥企業(有限合夥)), Shenzhen Xianfeng Chengzhang Investment L.P. (深圳險峰成長投資合夥企業(有限合夥)), Jiaxing Fenglin Yuyong Investment Partnership (L.P.) (嘉興豐廩豫永投資合夥企業(有限合夥)), Beijing Shishang Xiliu Catering Management Co., Ltd. (北京石上溪流餐飲管理有限公司), Beijing Jianshi Hongyuan Investment Management Centre (L.P.) (北京堅石宏遠投資管理中心(有限合夥)), Beijing Jianshi Tianhui Management Consulting Centre (L.P.) (北京堅石天匯管理諮詢中心(有限合夥)), Zhuhai Fuhai Huachuang Information Technology Venture Capital Investment Fund (L.P.) (珠海富海鐸創信息技術創業投資基金(有限合夥)), Xinyu Zhongfu Investment Management Centre (L.P.) (新余眾富投資管理中心(有限合夥)), Shenzhen Huasheng Linghui Equity Investment Fund Partnership (L.P.) (深圳華晟領輝股權投資合夥企業(有限合夥)), Shenzhen Cangxin Investment Partnership (L.P.) (深圳市滄鑫投資合夥企業(有限合夥)) and Wuxi Baiaoji Equity Investment Partnership (L.P.) (無錫佰奧基股權投資合夥企業(有限合夥))

“Remuneration Committee”

the remuneration committee established by the Company in compliance with Rule 3.25 of the Listing Rules and paragraph E.1.2 of the Corporate Governance Code

“Reporting Period”

the six months ended June 30, 2026

“Reserved Matter(s)”

means (i) any amendment to the Company Memorandum or the Company Articles, including the variation of the rights attached to any class of shares; (ii) the appointment, election or removal of any independent non-executive Director of the Company, (iii) the appointment or removal of the Company’s auditors, and (iv) the voluntary liquidation or winding-up of the Company

“RMB”

the lawful currency of the PRC

Definitions

“SaaS”	software as a service, a cloud-based software licensing and delivery model in which software and associated data are centrally hosted
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“SKU”	stock keeping unit
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“TCRM”	the Trading Customer Relationship Management Platform co-developed by the Company and Tencent Technology Co., Ltd. together
“ton”	metric ton, is a unit of weight, being 1,000 kilograms
“total transaction volume”	the total tonnage of steel products (i) transacted under the Group’s transaction services, (ii) transacted under FatCat Easy Procurement, and (iii) transacted under overseas transaction business, in a given period
“UAE”	United Arab Emirates
“U.S.” “US\$” or “United States”	the United States of America, its territories and possessions, any state of the United States and the District of Columbia
“USD”	U.S. dollars, the lawful currency of the U.S.
“Wangchanghui Holdings”	Wangchanghui Holdings Limited, a company established in the BVI with limited liability on February 23, 2012, which is controlled by Mr. Wang Changhui
“Wangdong Holdings”	Wangdong Holdings Limited, a company established in the BVI with limited liability on February 23, 2012, which is controlled by Mr. Wang Dong
“WFOE 1”	Beijing Gangfu Management Consulting Co., Ltd. (北京鋼富管理諮詢有限公司) (former names: Beijing Gangfu Huitong Commerce Co., Ltd. (北京鋼富匯通商貿有限公司) and Beijing Gangfu Huitong Consultancy Co., Ltd. (北京鋼富匯通諮詢有限公司)), a company established in the PRC with limited liability on May 23, 2012 and an indirect wholly-owned subsidiary of the Company

Definitions

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

