手回集团
SHOUHUI GROUP

SHOUHUI GROUP LIMITED
手回集團有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 02621

WARM SERVICE

ANNUAL REPORT 2025

CONTENTS

CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Yao Guang
(Chairman and Chief Executive Officer)
Mr. Liwei Han
Ms. Li Liu
Mr. Jianting Li

Non-executive Directors

Mr. Byron Ye
Mr. Sirui Li

Independent Non-executive Directors

Mr. Gang Shen
Mr. Haiquan Wu
Mr. Yuanxin Zhang

JOINT COMPANY SECRETARIES

Ms. Qing Li
Ms. Zhao Zeng

AUDIT COMMITTEE

Mr. Yuanxin Zhang *(Chairman)*
Mr. Haiquan Wu
Mr. Gang Shen

REMUNERATION COMMITTEE

Mr. Gang Shen *(Chairman)*
Mr. Yao Guang
Mr. Haiquan Wu

NOMINATION COMMITTEE

Mr. Yao Guang *(Chairman)*
Ms. Li Liu
Mr. Gang Shen
Mr. Haiquan Wu
Mr. Yuanxin Zhang

AUDITOR

KPMG
Certified Public Accountants
8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong

COMPLIANCE ADVISOR

CMBC International Capital Limited
45/F, One Exchange Square
8 Connaught Place
Central
Hong Kong

AUTHORIZED REPRESENTATIVES

Mr. Liwei Han
Ms. Qing Li

REGISTERED OFFICE

89 Nexus Way
Camana Bay
Grand Cayman
KY1-9009
Cayman Islands

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

2, 4, 5–402
Building No. 1
Tianjin International Jewellery City
No. 2 Gonghua Road
Huayuan Industrial Zone
Binhai High-Tech Zone
Tianjin
PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 1920, 19/F
Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong

PRINCIPAL SHARE REGISTRAR

Ogier Global (Cayman) Limited
89 Nexus Way
Camana Bay
Grand Cayman
KY1-9009
Cayman Islands

HONG KONG SHARE REGISTRAR

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

LEGAL ADVISOR

Jingtian & Gongcheng LLP
Suites 3203–3207, 32/F, Edinburgh Tower
The Landmark
15 Queen's Road Central
Hong Kong

PRINCIPAL BANK

China Construction Bank Corporation Shenzhen Keyuan South Subbranch
1/F, Huiheng Building
Gaoxin South 7th Road
Nanshan District, Shenzhen
PRC

STOCK CODE

2621

COMPANY WEBSITE

www.shouhui-tech.com

FINANCIAL HIGHLIGHTS

FINANCIAL HIGHLIGHTS

	For the year ended December 31,		
	2025	2024	Year-on-year change
	RMB'000	RMB'000	(%)
Revenue	**1,469,249**	1,387,086	5.9
Gross profit	**482,853**	528,880	(8.7)
Profit/(loss) for the year	**793,583**	(135,609)	685.2
Non-HKFRS measure:			
Adjusted profit for the year	**200,241**	241,563	(17.1)

The Board recommended the payment of a final dividend of HK$0.14 per share (tax inclusive) for the year ended December 31, 2025.

CHAIRMAN'S STATEMENT

Dear Shareholders,

On behalf of the board of directors of Shouhui Group Limited (the "**Company**"), I am pleased to present the annual results of the Company for the year ended December 31, 2025, and to provide a brief overview of our operational performance and future plans.

In 2025, Shouhui Group remained committed to a user-centric approach and actively embraced AI, achieving steady and robust development. During the year, the Company's GWP exceeded RMB10 billion for the first time, reaching RMB11.2 billion, representing a year-on-year increase of 37%. FYP surpassed RMB4.5 billion, a year-on-year increase of 49.9%. Profit for the year was RMB793.6 million, with adjusted net profit of RMB200.2 million. Total assets amounted to approximately RMB2.4 billion, representing a year-on-year increase of 31.1% from the end of 2024.

The growth in our business was primarily driven by the optimisation of our product mix and the strengthening of our core capabilities. In 2025, the Company accurately captured market demand by focusing on the dividend-type product sector, with FYP for dividend-type products reaching RMB1.0 billion, representing a year-on-year increase of 341.5%. Concurrently, the Company deepened its cooperation with over 100 insurance institutions, with FYP from customised products reaching approximately RMB1.9 billion, accounting for 43.1% of the Company's total FYP. FYP of long-term critical illness insurance products, represented by the Chaojimali Adult Critical Illness Insurance and Dahuangfeng Children Critical Illness Insurance, reached RMB615.5 million, representing a year-on-year increase of 46.7%. This differentiated product system has ensured the stability of the Company's business foundation.

AI infrastructure development and application implementation serve as the core support for improving operational efficiency. During the period, we developed and launched the AI infrastructure platform "Panshi 1.0 (磐石1.0)", which integrates comprehensive capabilities including AI application management, AI knowledge base management, AI tracking and quality inspection management, AI prompt and evaluation management, as well as operations and service deployment monitoring. As a unified AI infrastructure, it continuously accelerates and empowers us to systematically build a cluster of AI applications. Currently, "Panshi 1.0" has been integrated to manage a number of mature AI applications within the Company, aggregating hundreds of thousands of insurance, medical, legal and consulting information items, providing robust support for the debugging, evaluation, tracking, iteration and optimisation of dozens of AI projects.

Leveraging the underlying support of "Panshi 1.0", we have scaled up the implementation of various AI applications and achieved significant efficiency improvements across scenarios such as underwriting review, policy management, intelligent Q&A, outbound calling, quality inspection, and Eagle Eye verification, effectively enhancing efficiency and reducing costs. At the same time, we have dug deep into the potential of RAG technology and developed our own AI insurance assistant "Shouxiaobao (手小保)" to empower the sales front. We have also promoted the penetration of AI programming technology, significantly enhancing R&D efficiency. In addition, the "Haina (海納)" product management platform was upgraded and launched, supporting the efficient listing of over 500 products and reducing the delivery cycle by more than 50%, significantly improving product integration and management efficiency.

As a provider of insurance technology solutions, we also continue to offer our cooperative insurance companies insurance technology solutions related to intelligent risk assessment, claims adjustment and rapid claims settlement. In 2025, revenue from insurance technology services amounted to approximately RMB14.4 million, representing a year-on-year increase of 54.5%, of which over half of the revenue was contributed by the AI-based intelligent risk control system, and the number of high-risk insurance cases effectively identified surpassed 1.1 million.

Looking ahead to 2026, the Group will continue to execute its established strategy, focusing on the four major directions of product customisation and optimisation, AI technology empowerment, omni-channel collaboration, and risk control, to steadily enhance market share and service capabilities. Building on the operating foundation established over the past year, the Board is fully confident in the Group's long-term development.

On behalf of the Board, I would like to express my most sincere gratitude to all our employees, the management team, as well as our shareholders, customers and partners for their continued trust and support.

Shouhui Group Limited
Chairman
Yao Guang

Shenzhen, China
25 March 2026

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

As a leading enterprise in life and health insurance intermediary service sector in China, the Company has committed to build a full-scenario insurance transaction and service platform to provide individual and enterprise customers with turnkey and intelligent comprehensive risk protection solutions. The core revenue of the Company derived from insurance product distribution service fee. Through three major platforms, namely Xiaoyusan (2C personal end), Kachabao (2A agent end) and Niubao 100 (2B enterprise end), the Company has formed a synergistic, end-to-end service system. Through exclusive customization and extensive product collaborations with insurers, we offer a diverse portfolio that covers long-term life insurance products (including whole life insurance and annuity insurance), long-term critical illness insurance products, long-term medical insurance products, as well as various short-term insurance products, comprehensively meeting the risk protection needs of different customers.

In 2025, the Company's FYP reached over RMB4.5 billion, representing a year-on-year increase of 49.9%; its GWP exceeded RMB10 billion for the first time, reaching RMB11.2 billion, representing a year-on-year increase of 37%; it recorded revenue of approximately RMB1.47 billion, representing a year-on-year increase of 5.9%; it recorded profit for the period of RMB793.6 million, representing a year-on-year increase of over 600%, with adjusted net profit of approximately RMB200.2 million, representing a decrease of approximately 17.1% compared to that of 2024.

While achieving rapid premium growth, the Company seized market development trends in terms of product structure and focused on the dividend-type product sector to deepen its layout. During the Reporting Period, the FYP of dividend-type products amounted to RMB1 billion, representing a year-on-year increase of 341.5%, with the corresponding revenue rising by over 200% year-on-year.

As of December 31, 2025, the Company's total assets reached approximately RMB2.4 billion, representing an increase of 31.1% from the end of 2024, maintaining continuous and steady growth. The total net assets of the Company as of December 31, 2025 reached approximately RMB1.3 billion, compared to net liabilities of RMB0.7 billion as of December 31, 2024. This was mainly due to the automatic lapse of the preferential rights previously issued to investors after the Company's initial public offering on May 30, 2025, with the financial instruments issued to investors accordingly reclassified from liabilities to equity. The aggregate book balance of the Company's cash and cash equivalents, lower-risk wealth management products measured at fair value and deposit type financial assets was approximately RMB845.5 million, representing an increase of 36.8% from the end of 2024, indicating sufficient asset liquidity.

In December 2025, the Company's subsidiary, "Chuangxin Insurance Sales Co., Ltd."was officially renamed to "Shouhui Insurance Agency Co., Ltd". Such renaming aims to unify the Group's brand identity, enhance business synergy and resource integration, thereby providing customers with more consistent and convenient insurance services to support the sustained development of the Group's overall operations.

Business Update

1. **Market-driven product customization and IP management**

   Since 2015, we have remained committed to putting insurance clients as priority, continuously developing and customizing insurance products to meet the diverse needs of insurance customers. As of December 31, 2025, we have established in-depth cooperative relationships with over 100 insurance agencies, with more than 2,200 insurance products distributed cumulatively. During the Reporting Period, the cumulative FYP from our customized products reached approximately RMB1.9 billion, accounting for 43.1% of the Company's total FYP.

   Our customization capabilities stem from extensive insurance expertise, up-to-date industry insights, and a deep understanding of the profiles of insurance customers. Our expertise and capabilities enable us to continuously cooperate with insurance companies in shaping product features, communicating terms, assisting in managing risks, assisting in pricing and updating products. Our continuous iterations of customized products enable us to reduce client acquisition costs and enhance insurance client retention.

   Through the iteration of customized products, we have developed IPs that cater to different age groups. As of December 31, 2025, we had successfully incubated over 14 IPs on our platforms, covering a wide range of long-term life insurance products, long-term critical illness insurance products, long-term medical insurance products and other insurance products, as well as short-term insurance products. The introduction of our IPs has not only differentiated products we customized but also strengthened client loyalty, which ultimately allows us to stand out in a highly competitive industry. In 2025, through the continuous iteration and optimization of Chaojimali Adult Critical Illness Insurance and Dahuangfeng Children Critical Illness Insurance, as well as their omni-channel distribution, the FYP of our long-term critical illness insurance products reached RMB615.5 million, representing a year-on-year increase of 46.7%, with the corresponding revenue contribution growing by 46.3% year-on-year.

2. **Omni-channel strategic layout based on digitalization**

   We distribute life and health insurance products through three distribution channels facilitated by our three platforms, namely (1) online direct distribution via Xiaoyusan, (2) distribution through insurance agents via Kachabao, and (3) distribution with the assistance of business partners via Niubao 100. Our digital platforms support insurance agents and business partners by facilitating distribution and providing comprehensive support throughout the insurance transaction process.

In 2025, the Company continued to deepen its "2C + 2A + 2B" omni-channel strategic layout. Relying on the synergistic linkage of the three major platforms, namely Xiaoyusan (consumer end), Kachabao (agent end) and Niubao 100 (enterprise end), it has built an integrated insurance service network covering client reach, channel empowerment and ecological cooperation. Through continuous efforts in area such as new client acquisition, agent team building and partner ecosystem expansion, as of December 31, 2025, the Company has served a cumulative total of over 4.16 million insured users, aggregated more than 1,400 business partners, and the scale of contracted agents has exceeded 30,000. Its service coverage has extended to 15 provincial administrative regions across the country.

The Company has taken the development of a full-domain self-media matrix system as one of its core development strategies. Through the synergistic linkage of the three major platforms, namely Xiaoyusan, Kachabao and Niubao 100, it integrates experience and capabilities in self-media operation and brand building, systematically cultivates and connects various individuals and corporate self-media with Internet influence, and extensively deploys on various Internet platforms such as Douyin, Xiaohongshu, Bilibili, Baidu, WeChat ecosystem (Official Accounts and Video Accounts) and Weibo. This builds a full-link marketing system covering brand exposure, product promotion, reputation management and direct conversion to drive business development.

Leveraging its profound internet DNA and established ecosystem empowerment system, the Company is dedicated to advancing the establishment and development of personal branding of insurance agents. Since 2023, the Company has independently built and continuously refined its "Internet IP-based Insurance Agent" incubation system, providing agents with end-to-end support from content creation to commercial conversion through systematic and digitalized approaches. In 2025, the Company had hosted over 70 empowerment events through various online and offline channels, reaching more than 42,000 participants. In content ecosystem and account matrix development, 2025 saw the addition of over 600 operational accounts and more than 150 video platform accounts, achieving year-over-year growth exceeding 100% in terms of total platform accounts. In 2025, a total of over 60,000 professional articles, videos, and other content pieces were published, achieving total exposure exceeding 100 million views, which established a scaled, systematic ecosystem for agent IP operations.

3. **AI technology capabilities deeply integrated into business scenarios**

In 2025, centered on our core strategy of "AI Empowerment and Technology-Driven Innovation," we continued to strengthen our core technological capability establishment, extensively applying cutting-edge AI technologies across all business operations. These efforts drove significant improvements in product R&D efficiency, business operational effectiveness, and technology service revenue.

- Deepening the development of the "Panshi 1.0" AI infrastructure platform, the unified AI infrastructure platform that integrated comprehensive capabilities including AI application management, AI knowledge base management, AI tracking and quality inspection management, AI prompt and evaluation management, as well as operations, maintenance, and service deployment monitoring, has continuously accelerated and empowered the rapid creation of our systematic AI application clusters. The "Panshi 1.0" unified AI infrastructure platform has been integrated into multiple established AI applications within the Company, consolidating hundreds of thousands of insurance, medical, legal, and consulting data, safeguarding the debugging, evaluation, tracking, and iterative optimization of dozens of AI projects.

- Continued large-scale deployment of AI applications, including AI underwriting and review platform with 90% accuracy in data extraction and analysis, increasing the efficiency and empowering customer risk identification and disease underwriting; AI policy management tool reduces system operational costs by 90% and boosts data parsing and recording efficiency by 20 times; the private domain customer AI management tool leverages generative AI to create a 24/7 intelligent Q&A engine deployed on Xiaohongshu, replacing manual responses and significantly freeing up operational resources; the AI service notification robots covered high-frequency scenarios like renewal reminders, payment confirmations, and conversion and reactivation, substantially boosting service efficiency; the AI multimodal quality inspection system achieves 100% coverage for customer service information quality inspection, improving quality inspection efficiency by 60%; the AI Eagle Eye Verification System comprehensively covers high-risk purchasing scenarios, reducing labor costs by 90% compared to traditional manual verification.

- Deeply leveraging RAG technology potential, the self-developed AI purchasing assistant "Shou Xiao Bao" empowers sales teams across scenarios including product consultations and clause inquiries, continuously enhancing insurance services and business operational efficiency through advanced technology.

- Actively promoting AI programming technology adoption has substantially boosted R&D team productivity, with AI-generated code accounting for 40%.

- The unified insurance product management platform "Haina" has undergone a comprehensive upgrade and launched. The platform enables parameterized configuration and visual arrangement of insurance products. In 2025, it successfully supported the efficient launch of over 500 products, reducing the average delivery cycle by more than 50% and achieving a leaping upgrade in product onboarding and management efficiency.

- Continuous upgrades to the technology-driven purchasing processes and sales tools. Essential sales tools, including customer management, proposal generation, product comparison, and policy management, received continuous upgrades. The Chuangxin Shanlu system further deepened closed-loop of quality management. In 2025, the usage penetration rate of the Chuangxin Shanlu system among dual recording orders reached over 90%, achieving dual breakthroughs in compliance efficiency and experience optimization.

Meanwhile, as a provider of insurance technology solutions, we continue to offer cooperative insurance companies insurance technology solutions related to intelligent risk assessment, claims adjustment and rapid claims settlement. In 2025, we realized a revenue from insurance technology service of approximately RMB14.4 million, representing a year-on-year increase of 54.5%. Among this, the revenue contributed by the AI-based intelligent risk control system exceeded half, and the number of high-risk insurance cases effectively identified surpassed 1.10 million.

4. **Efficient and convenient insurance client service**

The combination of diverse client acquisition channels and efficient, convenient services has enabled us to establish a comprehensive insurance client service system. This has not only made our brand and services recognized by more insurance clients but also enhanced the service experience and loyalty of insurance clients.

Since our inception, we have continuously optimized the insurance purchasing and after-sales service processes using technology. We provide 24/7 consultation and claims reporting services, including answering product inquiries, responding to complaints and providing claims reporting assistance. In addition, we have a professional team covering the full range of policy management services, including insurance contract signing, online underwriting assistance, policy safekeeping, renewal payment services, cancellation assistance and claim assistance services. For example, based on insurance clients' health, occupation, age and other factors, we provide appropriate underwriting assistance. Through rapid claims settlement, personalized claim handling and online claim services, we provide professional and efficient claims assistance services to safeguard the rights of policyholders. In the second half of 2025, we introduced the "compensation when delayed" commitment for claims and underwriting notification services in certain products, providing compensation for delays exceeding agreed-upon timelines for manual underwriting applications and claims submissions from insurance customers. In 2025, the Company handled 36,000 rapid claims settlement cases with a total amount of approximately RMB28 million, with an average claim settlement time as low as 0.29 days and a client satisfaction rate of 99%. The total number of assisted claim cases reached 92,000.

Leveraging our technological capabilities and a full range of services closely tailored to meet the needs of insurance clients, we continue to gain the trust and loyalty of insurance clients. As of December 31, 2025, we had over 4.16 million policyholders, and our policyholders primarily included the core insurance consumer group aged 30 to 45 residing in first-tier and second-tier cities in China, who exhibited a high level of acceptance for digital insurance transactions and services. In 2025, policyholders aged 30 to 45 contributed 60.9% of our GWP and 71.4% of policies we distributed.

Future Outlook

In 2026, the Company will further consolidate its business foundation and take proactive measures to strengthen its market position and further increase its market share:

1. **Developing more customized insurance products and enhancing brand awareness**

   The Company will continue to iterate its various existing IP products, such as Chaojimali Adult Critical Illness Insurance, Dahuangfeng Children Critical Illness Insurance, Zengduoduo Incremental Whole Life Insurance, Yangduoduo Pension Annuity Insurance and Dahujia Casualty Insurance in response to the evolving insurance client needs and market competition, so as to continuously enrich the product portfolio. In terms of customized participating insurance products, the Company will actively develop customized product series in collaboration with outstanding insurance companies in the market, increasing the sales proportion of dividend products. The Company considers high-quality products as the cornerstone of its competitive edge, continuously enhancing its brand recognition.

   The Company will continue to expand and enrich its corporate insurance product series, to meet the risk protection needs of corporate clients and build a full-scenario insurance product ecosystem that covers both individual and corporate clients. Leveraging its three major platforms including Xiaoyusan, Kachabao and Niubao 100, the Company will explore the needs of existing clients, integrate resources, enhance the brand building of its corporate group insurance, increase the proportion of premiums from corporate clients, and develop new business growth points.

2. **Collaborating with more business value chain participants to expand business scale**

   The Company will continue to enhance its market presence and expand its insurance client outreach. The Company will continue to deepen the integrated online and offline marketing strategy, emphasize product IP creation and branding promotion, enhance user coverage and conversion, and continuously improve the business cycle from client acquisition to insurance policy purchase.

   The Company plans to continue deepen the layout of our offline branch network and continue recruiting productive agents. Through technological innovations and IP incubation system, the Company will empower agents and continuously cultivate a professional agent team with internet influence, helping insurance agents efficiently build personal brand IPs in both the public internet traffic pool and their personal private traffic domains, injecting momentum into sustainable business growth.

The Company will strengthen its relationships with its existing business partners by offering more customized products and efficient digital tools to help them improve operational efficiency. The Company plans to continue to deepen its collaborations with media advertising companies among its business partners, identifying more key opinion leaders for long-term partnerships, enriching its social media matrix establishment, and increasing the market presence of its customized products. The Company will further enhance its cooperation with agencies and brokerages with strong market position to form a high-performing alliance. Meanwhile, the Company will explore property insurance business scenarios, and continuously dig out subdivisions to actively pursue diversified development. Through coordinated efforts across all channels, the Company will continuously enhance its core competitiveness and market share in the domestic insurance intermediary market.

3. **Continuously building R&D capabilities to empower business development**

In terms of technology empowerment, the Company will continue to deepen the application of technology throughout the insurance business chain, and iterate and upgrade the online core transaction system, intelligent marketing tools and quality management system. In the AI application field, while continuing to explore the application potential of existing retrieval-augmented generation (RAG) technology, the Company will focus on key areas such as AI underwriting, AI insurance advisory and precise parsing of AI insurance documents to achieve full-process intelligent upgrading. This will drive the full-chain implementation of AI technology in business scenarios, improve the penetration and application efficiency of AI technology in all business processes, and drive operational efficiency improvement through technological innovation.

4. **Overseas Business**

The Company will actively explore the expansion of its insurance business overseas to inject new momentum into its long-term sustainable development.

FINANCIAL REVIEW

Revenue

During the Reporting Period, the Group generated revenue primarily from two segments: (i) insurance transaction services; and (ii) insurance technology services. The Group generates revenue from its insurance transaction services mainly through receiving commissions from insurance companies for distributing their insurance products to policyholders and the insured. The Group also generates revenue from insurance technology services by providing rapid claims settlement, risk assessment consulting and other services to insurance companies. Under the influence of multiple factors including increased uncertainty in the macroeconomic environment, a general slowdown in financial consumption demand, the comprehensive implementation of the "unified reporting and underwriting" policy across the insurance industry, and a widespread reduction in commission rates, the Group's insurance transaction services business faced challenges during the Reporting Period. In response to external pressures, the Group's management proactively addressed the situation by, on one hand, seizing the window period for policy adjustments regarding the pricing interest rates of standard life and health insurance products in the second half of 2025, and on the other hand, dynamically optimizing and promptly adjusting the product mix and sales strategies. Through these measures, the Group's overall revenue demonstrated resilience, achieving a steady year-on-year increase of 5.9% from RMB1,387.1 million for the year ended December 31, 2024, to RMB1,469.2 million for the year ended December 31, 2025.

Revenue by business segments

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

	For the year ended December 31,			
	2025		2024	
	RMB'000	**% of total revenue**	RMB'000	% of total revenue
Insurance transaction services	**1,454,829**	**99.0%**	1,377,751	99.3%
Insurance technology services	**14,420**	**1.0%**	9,335	0.7%
Total	**1,469,249**	**100.0%**	1,387,086	100.0%

The revenue from insurance transaction services increased by 5.6% from RMB1,377.8 million for the year ended December 31, 2024 to RMB1,454.8 million for the year ended December 31, 2025. Under the effect of the industry-wide implementation of the "unified reporting and underwriting" policy and the general reduction in commission rates, the revenue growth in this segment was primarily attributable to the Group's proactive adjustments to its product mix and sales strategies. On one hand, through the upgrade and distribution expansion of customized long-term critical illness insurance products (such as the Chaojimali and Dahuangfeng Series), revenue increased year-on-year. On the other hand, the Group seized the window period for the adjustment of pricing interest rates on standard products in the second half of the year, driving substantial growth in FYP for long-term life insurance, which partially offset the year-on-year decline in revenue from this product category caused by the commission rate reductions. Furthermore, affected by fluctuations in market demand for long-term medical and other insurance products, sales of related customized products (such as Jinyibao) fell short of expectations, leading to a year-on-year decrease in revenue from long-term medical and other insurance products. The revenue from insurance technology services increased by 54.5% from RMB9.3 million for the year ended December 31, 2024 to RMB14.4 million for the year ended December 31, 2025, primarily driven by the continued expansion of risk assessment assistance and other technology service businesses.

Revenue by insurance products

The following table sets forth a breakdown of the revenue generated from insurance companies for distributing their different categories of insurance products distributed by the Company for insurance companies, in absolute amounts and as a percentage of the total revenue from the insurance transaction services, for the periods indicated:

	For the year ended December 31,			
	2025		2024	
	RMB'000	**% of total revenue**	RMB'000	% of total revenue
Long-term insurance products				
Life insurance	**376,521**	**25.9%**	465,088	33.8%
Critical illness insurance	**694,696**	**47.8%**	474,802	34.5%
Medical and other insurance	**216,294**	**14.9%**	306,416	22.2%
Short-term insurance products	**167,318**	**11.5%**	131,445	9.5%
Total	**1,454,829**	**100.0%**	1,377,751	100.0%

Cost of Revenue

The cost of revenue of the Group primarily consists of (i) commission expenses paid to insurance agents and licensed insurance brokerages and agencies, (ii) channel promotion fees to the self-media traffic channels for referring potential policyholders and the insured, (iii) salaries and other benefits of the staff members, and (iv) other costs related to business operation such as costs for risk assessment technologies, which are primarily used to cover the cost of digital signatures, electronic authentication, health assessments and anti-fraud identification services provided by external vendors.

The cost of revenue increased by 14.9% from RMB858.2 million for the year ended December 31, 2024 to RMB986.4 million for the year ended December 31, 2025, primarily due to the Group's increased investment in channel promotion and customer acquisition to seize market opportunities and drive the growth of its insurance transaction services business, leading to a year-on-year increase in commission expenses and channel promotion fees.

Gross Profit and Gross Profit Margin

The overall gross profit of the Group decreased by 8.7% from RMB528.9 million for the year ended December 31, 2024 to RMB482.9 million for the year ended December 31, 2025. The overall gross profit margin of the Group decreased from 38.1% in 2024 to 32.9% in 2025. This was primarily attributable to the narrowing of profit margins due to increased commission expenses and channel promotion fees incurred during the Reporting Period to respond to changes in industry policies and seize sales opportunities, leading to a year-on-year decrease in the gross profit and gross profit margin of insurance transaction services.

Gross profit and gross profit margin by business segments

The following table sets forth a breakdown of the gross profit by business segments for the periods indicated:

	For the year ended December 31,			
	2025		2024	
		Gross profit margin		Gross profit margin
	RMB'000	**%**	RMB'000	%
Insurance transaction services	**473,400**	**32.5%**	524,047	38.0%
Insurance technology services	**9,453**	**65.6%**	4,833	51.8%
Total	**482,853**	**32.9%**	528,880	38.1%

The gross profit margin of insurance transaction services decreased from 38.0% for the year ended December 31, 2024 to 32.5% for the year ended December 31, 2025, primarily due to (i) the decrease in the revenue contribution of long-term medical and other insurance products which had a relatively high gross profit margin; and (ii) the decrease in the gross profit margin of the long-term critical illness insurance products as the Group increased the commission expenses to licensed insurance brokerages and agencies and the promotion fees to self-media traffic channels so as to improve its long-term critical illness market share.

The gross profit margin of insurance technology services increased from 51.8% for the year ended December 31, 2024 to 65.6% for the year ended December 31, 2025, primarily due to the enhanced cost control measures in technology service businesses such as risk control and claims adjustment.

Other Net Income

Other net income of the Group consists of (i) realized and unrealized gains and losses from financial assets measured at fair value through profit or loss, (ii) interest income on bank deposits, (iii) foreign exchange losses, (iv) government grants, (v) dilution gains from interests in associates, (vi) super-deduction of input VAT and (vii) others.

The following table sets forth a breakdown of other net income, in absolute amounts and as percentages of the total other net income, for the periods indicated:

	For the year ended December 31,			
	2025		2024	
	RMB'000	**%**	RMB'000	%
Realized gains and losses from financial assets measured at fair value through profit or loss	**7,699**	**58.9%**	11,197	81.8%
Unrealized gains and losses from financial assets measured at fair value through profit or loss	**620**	**4.7%**	–	0.0%
Government grants	**13**	**0.1%**	49	0.4%
Interest income	**5,116**	**39.1%**	2,354	17.2%
Foreign exchange losses	**(511)**	**(3.9)%**	(2,911)	(21.3)%
Super-deduction of input VAT	**–**	**0.0%**	(903)	(6.6)%
Dilution gains from interests in associates	**–**	**0.0%**	2,655	19.4%
Others	**138**	**1.1%**	1,241	9.1%
Total	**13,075**	**100.0%**	13,682	100.0%

Other net income decreased by 4.4% from RMB13.7 million for the year ended December 31, 2024 to RMB13.1 million for the year ended December 31, 2025, primarily due to the decrease in the dilution gains from interests in associates, partially offset by the decrease in the foreign exchange losses.

Sales and Marketing Expenses

Sales and marketing expenses of the Group consist of (i) advertising and marketing expenses, (ii) salaries and other benefits, (iii) office administrative expenses, (iv)share-based compensation, and (v) other expenses including short message service fees. Sales and marketing expenses increased by 1.3% from RMB136.3 million for the year ended December 31, 2024 to RMB138.0 million for the year ended December 31, 2025, primarily because we conducted more marketing activities and placed more advertisements to expand our business.

General and Administrative Expenses

General and administrative expenses of the Group primarily consist of (i) salaries and other benefits of the administrative and operational team, (ii) office administrative expenses, (iii) professional service fees including audit and consulting services fees, (iv) listing expenses, (v) taxes and surcharges, (vi) share-based compensation, and (vii) other expenses including regulatory fees paid by the Group as an insurance intermediary to NFRA. General and administrative expenses decreased by 13.2% from RMB98.0 million for the year ended December 31, 2024 to RMB85.1 million for the year ended December 31, 2025, primarily due to (i) the decrease in listing expenses, and (ii) the decrease in share-based compensation.

Research and Development Expenses

Research and development expenses of the Group primarily consisted of (i) salaries and other benefits of the R&D team, (ii) share-based compensation, and (iii) other expenses including hardware and software service expenses and depreciation and amortization. Research and development expenses decreased by 5.0% from RMB51.0 million for the year ended December 31, 2024 to RMB48.4 million for the year ended December 31, 2025, primarily due to the decrease in salaries and other benefits led by enhancing internal organizational efficiency, controlling personnel expenses and the year-on-year decrease in the average headcount of R&D personnel.

Provision for Impairment Loss

Provision for impairment loss were allowance for expected credit losses of accounts receivable. Provision for impairment loss decreased by 48.2% from RMB1.0 million for the year ended December 31, 2024 to RMB0.5 million for the year ended December 31, 2025, primarily due to a smaller year-on-year increase in the accounts receivable and contract assets.

Finance Costs

Finance costs of the Group represent interest expenses on lease liabilities. Finance costs remained relatively stable at RMB0.3 million and RMB0.6 million for the year ended December 31, 2024 and for the year ended December 31, 2025, respectively.

Changes in Carrying Amount of Financial Instruments Issued to Investors

Before Listing, the Group recognized the financial instruments issued to some Pre-IPO Investors (as defined in the Prospectus) as financial liabilities, because they were granted with the preferential rights/preferred shares to require it to redeem all of the instruments at a predetermined amount upon certain redemption or liquidation events, which are not all within the Group's control. The financial liabilities are measured at the present value of the highest of the amounts that could become payable to the investors upon the earliest possible date of occurrence of redemption or liquidation events. Any changes in the carrying amount of the financial liabilities arising from the remeasurement of the redemption or liquidation amount were recorded in as changes in the carrying amount of financial instruments issued to investors. Upon qualified initial public offering, the preferential rights automatically converted and the financial instruments issued to investors reclassified from liabilities to equity accordingly.

The Group had a loss of RMB345.0 million in changes in carrying amount of financial instruments issued to investors for the year ended December 31, 2024, as compared to a gain of RMB619.0 million for the year ended December 31, 2025, primarily due to the effect of changes in the Company's valuation.

Share of Losses of Associates

Share of losses of associates represents the Group's share of losses from Dahe Shenzhen Information Co., Limited* (大河(深圳)信息有限公司) ("**Dahe Shenzhen**") and Mianmiao Information Technology (Shanghai) Co., Ltd. (棉苗信息科技(上海)有限公司) ("**Mianmiao Information**"). Dahe Shenzhen and Mianmiao Information are two unlisted companies in which we made equity investments in 2019 and 2022, respectively. For details, please refer to the section headed "Interests in Associates" in the Accountants' Report in the Prospectus. The Group recorded share of losses of associates of RMB1.2 million and RMB2.8 million for the year ended December 31, 2024 and for the year ended December 31, 2025, respectively.

Income Tax

Income tax of the Group increased by 1.4% from RMB45.4 million for the year ended December 31, 2024 to RMB46.0 million for the year ended December 31, 2025, primarily due to the increase in taxable income as compared to the same period last year.

Profit/(Loss) for the Year

As a result of the foregoing, the Group recorded a profit of RMB793.6 million for the year ended December 31, 2025, representing an increase of 685.2% as compared to a loss of RMB135.6 million for the year ended December 31, 2024.

Non-HKFRS Measure: Adjusted Net Profit

To supplement the Group's consolidated annual results presented in accordance with HKFRS, the Group also uses a non-HKFRS measure, namely adjusted net profit (non-HKFRS measure), as an additional financial measure, which is not required by or presented in accordance with HKFRS. The Group believes that such non-HKFRS measure facilitates comparisons of operating performance from year to year by eliminating potential impacts of certain items. The Group believes that such measure provides useful information to investors and others in understanding and evaluating the Group's consolidated results of operations in the same manner as it helps the Group's management. However, the Group's presentation of adjusted net profit (non-HKFRS measure) may not be comparable to similarly titled measures presented by other companies. The use of such non-HKFRS measure has limitations as an analytical tool, and you should not consider it in isolation from, or as substitute for analysis of, the Group's results of operations or financial conditions as reported under HKFRS.

The Group defines adjusted net profit (non-HKFRS measure) as profit/(loss) excluding the effects of (i) changes in carrying amount of financial instruments issued to investors, (ii) share-based compensation expenses and (iii) listing expenses. Changes in carrying amount of financial instruments issued to investors and share-based compensation expenses are non-cash in nature.

The following table sets forth the reconciliation of profit/(loss) for the year to adjusted net profit for the periods indicated:

	For the year ended December 31,	
	2025	2024
	RMB'000	RMB'000
Non-HKFRS measure:		
Profit/(loss) for the year	**793,583**	(135,609)
Add:		
Changes in carrying amount of financial instruments issued to investors	**(619,015)**	345,035
Share-based compensation expenses	**11,426**	14,552
Listing expenses	**14,247**	17,585
Adjusted profit for the year	**200,241**	241,563

Intangible Assets

Intangible assets of the Group consist of (i) software, copyright and trademark, which mainly includes trademark and software copyrights, and (ii) licenses, including insurance brokerage license, insurance agency license and insurance appraisal license. The intangible assets of the Group as of December 31, 2024 was RMB41.0 million. The book value of the Group's intangible assets remained stable at RMB41.9 million as of December 31, 2025.

Interests in Associates

The Group recorded interests in associates regarding to its equity interests in two unlisted companies, namely Dahe Shenzhen and Mianmiao Information, of RMB5.1 million and RMB2.3 million as of December 31, 2024, and December 31, 2025, respectively.

Prepayments, Other Receivables and Other Assets

Prepayments, other receivables and other assets of the Group consist of (i) rental deposits, (ii) prepayment to suppliers, (iii) time deposits with original maturity over three months, (iv) other receivables from third parties, (v) prepayments for listing expense, (vi) value-added tax and income tax recoverable, (vii) advances to related parties, (viii) leasehold improvement, and (ix) others. Prepayments, other receivables and other assets increased from RMB29.5 million as of December 31, 2024 to RMB77.7 million as of December 31, 2025, primarily due to the Group's subscription for time deposits over three months.

Accounts Receivable

Accounts receivable of the Group comprised primarily commissions receivable from insurance companies for the insurance transaction services. Accounts receivable increased from RMB96.1 million as of December 31, 2024 to RMB114.7 million as of December 31, 2025, primarily due to the growth in performance in the fourth quarter of 2025 compared to the fourth quarter of 2024, resulting in an increase in the unsettled accounts receivable.

Contract Assets

Contract assets of the Group are recorded for arrangements when the Group has provided the insurance transaction services but for which the related payments are not yet unconditionally receivable. Contract assets are attributable to the commissions which are contingent upon the future premium payments of the policyholders. Contract assets increased from RMB849.6 million as of December 31, 2024 to RMB1,057.3 million as of December 31, 2025.

Accounts Payable

Accounts payable of the Group consist of amounts payables to suppliers. The accounts payable increased from RMB463.6 million as of December 31, 2024 to RMB563.5 million as of December 31, 2025, primarily due to the increase in the cost of revenue in relation to revenue attributable to policy renewals.

Other Payables, Accruals and Other Liabilities

Other payables, accruals and other liabilities consist of (i) insurance premiums payable on behalf of insurance policyholders, (ii) salary and welfare payables, (iii) payables to service providers, (iv) payables for miscellaneous tax, (v) payables for listing expenses, and (vi) others. Other payables, accruals and other liabilities increased from RMB126.8 million as of December 31, 2024 to RMB167.3 million as of December 31, 2025, primarily due to the increase in the insurance premium balances payable resulting from the growth in the premium collection business.

Lease Liabilities

Lease liabilities of the Group represent the payment obligations on the leases in relation to its leased properties that are used mainly as offices. Lease liabilities increased from RMB5.7 million as of December 31, 2024 to RMB19.0 million as of December 31, 2025, primarily due to the expiration of the original office premises lease during this year, and multiple new office premises lease agreements were signed.

Contingent Liabilities

As of December 31, 2025, the Group did not have any material contingent liabilities.

Liquidity and Capital Resources

The Group funded its operations primarily with net cash generated from its operations, together with the net proceeds from the Global Offering (as defined in the Prospectus). The Group does not anticipate any material changes to the availability of financing to fund its operations in the future.

As of December 31, 2025, the Group had bank balances and cash of RMB201.7 million denominated in Renminbi, United States dollars and Hong Kong dollars.

Capital Expenditures

The capital expenditures of the Group for the year ended December 31, 2025 amounted to RMB23.6 million, which principally included expenditures on right-of-use assets for leased offices.

The Group funded these expenditures through the net cash generated from its operations.

Charge of Assets

As of December 31, 2025, the Group had no charge of assets.

Gearing Ratio

Gearing ratio equals net debt divided by total equity as of the end of the period and multiplied by 100%. Net debt equals lease liabilities less cash and cash equivalents as of the end of the year. Gearing ratio is not applicable because the Group was in net cash position.

Foreign Exchange Risk Management

The Group mainly operates in the PRC with most of the transactions settled in Renminbi, and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to United States dollars and Hong Kong dollars. As of December 31, 2025, the Group had bank balances denominated in Renminbi, United States dollars and Hong Kong dollars. The Group did not have significant foreign currency exposure from its operations as of December 31, 2025. The Group currently does not have any foreign currency hedging transactions. However, the management monitors the foreign exchange exposure and will consider hedging significant foreign exchange exposure of the Group should the need arise.

Financial Instrument

The Group did not have any financial instrument for hedging purposes as of December 31, 2025.

Treasury Policy

The Directors will continue to follow the Group's prudent treasury policy to manage its financial resources, with the objective of maintaining its highly liquid position to ensure future growth opportunities would be captured when they arise.

SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

Save as disclosed in the section headed "Financial Assets Measured at Fair Value through Profit or Loss" below, there were no significant investments held, nor were there material acquisitions or disposals of subsidiaries, associates or joint ventures by the Group during the Reporting Period.

FINANCIAL ASSETS MEASURED AT FAIR VALUE THROUGH PROFIT OR LOSS

As at December 31, 2025, the Group's financial assets measured at fair value through profit or loss mainly include wealth management products subscribed from Shanghai Pudong Development Bank Co., Ltd. (上海浦東發展銀行股份有限公司) ("**SPDB**"), SPDB Wealth Management Co., Ltd. (浦銀理財有限責任公司) ("**SPDB Wealth Management**") and other commercial banks or financial institutions in the PRC and certain equity investments in private companies in the PRC. As at December 31, 2025, the total financial assets measured at fair value through profit or loss held by the Group amounted to approximately RMB622.1 million (December 31, 2024: RMB504.8 million), representing approximately 25.8% of the total assets of the Group.

The following table sets out the details of the Group's financial assets measured at fair value through profit or loss as at December 31, 2025:

Issuer	Product category	Principal activities	Investment cost/nominal value (RMB'000)	Fair value as at December 31, 2025 (RMB'000)	Percentage of total assets of the Company as at December 31, 2025 %
SPDB[1]	Negotiable certificate of deposit	Banking services	90,000	92,225	3.8%
SPDB Wealth Management[2]	Wealth management product	Banking services	56,305	57,013	2.4%
ABC Wealth Management Co., Ltd. (農銀理財有限責任公司)	Wealth management product	Banking services	75,000	76,032	3.2%
Ping An Bank Co., Ltd. (平安銀行股份有限公司)	Negotiable certificate of deposit	Banking services	50,648	52,260	2.2%
CMB International Securities Limited (招銀國際證券有限公司)	Structured deposit	Banking services	44,678	46,544	1.9%
CMB Wing Lung Asset Management Limited (招商永隆資產管理有限公司)	Money market fund	Banking services	43,126	44,592	1.9%
Taikang Fund Management Co., Ltd. (泰康基金管理有限公司)	Money market fund	Banking services	41,500	42,030	1.7%
Everbright Wealth Management Co., Ltd. (光大理財有限責任公司)	Wealth management product	Banking services	40,000	40,272	1.7%
ICBC Wealth Management Co., Ltd. (工銀理財有限責任公司)	Wealth management product	Banking services	35,000	35,173	1.5%
Bank of Communications Wealth Management Co., Ltd. (交銀理財有限責任公司)	Wealth management product	Banking services	30,000	30,105	1.3%
Bank of China Wealth Management Co., Ltd. (中銀理財有限責任公司)	Wealth management product	Banking services	26,000	26,036	1.1%
CCB Wealth Management Co., Ltd. (建信理財有限責任公司)	Wealth management product	Banking services	24,500	24,821	1.0%
CITIC Wealth Management Corporation Limited (信銀理財有限責任公司)	Wealth management product	Banking services	22,000	22,163	0.9%
Industrial and Commercial Bank of China Limited (中國工商銀行股份有限公司)	Negotiable certificate of deposit	Banking services	10,000	10,254	0.4%
Equity Investments in Private Companies	Equity investments	Equity investments	22,000	22,620	0.9%

Notes:

1. From November 2024 to December 2025, the Group subscribed from SPDB for certain large-denomination negotiable certificates of deposit in the total principal amount of RMB90.0 million. The term of investment is three years and is transferrable and the expected annualized rate of return is 2.2%. As at December 31, 2025, the total gain on investment in the SPDB product was approximately RMB2.2 million with an average annualized rate of return of approximately 2.2%.

2. From May 2025 to September 2025, the Group subscribed from SPDB Wealth Management for a fixed income investment product named SPDB Wealth Management Ritianjin No.1 (Corporation Exclusive) ("**浦銀理財日添金1號(公司專屬)理財產品**") (the "**SPDB Wealth Management Product**") in the total principal amount of approximately RMB56.3 million. The term of investment is no fixed term and the expected annualized rate of return is 1.7% to 2.1%. As at December 31, 2025, the total gain on investment in the SPDB Wealth Management Product was approximately RMB0.7 million with an average annualized rate of return of approximately 1.5% to 2.1%. For further details of this wealth management product, please refer to the announcement of the Company dated July 30, 2025.

   As SPDB Wealth Management is a wholly-owned subsidiary of SPDB, the assets ratio for the subscription of wealth management products from SPDB and SPDB Wealth Management, on an aggregated basis, is 6.2%. Hence, those investments constitute significant investments of the Group.

   The Group has adopted an investment strategy with the aim of effectively managing and enhancing the return on its cash reserves. This strategy is being implemented while the Group contemplates its investments.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

The Group intends to utilize the net proceeds raised from the Global Offering (as defined in the Prospectus) according to the plans set out in the section headed "Use of Proceeds from the Listing" in this annual report.

Save as disclosed in this annual report, the Group did not have other plans for material investments or capital assets as of the date of this annual report.

Charge of Assets

As of December 31, 2025, the Group had no charge of assets.

DIRECTORS AND SENIOR MANAGEMENT

BOARD OF DIRECTORS

The Board consists of nine Directors, of whom four are executive Directors, two are non-executive Directors and three are independent non-executive Directors. The Board of Directors is responsible and has general powers for the management and conduct of the Company's business. The functions and duties of the Board include but not limited to convening Shareholders' meetings and reporting the Board's work at Shareholders' meetings; implementing the resolutions passed at Shareholders' meetings; determining business plans and investment plans; preparing annual budget proposals and final accounts proposals; and exercising other powers, functions and duties as conferred by the Articles of Association.

The table below sets the certain information in respect of the members of the Board.

Name	Position	Date of appointment as Director	Roles and responsibilities in the Group	Relationship with other Directors or senior management
Executive Directors				
Mr. Yao Guang (光耀)	Executive Director, chairman of the Board and chief executive officer	August 3, 2023	Responsible for overall strategic planning and operational decision making of the Group.	Nil
Mr. Liwei Han (韓立煒)	Executive Director and chief technology officer	January 9, 2024	Responsible for overall technology strategy and R&D of the technology system of the Group.	Nil
Ms. Li Liu (劉麗)	Executive Director and chief product officer	January 9, 2024	Responsible for overall product design and development of the Group.	
Mr. Jianting Li (李鑒庭)	Executive Director and chief information officer	January 9, 2024	Responsible for the technology development and digitalization of the business of the Group.	Nil
Non-executive Directors				
Mr. Byron Ye (former name Gang Ye (葉鋼))	Non-executive Director	January 9, 2024	Responsible for providing professional opinion and judgement to the Board.	Nil
Mr. Sirui Li (李思睿)	Non-executive Director	January 9, 2024	Responsible for providing professional opinion and judgment to the Board.	Nil
Independent non-executive Directors				
Mr. Gang Shen (沈剛)	Independent non-executive Director	May 13, 2025	Responsible for providing independent opinion and judgment to the Board.	Nil
Mr. Haiquan Wu (吳海泉)	Independent non-executive Director	May 13, 2025	Responsible for providing independent opinion and judgment to the Board.	Nil
Mr. Yuanxin Zhang (張遠新)	Independent non-executive Director	May 13, 2025	Responsible for providing independent opinion and judgment to the Board.	Nil

Executive Directors

Mr. Yao Guang (光耀), aged 41, was appointed as a Director on August 3, 2023 and was subsequently re-designated as an executive Director on January 9, 2024. He is the chairman of the Board and the Company's chief executive officer, primarily responsible for overall strategic planning and operational decision making of the Group.

Mr. Guang is one of the Company's founders and has been closely involved in the operation and management of the Group. Other than serving as an executive Director, Mr. Guang has been assuming or assumed the following positions of the Group:

- executive director of Shenzhen Shouhui from January 2015 to December 2015, general manager, director and chairman of the board of Shenzhen Shouhui, since January 2015, December 2015 and November 2020, respectively;
- executive director and general manager of Tianjin Shouhui Investment Co., Ltd. (天津手回投資有限公司) since November 2023;
- chairman of the board of Shenzhen Shouhui Meichuang Technology Co., Ltd.* (深圳手回美創科技有限公司) (formerly known as Shenzhen Picus Technology Co., Ltd.* (深圳派氪司科技有限公司) ("Shouhui Meichuang") since November 2020;
- executive director and general manager of Shouhui Chuangxiang from December 2017 to April 2022;
- general manager and executive director of Small Umbrella Insurance Brokerage from April 2017 to April 2021 and since November 2020, respectively;
- executive director and general manager of Shenzhen Muchenglin Investment Development Co., Ltd.* (深圳木成林投資發展有限公司) ("Shenzhen Muchenglin Investment") since December 2015; and
- executive director and general manager of Shenzhen Small Umbrella Insurance Brokers Ltd.* (深圳小雨傘保險經紀有限公司) ("Shenzhen Small Umbrella") from April 2016 to January 2018.

Mr. Guang has over 18 years of experience in the Internet technology industry and 11 years of experience in the field of insurance intermediary. He co-founded the Group with Mr. Liwei Han in January 2015. Prior to the establishment of the Group, Mr. Guang had the following working experience:

Name of organisation	Principal activities	Last position and responsibilities	Period of service
Kingdee Software (China) Co., Ltd. (金蝶軟件(中國)有限公司), a wholly-owned subsidiary of Kingdee International Software Group Company Limited (金蝶國際軟件集團有限公司), a company listed on the Stock Exchange (stock code: 268)	Development, manufacturing and selling of software and hardware products and provision of software-related services	Operation manager	September 2007-March 2010
Tencent Technology (Shenzhen) Company Limited (騰訊科技(深圳)有限公司), a wholly-owned subsidiary of Tencent Holdings Limited, a company listed on the Stock Exchange (stock code: 700) ("Tencent")	Development of software and provision of information technology services	Product manager	June 2010-March 2014

Mr. Guang was recognised as one of "Fortune's 40 Most Promising Business Elites Under 40 in China" (《財富》中國40位40歲以下最具潛力商業精英) in August 2024. Mr. Guang was named the "2022 China Insurance Manager of the Year" (2022中國保險年度經理人) by China Banking and Insurance News (中國銀行保險報) in December 2022. He was accredited as a "Type-III Futian Elite" (III類福田英才) by the Leading Group Office for Talent Affairs of CPC Futian District Committee in Shenzhen* (深圳市福田區人才工作領導小組辦公室) in April 2022. In October 2019, Mr. Guang was awarded "Outstanding Young Entrepreneur in the New Era" (新時代優秀創業青年) by the Institute of Studies for the Greater Bay Area (Guangdong, Hong Kong, Macau) (Guangdong University of Foreign Studies).

Mr. Guang obtained a bachelor's degree in management in e-commerce from Wuhan University of Technology (武漢理工大學) in the PRC in June 2007 and a bachelor's degree in engineering minoring in computer science and technology from Wuhan University of Technology in PRC in June 2007.

Mr. Guang was (i) a director of MUC (Hong Kong) Technology Co., Limited (香港木成林科技有限公司) ("MUC Hong Kong"), a company incorporated in Hong Kong, which had no substantive active operation and was deregistered on November 3, 2017; (ii) a director and general manager of Shenzhen Small Umbrella, a company established in the PRC, which had no substantive active operation and was deregistered on January 25, 2018; and (iii) a managing partner and limited partner of Shenzhen Muchenglin Investment Management Partnership (Limited Partnership)* (深圳木成林投資管理合夥企業(有限合夥)) ("Shenzhen Muchenglin LP"), a partnership established in the PRC, which was principally engaged in private equity investment and was deregistered on March 6, 2018 due to change of plans to establish Small Umbrella (ESOP) as Shenzhen Shouhui's employee shareholding platform instead. Mr. Guang confirmed that (i) each of Shenzhen Small Umbrella, Shenzhen Muchenglin LP and MUC Hong Kong was solvent with no outstanding liabilities arising from any material non-compliance incidents, claims, litigations or proceedings arising from its operation immediately prior to its deregistration; (ii) there was no wrongful act on his part leading to such deregistration and he was not aware of any actual or potential claim that had been or would be made against him as a result of such deregistration; and (iii) no misconduct on his part had been involved in such deregistration.

Mr. Liwei Han (韓立煒), aged 41, was appointed as an executive Director on January 9, 2024. He is also the chief technology officer, primarily responsible for overall technology strategy and R&D of the technology system of the Group.

Mr. Han is one of the founders and has been closely involved in the operation and management of the Group. Other than serving as an executive Director, Mr. Han has been assuming or assumed the following positions of the Group:

- supervisor, chief technology officer and director of Shenzhen Shouhui from January 2015 to December 2015, since January 2015 and December 2015, respectively;
- director of Shenzhen Meichuang since November 2020;
- supervisor of Small Umbrella Insurance Brokerage from April 2017 to November 2020;
- general manager and executive director of Shouhui Insurance Agency from October 2020 to November 2021 and from October 2020 to December 2025, respectively;
- supervisor of Shenzhen Muchenglin Investment since December 2015;
- supervisor of Shouhui Chuangxiang since December 2017; and
- supervisor of Shenzhen Small Umbrella from April 2016 to January 2018.

Mr. Han has over 15 years of experience in the Internet technology service and e-commerce industry, and ten years of experience in the field of insurance intermediary. He co-founded the Group with Mr. Guang in January 2015. Prior to the establishment of the Group, Mr. Han worked at Tencent Technology (Shenzhen) Company Limited (騰訊科技(深圳)有限公司), a wholly-owned subsidiary of Tencent, from March 2010 to November 2013 and worked at Tencent E-Commerce Digital (Shenzhen) Co., Ltd.* (騰訊電商數碼(深圳)有限公司) (formerly a wholly-owned subsidiary of Tencent; currently Yuanzhi e-commerce Digital (Shenzhen) Co., Ltd.* (元指針電商數碼(深圳)有限公司), a wholly-owned subsidiary of JD.com, Inc., a company listed on the Nasdaq Stock Exchange (stock code: JD) and the Stock Exchange (stock code: 9618) ("JD")) from December 2013 to March 2014. Mr. Han also worked as a head of organization at Beijing Jingdong Shangke Information Technology Co., Ltd.* (北京京東尚科信息技術有限公司), a wholly-owned subsidiary of JD, from April 2014 to January 2015.

Mr. Han obtained a bachelor's degree in engineering in computer science and technology from Harbin Institute of Technology (哈爾濱工業大學) in the PRC in July 2007, and a master's degree in engineering in computer science and technology from Harbin Institute of Technology in the PRC in January 2010. In December 2023, Mr. Han was selected as one of the "China InsurTech Decade 100 — Innovators" by Insur View.

Mr. Han was a supervisor of Shenzhen Small Umbrella, a company established in the PRC, which had no substantive active operation and was deregistered on January 25, 2018. Mr. Han confirmed that Shenzhen Small Umbrella was solvent with no outstanding liabilities arising from any material non-compliance incidents, claims, litigations or proceedings arising from its operation immediately prior to its deregistration; (ii) there was no wrongful act on his part leading to its deregistration and he was not aware of any actual or potential claim that had been or would be made against him as a result of such deregistration; and (iii) no misconduct on his part had been involved in such deregistration.

Ms. Li Liu (劉麗), aged 41, was appointed as an executive Director on January 9, 2024. She is also the chief product officer, primarily responsible for overall product design and development of the Group.

Ms. Liu joined the Group as the chief product officer of Shenzhen Shouhui in April 2015. She has been the chief product officer and director of Shenzhen Shouhui since April 2015 and March 2017, respectively. Ms. Liu has been a director of Shouhui Chengdu since May 2021, and has been the executive director and general manager of Shouhui Chuangxiang since April 2022. Ms. Liu has been the executive director of Shouhui Insurance Agency since December 2025.

Ms. Liu has over 18 years of experience in the Internet technology service industry and over ten years of experience in the field of insurance intermediary. Prior to joining the Group, Ms. Liu worked at Tencent Digital (Shenzhen) Co., Ltd.* (騰訊數碼(深圳)有限公司), a wholly-owned subsidiary of Tencent, from September 2007 to November 2013 and worked as a technical R&D product manager at Beijing Jingdong Shangke Information Technology Co., Ltd.* (北京京東尚科信息技術有限公司), a wholly-owned subsidiary of JD, from April 2014 to April 2015.

Ms. Liu obtained a bachelor's degree in education in preschool education from Hunan Normal University (湖南師範大學) in the PRC in June 2005, and a master's degree in business management from Sichuan University (四川大學) in the PRC in June 2015. Ms. Liu was accredited as a psychological counselor (心理諮詢員) by the Ministry of Human Resources and Social Security (人力資源和社會保障部) in September 2010. In December 2023, Ms. Liu was selected as one of the "China InsurTech Decade 100 — Strategy and Management Leaders" by Insur View.

Mr. Jianting Li (李鑒庭), aged 40, was appointed as an executive Director on January 9, 2024. He is also the chief information officer, primarily responsible for the technology development and digitalization of the business of the Group.

Mr. Li joined the Group in April 2015 and has been the chief information officer of Shenzhen Shouhui. In addition, he has been assuming or assumed the following positions of the Group:

- supervisor and director of Shenzhen Shouhui from August 2018 to June 2019 and since June 2019, respectively;
- executive director and general manager of Shouhui Consulting since June 2017;
- executive director and general manager of Xiehuangbao since December 2019; and
- supervisor of Shouhui Insurance Agency since October 2020.

Mr. Li has over 14 years of experience in the Internet technology and software industry, and over ten years of experience in the field of insurance intermediary. Prior to joining the Group, Mr. Li worked at Tencent Technology (Shenzhen) Co., Ltd.* (騰訊科技(深圳)有限公司), a wholly-owned subsidiary of Tencent, from April 2011 to March 2014 and worked as a software development engineer at Beijing Jingdong Shangke Information Technology Co., Ltd.* (北京京東尚科信息技術有限公司), a wholly-owned subsidiary of JD, from April 2014 to April 2015.

Mr. Li obtained a bachelor's degree in engineering in electronic information engineering from Xidian University (西安電子科技大學) in the PRC in July 2008, and a master's degree in engineering in electronic science and technology from Zhejiang University (浙江大學) in the PRC in March 2011.

Non-executive Directors

Mr. Byron Ye (former name Gang Ye (葉鋼)), aged 52, was appointed as the non-executive Director on January 9, 2024, primarily responsible for providing professional opinion and judgment to the Company's Board. Mr. Ye joined the Group as a director of Shenzhen Shouhui in January 2021.

Mr. Ye has extensive experience in investment and asset management. Prior to joining the Group, Mr. Ye worked at Morgan Stanley & Co. LLC from May 2005 to September 2007 and as an investment director of the private equity investment department at Fosun Capital Group from August 2012 to November 2013. Mr. Ye has been a senior managing director at Noah Gopher Capital Advisors, LLC (歌斐資產管理有限公司) since June 2016. Prior to that, Mr. Ye worked as a managing director at Whitney Exchange Capital* (上海惠勵投資管理有限公司) from September 2014 to June 2016.

Mr. Ye obtained a bachelor's degree in engineering in computer and application, from Shanghai Jiao Tong University (上海交通大學) in the PRC in July 1996, and a master's degree in business administration from Yale University in the United States in May 2012.

Mr. Sirui Li (李思睿), aged 43, was appointed as the non-executive Director on January 9, 2024, primarily responsible for providing professional opinion and judgment to the Board.

Mr. Li has over 18 years of experience in investment and asset management. Prior to joining the Group, Mr. Li had the following working experience:

Name of organization	Principal business activities	Last position and responsibilities	Period of service
PricewaterhouseCoopers ZhongTian LLP (普華永道中天會計師事務所)	Accounting and consulting service	Senior associate	October 2007-August 2008
Shenzhen Chongshi Private Equity Investment Fund Management Co., Ltd.* (深圳崇石私募股權投資基金管理有限公司)	Fund management	Investment analyst	September 2007-May 2012
Golden China (Tianjin) Investment Management Co., Ltd.* (華金(天津)投資管理有限公司)	Fund management	Vice president, general manager of strategic planning	May 2012-January 2016
Tianjin Tasly Health Industry Investment Partnership (L.P.)* (天津天士力健康產業投資管理合夥企業(有限合夥))	Fund management	General manager of strategic development department	February 2016-March 2022
Tasly Capital Holding (Beijing) Co., Ltd.* (天士力資本控股(北京)有限公司)	Fund management	Deputy general manager	January 2017-March 2024
Juzhida Health Technology Service Group Co., Ltd.* (聚智大健康科技服務集團有限公司)	Corporate management	Executive deputy general manager	March 2020-March 2024
Tasly Bio-pharmaceutical Industry Group Co., Ltd. (天士力生物醫藥產業集團有限公司)	Strategic planning	General manager of strategic development center	July 2020-March 2024
Tasly Big Health Industry Investment Group Co., Ltd. (天士力大健康產業投資集團有限公司)	Fund management	Assistant to the Chairman of the Board of Directors	March 2024-Present

Mr. Li obtained a bachelor's degree in engineering in pharmaceutical engineering from Tianjin University (天津大學) in the PRC in June 2005, and a master's degree in business management from Nankai University (南開大學) in the PRC in December 2014. Mr. Li was accredited as a Certified International Investment Analyst (CIIA) by the Association of Certified International Investment Analysts (ACIIA) in March 2011.

Mr. Li was (i) a supervisor of Tianjin Huaxin Investment Management Co., Ltd.* (天津華新投資管理有限公司) ("Tianjin Huaxin"), a company established in the PRC, which was principally engaged in private equity investment and was deregistered on May 23, 2019 as the company ceased operations; (ii) an executive director and manager of Baoding Juzhihui Pharmaceutical Sales Co., Ltd.* (保定聚智薈藥品銷售有限公司) ("Baoding Juzhihui"), a company established in the PRC, which was principally engaged in pharmaceutical retail and was deregistered on April 24, 2023 voluntarily due to commercial reasons; (iii) a managing partner and limited partner in Tianjin Huili Technology Development Partnership (Limited Partnership)* (天津匯力科技發展合夥企業(有限合夥)) ("Tianjin Huili"), a partnership established in the PRC, which was established as an employee shareholding platform of Juzhida Health Technology Service Group Co., Ltd. and was deregistered on December 27, 2021 upon termination of the employee share incentive scheme; (iv) a supervisor of Big

Health Intelligent Medical Technology (Shenzhen) Co., Ltd.* (大健康智能醫療科技(深圳)有限公司) ("Big Health Intelligent"), a company established in the PRC, which was principally engaged in big health advertising and commercial trade business and was deregistered on May 14, 2024 due to change of business strategy; and (v) a director and manager of Tianjin Dechuan Big Health Information Consulting Co., Ltd.* (天津德傳大健康信息諮詢有限公司) ("Tianjin Dechuan") within 12 months prior to its deregistration, a company established in the PRC, which was principally engaged in consumer goods traceability code business and was deregistered on January 6, 2025 due to change of business strategy. Mr. Li confirmed that (i) each of Tianjin Huaxin, Baoding Juzhihui, Tianjin Huili, Big Health Intelligent and Tianjin Dechuan was solvent with no outstanding liabilities arising from any material non-compliance incidents, claims, litigations or proceedings arising from its operation immediately prior to its deregistration; (ii) there was no wrongful act on his part leading to such deregistration and he was not aware of any actual or potential claim that had been or would made against him as a result of such deregistration; and (iii) no misconduct on his part had been involved in such deregistration.

Independent Non-executive Directors

Mr. Gang Shen (沈剛), aged 47, was appointed as the independent non-executive Director on May 13, 2025, primarily responsible for providing independent opinion and judgment to the Board.

Mr. Shen currently also serves as a director of Shenzhen Mokylin Technology Co., Ltd.* (深圳墨麟科技股份有限公司), a company in the online game industry listed on the New OTC Market (stock code: 835067), since January 1, 2021.

Mr. Shen has over 13 years of experience in the Internet technology service industry. Prior to joining the Group, Mr. Shen had the following working experience:

Name of organization	Principal business activities	Last position and responsibilities	Period of service
Tencent E-Commerce Digital (Shenzhen) Co., Ltd.* (騰訊電商數碼(深圳)有限公司) (formerly a wholly-owned subsidiary of Tencent; currently Yuanzhi e-commerce Digital (Shenzhen) Co., Ltd.* (元指針電商數碼(深圳)有限公司), a wholly-owned subsidiary of JD)	E-commerce	Senior director of product development	September 2012-October 2014
Shenzhen Mokylin Technology Co., Ltd.* (深圳墨麟科技股份有限公司), a company listed on the New OTC Market (stock code: 835067)	Internet game R&D and operation	Vice president	November 2014-August 2020
Shenzhen Flash Stone Interactive Technology Co., Ltd. (深圳閃石互動科技有限公司)	Internet game R&D and operation	Chairman of the board of directors	November 2020-Present

Mr. Shen obtained a bachelor's degree in science in computer software from Nanjing University (南京大學) in the PRC in July 1999, and a master's degree in business administration from China Europe International Business School (中歐國際工商學院) in the PRC in September 2012.

Mr. Shen was a supervisor of Shenzhen Lvzhou Real Estate Agency Co., Ltd.* (深圳市綠洲房地產經紀有限公司), a company established in the PRC and principally engaged in real estate agency and was deregistered on September 9, 2022 when the company ceased operation. Mr. Shen confirmed that (i) the above company was solvent with no outstanding liabilities arising from any material non-compliance incidents, claims, litigations or proceedings arising from its operation immediately prior to its deregistration; (ii) there was no wrongful act on his part leading to its deregistration and he was not aware of any actual or potential claim that had been or would be made against him as a result of such deregistration; and (iii) no misconduct on his part had been involved in such deregistration.

Mr. Haiquan Wu (吳海泉), aged 48, was appointed as the independent non-executive Director on May 13, 2025, primarily responsible for providing independent opinion and judgment to the Board.

Mr. Wu has over 23 years of experience in the e-commerce industry. Prior to joining the Group, Mr. Wu worked at Tencent Technology (Shenzhen) Company Limited (騰訊科技(深圳)有限公司), a wholly-owned subsidiary of Tencent from March 2003 to January 2013. Mr. Wu has been a general manager of Shenzhen Gaoding Information Service Co., Ltd.* (深圳高鼎信息服務有限公司) since April 2021. Prior to that, he worked as a China regional president at Midea Group E-Commerce Co., Ltd. (美的集團電子商務有限公司), a wholly-owned subsidiary of a company listed on the Shenzhen Stock Exchange (stock code: 333) from July 2014 to January 2021.

Mr. Wu obtained a bachelor's degree in engineering in computer software from Jinan University (暨南大學) in the PRC in June 2001, and a master's degree in business administration from China Europe International Business School (中歐國際工商學院) in the PRC in November 2018.

Mr. Wu was a supervisor of Shenzhen Gaoding Clinic* (深圳高鼎診所), a company established in the PRC, which was principally engaged in providing clinic services and was deregistered on July 19, 2023 as a result of adjustment of business scope of operation. Mr. Wu confirmed that (i) the above company was solvent with no outstanding liabilities arising from any material non-compliance incidents, claims, litigations or proceedings arising from its operation immediately prior to its deregistration; (ii) there was no wrongful act on his part leading to its deregistration and he was not aware of any actual or potential claim that had been or would be made against him as a result of such deregistration; and (iii) no misconduct on his part had been involved in such deregistration.

Mr. Yuanxin Zhang (張遠新), aged 38, was appointed as the independent non-executive Director on May 13, 2025, primarily responsible for providing independent opinion and judgment to the Board.

Mr. Zhang has over 14 years of experience in the finance industry. Prior to joining the Group, Mr. Zhang worked as an auditor at BDO China Shu Lun Pan Certified Public Accountants LLP Guangdong Branch (立信會計師事務所(特殊普通合夥)廣東分所) from March 2013 to November 2015 and at Deloitte Touche Tohmatsu Certified Public Accountants LLP Guangzhou Branch (德勤華永會計師事務所(特殊普通合夥)廣州分所) from December 2015 to October 2018. Mr. Zhang served as a financial director at Guangzhou Lvji Digital Technology Co., Ltd.* (廣州驢跡數字化科技有限公司) from November 2021 to October 31, 2025. Prior to that, Mr. Zhang worked at Lvji Technology Group Co., Ltd. (驢跡科技集團有限公司) from November 2018 to October 2021.

Mr. Zhang graduated from Huizhou University* (惠州學院) in the PRC, majoring in auditing, in June 2011. Mr. Zhang was accredited as a certified non-practicing accountant by the Chinese Institute of Certified Public Accountants in March 2021.

Senior Management

Senior management is responsible for the day-to-day management of the Company's business.

For biographical details of Mr. Guang, Mr. Han, Ms. Liu and Mr. Jianting Li, please refer to the paragraph headed "Executive Directors" in this section. Biographical details of other member of the senior management of the Group are as follows:

Ms. Xin Wang (王馨), aged 43, is the chief financial officer, primarily responsible for overseeing the overall financial management, strategic and business development, investing and financing activities of the Group. Ms. Wang joined the Group as the chief financial officer of Shenzhen Shouhui in July 2023.

Name of organisation	Principal business activities	Last position and responsibilities	Period of service
Bayer Healthcare Company Ltd. (拜耳醫藥保健有限公司)	Medical and healthcare	Internal controller	August 2006-November 2010
Zhengda Pharmaceutical Investment (Beijing) Co., Ltd.* (正大製藥投資(北京)有限公司), a wholly-owned subsidiary of Sino Pharmaceutical Limited (中國生物製藥有限公司), a company listed on the Stock Exchange (1177)	Medical and healthcare	Deputy general manager of finance	December 2010-October 2014
China New Higher Education Group Limited (中國新高教集團有限公司), a company listed on the Stock Exchange (stock code: 2001)	Private higher education	Chief financial officer and company secretary	October 2014-September 2018
Guangzhou Lvji Technology Co., Ltd.* (廣州市驢跡科技有限責任公司), a wholly-owned subsidiary of Lvji	Online tour guide	Chief financial officer	September 2018-December 2022

Ms. Wang obtained a bachelor's degree in management in accounting from Taiyuan University of Technology (太原理工大學) in the PRC in July 2004, a master's degree in management in accounting from Nanjing University of Science and Technology (南京理工大學) in the PRC in July 2006, a master's degree in business administration from Peking University (北京大學) in the PRC in September 2014, and a master's degree in business administration from Vlerick Business School in Belgium in November 2014. Ms. Wang was accredited as a certified public accountant by the Chinese Institute of Certified Public Accountants in August 2009. Ms. Wang has been studying at the Global CEO Program at the University of Hong Kong since September 2023.

REPORT OF DIRECTORS

PRINCIPAL ACTIVITIES

The Company is a leading life and health insurance intermediary service provider in China, the Company has built a full-scenario life and health insurance transaction and service platform to provide policyholders and the insured with risk protection solutions. The core revenue of the Company is commissions generated from distributing insurance products. Through its three major platforms, namely Xiaoyusan (2C client end), Kachabao (2A agent end) and Niubao 100 (2B business end), which has formed a synergistic and interconnected full-link service system. The distributed product matrix covers diverse categories such as long-term life insurance products (including incremental whole life insurance and annuity insurance), long-term critical illness insurance products, long-term medical insurance products, as well as short-term insurance products, comprehensively meeting the differentiated protection needs of policyholders in different life cycles.

RESULTS

The results of the Group for the year ended December 31, 2025 are set out in the Consolidated Financial Statements.

PROPOSED FINAL DIVIDEND

The Board recommended the distribution of a final dividend of HK$0.14 (tax inclusive) per share for the year ended December 31, 2025, amounting to a total distribution of HK$31,599,428 based on the total number of Shares (excluding the treasury shares) of 225,710,200 as at the date of this annual report. However, as the Shares may be repurchased and held as treasury shares by the Company from time to time, the actual aggregate amount of the final dividend to be distributed will be based on the total number of Shares (excluding 668,400 treasury shares) on the record date for determining the Shareholders' entitlement to the final dividend, which will be announced by the Company separately then. If such profit distribution plan is approved by the Shareholders at the annual general meeting to be held on June 10, 2026 (Wednesday), the final dividend is expected to be distributed on or around July 15, 2026 (Wednesday) to the shareholders whose names are listed in the register of members of the Company on June 22, 2026 (Monday). All treasury shares held by the Company are not entitled to the final dividend.

The actual total amount of final dividends to be paid will be subject to the total number of issued share capital of the Company as at the record date for determining the entitlement of shareholders to the final dividend.

There is no arrangement that a shareholder has waived or agreed to waive any dividend.

CLOSURE OF REGISTER OF MEMBERS

(a) For Annual General Meeting

In order to determine the Shareholders' entitlement to attend and vote on the AGM, the register of members of the Company will be closed from June 5, 2026 (Friday) to June 10, 2026 (Wednesday), both days inclusive. All transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong before 4:30 p.m. on June 4, 2026 (Thursday). Shareholders whose names appear on the register of members of the Company on June 10, 2026 (the record date) will be entitled to attend and vote at the AGM.

(b) For proposed final dividend

In order to determine the Shareholders' entitlement to the proposed final dividend, the register of members of the Company will be closed from June 17, 2026 (Wednesday) to June 22, 2026 (Monday), both days inclusive. All transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, before 4:30 p.m. on June 16, 2026 (Tuesday). Shareholders whose names appear on the register of members of the Company on June 22, 2026 (the record date) will be entitled to receive the proposed final dividend.

SHARE CAPITAL

Details of the issued shares of the Company during the year are set out in note 24 to the Consolidated Financial Statements.

DEBENTURES ISSUED

No debentures were issued by the Company during the year ended December 31, 2025.

RESERVES

Details of the movements in reserves of the Group during the year are set out in the Consolidated Statement of Changes in Equity on page 88 of this annual report.

DISTRIBUTABLE RESERVES

As at December 31, 2025, the Company has distributable reserves of RMB166.2 million in total available for distribution.

FINANCIAL SUMMARY

A summary of the results and of the assets, liabilities and non-controlling interests of the Group for the last five financial years is set out on Page 153 of this annual report.

BANK LOANS AND OTHER BORROWING

As of December 31, 2025, the Company has no bank loans and other borrowings (December 31, 2024: Nil).

PROPERTY, PLANT AND EQUIPMENT

As at December 31, 2025, the Company does not have any property held for development and/or sale or investment with any percentage ratio (as defined in Article 14.04(9)) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") exceeding 5%.

CONTINGENT LIABILITIES

Save as disclosed on page 21 of this annual report, the Company did not have any material contingent liabilities as at December 31, 2025.

USE OF PROCEEDS FROM THE LISTING

The Company was successfully listed on the Main Board of the Stock Exchange on May 30, 2025 (the "**Listing Date**"). After deducting the underwriting commissions, incentives and other offering expenses payable by the Company, the Company obtained the net proceeds from the Global Offering (as defined in the Prospectus) of approximately HK$134.2 million. As of the date of this annual report, there had been no change in the intended use of net proceeds as previously disclosed in the section headed "Future Plans and Use of Proceeds" in the Prospectus.

The Over-allotment Option (as defined in the Prospectus) was not exercised. The following table sets forth the intended application of the net proceeds and actual usage as of December 31, 2025:

Intended application	Amount of net proceeds (HK$ million)	Percentage of total net proceeds	Utilized net proceeds for the Reporting Period (HK$ million)	Unutilized net proceeds as of December 31, 2025 (HK$ million)	Expected timetable for the use of unutilized net proceeds
For strengthening and optimizing the sales and marketing network and improving services					
(1) For expanding the sales team	36.2	27.0%	3.8	32.4	By the end of 2029
(2) For conducting marketing activities to promote its brand and services	24.2	18.0%	5.7	18.5	By the end of 2029
(3) For developing a new training curriculum system and an honors and training system for top-performing individuals	12.1	9.0%	0.5	11.6	By the end of 2029
(4) For exploring high-quality brokerages in the market	8.1	6.0%	–	8.1	By the end of 2029
For enhancing the research and development capabilities and improving technology infrastructure					
(1) For recruiting 3 to 5 programmers to optimize and iterate the Group's platforms	18.8	14.0%	0.1	18.7	By the end of 2029
(2) For purchasing servers and broadband infrastructure	8.1	6.0%	2.1	6	By the end of 2029
For selected mergers, acquisitions, and strategic investments	13.4	10.0%	1.4	12	By the end of 2029
For working capital and general corporate purposes	13.3	10.0%	1.5	11.8	By the end of 2029
Total	134.2	100.0%	15.1	119.1	

The remaining proceeds will continue to be applied for the purposes disclosed in the Prospectus. The expected timetable for utilizing the remaining proceeds is based on the best estimates of the future market conditions made by the Group. It may be subject to change based on the current and future development of market conditions.

SUFFICIENCY OF PUBLIC FLOAT

Based on information publicly available to the Company and to the knowledge of the Directors, at least 25% of the Company's total issued share capital, the prescribed minimum percentage of public float approved by the Stock Exchange and permitted under the Listing Rules, are held by the public at all times during the period from the Listing Date to December 31, 2025 and up to the date of this annual report.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the articles of association of the Company (the "Articles of Association") and Laws of the Cayman Islands (the jurisdiction where the Company was incorporated), and there is no restriction against such rights which would oblige the Company to offer new shares on a pro-rata basis to existing Shareholders.

TAX RELIEF

The Company is not aware of any relief on taxation available to the Shareholders by reason of their holdings of the shares of the Company. If Shareholders are unsure about the taxation implications of the purchase, holding or disposal of, dealings in, or exercise of any rights in relation to the shares of the Company, they should consult an expert.

BUSINESS REVIEW

A review of the business of the Group and analysis of the Group's performance using financial key performance indicators is provided in the Management Discussion and Analysis section on pages 7 to 24 of this annual report.

PROSPECTS

A description of the future development in the Company's business is provided in the Chairman's Statement and the Management Discussion and Analysis on pages 5 to 6 and pages 7 to 24 respectively of this annual report.

ENVIRONMENTAL POLICIES AND PERFORMANCE

Given the nature of our business operations, we are only involved in energy and resource consumption in our routine office work and generate a small amount of waste. In this regard, we strictly comply with the "Environmental Protection Law of the People's Republic of China" (《中華人民共和國環境保護法》), the "Energy Conservation Law of the People's Republic of China" (《中華人民共和國節約能源法》) and other relevant laws and regulations, uphold the concept of "green, energy-saving and low-carbon", and continue to strengthen the construction of the environmental management system. Meanwhile, we measure and follow up on the environmental performance indicators, and adopt targeted energy-saving and emission reduction programs to comprehensively mitigate the negative indirect impacts on the environment. We continue to advocate the concept of low-carbon office, actively carry out environmental protection activities, and encourage employees to do their part for environmental protection.

During the year ended December 31, 2025, the Group's business was in compliance with all relevant laws and regulations regarding environmental protection in all material respects.

For more details, please refer to the 2025 Environmental, Social and Governance Report of the Company.

OTHER CONTINUING DISCLOSURE OBLIGATIONS PURSUANT TO THE LISTING RULES

Save as disclosed in this annual report, the Directors are not aware of any circumstances which would give rise to a disclosure obligation under Rules 13.20 to 13.22 of the Listing Rules.

SUBSEQUENT EVENTS AFTER THE REPORTING PERIOD

In January 2026, the Group acquired 35.25% of the equity interest in Health Vision Hong Kong Limited for a consideration of HKD15.5 million. The acquisition does not constitute a notifiable transaction or connected transaction of the Company under the Listing Rules.

Save as disclosed above, there is no material subsequent event which has occurred after the Reporting Period and up to the date of this annual report which may have a material impact on the Group.

APPOINTMENT AND RE-ELECTION OF DIRECTORS

The details of the Directors during the year and up to the date of this annual report is provided in the Corporate information and the Directors and Senior Management on pages 2 to 3 and pages 25 to 33 respectively of this annual report.

In accordance with article 108.(a) of the Articles of Association, one-third of the Directors shall retire from office by rotation at the forthcoming AGM and, being eligible, offer themselves for re-election.

In accordance with article 112 of the Articles of Association, any Director appointed by the board of Directors to fill a casual vacancy or as an addition to the existing board of Directors shall hold office until the first annual general meeting of the Company after his appointment and be eligible for re-election.

Each Director (including the non-executive Directors and independent non-executive Directors) is engaged for an initial term of three years commencing from the Listing Date, and each Director will retire and being eligible, will offer themselves for re-election at the forthcoming AGM.

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

The biographical information of the Directors is set out in the section headed "Directors and Senior Management" of this annual report. Save as disclosed in this annual report, there has been no change to the information of the Directors and chief executive of the Company which is required to be disclosed pursuant to paragraphs (a) to (e) and (g) under Rule 13.51(2) and Rule 13.51B(1) of the Listing Rules. To the best knowledge of the Company, there is no relationship (including financial, business, family or other material/relevant relationship(s)) among the members of the Board and the senior management.

DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors has entered into a service contract with the Company under which they agreed to act as executive Directors for a term of 3 years commencing from their respective effective date of appointment, which may be terminated by not less than one month's notice in writing served by either the executive Director or the Company. Each of the independent non-executive Directors has signed an appointment letter with the Company for a term of 3 years with effect from their respective effective date of appointment. The appointments of Directors are subject to the provisions of retirement and rotation of Directors under the Articles of Association.

None of the Directors proposed for re-election at the AGM has an unexpired service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than statutory compensation.

INDEPENDENCE OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS

From the Listing Date to December 31, 2025, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors representing at least one-third of the Board and at least one independent non-executive Director with appropriate professional qualifications, or accounting or related financial management expertise.

The Company has obtained written annual confirmations from each of the independent non-executive Directors regarding their independence, in accordance with the criteria outlined in Rule 3.13 of the Listing Rules. Based on these confirmations, the Company considers all independent non-executive Directors to be independent.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As of December 31, 2025, the interests and short positions of the Directors and the chief executive of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which had been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company pursuant to section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code as set out in Appendix C3 to the Listing Rules were as follows:

Interests in the Company

Name of Directors	Capacity/ Nature of Interest	Number of Shares	Approximate Percentage of Shareholding (%)	Long/short position
Mr. Yao Guang(1)(2)	Interest in controlled corporation	107,863,792	47.64	Long position
Mr. Liwei Han(3)	Interest in controlled corporation	16,522,800	7.30	Long position
Ms. Li Liu(4)	Interest in controlled corporation	2,486,800	1.10	Long position

Notes:

(1) As of December 31, 2025, Mr. Yao Guang held his Shares through his wholly-owned company, Little Green Light Ltd, which wholly owns Little Blue Light Ltd. By virtue of the SFO, Mr. Guang is deemed to be interested in the Shares held by Little Blue Light Ltd in the Company.

(2) Mr. Yao Guang, through Little Blue Light Ltd, is entitled to exercise the voting rights representing approximately 21.16% of shareholding interest in the Company. For more details, please refer to the section headed "History, Reorganization and Corporate Structure — Voting Proxy Arrangements" in the Prospectus.

(3) As of December 31, 2025, Mr. Liwei Han held his Shares through his wholly-owned company, MallocLuke Ltd, which wholly owns Convolution Ltd. By virtue of the SFO, Mr. Han is deemed to be interested in the Shares held by Convolution Ltd in the Company.

(4) As of December 31, 2025, Ms. Li Liu held her Shares through her wholly-owned company, Plmm Ltd, which wholly owns Plmmliu Ltd. By virtue of the SFO, Ms. Liu is deemed to be interested in the Shares held by Plmmliu Ltd in the Company.

Interests in Associated Corporations

Name of Director	Capacity/Nature of Interest	Name of associated corporation	Approximate Percentage of Shareholding (%)
Mr. Yao Guang(1)	Beneficial owner	Shenzhen Shouhui	47.10
	Interests in controlled corporation	Shenzhen Shouhui	4.53
Mr. Liwei Han	Beneficial owner	Shenzhen Shouhui	13.26
Ms. Li Liu	Beneficial owner	Shenzhen Shouhui	2.41

Note:

(1) Mr. Yao Guang directly held 35.95% equity interest in Small Umbrella (ESOP) as limited partner, and directly held 80% equity interest in Muchenglin Investment which held 1.00% equity interest in Small Umbrella (ESOP) as general partner. By virtue of the SFO, Mr. Guang is deemed to be interested in the equity interest held by Small Umbrella (ESOP) in Shenzhen Shouhui, one of the Consolidated Affiliated Entities.

Save as disclosed above, as of December 31, 2025, none of the Directors or chief executive of the Company had any interests or short positions in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would be required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or which would be required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As of December 31, 2025, to the best knowledge of the Directors, the following persons (other than a Director or chief executive of the Company) had interests or short positions in the Shares or underlying Shares were required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or recorded in the register required to be kept by the Company under section 336 of the SFO:

Name of Shareholders	Capacity/ Nature of Interest	Number of Shares	Approximate Percentage of Shareholding (%)	Long/ Short Position
Mr. Yao Guang[(1)(2)]	Interest in controlled corporation	107,863,792	47.64	Long position
Little Green Light Ltd[(1)(2)]	Interest in controlled corporation	107,863,792	47.64	Long position
Little Blue Light Ltd[(1)(2)]	Beneficial owner	59,955,200	26.48	Long position
	Interest of a party to an agreement	47,908,592	21.16	Long position
Ms. Guo Zhang[(8)]	Interest of Spouse	107,863,792	47.64	Long position
Gopher SPV Shareholders[(3)]	Interest in controlled corporation	28,411,400	12.55	Long position
Gopher SPV[(3)]	Beneficial owner	28,411,400	12.55	Long position
Tibet Juzhi Shareholders[(4)]	Interest in controlled corporation	26,703,200	11.79	Long position
Tibet Juzhi[(4)]	Beneficial owner	20,184,600	8.91	Long position
HongShan Shareholders[(5)]	Interest in controlled corporation	26,354,400	11.64	Long position
HongShan Yucheng[(5)]	Beneficial owner	26,354,400	11.64	Long position
MallocLuke Ltd[(6)]	Interest in controlled corporation	16,522,800	7.30	Long position
Convolution Ltd[(6)]	Beneficial owner	16,522,800	7.30	Long position
Jidixintian Shareholders[(7)]	Interest in controlled corporation	13,526,600	5.98	Long position
Jidixintian[(7)]	Beneficial owner	13,526,600	5.98	Long position

Notes:

(1) Little Blue Light Ltd is wholly-owned by Little Green Light Ltd, which is wholly owned by Mr. Yao Guang. By virtue of the SFO, each of Little Green Light Ltd and Mr. Guang is deemed to be interested in the Shares held by Little Blue Light Ltd.

(2) Mr. Yao Guang, through Little Blue Light Ltd, is entitled to exercise the voting rights representing approximately 21.16% of shareholding interest in the Company. For more details, please refer to the section headed "History, Reorganization and Corporate Structure — Voting Proxy Arrangements" in the Prospectus.

(3) As at December 31, 2025, (i) Gopher Asset Management Co., Ltd* (歌斐資產管理有限公司) was the general partner of Tianjin Gopher Nuochen Enterprise Management Partnership (Limited Partnership)* (天津歌斐諾辰企業管理合夥企業(有限合夥)) ("Gopher SPV"), Wuhu Lanpai Investment Centre (Limited Partnership)* (蕪湖覽派投資中心(有限合夥)) ("Wuhu Lanpai"), Zhuhai Qifei Equity Investment Center (Limited Partnership)* (珠海麒斐股權投資中心(有限合夥)) ("Zhuhai Qifei") and Zhuhai Junchen Equity Investment Center (Limited Partnership)* (珠海君晨股權投資中心(有限合夥)) ("Zhuhai Junchen"); (ii) Gopher SPV was held by Zhuhai Qifei and Zhuhai Junchen as to approximately 66.66% and 33.33%, respectively; (iii) Gopher Asset Management Co., Ltd was wholly-owned by Shanghai Noah (as defined below), which was owned by Ms. Jingbo Wang (汪靜波) as to 45%; (iv) Shanghai Noah Investment Management Co., Ltd (上海諾亞投資管理有限公司) ("Shanghai Noah") was controlled by Noah Holdings Limited, a company listed on the Stock Exchange (stock code: 6686) and the New York Stock Exchange (symbol: NOAH); and (v) Zhuhai Qifei was held by Wuhu Lanpai as to approximately 34.10%. By virtue of the SFO, each of Zhuhai Qifei, Zhuhai Junchen, Gopher Asset Management Co., Ltd, Shanghai Noah, Noah Holdings Limited, Wuhu Lanpai and Ms. Jingbo Wang (collectively, the "Gopher SPV Shareholders") is deemed to be interested in the Shares held by Gopher SPV. Mr. Wenqing Tan is the spouse of Ms. Jingbo Wang , and he was deemed to be interested in the Shares in which Ms. Jingbo Wang was interested.

(4) As at December 31, 2025, (i) Shenzhen Chongshi Private Equity Investment Fund Management Co., Ltd.* (深圳崇石私募股權投資基金管理有限公司) ("Shenzhen Chongshi"), which was held as to 51% by Mr. Kaijing Yan (閆凱境) and 49% by Tasly Investment Holdings Group Co., Ltd (天士力大健康產業投資集團有限公司) ("Tasly Investment"), was the general partner of Tianjin Juxin Technology Development Partnership (Limited Partnership)* (天津聚新科技發展合夥企業(有限合夥)) ("Tianjin Juxin"); (ii) Tibet Juzhi Venture Capital Limited Liability Company* (西藏聚智創業投資有限公司) ("Tibet Juzhi") was wholly owned by Tasly Bio-pharmaceutical Industry Group Co., Ltd. which was held as to approximately 67.08% by Tasly Investment; and (iii) Tasly Investment was ultimately controlled by Mr. Kaijing Yan. By virtue of the SFO, each of Tasly Investment and Mr. Kaijing Yan (collectively, the "Tibet Juzhi Shareholders") is deemed to be interested in the Shares held by Tianjin Juxin and Tibet Juzhi.

(5) As at December 31, 2025, (i) Shanghai Huanyuan Investment Management Co., Ltd (上海桓遠投資管理有限公司) ("Shanghai Huanyuan") (ultimately controlled by Mr. Kui Zhou (周逵)) was the general partner of Beijing Yucheng Management Consulting Center (Limited Partnership)* (北京雨澄管理諮詢中心(有限合夥)) ("HongShan Yucheng"), Beijing HongShan Kunde Investment Management Center (Limited Partnership) (北京紅杉坤德投資管理中心(有限合夥) ("HongShan Kunde") and Ningbo Meishan Bonded Port Area HongShan Huide Investment Management Partnership (Limited Partnership) (寧波梅山保税港區紅杉薈德投資管理合夥企業(有限合夥)) ("Meishan HongShan"); (ii) HongShan Yucheng was held as to approximately 99.94% by Beijing HongShan Mingde Equity Investment Center (Limited Partnership) (北京紅杉銘德股權投資中心(有限合夥) ("HongShan Mingde"); (iii) HongShan Kunde was the general partner of HongShan Mingde; (iv) HongShan Mingde was held as to approximately 66.67% and 33.33% by HongShan Shengde and Beijing HongShan Kangde Equity Investment Center (Limited Partnership) (北京紅杉溓德股權投資中心(有限合夥)) ("HongShan Kangde"); (v) Meishan HongShan was the general partner of HongShan Kangde, Beijing HongShan Shengde Equity Investment Center (Limited Partnership) (北京紅杉盛德股權投資中心(有限合夥)) ("HongShan Shengde"), Beijing HongShan Yade Equity Investment Center (Limited Partnership) (北京紅杉亞德股權投資中心(有限合夥)) ("HongShan Yade"), Hangzhou HongShan Peide Zhihui Equity Investment Center (Limited Partnership) (杭州紅杉珮德智薈股權投資合夥企業(有限合夥)) ("Hangzhou HongShan") and Beijing HongShan Haoxin Management Consulting Center (Limited Partnership)* (北京紅杉皓信管理諮詢中心(有限合夥)) ("HongShan Haoxin"); (vi) HongShan Yade held 40.89% interests and Hangzhou HongShan held 38.30% interests in HongShan Shengde; (vii) HongShan Haoxin held approximately 92.37% interests in Hangzhou HongShan; (viii) Wuhu Juncheng Investment Center (Limited Partnership)* (蕪湖俊成投資中心(有限合夥)) ("Wuhu Juncheng") held approximately 99.96% interests in HongShan Haoxin; and (ix) the general partner of Wuhu Juncheng was Shanghai Jingmu Enterprise Management Co., Ltd. (上海景穆企業管理有限公司) ("Shanghai Jingmu") (ultimately controlled and owned by Ms. Wenhong Tan (譚文虹)). By virtue of the SFO, each of Shanghai Huanyuan, Mr. Kui Zhou, HongShan Kunde, Meishan HongShan, HongShan Mingde, HongShan Kangde, HongShan Shengde, HongShan Yade, Hangzhou HongShan, HongShan Haoxin, Wuhu Juncheng, Shanghai Jingmu and Ms. Wenhong Tan (collectively, "Hongshan Shareholders") is deemed to be interested in the Shares held by HongShan Yucheng.

(6) Convolution Ltd is wholly-owned by MallocLuke Ltd, which is wholly-owned by Mr. Liwei Han. By virtue of the SFO, each of MallocLuke Ltd and Mr. Han is deemed to be interested in the Shares held by Convolution Ltd.

(7) As at December 31, 2025, the general partner of Jiaxing Jidixintian I Capital Partnership (L.P.) (嘉興極地信天壹期投資合夥企業(有限合夥)) ("Jidixintian") was Jiaxing Jidixintian Investment Management Co., Ltd* (嘉興極地信天投資管理有限公司), which was wholly owned by Shenzhen Albatross Venture Capital Co., Ltd. (深圳極地信天創業投資有限公司), which was ultimately controlled and held as to 83% by Ms. Junxi Zhang (張俊熹). By virtue of the SFO, each of Jiaxing Jidixintian Investment Management Co., Ltd, Shenzhen Albatross Venture Capital Co., Ltd. and Ms. Junxi Zhang (collectively, the "Jidixintian Shareholders") is deemed to be interested in the Shares held by Jidixintian.

(8) Ms. Guo Zhang is the spouse of Mr. Yao Guang, she was deemed to be interested in the Shares in which Mr. Yao Guang was interested.

Save as disclosed above, as of December 31, 2025, the Directors were not aware of any persons (other than the Directors or chief executive of the Company) who had interests or short positions in the Shares or underlying Shares which were required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or recorded in the register required to be kept by the Company under section 336 of the SFO.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

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

DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN COMPETING BUSINESS

To the best knowledge of the Directors, none of the Directors (other than independent non-executive Directors) and controlling Shareholders was interested in any business which competes or is likely to compete with the business of the Group for the year ended December 31, 2025, which would require disclosure under Rule 8.10 of the Listing Rules.

NON-COMPETITION ARRANGEMENTS

No non-competition agreements or arrangement has been provided by the substantial shareholders as of December 31, 2025 or at any time during the Reporting Period.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENT AND CONTRACT OF SIGNIFICANCE

Saved as disclosed in "Continuing Connected Transactions" section above, no Director or an entity connected with a Director was materially interested, either directly or indirectly, in any transaction, arrangement or contract which is significant in relation to the business of the Group to which the Company, or any of its subsidiaries or fellow subsidiaries was a party subsisting during or at the end of the year ended December 31, 2025.

CONTRACT OF SIGNIFICANCE

Save as disclosed in the "Continuing Connected Transactions" section below, no contract of significance was entered into between the Company, or one of its subsidiary companies, and a controlling Shareholder or any of its subsidiaries during the year ended December 31, 2025.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year and up to the date of this annual report between the Company and a person other than a Director or any person engaged in the full-time employment of the Company.

DIRECTORS' PERMITTED INDEMNITY PROVISION

Pursuant to the Articles of Association, the Company shall indemnify and hold harmless out of the assets of the Company, any Director (including alternate Directors or person serves at the request of the Company as a Director) who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative in which judgment is given in his favor, or in which he is acquitted, against all actions, costs, charges, losses, damages and expenses reasonably incurred by such Director, except such (if any) as they shall incur or sustain through their own fraud or dishonesty. The Company has arranged appropriate directors' liability insurance coverage for the Directors during the year ended December 31, 2025. Except for aforementioned directors' liability insurance, at no time during the year and up to the date of this annual report, there was or is, any permitted indemnity provision being in force for the benefit of any of the directors of the Company or associated companies.

EMPLOYEES AND REMUNERATION POLICIES

As of December 31, 2025, the Group had 692 full-time employees, all of them are located in China.

The Group's success depends on its ability to attract, motivate, train and retain qualified personnel. The Group believes it offers its employees competitive compensation packages and an environment that encourages self-development and, as a result, has generally been able to attract and retain qualified personnel and maintain a stable core management team. The Group values its employees and is committed to growing with its own employees.

The Group takes into account factors such as the business strategies, development plans, industry trends and the competitive environment when recruiting personnel. The Group has adopted the Pre-IPO Share Award Scheme to recognize and reward the contributions of certain eligible employees of the Group and incentivize them for their future contribution to the continual operation and development of the Group. The remuneration package of employees generally consists of basic salaries, bonuses and allowances. The remuneration policy and package are regularly reviewed with reference to a range of indicators tailored to different departments and positions. In general, the Group determines the remuneration package based on the position, qualifications and years of experience of its employees.

In addition, the Group places strong emphasis on providing continuing education and training programs to its employees in order to improve their skills and develop their potential. The Group adopts evaluation programs through which the employees can receive feedback and foster strong employee relations by offering various staff benefits and personal development support. The Group strives to maintain a good working relationship with the employees, and until now, the Group has not experienced any material labor disputes or claims.

For details of the Directors and the five highest paid individuals during the Reporting Period, please refer to Note 8 and Note 9 to the consolidated financial statements. Details of the remuneration of the Group's senior management during the Reporting Period are set out in Note 27 to the consolidated financial statements.

PRE-IPO SHARE AWARD SCHEME

The Pre-IPO Share Award Scheme was adopted by the Company and took effect on November 30, 2023 (the "**Adoption Date**"). The terms of the Pre-IPO Share Award Scheme ("**Scheme**") are not subject to the provisions of Chapter 17 of the Listing Rules as it does not involve any grant of awards by the Company to subscribe for new shares ("**Shares**") after the Listing. All Shares to be issued and allotted to the Trustee or the HoldCo pursuant to the Scheme ("**Awarded Shares**") available for grant have been granted to specific individuals under the Pre-IPO Share Award Scheme, and no further grant will be made under the Pre-IPO Share Award Scheme after the Listing. All the Shares underlying the Awards granted under the Pre-IPO Share Award have been issued to Futu Trustee Limited (the "**Trustee**" or "**HoldCo**") to hold on behalf and for the benefit of the specified grantees thereunder. The following is a summary of the principal terms of the Pre-IPO Share Award.

(i) Purpose

The specific objectives of the Scheme aims to (i) recognise and reward the contributions of certain eligible employees of the Group; and (ii) incentivize them for their future contribution to the continual operation and development of the Company.

(ii) Eligibility

Any Employee(s) who is resident in a place where the grant of the Awarded Shares and/or the vesting and transfer of the Awarded Shares pursuant to the terms of the Scheme is not permitted under the laws or regulations of such place or where in the view of the Board, compliance with applicable laws or regulations in such place makes it necessary or expedient to exclude such Employee ("**Excluded Employees**").

(iii) Duration

Subject to any early termination as may be determined by the Board, the Scheme shall be valid and effective for a term of ten (10) years commencing on the Adoption Date.

(iv) Maximum Number of Shares

The maximum number of Awarded Shares that may be granted under this Scheme in aggregate (excluding the Awarded Shares that have lapsed or been cancelled in accordance with these Rules) shall be 329,920 Shares (excluding those held or to be held by the Trustee or HoldCo for the purpose of this Scheme), representing 3.2992% of the total share capital of the Company of 10,000,000 Shares immediately at the time when the Trust is incorporated.

(v) Administration

The Scheme shall be subject to the administration of the Board in accordance with the rules of the Scheme. The Board will make all determination in relation to the Scheme. The Board may delegate the authority to administer this Scheme to any committee thereof or any third party duly appointed thereby, including without limitation third party service providers and professional trustees (collectively, the "**Authorized Administrators**"). Any decision of the Board with respect to any matter arising under the Scheme (including the interpretation of any provision) shall be final and binding on all parties.

(vi) Price

The Board may, from time to time, at its absolute discretion select any Employee (other than any Excluded Employee) for participation in the Scheme as a selected employee, and grant such number of Awarded Shares to any Selected Employee at a consideration (the "**Vesting Price**") as the Board may determine from time to time and in such number and on and subject to such terms and conditions as it may in its absolute discretion determine.

(vii) Vesting

Unless the Board determines otherwise, the Awarded Shares granted to the Selected Employees shall be vested according to the following schedule upon the fulfillment of the vesting conditions (the "**Vesting Schedule**"):

(i) 50% of such Awarded Shares shall be vested on the next day of the date of the second anniversary of the Benchmark Date (the "First Vesting Date");

(ii) 25% of such Awarded Shares shall be vested on the next day of the date of the third anniversary of the Benchmark Date (the "Second Vesting Date"); and

(iii) 25% of such Awarded Shares shall be vested on the next day of the date of the fourth anniversary of the Benchmark Date (the "Second Vesting Date", together as "Vesting Date(s)").

Upon the vesting of the Awarded Shares,

(i) the Board may decide at its absolute discretion to send the Selected Employees (with a copy to the Trustee), within a reasonable time, a vesting notice in substantially the form set out in Appendix 2 (the "**Vesting Notice**") together with such prescribed transfer documents which require the Selected Employee to execute to effect the vesting and transfer of the Awarded Shares and, if applicable, the cash or non-cash income, dividends or distributions and/or the sale proceeds of non-cash and non-scrip distributions in respect of those Awarded Shares, as the case may be, subject to the Selected Employees paying all tax, stamp duty, levies and charges applicable to such transfer to the Trustee or as the Trustee directs and complying with all the applicable laws and regulations. The Selected Employees shall be responsible for conducting all necessary filings, registration or other administrative proceedings as required by applicable laws, rules or regulations, including but not limited to foreign exchange registration, for their obtaining of the Awarded Shares.

(ii) upon receipt of the Vesting Notice, the Selected Employee (or his legal representative or lawful successor, as the case may be) is required to return to the Board the reply slip attached to the Vesting Notice to confirm the securities account details, together with the relevant duly signed transfer documents. In the event that the Board does not receive the reply slip and the transfer form from the Selected Employee within the period stipulated in the Vesting Notice, the Awarded Shares which would have otherwise vested in such Selected Employee shall be automatically forfeited and remain as part of the Trust Fund and be held by the Trustee or HoldCo. The Trustee may, under the Board's instructions re-allocate or procure the HoldCo to re-allocate such Awarded Shares to other Selected Employees, or in case no other Selected Employees can be identified, reallocate such Awarded Shares to any other person designated by the Company; and

(iii) subject to the receipt by the Trustee of (a) the reply slip to the Vesting Notice and transfer documents prescribed by the Trustee and duly signed by the Selected Employee within the period stipulated in the Vesting Notice, (b) a confirmation from the Board that all vesting conditions having been fulfilled, and (c) certified copies of the identification documents of the Selected Employee at least ten (10) Business Days prior to the Vesting Date, the Trustee shall or procure the HoldCo to transfer the relevant Awarded Shares to the relevant Selected Employee as soon as practicable on or after the Vesting Date and in any event not later than ten (10) Business Days after the Vesting Date.

The Board may at its discretion, with or without further conditions, grant additional Shares out of the Trust Fund (including but not limited to the cash or non-cash income, dividends or distributions and/or the cash income or net proceeds of sale of non-cash and non-scrip distribution) declared by the Company or derived from such Awarded Shares during the period from the Grant Date to the Vesting Date to a Selected Employee upon the vesting of any Awarded Shares. In such case the Board shall deliver a Grant Notice to the Selected Employee and the Trustee specifying the number of additional Shares and cash amount to be granted to the Selected Employee. The Trustee shall or shall procure the HoldCo to transfer the specified number of additional Shares, together with the Awarded Shares, to the Selected Employee on the Vesting Date.

The Board and/or the Authorised Administrator have absolute discretion in determining whether the vesting conditions applicable to a Selected Employee are satisfied. The vesting conditions include but not limited to

(i) (a) the Selected Employees shall have been employed by the Group for three years since the Benchmark Date or (b) the Listing shall be completed or (c) the Company being acquired as whole;

(ii) the Listing shall be completed;

(iii) the Selected Employees shall meet the performance appraisal rating for the previous year according to the performance appraisal rating policy of the Company;

(iv) the Selected Employee shall remain an employee of the Group on the relevant Vesting Dates;

(v) there shall be no occurrence of any triggering events for the surrender of the Awarded Shares;

(vi) the Selected Employee and his associate(s) shall not be employed by or operate or invest in any entity, during the period from the Grant Date to the relevant Vesting Dates, the business of which competes with the core business of the Group;

(vii) the Selected Employee undertake not to dispose of nor enter into any agreement to dispose of or otherwise create any options, rights, interests or encumbrances in respect of any of the Awarded Shares in the period commencing on the relevant Vesting Dates and ending on the date to be determined by the Board; and

(viii) the Selected Employee pay the vesting price as specified in the Grant Notice to the bank account designated by the Company.

(viii) Disqualification of Selected Employee

In the event that prior to or on the Vesting Date, a Selected Employee is found to be an Excluded Employee or is deemed to cease to be an Employee, the relevant grant made to such Selected Employee shall automatically lapse forthwith and the relevant Awarded Shares shall not vest on the relevant Vesting Date but shall remain part of the Trust Fund and be held by the Trustee or the HoldCo.

Unless the Board determines otherwise, the unvested Awarded Shares will be deemed to have been surrendered by a Selected Employee upon the occurrence of any of the following events:

(i) termination of employment with or without any cause;

(ii) unsatisfactory performance leading to demotion;

(iii) no renewal of the employment contract upon the expiration;

(iv) violation of law, employment contract, confidentiality and non-compete agreement or the Group's articles of association or internal rules and regulations which result in material loss of the Company; or

(v) any other event to be determined by the Board.

(ix) Voting Rights

A Selected Employee shall not have the voting rights, management rights, distribution rights or any interest or rights (including the right to receive dividends or other distributions) in respect of the Awarded Shares, the trust or the HoldCo prior to the Vesting Date.

No further grant of award had been made under the Pre-IPO Share Award Scheme after the Listing Date, although provisions of the Pre-IPO Share Award Scheme will in all other respects remain in full force and effect to the extent necessary to give effect to the vesting of any award granted pursuant to the Pre-IPO Share Award Scheme prior to the Listing Date or otherwise as may be required in accordance with the provisions of the Pre-IPO Share Award Scheme and awards already granted shall remain valid and continue to vest in accordance with the Pre-IPO Share Award Scheme.

Save as disclosed in the table below, no other award has been granted or agreed to be granted by the Company under the Pre-IPO Share Award Scheme.

The table below shows details of the movements in the number of awards granted under the Pre-IPO Share Award Scheme during the Reporting Period. Please also refer to Note 25 of the Annual consolidated financial information for the fair value of awards at the date of grant and the accounting standard and policy adopted.

Name or category of grantees		Outstanding as of 1 January 2025	Date of grant	Granted	Vested	Cancelled	Lapsed	Outstanding as of December 31, 2025
Senior Management								
Ms. Xin Wang	Note 1	2,095,760	December 13, 2023	–	1,313,310	–	–	782,450
Other grantees								
Ms. Yu Guo	Note 2	329,200	December 13, 2023 and November 13, 2024	–	322,800	–	–	6,400
Ms. Shanshan Lin	Note 2	322,800	December 13, 2023	–	322,800	–	–	–
Mr. Huan Zhao	Note 2	282,440	December 13, 2023	–	282,440	–	–	–
Other Employees	Note 2	3,568,200	December 13, 2023, March 5, 2024, May 9, 2024, July 19, 2024, November 13, 2024, November 23, 2024, February 25, 2025 and April 1, 2025	–	2,867,090	–	12,240	688,870
Total		**6,598,400**		**–**	**5,108,440**	**–**	**12,240**	**1,477,720**

Notes:

(1) (i) 530,860 Shares underlying the awards were vested on the Listing Date, subject to foreign exchange registration requirements and (ii) 1,564,900 Shares underlying the awards is 50% to be vested on the next day of the date of the second anniversary of the Benchmark Date (as defined in the Prospectus); 25% to be vested on the next day of the date of the third anniversary of the Benchmark Date; and 25% to be vested on the next day of the date of the fourth anniversary of the Benchmark Date.

(2) The vesting schedule is 50% to be vested on the next day of the date of the second anniversary of the Benchmark Date; 25% to be vested on the next day of the date of the third anniversary of the Benchmark Date; and 25% to be vested on the next day of the date of the fourth anniversary of the Benchmark Date.

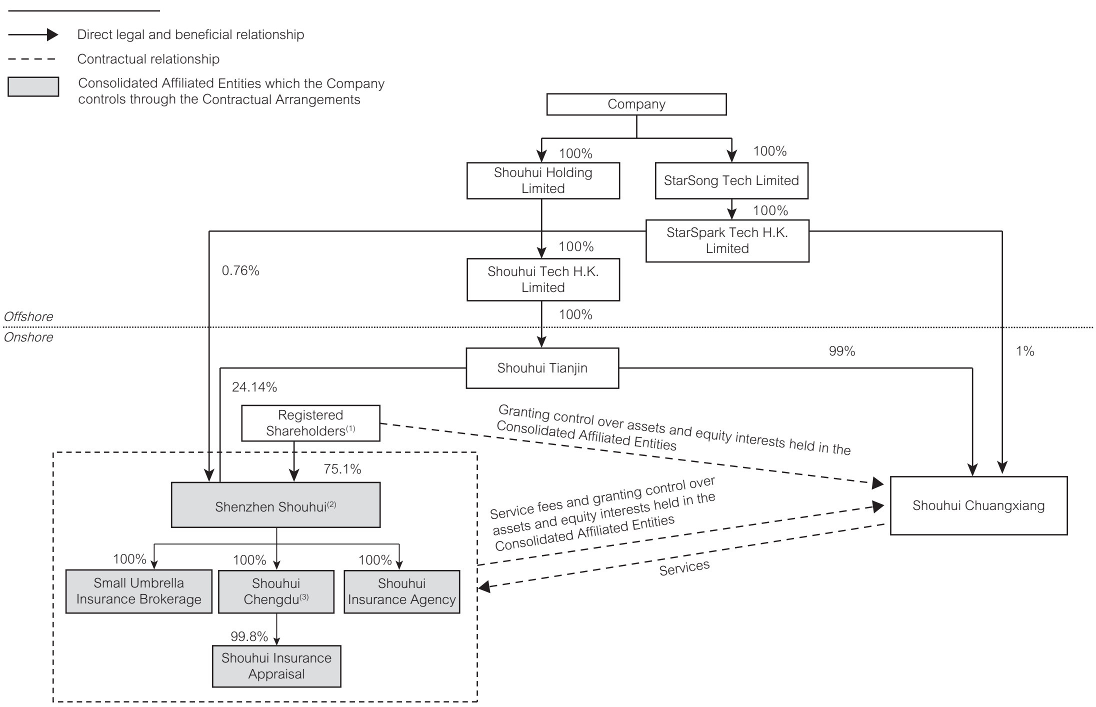
(3) The consideration to be paid upon vesting of one Share (after the Capitalization Issue (as defined in the Prospectus)) underlying one award is approximately RMB0.05.

CONTINUING CONNECTED TRANSACTIONS

Non-exempt Continuing Connected Transactions — Contractual Arrangements

As disclosed in the Prospectus, the Company, through Shouhui Chuangxiang, the indirect wholly-owned subsidiary, entered into the Contractual Arrangements with the operating companies (the "Consolidated Affiliated Entities"); and (ii) the Registered Shareholders, pursuant to which the Company has acquired effective control over the Relevant Businesses through the Consolidated Affiliated Entities, and become entitled to all the economic benefits generated from the Consolidated Affiliated Entities. Accordingly, the results of operations and assets and liabilities of all the Consolidated Affiliated Entities can be consolidated into the results of operations and assets and liabilities as if they are the subsidiaries of the Company.

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



Notes:

(1) The Registered Shareholders are three individuals (namely, Mr. Guang, Mr. Han and Ms. Liu, who each holds 47.10%, 13.26% and 2.41% equity interests in Shenzhen Shouhui) and Small Umbrella (ESOP) which holds 12.33% of the equity interests in Shenzhen Shouhui. Mr. Guang is our founder and serves as the chairman of our Board and our executive Director. Mr. Han is our executive Director. Ms. Liu is our executive Director. Small Umbrella (ESOP) is a limited partnership and an employee shareholding platform holding shares. As of the date of this annual report, Small Umbrella (ESOP) had 23 limited partners, consisting of Mr. Guang (35.95%), Muchenglin Investment (1.00%), which was held as to 80% by Mr. Guang and 20% by Mr. Han, which is also the general partner of Small Umbrella (ESOP), and a group of existing and former employees of the Company (Mr. Jianting Li (李鑒庭) (12.29%), who is also our executive Director, Mr. Shaofeng Li (李少鋒) (6.33%), Mr. Detao Chen (陳德濤) (3.90%), who is the general manager of Small Umbrella Insurance Brokerage, Mr. Wenjun Yin (尹文俊) (3.80%), Mr. Zuowen Wang (王佐文) (3.80%), Mr. Dapeng Kou (寇大鵬) (2.53%), Ms. Yu Guo (郭瑜) (2.53%), Mr. Chen Peng (彭辰) (1.95%), Ms. Shanshan Lin (林珊珊) (2.53%), Mr. Jingwei Liang (梁經緯) (2.53%), Mr. Hui Li (厲輝) (1.27%), Ms. Rui Cui (崔蕊) (1.27%), Ms. Qi Zhang (張琪) (1.27%), Mr. Weidong Zhang (張維東) (1.27%), Mr. Yanbin Cheng (成炎彬) (1.27%), Mr. Zejian Cai (蔡澤鍵) (1.27%), Mr. Yilin Zhang (張毅麟) (0.98%), Ms. Qing Li (李情) (0.98%) who is also one of our joint company secretaries, Mr. Xing Jiang (蔣星) (0.98%), Ms. Kunlan Chen (陳坤蘭) (1.27%), Mr. Huan Zhao (趙歡) (2.22%) and Ms. Xin Wang (王馨) (6.82%), who is also our chief financial officer who were each granted employee share awards under the Group's onshore employee share award scheme.

(2) During the Reporting Period, Shenzhen Shouhui mainly served as the holding company of our major subsidiaries and Consolidated Affiliated Entities.

(3) Since December 3, 2021, Shouhui Chengdu mainly served as the holding company of Shouhui Insurance Appraisal.

Particulars of the Consolidated Affiliated Entities and their Registered Owners

The Consolidated Affiliated Entities were established and subsisting under the laws of the PRC. Pursuant to the VIE Agreements entered into between the Consolidated Affiliated Entities, the registered shareholders and Shouhui Chuangxiang, Shouhui Chuangxiang was allowed to exercise control of and enjoy economic benefits generated from the Consolidated Affiliated Entities. The Consolidated Affiliated Entities consists of (i) Shenzhen Shouhui, (ii) Small Umbrella Insurance Brokerage, (iii) Shouhui Chengdu (iv) Shouhui Insurance Appraisal, and (v) Shouhui Insurance Agency.

Set out below are the registered owners and business activities of the Consolidated Affiliated Entities which had entered into transactions with the Group during the year ended December 31, 2025:

Name of the Consolidated Affiliated Entities	Registered owners as at December 31, 2025	Business activities
Shenzhen Shouhui	• 47.10% by Mr. Guang • 13.26% by Mr. Liwei Han (韓立煒) • 2.41% by Ms. Li Liu (劉麗) • 12.33% by Small Umbrella (ESOP) • 24.14% by Shouhui Tianjin • 0.76% by StarSpark Tech H.K. Limited	Serving as the holding company of our major subsidiaries and Consolidated Affiliated Entities.
Small Umbrella Insurance Brokerage	• 100% by Shenzhen Shouhui	Provision of insurance technology services in respect of risk assessment assistance and claims adjustment services and the operation of the internet information services
Shouhui Chengdu	• 100% by Shenzhen Shouhui	Serving as the holding company of Shouhui Insurance Appraisal.
Shouhui Insurance Appraisal	• 99.8% by Shouhui Chengdu • 0.01% by each of Ms. Na Liu (劉娜) and Ms. Ting Ting Cao (曹婷婷), a supervisor and a director of Shouhui Insurance Appraisal, respectively	Provision of insurance technology services in respect of risk assessment assistance and claims adjustment services
Shouhui Insurance Agency	• 100% by Shenzhen Shouhui	Provision of insurance technology services in respect of risk assessment assistance and claims adjustment services and the operation of the internet information services

Description of Consolidated Affiliated Entities' Business

The Consolidated Affiliated Entities are principally engaged in insurance brokerage, insurance agency and insurance adjustment businesses, which are subject to foreign investment restrictions. These entities have the qualification to operate such businesses under the applicable laws and regulations in the PRC.

Summary of the Major Terms of the Underlying Contracts of the VIE Contractual Arrangement (the "VIE Agreements")

A summary of the terms of the VIE Agreements is set out below.

(i) Exclusive Business Cooperation Agreement

Date: 10 January 2024

Parties: (i) Shouhui Chuangxiang; and (ii) the Consolidated Affiliated Entities

Duration: The Exclusive Business Cooperation Agreement shall remain effective unless (i) when the Consolidated Affiliated Entities cease to operate any business, become insolvent, bankrupt or are subject to liquidation or dissolution procedures; (ii) the entire equity interests held by the Registered Shareholders in the Consolidated Affiliated Entities or the entire assets held by the Consolidated Affiliated Entities have been transferred to Shouhui Chuangxiang or its designee; or (iii) when it is legally permissible for Shouhui Chuangxiang to hold equity interests directly or indirectly in the Consolidated Affiliated Entities and Shouhui Chuangxiang or its appointee(s) is registered to be the shareholder of the Consolidated Affiliated Entities. Each of the Consolidated Affiliated Entities is not contractually entitled to unilaterally terminate the Exclusive Business Cooperation Agreement with Shouhui Chuangxiang.

Major terms: Shouhui Chuangxiang is engaged as the exclusive service provider to provide technical services, technical consultancy and other services based on business needs, including but not limited to business support, technology services, network support, business and financial consultancy, intellectual property licensing, equipment licensing, market research, product development, system maintenance, corporate management consulting, technician support and professional trainings. Without Shouhui Chuangxiang's prior written consent, the Consolidated Affiliated Entities shall not accept the same or similar services from any third party, nor establish similar cooperation relationships with any third party.

Fee determination: For the Consolidated Affiliated Entities (except Shouhui Insurance Appraisal), the service fee shall consist of 100% of the total consolidated profits after offsetting prior-year loss (if any), operating costs, expenses, taxes and other statutory contributions. For Shouhui Insurance Appraisal, the fee shall consist of the portion of its total consolidated profits directly or indirectly attributable to Shouhui Chengdu after the same deductions. Shouhui Chuangxiang may at any time adjust the service fee and payment schedule, taking into account: (i) the complexity and difficulty of the services; (ii) the time taken; (iii) the scope and commercial value of the services; and (iv) comparable fees charged to third parties and market reference prices.

Intellectual property rights: All intellectual property rights (including copyrights, patents, technical know-how and trade secrets) arising from the performance of the agreement shall exclusively belong to Shouhui Chuangxiang. The Consolidated Affiliated Entities are required to obtain Shouhui Chuangxiang's prior written consent before transferring, assigning or disposing of any of their intellectual properties to any third party.

(ii) *Exclusive Option Agreement*
Date: 10 January 2024

Parties: (i) Shouhui Chuangxiang; (ii) the Consolidated Affiliated Entities; and (iii) the Registered Shareholders.

Duration: The option period is from the agreement date until all Registered Shareholders have transferred all their equity interests in Shenzhen Shouhui to Shouhui Chuangxiang or its designated person.

Major terms: Each of the Registered Shareholders and each of the Consolidated Affiliated Entities, respectively, granted to Shouhui Chuangxiang or its designated person an irrevocable and exclusive option to acquire, at any time (i) all or part of the Registered Shareholders' equity interests in Shenzhen Shouhui; (ii) all or part of the assets of Shenzhen Shouhui directly or indirectly attributable to the Registered Shareholders; (iii) all or part of Shenzhen Shouhui's equity interests in Small Umbrella Insurance Brokerage, Shouhui Insurance Agency and Shouhui Chengdu; (iv) all or part of the respective assets of Small Umbrella Insurance Brokerage, Shouhui Insurance Agency and Shouhui Chengdu; (v) all or part of Shouhui Chengdu's equity interests in Shouhui Insurance Appraisal; and (vi) all or part of the assets of Shouhui Insurance Appraisal directly or indirectly attributable to Shouhui Chengdu, at the lowest price permissible under PRC laws.

Registered Shareholders' undertakings: The Registered Shareholders undertook to Shouhui Chuangxiang that:

(a) unless with prior consent, the following would not take place: (i) supplementing, modifying or amending constitutional documents that would materially adversely affect the Consolidated Affiliated Entities; (ii) changing the board or senior management composition; (iii) approving or issuing any dividend or bonus distributions; (iv) disposing of or otherwise encumbering the equity interest; (v) taking any act relating to restructuring (e.g., mergers and acquisitions, investing in third-parties, liquidating or dissolving).

(b) they would immediately notify Shouhui Chuangxiang of any litigation, arbitration or administrative procedure occurring or likely occurring that is related to or may materially adversely affect the equity interests of the Consolidated Affiliated Entities, and shall only resolve the relevant litigation/arbitration/administrative procedure after obtaining the prior written consent of Shouhui Chuangxiang;

(c) they would comply with this agreement and any other agreement with Shouhui Chuangxiang and perform their obligations thereunder;

(d) they would cooperate and take necessary actions to assist in the performance of the Exclusive Option Agreement (e.g., amending the Consolidated Affiliated Entities' constitutional documents and make relevant registrations to reflect any transfer under this agreement);

(e) they would ensure that any proceeds distributed by the Consolidated Affiliated Entities received by Registered Shareholders (e.g., as profit or dividend distribution or proceeds from liquidation) must be paid, transferred or gifted in the manner designated by Shouhui Chuangxiang as permissible under PRC laws;

(f) they would not terminate or procure others to terminate the agreements under the Contractual Arrangements, or enter into any agreements that are competing, similar to or in conflict with the current Contractual Arrangements; and

(g) subject to the relevant laws and regulations, they will return to Shouhui Chuangxiang any consideration they receive in the event that Shouhui Chuangxiang exercise the options under the Exclusive Option Agreement to acquire the shares in Shenzhen Shouhui.

Consolidated Affiliated Entities' undertakings: The Consolidated Affiliated Entities undertook to Shouhui Chuangxiang that, unless with prior consent, the following would not take place: (i) actions taken that would materially adversely affect its assets, operations, liabilities, equity interest and other legitimate rights (e.g., incurring any debts or entering into any material contracts) (other than those arising out of the ordinary course of business); (ii) distribution of dividends or bonuses to its shareholders; (iii) disposal of or otherwise encumbrance of its assets, business or income (other than those arising out of the ordinary course of business); (iv) amendments to its constitutional documents, the entering into of any merger, or acquisition or investment in third parties.

(iii) Equity Pledge Agreement
Date: 10 January 2024

Parties: (i) Shouhui Chuangxiang; (ii) Shenzhen Shouhui; and (iii) the Registered Shareholders.

Pledge: The Registered Shareholders pledged all equity interest in Shenzhen Shouhui, held from time to time, to Shouhui Chuangxiang to guarantee performance under the Contractual Arrangements by the shareholder and Shenzhen Shouhui.

Pledge period: The pledge period is from the agreement date until (i) all contractual obligations of Shenzhen Shouhui and the Registered Shareholders under the Contractual Arrangement are fulfilled or all guaranteed debts are fully paid off; (ii) Shouhui Chuangxiang or its designated person exercises its exclusive option to purchase the entire equity interests of the Registered Shareholders and/or the entire assets of Shenzhen Shouhui and its subsidiaries pursuant to the terms of the Exclusive Option Agreement when it is permitted to do so under the applicable PRC laws and Shouhui Chuangxiang or its designated person may conduct the business of Shenzhen Shouhui and its subsidiaries; (iii) Shouhui Chuangxiang exercises its unilateral and unconditional right of termination; or (iv) the agreement is required to be terminated in accordance with applicable PRC laws and regulations.

(iv) Shareholder Voting Rights Proxy Agreement
Date: 10 January 2024

Parties: (i) the Registered Shareholders; (ii) Shouhui Chuangxiang; and (iii) the Consolidated Affiliated Entities.

Duration: The Shareholder Voting Rights Proxy Agreement remains in effect until the Registered Shareholder ceases to be a shareholder of Shenzhen Shouhui.

Appointment: The Registered Shareholders irrevocably appointed Shouhui Chuangxiang or other person designated by it (excluding any person who may give rise to conflicts of interest), as the Registered Shareholders' attorney-in-fact with respect to all rights attached to the equity interests held by the Registered Shareholders in the Consolidated Affiliated Entities from time to time.

Rights granted: These rights include, among others (i) the right to propose, convene and attend shareholders' meetings or signing any relevant shareholders' resolutions or file any documents with the relevant companies registry; (ii) the right to exercise all rights attached to the equity interests in the Consolidated Affiliated Entities at law and under the Consolidated Affiliated Entities' constitutional documents (including the right to sell, transfer, pledge or dispose of equity interests); (iii) the right to exercise shareholders' voting rights in a shareholders' meeting; and (iv) the right to nominate and appoint the legal representative, chairpersons, directors, supervisors and other senior management members of the Consolidated Affiliated Entities.

(v) Spouse Undertakings

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

Dispute Resolution

The VIE Agreements are governed by and will be construed in accordance with PRC laws. Any dispute arising from the agreements between the parties shall first be resolved through good faith negotiations. In the event the parties fail to reach an agreement within 30 days after one party requested for resolution through negotiations, any party may submit the dispute to the Shenzhen Court of International Arbitration (深圳國際仲裁院) ("SCIA") for arbitration in accordance with its then effective arbitration rules. The arbitration shall be conducted in Shenzhen, and the language used shall be Chinese.

The arbitral tribunal may award remedies over the equity interests, property interests or other assets of the Consolidated Affiliated Entities, grant injunctive relief (e.g. to limit the conduct of business or to compel the transfer of assets), or order the winding up of the Consolidated Affiliated Entities. The arbitration ruling shall be final and binding on all parties. Any party may apply to courts with competent jurisdiction for enforcement of the arbitration rulings after they come into force.

The courts of Hong Kong, the Cayman Islands (being the place of incorporation of its Company) and other competent jurisdictions, including jurisdictions (i) where the Consolidated Affiliated Entities were incorporated, (ii) where the principal assets of the Consolidated Affiliated Entities or Shouhui Chuangxiang are located, also have jurisdiction for the grant and/or enforcement of the arbitral award and interim remedies against the equity interests, property interests or other assets of the Consolidated Affiliated Entities.

Revenue and Assets Subject to the Contractual Arrangement

The consolidated total revenue of the Consolidated Affiliated Entities for the year ended 31 December 2025 was approximately RMB1,456.0 million. The consolidated total assets and net assets of the Consolidated Affiliated Entities as at 31 December 2025 amounted to approximately RMB2,108.3 million and approximately RMB911.8 million respectively.

Background and Reasons for Adopting of the Contractual Arrangement

The Company currently operate or will operate certain businesses in the PRC that are subject to foreign investment restrictions and compliance with foreign investor requirements (the "Relevant Business(es)") through the Consolidated Affiliated Entities the operations of which are closely integrated. The Company indirectly hold equity interest in Shenzhen Shouhui as to a combined total of 24.9% through Shouhui Tianjin and StarSpark Tech H.K. Limited, with the remaining 75.1% held by Mr. Guang, Mr. Han, Ms. Liu and Small Umbrella (ESOP) (collectively, the "Registered Shareholders").

The agreements underlying the Contractual Arrangements provide a mechanism through which: (a) economic benefits of the Consolidated Affiliated Entities can be transferred to the Company through the Exclusive Business Cooperation Agreement; and (b)the Company is able to control the Consolidated Affiliated Entities through a series of agreements such as the Exclusive Option Agreement, the Equity Pledge Agreements, and the Shareholder Voting Rights Proxy Agreement (together with Exclusive Business Cooperation Agreement, "the Contractual Arrangements"). Pursuant to the Contractual Arrangements, the Company will instruct and supervise all substantial and material business decisions made by the Consolidated Affiliated Entities through Shouhui Chuangxiang, which is held as to 99% by Shouhui Tianjin, and 1% by StarSpark Tech H.K. Limited, the Company's indirect wholly-owned subsidiaries, and all risks arising from the Consolidated Affiliated Entities' business are also effectively borne by the Group as a result of the Consolidated Affiliated Entities being treated as the controlled subsidiaries. Accordingly, the Company is entitled to all economic benefits generated by the Consolidated Affiliated Entities through the Contractual Arrangements.

In preparation for entering into the Contractual Arrangements, the Consolidated Affiliated Entities, the then shareholders of Shenzhen Shouhui and Shouhui Tech H.K. Limited entered into the Initial Exclusive Business Cooperation Agreement, the Initial Exclusive Option Agreement, the Initial Equity Pledge Agreement and the Initial Shareholder Voting Rights Proxy Agreement (collectively, the "Transitional Contractual Arrangements").

PRC Laws Regulating to Restrictions on Foreign Ownership of the Relevant Businesses in the Insurance Intermediary Industry

Although there is no explicit foreign investment restriction on insurance intermediary industry in the Special Administrative Measures (Negative List) for Foreign Investment Market Access (2024 Version) (《外商投資准入特別管理措施(負面清單)(2024年版)》), which was jointly promulgated by the MOFCOM and the NDRC on September 6, 2024 and took effect from November 1, 2024 (the "**Negative List**"), according to Guidance on the Approval of Insurance Brokerage Business License (《保險經紀業務經營許可審批事項服務指南》) and the Guidance on the Approval of Insurance Agent Business License (《保險代理業務經營許可審批事項服務指南》) issued by the NFRA and based on the NFRA Consultation (as defined below), foreign investors are permitted to hold a maximum of 100% equity interest in insurance brokerage companies (保險經紀機構), insurance agency companies (保險專業代理機構) and insurance adjustment companies (保險公估機構), however, if the foreign investors intend to hold 25% or more (directly or indirectly, on a cumulative basis) of the equity interest of such companies, the companies shall be deemed as foreign-invested insurance brokers, agents and adjusters, and all such foreign investors must satisfy the requirements stipulated for foreign investors therein (the "**Foreign Investors Requirements**"): (i) insurance brokerage companies established in the PRC by overseas insurance brokerage companies which have practical business experience and comply with relevant regulations of NFRA; (ii) wholly owned insurance agency companies established in the PRC by Hong Kong and Macau insurance brokerage companies which have satisfied certain requirements; (iii) insurance agency companies established in the PRC by overseas insurance agency companies which have operated insurance agency business for more than 3 years; (iv) insurance agency companies established in the PRC by foreign insurance companies in PRC which have opened for more than 3 years; and (v) insurance professional intermediary established in the PRC by foreign insurance group companies and domestic foreign-funded insurance group companies.

The Consolidated Affiliated Entities, namely Small Umbrella Insurance Brokerage, Shouhui Insurance Agency and Shouhui Insurance Appraisal (which engage in the provision of insurance technology services in respect of risk assessment assistance and claims adjustment services, in which foreign investment is restricted) which are insurance brokerage company, insurance agency company and insurance adjustment company, respectively, are subject to the Foreign Investors Requirements.

The Company confirmed that (i) foreign investors directly or indirectly holding an aggregate of 25% or more equity interest in them respectively would be subject to the Foreign Investors Requirements mentioned above; and (ii) such approval from the Insurance Regulatory Authorities would be practically impossible to be obtained even if the Company meet the Foreign Investors Requirements.

As advised by the PRC Legal Advisor, the NFRA is the competent authority to provide the confirmations above.

The Value-Adding Telecommunication Industry

Foreign investment activities in the PRC are mainly governed by (i) the Foreign Investment Law of the PRC (《中華人民共和國外商投資法》) (the "**Foreign Investment Law**"), which took effect on January 1, 2020; (ii) the Catalog of Industries for Encouraging Foreign Investment (2022 Version) (《鼓勵外商投資產業目錄(2022年版)》), which was jointly promulgated by the MOFCOM and the NDRC on October 26, 2022 and took effect from January 1, 2023 (the "**Catalog**"); and (iii) the Negative List. The Negative List stipulates industries in which foreign investment is restricted or prohibited.

According to the Negative List, telecommunications and value-added telecommunication services are classified as foreign investment restricted businesses, companies providing value-added telecommunication services (except for e-commerce, domestic multi-party communications, store-and-forward classes, call centers) shall not be held by foreign investors as to more than 50% of their equity interests.

Small Umbrella Insurance Brokerage and Shouhui Insurance Agency, the Consolidated Affiliated Entities operating the internet information services, which are a sub-categories of valued-added telecommunication business, currently hold the value-added telecommunication business license necessary for the operation of such foreign investment-restricted business.

Commercial Benefits of the Contractual Arrangements

The Directors believe that the Contractual Arrangements conferring significant control and economic benefits from the Consolidated Affiliated Entities to the Company are fair enforceable and reasonable because (i) the Contractual Arrangements were negotiated on an arm's length basis and entered into between Shouhui Chuangxiang, the Consolidated Affiliated Entities and the Registered Shareholders; (ii) by entering into the Exclusive Business Cooperation Agreements with Shouhui Chuangxiang, which is indirectly wholly-owned by the Company, the Consolidated Affiliated Entities will enjoy better economic and technical support from the Company, as well as a better market reputation after the Listing; and (iii) similar arrangements are adopted by other companies in the market to accomplish the same purpose.

Risks Relating to the Contractual Arrangement

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

(a) If the PRC government finds that the agreements that establish the structure for operating some of its operations in China do not comply with PRC regulations relating to the relevant industries, or if these regulations or the interpretation of existing regulations evolve in the future, the Company could be subject to adverse consequences, including being forced to relinquish its interests in those operations;

(b) The Contractual Arrangements with the Consolidated Affiliated Entities and its shareholders may not be as effective as direct ownership in providing operational control;

(c) Any failure by the Consolidated Affiliated Entities or its shareholders to perform their obligations under its Contractual Arrangements with them may have a material and adverse effect on its business;

(d) The shareholders of the Consolidated Affiliated Entities may have actual or potential conflicts of interest with the Company;

(e) Contractual Arrangements in relation to the Consolidated Affiliated Entities may be subject to scrutiny by the PRC tax authorities and they may determine that the Company or the Consolidated Affiliated Entities owe additional taxes, which could negatively affect its financial condition and the value of your investment;

(f) The Company's current corporate structure and business operations may be affected by the Foreign Investment Law;

(g) The Company may lose the ability to use and enjoy assets held by its Consolidated Affiliated Entities that are critical to the operation of its business if its Consolidated Affiliated Entities declare bankruptcy or become subject to a dissolution or liquidation proceeding;

(h) The Company (through Shouhui Chuangxiang) bears economic risks as the primary beneficiary of the Consolidated Affiliated Entities;

(i) If the Company exercises the option to acquire equity ownership and assets of its Consolidated Affiliated Entities, the ownership or asset transfer may subject to certain limitations and substantial costs; and

(j) The Group does not have any insurance which covers the risks relating to the Contractual Arrangements and the transactions contemplated thereunder.

For details, please refer to the section headed "Risk Factors — Risks Relating to Our Contractual Arrangements" of the Prospectus.

Relevant Measures Taken by the Company to Mitigate the Risks

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

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

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

(c) the Company will disclose the overall performance and compliance with the Contractual Arrangements in its annual reports to update our Shareholders and potential investors;

(d) because the Contractual Arrangements will constitute continuing connected transactions of the Group upon Listing, the Company has applied to the Stock Exchange, and the Stock Exchange has granted a waiver, in relation to the Contractual Arrangements, details of which are set out in the section headed "Continuing Connected Transactions" in the Prospectus. The Company will comply with the conditions prescribed by the Stock Exchange under the waiver given;

(e) the Company will disclose, as soon as possible (i) any updates or changes to the ancillary regulations or implementation rules of the Foreign Investment Law that will materially and adversely affect the Company as and when they occur; and (ii) a clear description and analysis of the updates or changes in the ancillary regulations or implementation rules of the Foreign Investment Law as implemented, specific measures taken by us to fully comply with the changes in the Foreign Investment Law supported by a PRC legal opinion and any material impact on our operations and financial position; and

(f) the Company will engage external legal advisors or other professional advisors, if necessary, to assist the Board to review the implementation of the Contractual Arrangements and the legal compliance of Shouhui Chuangxiang and the Consolidated Affiliated Entities to deal with specific issues or matters arising from the Contractual Arrangements.

Material Change

There has not been any material change in the Contractual Arrangement and/or the circumstances under which they were adopted during the year ended 31 December 2025.

Listing Rules Implications and Waiver from the Stock Exchange

Given that each of Mr. Guang, Mr. Liwei Han ("**Mr. Han**"), Ms. Li Liu ("**Ms. Liu**") and Small Umbrella (ESOP) (a limited partnership which is held as to 35.95% by Mr. Guang) is a connected person of the Company, therefore, the transactions contemplated under the Contractual Arrangements constitute continuing connected transactions of our Company under Chapter 14A of the Listing Rules upon Listing.

As the highest applicable percentage ratio under the Listing Rules in respect of the transactions contemplated under the Contractual Arrangements is expected to be more than 5%, the Contractual Arrangements will be subject to the reporting, annual review, announcement, circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

In the event of any future amendments to the Listing Rules imposing more stringent requirements than those applicable as of the date of this annual report on the continuing connected transactions referred to in this section, we will take immediate steps to ensure compliance with such new requirements within a reasonable time.

In relation to the Contractual Arrangements, we have applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver pursuant to Rule 14A.102 of the Listing Rules from strict compliance with (i) the announcement, circular and independent Shareholders' approval requirements under Rule 14A.105 of the Listing Rules; (ii) the requirement of setting an annual cap for the transactions under the Contractual Arrangements under Rule 14A.53 of the Listing Rules; and (iii) the requirement of limiting the term of the Contractual Arrangements to three years or less under Rule 14A.52 of the Listing Rules, for so long as the Shares are listed on the Stock Exchange subject a few conditions, details of which are set out in the section headed "Continuing Connected Transactions" in the Prospectus:

The Company will comply with the applicable requirements under the Listing Rules, and will immediately inform the Stock Exchange if there are any changes to these continuing connected transactions mentioned above.

DIRECTORS' CONFIRMATION

Our Directors (including independent non-executive Directors) are of the view that:

(a) the Contractual Arrangements have been entered into in our ordinary and usual course of business on normal commercial terms or better (for our Company), which are fair and reasonable and in the interests of our Company and our Shareholders as a whole;

(b) the proposed alternative caps and the term of the agreements underlying the Contractual Arrangement, which exceeds three years, are fair and reasonable and in the interests of us and our Shareholders as a whole; and

(c) the term of the agreements is justifiable and in line with normal business practice agreements of this type, and necessary to ensure that the Consolidated Affiliated Entities remain controlled, and their economic interest may be enjoyed, by the Company on an uninterrupted basis.

Confirmation from the Auditor

The auditor of the Company was engaged to report on the Group's continuing connected transactions carried out pursuant to the Contractual Arrangements for the year ended December 31, 2025 in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised), "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 (Revised) "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants and provided a letter to the Directors confirming that the Contractual Arrangements (i) have been approved by the Board; (ii) have been entered into in accordance with the relevant Contractual Arrangements; (iii) no dividends or other distributions have been made by the Consolidated Affiliated Entities to the holders of its equity interests which are not otherwise subsequently assigned or transferred to our Group.

Save as disclosed above, none of the other related party transactions constitute connected transactions or continuing connected transactions that are required to be disclosed under Chapter 14A of the Listing Rules. The Company confirms that it has complied with the disclosure requirements under Chapter 14A of the Listing Rules and that it had followed the relevant policies and guidelines when determining the price and term of the continuing connected transactions conducted during the year ended December 31, 2025.

Termination of the Contractual Arrangement

Pursuant to the Contractual Arrangements, the Contractual Arrangements shall be terminated once (i) Shouhui Chuangxiang holds the entire equity interests in Shenzhen Shouhui or the entire assets of Shenzhen Shouhui in the event that the Foreign Investors Requirements under PRC laws are removed; (ii) the Consolidated Affiliated Entities become insolvent, bankrupted, cease to operate any business or are subject to liquidation or dissolution procedures; or (iii) The Company is able to obtain approval for foreign investments in its Relevant Businesses.

EQUITY-LINKED AGREEMENT

Save as disclosed in the section headed "Pre-IPO Share Award Scheme" in this annual report, there was no equity-linked agreement entered into by the Company during the year ended December 31, 2025.

MAJOR CUSTOMERS AND SUPPLIERS

During the year ended December 31, 2025, the respective percentage of purchases attributable to the Group's largest supplier and five largest suppliers in aggregate was 12.7% and 38.4%.

The percentage of the total sales attributable to the Group's five largest customers was 69.3% of the total sales in the Group.

To the best knowledge of the Directors, none of its Directors or any of their close associates or any Shareholders (which to the best knowledge of its Directors owned more than 5% of number of the Company's issued shares) had a material interest in the Company's five largest suppliers or customers.

CHARITABLE DONATIONS

The donations by the Group for the year ended December 31, 2025 amounted to RMB50,000.

PURCHASE, SALE OR REDEMPTION OF THE SECURITIES OF THE COMPANY

During the period from the Listing Date to December 31, 2025, the Company has repurchased a total of 246,400 shares ("Repurchased Shares") on the Stock Exchange at an aggregate consideration of HK$862,568 (inclusive of the payment of trading fees, levies and commission in the aggregate amount of HK$3,418.26) and all the repurchased shares were held as treasury shares. As of December 31, 2025, the Company had not sold any treasury shares and held a total of 246,400 treasury shares, which will be used in share schemes, or to be sold for cash or cancelled to the extent permitted by applicable laws and regulations and the Listing Rules, depending on the specific circumstances. The repurchases were made for the benefit of the Company and to create value for the Shareholders. Details of the repurchases are set out below:

Month of purchase in 2025	No. of Repurchased Shares	Purchase Price per Share		Aggregate Consideration Paid
		Highest (HK$)	Lowest (HK$)	(HK$)
December	246,400	3.65	3.35	862,568

Saved as disclosed above, during the period from the Listing Date to December 31, 2025, neither the Company nor any of its subsidiaries or Consolidated Affiliated Entities has purchased, sold or redeemed any listed securities of the Company (including sale of treasury share). As of December 31, 2025, the Company held 246,400 treasury shares.

CONVERTIBLE SECURITIES, OPTIONS, WARRANTS AND SIMILAR RIGHTS

Save as disclosed in the section headed "Pre-IPO Share Award Scheme" in this annual report, the Company had no outstanding convertible securities, options, warrants and similar rights during the Reporting Period and there was no issue or grant of any convertible securities, options, warrants and similar rights during the Reporting Period.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Company has adopted the principles and code provisions as set out in the CG Code contained in Appendix C1 of the Listing Rules and has complied with the code provisions in the CG Code during the reporting period.

AUDITOR

The Consolidated Financial Statements of the Group for the year ended December 31, 2025 have been audited by KPMG, certified public accountants. KPMG shall retire and being eligible, offer itself for re-appointment, and a resolution to this effect shall be proposed at the AGM.

Shouhui Group Limited
Chairman
Yao Guang

Shenzhen, China
25 March, 2026

CORPORATE GOVERNANCE REPORT

The Board of the Company is pleased to present this corporate governance report in the Group's annual report for the year ended December 31, 2025.

CORPORATE PURPOSE, CULTURE AND STRATEGY

The Company is a life and health insurance intermediary service provider in China, dedicated to providing insurance service solutions to policyholders and the insured online through life and health insurance transaction and service platforms. The Company recognizes that a good corporate culture is essential to support its business development and corporate image. The company takes protecting customers' happiness as its mission, aspires to become a leading enterprise in the insurance industry, and upholds integrity, pursuit of excellence, customer first, and warmth as its core values.

CORPORATE GOVERNANCE PRACTICES

The Group is committed to achieving high standards of corporate governance to safeguard the interests of Shareholders and to enhance corporate value and accountability.

The Company has applied the principles as set out in the CG Code in Appendix C1 to the Listing Rules. Save for the deviation from code provision C.2.1 of Part 2 of the Corporate Governance Code, which is explained in the section headed "Chairman and Chief Executive Officer" below, the Company has complied with all applicable code provisions as set out in Part 2 of the Corporate Governance Code during the period from the Listing Date to December 31, 2025. Key corporate governance principles and practices of the Company as well as the foregoing deviation are summarized below.

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

A. THE BOARD

Responsibilities

The Board is responsible for the leadership and control of the Company and is responsible for promoting the success of the Company by directing and supervising its affairs. The Board has established several Board committees and has delegated to these Board committees various responsibilities as set out in their respective terms of reference which are published on the websites of the Stock Exchange and the Company.

All Directors have carried out their duties in good faith and in compliance with the standards of applicable laws and regulations, and have acted in the best interests of the Company and its Shareholders at all times.

Delegation of Management Function

The Board is responsible for making all major decisions of the Company including: the approval and monitoring of all major policies of the Group and overall strategies, risk management and internal control systems, notifiable and connected transactions, nomination of directors and company secretary, and other significant financial and operational matters.

All Directors have full and timely access to all relevant information as well as the advice and services of the company secretaries, with a view to ensuring that Board procedures and all applicable rules and regulations are followed. Each Director is entitled to seek independent professional advice in appropriate circumstances at the Company's expense.

The day-to-day management, administration and operation of the Company are delegated to the management. The delegated functions are periodically reviewed. Approval has to be obtained from the Board prior to any significant transaction is entered into.

Corporate Governance Functions

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

(a) reviewing and monitoring the Company's policies and practices on compliance with laws and regulatory requirements;

(b) reviewing and monitoring the training and continuous professional development of the Directors and senior management of the Company;

(c) developing, reviewing and monitoring the code of conduct and compliance manuals applicable to the employees and Directors;

(d) developing and reviewing the Company's corporate governance policies and practices, making recommendations to the Board, and reporting to the Board on relevant matters;

(e) reviewing the Company's compliance with the CG Code and disclosure in the corporate governance report; and

(f) reviewing and monitoring the Company's compliance with the Company's whistle-blowing policy.

Board Composition

As at the date of this annual report, the Board comprises the following Directors:

Category	Name
Executive Directors	Mr. Yao Guang *(Chairman and Chief Executive Officer)*
	Mr. Liwei Han
	Ms. Li Liu
	Mr. Jianting Li
Non-executive Directors	Mr. Byron Ye
	Mr. Sirui Li
Independent Non-executive Directors	Mr. Gang Shen
	Mr. Haiquan Wu
	Mr. Yuanxin Zhang

The list of Directors (by category) is also disclosed in all corporate communications issued by the Company from time to time pursuant to the Listing Rules. The independent non-executive Directors are expressly identified in all corporate communications pursuant to the Listing Rules.

Each of the Directors has confirmed that he or she (i) has obtained the legal advice referred to under Rule 3.09D of the Listing Rules in March 2024, and (ii) understands his or her obligations as a director of a listed issuer under the Listing Rules.

Induction and Continuing Development of Directors

Each newly appointed Director receives formal, comprehensive and tailored induction on the first occasion of his/her appointment, so as to ensure that he/she understands the business and operations of the Company and that he/she is fully aware of his/her responsibilities and obligations under the Listing Rules and other relevant regulatory requirements.

Pursuant to code provision C.1.4 as set out in Part 2 of the Corporate Governance Code, Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. The Directors are continually provided with information relating to the developments in the legal and regulatory regime and the business and market environments to facilitate the execution of their responsibilities. All Directors are encouraged to attend relevant training courses at the Company's expense.

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

Name of Director	Attending training, briefings, seminars, conferences and workshops relevant to the Company's industry and business, director's duties and/or corporate governance	Reading news alerts, newspapers, journals, magazines and publications relevant to the Company's industry and business, director's duties and/or corporate governance
Mr. Yao Guang	√	√
Mr. Liwei Han	√	√
Ms. Li Liu	√	√
Mr. Jianting Li	√	√
Mr. Byron Ye	√	√
Mr. Sirui Li	√	√
Mr. Gang Shen	√	√
Mr. Haiquan Wu	√	√
Mr. Yuanxin Zhang	√	√

Board Meetings and General Meetings

Number of Meetings and Directors' Attendance

Code provision C.5.1 of the CG Code prescribes that at least four regular Board meetings should be held in each year at approximately quarterly intervals with active participation of majority of directors, either in person or through electronic means of communication.

From the Listing Date to December 31, 2025, the Board convened four board meeting for discussing and approving, among others, the overall strategies and policies of the Company, reviewing and approving the audited annual results for the year ended December 31, 2024, unaudited interim results for the six months ended June 30, 2025, declaration of final dividend and connected transactions and continuing connected transactions. No general meeting was convened from the Listing Date to December 31, 2025.

The attendance records of each Director at the Board meetings are set out below:

Name of Director	**Attendance/ Number of Board Meetings**
Mr. Yao Guang	4/4
Mr. Liwei Han	4/4
Ms. Li Liu	4/4
Mr. Jianting Li	4/4
Mr. Byron Ye	4/4
Mr. Sirui Li	4/4
Mr. Gang Shen	4/4
Mr. Haiquan Wu	4/4
Mr. Yuanxin Zhang	4/4

In addition, the chairman of the Board held a meeting with the independent non-executive Directors without the presence of other Directors from the Listing Date to December 31, 2025.

Practices and Conduct of Meetings

Annual meeting schedules and draft agenda of each meeting are made available to Directors in advance. Notices of regular Board meetings are served to all Directors at least 14 days before the meetings. For other Board and committee meetings, reasonable notice will generally be given.

Board papers together with all appropriate, complete and reliable information are sent to all Director at least three days before each Board meeting or committee meeting to keep the Directors apprised of the latest developments and financial position of the Company and to enable them to make informed decisions. The Board and each Director also have separate and independent access to the senior management whenever necessary.

The senior management attends all regular Board meetings and where necessary, other Board and committee meetings to advise on business developments, financial and accounting matters, statutory and regulatory compliance, corporate governance and other major aspects of the Company.

The joint company secretaries are responsible for taking and keeping minutes of all Board meetings and committee meetings. Draft minutes are normally circulated to Directors for comment within a reasonable time after each meeting and the final version is open for Directors' inspection.

The Articles of Association contain provisions requiring Directors to abstain from voting and not to be counted in the quorum at meetings for approving transactions in which such Directors or any of their associates have potential or actual conflicts of interests.

B. CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Code provision C.2.1 of the CG Code stipulates that the roles of chairman and chief executive should be separated and should not be performed by the same individual.

The Board is of the view that the Company has complied with all applicable principles and code provisions of the Corporate Governance Code during the Reporting Period, except for a deviation from the code provision C.2.1 of the Corporate Governance Code, that the roles of the Chairman and chief executive officer of the Company are not separated and are both performed by Mr. Guang. With extensive experience in the Internet technology service and insurance intermediary industry, Mr. Guang is primarily responsible for overall strategic planning and operational decision making of the Group and is instrumental to the Group's growth and business expansion. The Board considers that vesting the roles of Chairman and chief executive officer in the same person is beneficial to the management of the Group. The balance of power and authority is ensured by the operation of the senior management and the Board, which comprises experienced and visionary individuals. The Board currently comprises four executive Directors (including Mr. Guang), two non-executive Directors and three independent non-executive Directors and therefore has a fairly strong independence element in its composition. Decisions to be made by the Board require approval by at least a majority of the Directors. Mr. Guang and the other Directors are aware of and undertake to fulfil their fiduciary duties as Directors, which require, among other things, that he/she acts for the benefit and in the best interests of the Company and will make decisions of the Group accordingly. The Board will continue to enhance its corporate governance practices appropriate to the conduct and growth of its business and to review such practices from time to time to ensure that they comply with statutory and professional standards and align with the latest developments.

Save as disclosed above, the Company is in compliance with all code provisions as set out in Part 2 of the Corporate Governance Code during the period from the Listing Date to December 31, 2025 and up to the date of this annual report.

C. BOARD COMMITTEES

The Board has established three committees, namely, the Audit Committee, the Remuneration Committee and the Nomination Committee, for overseeing particular aspects of the Company's affairs. All of these three committees are established with defined written terms of reference which are available at the websites of the Stock Exchange and the Company.

The majority of the members of the Remuneration Committee, Audit and Compliance Committee and Nomination Committee are independent non-executive Directors.

The Board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expense.

Audit Committee

The Board has established the Audit Committee with written terms of reference in compliance with the requirements of the Corporate Governance Code. The terms of reference of the Audit Committee are set out on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.shouhui-tech.com).

The Audit Committee comprises three independent non-executive Directors, namely Mr. Yuanxin Zhang, Mr. Haiquan Wu and Mr. Gang Shen, with Mr. Yuanxin Zhang serving as the chairman. None of the members of the Audit Committee is a former partner of the Company's existing external auditor, KPMG. The primary duties of the Audit Committee include, without limitation, (i) reviewing and supervising the financial reporting process and internal control system of the Group; (ii) overseeing the audit process; (iii) reviewing and approving connected transactions; and (iv) providing advice and comments to the Board.

The Audit Committee has considered and reviewed the accounting principles and practices adopted by the Group and discussed matters in relation to risk management, internal control and financial reporting with the management. The external auditor was invited to attend the Audit Committee meetings to discuss with the Audit Committee on issues arising from the audit and financial reporting matters. The Audit Committee also met with the external auditor without the presence of management. The Audit Committee was satisfied with the independence and engagement of the external auditor. As such, the Audit Committee has recommended the re-appointment of the external auditor. The Audit Committee has reviewed the consolidated annual results of the Group for the Reporting Period in conjunction with the management and the external auditor of the Company. Based on the review and discussions with the management, the Audit Committee considered that the annual results are in compliance with the applicable accounting standards, the Listing Rules and all other applicable legal and regulatory requirements and appropriate disclosures have been duly made.

The consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity, the consolidated cash flow statement and the related notes thereto for the year ended December 31, 2025 contained in this report have been reviewed and confirmed by KPMG, the independent auditor of the Company, in accordance with HKFRS Accounting Standards as issued by the Hong Kong Institute of Certified Public Accountants.

From the Listing Date to December 31, 2025, the Audit Committee held two meetings, the attendance records of the Audit Committee meetings are set out below:

Name of Director	Attendance/ Number of Meeting(s)
Mr. Yuanxin Zhang	2/2
Mr. Gang Shen	2/2
Mr. Haiquan Wu	2/2

Remuneration Committee

The Board has established the Remuneration Committee with written terms of reference in compliance with code provisions under E.1.2 of the CG Code. The Remuneration Committee currently consists of two independent non-executive Directors, being Mr. Gang Shen and Mr. Haiquan Wu, and one executive Director, being Mr. Yao Guang. The chairperson of the Remuneration Committee is Mr. Gang Shen.

The primary duties of the Remuneration Committee include, but are not limited to: (i) making recommendations to the Board on the policy and structure for all remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing policies on such remuneration; (ii) reviewing and approving the management's remuneration proposals with reference to the Board's corporate goals and objectives and ensuring that it is consistent with contractual terms and are reasonable and appropriate; (iii) determining or making recommendation to the Board on the terms of the remuneration package of the Directors and senior management with reference to their time commitment and responsibilities, and employment condition in the Group, and comparable companies; and (iv) reviewing and/or approving matters relating to share schemes under Chapter 17 of the Listing Rules. The Remuneration Committee normally meets at least once a year for reviewing the remuneration policy and structure and making recommendations to the Board on determining the annual remuneration packages of the executive Directors and the senior management and other related matters.

The Remuneration Committee has reviewed, among others, the remuneration policy and structure of the Company, considered and made recommendation to the Board on the remuneration for independent non-executive Directors as well as the proposal on special incentive of senior management, and assess performance of executive Directors. No grant was made during the year ended December 31, 2025 which requires review by the Remuneration Committee pursuant to Rules 17.03F, 17.06B(7) and (8) of the Listing Rules.

The Remuneration Committee held one meeting from the Listing Date to December 31, 2025, the attendance records of the Remuneration Committee meetings are set out below:

Name of Director	Attendance/ Number of Meeting(s)
Mr. Gang Shen	1/1
Mr. Yao Guang	1/1
Mr. Haiquan Wu	1/1

Remuneration of Directors and Senior Management

Pursuant to code provision E.1.5 as set out in Part 2 of the Corporate Governance Code, the annual remuneration (including share-based compensation) paid to members of senior management (including those who are also Directors) by band for the year ended December 31, 2025 is set out below:

Annual Remuneration	Number of individuals
RMB0–1,000,000	6
RMB1,000,001–5,000,000	2
RMB5,000,001–10,000,000	1

Further details of the remuneration of Directors for the Reporting Period are set out in Note 8 to the Consolidated Financial Statements in this annual report.

Nomination Committee

The Board has established the Nomination Committee with written terms of reference in compliance with code provisions under B.3 of the CG Code. The Nomination Committee currently consists of two executive Director, being Mr. Yao Guang and Ms. Li Liu, and three independent non-executive Directors, being Mr. Gang Shen, Mr. Yuanxin Zhang and Mr. Haiquan Wu. The chairperson of the Nomination Committee is Mr. Yao Guang. The Nomination Committee reviews the structure, size and composition of the Board at least once a year and make recommendations on any proposed changes (if any) to it.

The primary duties of the Nomination Committee include, but are not limited to (i) with reference to the Nomination Policy, identifying, selecting and recommending to the Board suitable candidates to serve as Directors and presidents of the Company, and formulating plans for succession for both executive Directors and non-executive Directors; (ii) reviewing the structure, size, composition and diversity of the Board as well as the Board Diversity Policy; (iii) overseeing the process for evaluating the performance of the Board; (iv) developing, recommending to the Board and monitoring nomination guidelines for its Company; and (v) assessing the independence of independent non-executive Directors.

The Nomination Committee has reviewed, among others, the structure, size, composition and diversity (including the skills, knowledge, experience, gender, age, cultural and educational background, ethnicity, professional experience and length of service) of the Board to ensure that the Board has a balance of expertise, skills and experience appropriate for the requirements of the business of the Company, to assess the independence of the independent non-executive Directors, considered the credentials of the executive Director candidate, and discussed the Directors who retired by rotation in accordance with the Articles of Association, being eligible, had offered themselves for re-election at the 2025 annual general meeting of the Company.

The Nomination Committee held one meeting from the Listing Date to December 31, 2025, the attendance records of the Nomination Committee meetings are set out below:

Name of Director	Attendance/ Number of Meeting(s)
Mr. Yao Guang	1/1
Ms. Li Liu	1/1
Mr. Gang Shen	1/1
Mr. Haiquan Wu	1/1
Mr. Yuanxin Zhang	1/1

DIVERSITY

Board Diversity Policy

The Board has adopted a board diversity policy which sets out the objective and approach to achieve and maintain diversity of the Board in order to enhance its effectiveness. Pursuant to the board diversity policy, the Company seeks to achieve Board diversity through the consideration of a number of factors, including but not limited to gender, age, language, cultural background, educational background, industry experience and professional experience, skills, knowledge and/or length of service.

The Company is also committed to adopting a similar approach to promote diversity within management (including but not limited to the senior management) of the Company to enhance the effectiveness of corporate governance of the Company as a whole. The Nomination Committee is delegated by the Board to be responsible for compliance with relevant codes governing board diversity under the Corporate Governance Code. The Nomination Committee will from time to time (i) discuss and agree on expected goals to ensure board diversity; and (ii) review the board diversity policy to ensure its continued effectiveness. The Company will (i) disclose the biographical details of each Director; and (ii) disclose in its corporate governance report about the implementation of the board diversity policy on an annual basis.

The Directors have a balanced mix of gender, knowledge, skills, perspectives and experience, including business management, technology, finance and accounting. They obtained degrees in various majors including business administration, computer science and accounting. Furthermore, the Board has a wide range of age, ranging from 38 years old to 52 years old. The Company has also taken, and will continue to take, steps to promote gender diversity at all levels of its Company, including but without limitation, on the Board. Upon the Listing, one of its nine Board members is female.

Diversity of Employees

Since the establishment of the Company, the Board has attached great importance to gender diversity across all employees (including the senior management). The gender ratio of the Company's employees as at December 31, 2025 is set out in the table below:

Gender	Number	Percentage
Female	384	52.5%
Male	348	47.5%
Total	**732**	**100%**

We will also continue to ensure that there is gender diversity when recruiting staff at mid to senior level so that the Company will have a pipeline of female senior management and potential successors to its Board in due time to ensure gender diversity of its Board. the Group will continue to emphasize training of female talent and providing long-term development opportunities for its female staff. Taking into account the different backgrounds of the Directors, the composition of the Board is able to bring a balance of diversity perspectives to the Board.

The Board and management are also responsible for promoting diversity, equality and inclusion throughout the Company to maintain an equal, safe and happy workplace environment. The Company treats all employees equally in hiring, salary and compensation, employment opportunities, rewards and punishments, and work processes without discrimination on the basis of any personal circumstances (e.g., race, nationality, religion, gender, age, marital status, physical characteristics, etc.), and the Company strictly prohibit any form of sexual harassment and intimidation. In its corporate culture, the Company also actively advocates the integration of employees in different cultures, pursue compatibility and inclusiveness, and seek common ground while reserving differences.

DIRECTOR NOMINATION POLICY

The Board has delegated its responsibility and authority for the selection and appointment of Directors to the Nomination Committee of the Company.

The Company has adopted a director nomination policy (the "Director Nomination Policy") for the Director nomination procedures, which sets out the selection criteria, nomination procedures and the Board succession planning considerations relating to the nomination and appointment of Directors, with the aim of ensuring that the Board has a balance of corresponding skills, experience and diversity of perspectives, as well as the continuity of the Board and appropriate leadership at the Board level.

Pursuant to the Nomination Policy, the Group considers a number of criteria in evaluating and selecting candidates for directorships, including but not limited to (i) character and integrity; (ii) qualifications including professional qualifications; (iii) willingness to devote adequate time to discharge duties as a Board member and other directorships and significant commitments; (iv) requirements of the Listing Rules; (v) the Board Diversity Policy; and (vi) other perspectives appropriate to the Group's business.

The Nomination Committee and/or the Board may select candidates for directorship from various channels, including but not limited to internal promotion, re-designation, referral by the management and external recruitment agents. The Nomination Committee and/or the Board should, upon receipt of the proposal on appointment of new Director and the biographical information (or relevant details) of the candidate, evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship. The Nomination Committee should then recommend to the Board to appoint the appropriate candidate for directorship, as applicable. For any person that is nominated by a Shareholder for election as a Director at the general meeting of the Company, the Nomination Committee and/or the Board should evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship. Where appropriate, the Nomination Committee and/or the Board should make recommendation to the Shareholders in respect of the proposed election of Director at the general meeting of the Company.

The Nomination Committee will review the Nomination Policy, as appropriate, to ensure its effectiveness.

COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as its own code of conduct regarding securities transactions by the Directors and the relevant employees who is likely to possess inside information in relation to the Company's securities due to his/her roles in daily work.

Having made specific enquiries to all Directors and relevant employees, all of them have confirmed that they have fully complied with the required standards of dealings set out in the Model Code during the period from the Listing Date to December 31, 2025.

No incident of non-compliance with the Model Code by the relevant employees of the Company were noted by the Company for the Reporting Period.

CORPORATE GOVERNANCE

The Group is committed to maintaining high standard of corporate governance to safeguard the interests of the Shareholders, enhance corporate value, formulate its business strategies and policies, and enhance its transparency and accountability.

The Board is of the view that the Company has complied with all applicable principles and code provisions of the Corporate Governance Code during the period from the Listing Date to December 31, 2025, except for a deviation from the code provision C.2.1 of the Corporate Governance Code, that the roles of the Chairman and chief executive officer of the Company are not separated and are both performed by Mr. Guang. With extensive experience in the internet technology service and insurance intermediary industry, Mr. Guang is primarily responsible for overall strategic planning and operational decision making of the Group and is instrumental to the Group's growth and business expansion. The Board considers that vesting the roles of Chairman and chief executive officer in the same person is beneficial to the management of the Group. The balance of power and authority is ensured by the operation of the senior management and the Board, which comprises experienced and visionary individuals. The Board currently comprises four executive Directors (including Mr. Guang), two non-executive Directors and three independent non-executive Directors and therefore has a fairly strong independence element in its composition. Decisions to be made by the Board require approval by at least a majority of the Directors. Mr. Guang and the other Directors are aware of and undertake to fulfil their fiduciary duties as Directors, which require, among other things, that he/she acts for the benefit and in the best interests of the Company and will make decisions of the Group accordingly. The Board will continue to review the effectiveness of the corporate governance structure of the Company in order to assess whether separation of the roles of Chairman and chief executive officer is necessary.

Save as disclosed above, the Company has been in compliance with all code provisions as set out in Part 2 of the Corporate Governance Code during the period from the Listing Date to December 31, 2025 and up to the date of this annual report.

DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended December 31, 2025. The Board is responsible for presenting a balanced, clear and understandable assessment of annual and interim reports, inside information announcements and other financial disclosures required by the Listing Rules and other regulatory requirements.

The management has provided sufficient explanation and information to the Board as necessary to enable the Board to carry out an informed assessment of the financial information and position of the Company to put forward such information to the Board for approval.

AUDITORS' RESPONSIBILITY AND REMUNERATION

The Company appointed KPMG, Certified Public Accountants, as the external auditor for the year ended December 31, 2025. A statement by KPMG about their reporting responsibilities for the financial statements is included in the Independent Auditors' Report on pages 79 to 83. There has been no change of the Company's external auditor since the Listing Date.

Details of the fees paid/payable in respect of the audit and non-audit services provided by KPMG for the year ended December 31, 2025 are set out in the table below:

Services rendered to the Company	**Fees paid and payable** (RMB'000)
Audit services	1,600
IPO-related services	2,460
Non-audit services	
— Interim review	800
Total	4,860

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board acknowledges that it is its responsibility to ensure that the Company establishes and maintains sound risk management and internal control systems within the Group and to review the effectiveness of the systems. Such systems are designed to manage and mitigate risks inherent in the Group's business faced by the Group to an acceptable level, but not to eliminate the risk of failure to achieve business objectives, and can only provide reasonable assurance against material misstatement, loss or fraud.

The Board has the overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Company's strategic objectives, and establishing and maintaining appropriate and effective risk management (including ESG risks) and internal control systems.

To monitor the continuous implementation of risk management policies and corporate governance measures after the Listing, the Company has adopted or will continue to adopt, among other things, the following risk management measures:

- establish the Audit Committee to review and supervise its financial reporting process and internal control system;
- adopt various policies to ensure the compliance with the Listing Rules, including but not limited to policies in respect of risk management, connected transactions and information disclosure;

- provide regular anti-corruption and anti-bribery compliance training for senior management and employees in order to enhance their knowledge of and compliance with applicable laws and regulations; and

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

The Company has adopted and implemented comprehensive risk management policies in various aspects of its business operations such as financial reporting, information system, internal control, and human resources, and the Company is dedicated to continuously improving these systems. The Company continually review the implementation of its risk management and internal control policies and procedures to enhance their effectiveness and sufficiency.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The memorandum and articles of association of the Company have been amended and restated with effect from the Listing Date. An up-to-date version of the Company's memorandum and Articles of Association is also available on the websites of the Company and the Stock Exchange.

SHAREHOLDERS' RIGHTS

To safeguard Shareholders' interests and rights, separate resolutions are proposed at general meetings on each substantial issue, including the election of individual Directors. All resolutions put forward at a general meeting will be taken by poll pursuant to the Listing Rules except where the chairperson, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. In addition, the poll results will be posted on the websites of the Company and the Stock Exchange after the relevant shareholders' meeting. An annual general meeting of the Company shall be held each year and at the place determined by the Board. Each general meeting other than an annual general meeting, shall be called an extraordinary general meeting ("**EGM**").

Procedures for shareholders to convene an EGM

Pursuant to Article 64 of the Articles of Association of the Company, extraordinary general meetings shall be convened on the requisition of one or more Shareholder(s) holding, at the date of deposit of the requisition, not less than one-tenth of the paid up capital of the Company having the right of voting at general meetings, on a one vote per share basis in the share capital of the Company and the foregoing Shareholders shall be able to add resolutions to the meeting agenda. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two Months after the deposit of such requisition.

If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Procedures for putting forward proposals at shareholders' meetings

There are no provisions in the Articles of Association allowing Shareholders to put forward new resolutions at general meetings. Shareholders who wish to make proposals or move a resolution may, however, convene an EGM in accordance with the "Procedures for shareholders to convene an EGM" set out above.

Procedures for putting enquiries to the Board

Any Shareholder(s) of the Company who wish to raise an enquiry concerning the Company to the Board may deliver the enquiry in written form to the Company's principal place of businesses mentioned above (or at any address notified by the Company from time to time) and for the attention of the Chairman of the Board or the Company Secretary. Upon receipt of the enquiry, the Company would reply as soon as possible.

COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

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

There are a number of formal communication channels which the Company uses to report and account to Shareholders and investors for the performance of the Company. These include (i) the publication of interim and annual reports; (ii) the annual general meeting or extraordinary general meetings, which provide a forum for Shareholders to raise comments and exchanging views with the Board; (iii) updates of key information of the Group that are made available to Shareholders and investors through the websites of the Stock Exchange and the Company; (iv) the Company's website providing dedicated contact details to facilitate direct communications between the Company and its Shareholders and investors; and (v) the Company's share registrars in Hong Kong, which serve Shareholders in respect of all share registration matters.

As part of its regular review, the Board had reviewed these communication channels for the year ended 31 December 2025 and is of the view that they are effectively and adequately implemented.

DIVIDEND DISTRIBUTION POLICY

The Company does not have a formal dividend policy or a pre-determined dividend payout ratio. Any dividends we pay will be at the discretion of the Board and will depend on our future operations and earnings, capital requirements and surplus, general financial condition, contractual restriction and other factors the Board consider relevant. Any declaration and payment as well as the amount of dividends will be subject to our Memorandum of Association and Articles of Association and the Cayman Companies Act.

The payment and amount of any future dividends will also depend on the availability of dividends received from our subsidiaries. PRC laws require that dividends be paid only out of the profit for the year calculated according to PRC accounting principles.

JOINT COMPANY SECRETARIES

Ms. Zhao Zeng ("Ms. Zeng") of Tricor Services Limited, an external service provider, has served as a joint company secretary of the Company since January 9, 2024. Ms. Zeng is a Manager of Company Secretarial Services of Tricor Services Limited, a global professional services provider specializing in integrated business, corporate and investor services. Ms. Zeng has over nine years of experience in the corporate secretarial field and has been providing professional corporate services to Hong Kong listed companies as well as multinational, private and offshore companies.

Ms. Qing Li ("Ms. Li") has served as another joint company secretary of the Company since January 9, 2024. Ms. Li has or has been assuming or assumed the head of finance department of Shenzhen Shouhui since June 2015 and the director of Shenzhen Shouhui from January 2021 to January 2025. Ms. Zeng worked and communicated closely with Ms. Li to discharge the functions of joint company secretaries during the year.

During the year ended December 31, 2025, each of Ms. Zeng and Ms. Li has undertaken over 15 hours of professional training to update their skills and knowledge in compliance with Rule 3.29 of the Listing Rules.

GOING CONCERN

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximizing the return to Shareholders through the optimization of the debt and equity balance. There are no material uncertainties relating to events or conditions that cast significant doubt upon the Company's liability to continue as a going concern.

INDEPENDENT AUDITOR'S REPORT
TO THE SHAREHOLDERS OF SHOUHUI GROUP LIMITED
(Incorporated in the Cayman Islands with limited liability)

Opinion

We have audited the consolidated financial statements of Shouhui Group Limited ("the Company") and its subsidiaries ("the Group") set out on pages 84 to 152, which comprise the consolidated statement of financial position as at 31 December 2025, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended and notes, comprising material accounting policy information and other explanatory information.

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

Basis for opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") as issued by the HKICPA. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the HKICPA's *Code of Ethics for Professional Accountants* ("the Code"), as applicable to audits of financial statements of public interest entities. We have also fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

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

Key audit matters (continued)

Revenue recognition in respect of the provision of insurance transaction services

Refer to note 4 to the consolidated financial statements and the accounting policies on page 103.

The Key Audit Matter	How the matter was addressed in our audit
The revenue recognized for the insurance transaction services include initial commission from the insurance companies based on the premiums of the insurance policies paid by the policyholders and estimated variable renewal commissions for long-term insurance products. For long-term insurance products, the Group uses the expected value method based on historical data and experience to estimate the variable renewal commissions which are contingent on future renewals of initial policies or the Group achieving its performance target. We identified revenue recognition in respect of the provision of insurance transaction services as a key audit matter because revenue is a key performance measure for the Group and estimation of variable renewal commissions expected for long-term insurance products involves management judgment.	Our audit procedures to assess the recognition of revenue in respect of the provision of insurance transaction services included the following: • obtaining an understanding and evaluating the design, implementation and operating effectiveness of key internal controls over revenue recognition; • inspecting the contracts with insurance companies, on a sample basis, discussing with management and understanding the contractual terms to evaluate the revenue recognition policies with reference to the requirements of the applicable accounting standards; • evaluating of the appropriateness of the methodology used by management to estimate revenue by benchmarking the methods against general market practice within the insurance brokerage and agency industry; • comparing, on a sample basis, the actual renewals with estimated renewals to evaluate the appropriateness of the renewal assumptions used by management to estimate revenue; • obtaining external confirmation from the insurance companies confirming the billing amounts and outstanding receivables as at the year-end on a sample basis; and • with the assistance of KPMG IT specialists, accessing the completeness and accuracy of the historical data used by the management to estimate variable renewal commissions.

Information other than the consolidated financial statements and auditor's report thereon

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

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon as part of our engagement to audit the consolidated financial statements. We have performed an assurance engagement on the disclosed continuing connected transactions that form part of the other information and provided a separate assurance practitioner's conclusion thereon that is included within the other information.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the directors for the consolidated financial statements

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

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

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

Auditor's responsibilities for the audit of the consolidated financial statements

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

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

Auditor's responsibilities for the audit of the consolidated financial statements (continued)

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

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

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

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

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

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

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

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

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

Auditor's responsibilities for the audit of the consolidated financial statements (continued)

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

The engagement partner on the audit resulting in this independent auditor's report is Choi Ching Hin (practising certificate number: P06196).

KPMG
Certified Public Accountants

8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong

25 March 2026

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2025

Expressed in Renminbi ("RMB")

		Year ended 31 December	
		2025	2024
	Note	**RMB'000**	RMB'000
Revenue	4	**1,469,249**	1,387,086
Cost of revenue		**(986,396)**	(858,206)
Gross profit		**482,853**	528,880
Other net income	5	**13,075**	13,682
Sales and marketing expenses		**(138,000)**	(136,285)
General and administrative expenses		**(85,054)**	(98,023)
Research and development expenses		**(48,416)**	(50,955)
Provision for impairment loss	6(c)	**(498)**	(962)
Profit from operations		**223,960**	256,337
Finance costs	6(a)	**(557)**	(258)
Changes in carrying amount of financial instruments issued to investors	22	**619,015**	(345,035)
Share of losses of associates	14	**(2,802)**	(1,234)
Profit/(loss) before taxation		**839,616**	(90,190)
Income tax	7	**(46,033)**	(45,419)
Profit/(loss) for the year		**793,583**	(135,609)

The notes on pages 90 to 152 form part of these consolidated financial statements.

	Note	2025 RMB'000	2024 RMB'000
		Year ended 31 December	
Other comprehensive income for the year (after tax):			
Items that are or may be reclassified subsequently to profit or loss:			
Exchange differences on translation of financial statements of operations outside the Chinese mainland		**(7,401)**	2,886
Other comprehensive income for the year		**(7,401)**	2,886
Total comprehensive income for the year		**786,182**	(132,723)
Profit/(loss) attributable to:			
Equity shareholders of the Company		**793,317**	(136,116)
Non-controlling interests		**266**	507
Profit/(loss) for the year		**793,583**	(135,609)
Total comprehensive income attributable to:			
Equity shareholders of the Company		**785,916**	(133,230)
Non-controlling interests		**266**	507
Total comprehensive income for the year		**786,182**	(132,723)
Earnings/(loss) per share	10		
Basic		**4.70**	(1.68)
Diluted		**1.00**	(1.68)

The notes on pages 90 to 152 form part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

For the year ended 31 December 2025

Expressed in Renminbi ("RMB")

		As at 31 December	
		2025	2024
	Note	**RMB'000**	RMB'000
Non-current assets			
Property, plant and equipment		**1,617**	153
Intangible assets	11	**41,939**	40,599
Right-of-use assets	12	**18,492**	6,376
Interests in associates	14	**2,287**	5,089
Deferred tax assets	23(b)	**181,279**	140,807
Prepayment, other receivables and other assets	15	**3,059**	3,179
Contract assets	16	**559,380**	459,029
Financial assets measured at fair value through profit or loss	17	**22,620**	—
Restricted cash	18(b)	**10,713**	10,242
		841,386	665,474
Current assets			
Prepayment, other receivables and other assets	15	**74,690**	26,357
Accounts receivable	16	**114,701**	96,080
Contract assets	16	**497,967**	390,555
Financial assets measured at fair value through profit or loss	17	**599,520**	504,796
Restricted cash	18(b)	**77,846**	39,564
Cash and cash equivalents	18(a)	**201,680**	113,368
		1,566,404	1,170,720
Current liabilities			
Accounts payable	19	**406,787**	360,886
Other payables, accruals and other liabilities	20	**167,342**	126,840
Lease liabilities	21	**8,578**	4,329
Financial instruments issued to investors	22	**—**	1,702,171
Current taxation	23	**347,153**	277,653
		929,860	2,471,879
Net current assets/(liabilities)		**636,544**	(1,301,159)
Total assets less current liabilities		**1,477,930**	(635,685)

The notes on pages 90 to 152 form part of these consolidated financial statements.

		As at 31 December	
		2025	2024
	Note	**RMB'000**	RMB'000
Non-current liabilities			
Accounts payables	19	**156,686**	102,730
Lease liabilities	21	**10,463**	1,388
		167,149	104,118
NET ASSETS/(LIABILITIES)		**1,310,781**	(739,803)
EQUITY			
Share capital	24(b)	**16**	*
Reserves	24(c)	**1,309,538**	(740,758)
Total equity/(deficit) attributable to			
Equity shareholders of the Company		**1,309,554**	(740,758)
Non-controlling interests		**1,227**	955
TOTAL EQUITY/(DEFICIT)		**1,310,781**	(739,803)

* The balance represents amount less than RMB500.

Approved and authorised for issue by the board of directors on 25 March 2026.

Director

Director

The notes on pages 90 to 152 form part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2025

Expressed in Renminbi ("RMB")

	Attributable to equity shareholders of the Company											
		Reserves										
	Share capital (note 24(b)) RMB'000	Share premium (note 24(d)) RMB'000	Treasury shares (note 24(b)(iv)) RMB'000	Capital reserve (note 24(c)(i)) RMB'000	Shares held for employee shareholding platforms (note 24(c)(ii)) RMB'000	Share-based compensation reserve (note 24(c)(iii)) RMB'000	Other reserve (note 24(c)(iv)) RMB'000	Foreign exchange reserve (note 24(c)(v)) RMB'000	Accumulated (losses)/profits RMB'000	Total RMB'000	Non-controlling interests RMB'000	Total (deficit)/ equity RMB'000
Balance as at 1 January 2024	6,053	–	–	(176,181)	(602)	18,750	5,138	1	(479,772)	(626,613)	448	(626,165)
Profit/(loss) and other comprehensive income for the period	–	–	–	–	–	–	–	2,886	(136,116)	(133,230)	507	(132,723)
Arising from Reorganisation	(6,053)	–	–	6,053	602	–	(5,138)	–	5,138	602	–	602
Issuance of ordinary shares	*	3,931	–	–	(*)	–	–	–	–	3,931	–	3,931
Share-based compensation	–	9,015	–	–	–	5,537	–	–	–	14,552	–	14,552
Balance as at 31 December 2024 and 1 January 2025	*****	**12,946**	**–**	**(170,128)**	**(*)**	**24,287**	**–**	**2,887**	**(610,750)**	**(740,758)**	**955**	**(739,803)**
(Loss)/profit and other comprehensive income for the year	–	–	–	–	–	–	–	(7,401)	793,317	785,916	266	786,182
Conversion of preferred shares to ordinary shares	*	–	–	1,083,156	–	–	–	–	–	1,083,156	–	1,083,156
Issuance of ordinary shares by initial public offering, net of listing expenses	2	170,596	–	–	–	–	–	–	–	170,598	–	170,598
Capitalisation issue	14	(14)	–	–	–	–	–	–	–	–	–	–
Repurchase shares	–	–	(785)	–	–	–	–	–	–	(785)	–	(785)
Appropriation to PRC statutory reserve	–	–	–	–	–	–	16,413	–	(16,413)	–	–	–
Injection of subsidiary	–	–	–	–	–	–	–	–	–	–	6	6
Share-based compensation	–	30,078	–	–	*	(18,651)	–	–	–	11,427	–	11,427
Balance as at 31 December 2025	**16**	**213,606**	**(785)**	**913,028**	*****	**5,636**	**16,413**	**(4,514)**	**166,154**	**1,309,554**	**1,227**	**1,310,781**

* The balances represent amounts less than RMB500.

The notes on pages 90 to 152 form part of these consolidated financial statements.

CONSOLIDATED CASH FLOW STATEMENT

For the year ended 31 December 2025

Expressed in Renminbi ("RMB")

	Note	Year ended 31 December 2025 RMB'000	2024 RMB'000
Operating activities			
Cash generated from operations	18(c)	**100,757**	135,607
Interest accrued		**261**	–
Income tax paid		**(16,727)**	(25,507)
Net cash generated from operating activities		**84,291**	110,100
Investing activities			
Proceeds from redemption of wealth management products		**1,072,355**	2,461,142
Payment for purchase of wealth management products		**(1,155,262)**	(2,584,627)
Payment for term deposits with original terms over three months		**(44,281)**	–
Payment for the purchase of property, plant and equipment and other non-current asset		**(1,873)**	(5)
Payment for acquisition of a subsidiary		**(1,363)**	–
Payment for purchase of equity investments		**(22,620)**	–
Net cash used in investing activities		**(153,044)**	(123,490)
Financing activities			
Capital contribution from shareholders		**–**	3,931
Proceeds from issuance of ordinary shares		**180,366**	–
Capital injection from non-controlling shareholders		**6**	–
Payment for repurchase of shares		**(785)**	–
Issuance of preferred shares by the Company		**–**	235,627
Repurchase of financial instruments issued to investors		**–**	(235,627)
Capital element of lease rentals paid	18(d)	**(8,349)**	(6,681)
Interest element of lease rentals paid	18(d)	**(557)**	(258)
Listing expenses paid as financing activities		**(9,206)**	(1,117)
Net cash generated from/(used in) financing activities		**161,475**	(4,125)
Net increase/(decrease) in cash and cash equivalents		**92,722**	(17,515)
Cash and cash equivalents at the beginning of the year		**113,368**	130,491
Effect of foreign exchange rate changes		**(4,410)**	392
Cash and cash equivalents at the end of the year	18(a)	**201,680**	113,368

The notes on pages 90 to 152 form part of these consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1 GENERAL INFORMATION

Shouhui Group Limited (the "Company") was incorporated in Cayman Islands on 3 August 2023 as an exempted company with limited liability under the Companies Law (as consolidated and revised) of the Cayman Islands.

The Company's shares have been listed on the Main Board of the Stock Exchange of Hong Kong Limited ("Main Board") since 30 May 2025 (the "Listing Date").

2 MATERIAL ACCOUNTING POLICIES

(a) Statement of compliance

These financial statements have been prepared in accordance with HKFRS Accounting Standards, which collective term includes all applicable individual Hong Kong Financial Reporting Standards ("HKFRSs"), Hong Kong Accounting Standards ("HKASs") and Interpretations issued by Hong Kong Institute of Certified Public Accountants ("HKICPA") and the disclosure requirements of the Hong Kong Companies Ordinance. *These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.* Material accounting policies adopted by the Group are disclosed below.

The HKICPA has issued certain new or amended HKFRS Accounting Standards that are first effective or available for early adoption for the current accounting period of the Group. Note 2(c) provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current accounting period reflected in these financial statements.

(b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 December 2025 comprise the Company and its subsidiaries (together referred to as the "Group") and the Group's interest in associates.

The measurement basis used in the preparation of these financial statements is the historical cost basis except that the financial assets measured at fair value through profit or loss are stated at their fair value as explained in the accounting policies set out in Note 2(f).

The preparation of these financial statements in conformity with HKFRS Accounting Standards requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

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

Judgements made by management in the application of HKFRS Accounting Standards that have significant effect on these financial statements and major sources of estimation uncertainty are discussed in Note 3.

2 MATERIAL ACCOUNTING POLICIES (continued)

(c) Change in accounting policy

The Group has applied the amendments to HKAS 21, The effects of changes in foreign exchange rates — Lack of exchangeability, issued by the HKICPA to these financial statements for the current accounting period. The amendments do not have a material effect on these financial statements as the Group has not entered into any foreign currency transactions in which the foreign currency is not exchangeable into another currency.

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

(d) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

Intra-group balances, transactions and cash flows, and any unrealised income and expenses (except for foreign currency transaction gains or losses) arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

For each business combination, the Group can elect to measure any non-controlling interests ("NCI") either at fair value or at the NCI's proportionate share of the subsidiary's net identifiable assets. NCI are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company.

NCI in the results of the Group are presented on the face of the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between NCI and the equity shareholders of the Company. Loans from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position depending on the nature of the liability.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

When the Group loses control of a subsidiary, it derecognises the assets and liabilities of the subsidiary and any related NCI and other components of equity. Any resulting gain or loss is recognised in profit or loss. Any interest retained in that former subsidiary is measured at fair value when control is lost.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses, unless it is classified as held for sale (or included in a disposal group classified as held for sale).

2 MATERIAL ACCOUNTING POLICIES (continued)

(e) Associates

An associate is an entity in which the Group or the Company has significant influence, but not control or joint control, over the financial and operating policies.

An interest in an associate is accounted for using the equity method, unless it is classified as held for sale (or included in a disposal group classified as held for sale). They are initially recognised at cost, which includes transaction costs. Subsequently, the consolidated financial statements include the Group's share of the profit or loss and other comprehensive income ("OCI") of those investees, until the date on which significant influence ceases.

When the Group's share of losses exceeds its interest in the associate, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method, together with any other long-term interests that in substance form part of the Group's net investment in the associate, after applying the ECL model to such other long-term interests where applicable (see Note 14).

Unrealised gains arising from transactions with equity-accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent there is no evidence of impairment.

In the Company's statement of financial position, an investment in an associate or a joint venture is stated at cost less impairment losses, unless it is classified as held for sale (or included in a disposal group classified as held for sale).

(f) Other investments in securities

The Group's policies for investments in securities, other than investments in subsidiaries and associates, are set out below.

Investments in securities are recognised/derecognised on the date the Group commits to purchase/sell the investment. The investments are initially stated at fair value plus directly attributable transaction costs, except for those investments measured at fair value through profit or loss (FVTPL) for which transaction costs are recognised directly in profit or loss. For an explanation of how the Group determines fair value of financial instruments, see Note 26(e). These investments are subsequently accounted for as follows, depending on their classification.

(i) Non-equity investments

Non-equity investments held by the Group are classified into one of the following measurement categories:

- amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Expected credit losses, interest income calculated using the effective interest method (see Note 2(q)(ii)), foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

2 MATERIAL ACCOUNTING POLICIES (continued)

(f) Other investments in securities (continued)

(i) Non-equity investments (continued)

- fair value through other comprehensive income (FVOCI) — recycling, if the contractual cashflows of the investment comprise solely payments of principal and interest and the investment is held within a business model whose objective is achieved by both the collection of contractual cash flows and sale. Expected credit losses, interest income (calculated using the effective interest method) and foreign exchange gains and losses are recognised in profit or loss and computed in the same manner as if the financial asset was measured at amortised cost. The difference between the fair value and the amortised cost is recognised in OCI. When the investment is derecognised, the amount accumulated in OCI is recycled from equity to profit or loss.

- fair value through profit or loss (FVTPL), if the investment does not meet the criteria for being measured at amortised cost or FVOCI (recycling). Changes in the fair value of the investment (including interest) are recognised in profit or loss.

(ii) Equity investments

An investment in equity securities is classified as FVTPL unless the equity investment is not held for trading purposes and on initial recognition of the investment the Group makes an irrevocable election to designate the investment at FVOCI (non-recycling) such that subsequent changes in fair value are recognised in other comprehensive income. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. If such election is made for a particular investment, at the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained earnings and not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVTPL or FVOCI, are recognised in profit or loss as other net income.

(g) Intangible assets

Intangible assets that are acquired by the Group and have finite useful lives are stated at cost less accumulated amortisation and any accumulated impairment losses (see Note 2(i)(ii)).

Amortisation of intangible assets with finite useful lives is charged to profit or loss on a straight-line basis over the assets' estimated useful lives. The useful lives of intangible assets are determined based on factors such as technological and commercial obsolescence. The following intangible assets with finite useful lives are amortised from the date they are available for use and their estimated useful lives are as follows:

• Software and copyright	10 years
• Trademark	50 years

Amortisation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

2 MATERIAL ACCOUNTING POLICIES (continued)

(g) Intangible assets (continued)

Intangible assets are not amortised while their useful lives are assessed to be indefinite. Any conclusion that the useful life of an intangible asset is indefinite is reviewed annually to determine whether events and circumstances continue to support the indefinite useful life assessment for that asset. If they do not, the change in the useful life assessment from indefinite to finite is accounted for prospectively from the date of change and in accordance with the policy for amortisation of intangible assets with finite lives as set out above. The insurance brokerage licence, insurance sales licence and claims adjusting licence purchased by the Group were assessed to have indefinite lives during the reporting period.

Research expenditures are recognised as expenses as incurred. Development expenditures are capitalised when recognition criteria are met, including, (a) it is technically feasible to complete the intangible asset so that it will be available for use or sale; (b) management intends to complete the intangible asset and use or sell it; (c) there is an ability to use or sell the intangible asset; (d) it can be demonstrated how the intangible asset will generate probable future economic benefits; (e) adequate technical, financial and other resources to complete the development and to use or sell the intangible asset are available; and (f) the expenditure attributable to the intangible asset during its development can be reliably measured. Otherwise, it is recognised in profit or loss as incurred. Capitalised development expenditure is subsequently measured at cost less accumulated amortisation and any accumulated impairment losses.

(h) Leased assets

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

Where the contract contains lease component(s) and non-lease component(s), the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for leases of low-value. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

2 MATERIAL ACCOUNTING POLICIES (continued)

(h) Leased assets (continued)

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses (see Note 2(i)(ii)).

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The lease liability is also remeasured when there is a change in the scope of a lease or the consideration for a lease that is not originally provided for in the lease contract ("lease modification") that is not accounted for as a separate lease. In this case the lease liability is remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of the modification.

In the consolidated statement of financial position, the current portion of long-term lease liabilities is determined as the present value of contractual payments that are due to be settled within twelve months after the reporting period.

(i) Credit losses and impairment of assets

(i) Credit losses from financial instruments and contract assets

The Group recognises a loss allowance for expected credit losses (ECLs) on financial assets measured at amortised cost (including cash and cash equivalents, accounts receivable and other receivables) and contract assets.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive.

For fixed-rate financial assets, account and other receivables and contract assets, the expected cash shortfalls are discounted using the effective interest rate determined at initial recognition or an approximation thereof.

2 MATERIAL ACCOUNTING POLICIES (continued)

(i) Credit losses and impairment of assets (continued)

(i) Credit losses from financial instruments and contract assets (continued)

Measurement of ECLs (continued)

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

ECLs are measured on either of the following bases:

- 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; and

- lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

The Group measures loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-months ECLs:

- financial instruments that are determined to have low credit risk at the reporting date; and

- other financial instruments for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for account and other receivables and contract assets are always measured at an amount equal to lifetime ECLs.

Significant increases in credit risk

When determining whether the credit risk of a financial instrument has increased significantly since initial recognition and when measuring ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment, that includes forward-looking information.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Group considers a financial asset to be in default when:

— the debtor is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or

— the financial asset is 90 days past due.

2 MATERIAL ACCOUNTING POLICIES (continued)

(i) Credit losses and impairment of assets (continued)

(i) Credit losses from financial instruments and contract assets (continued)

Significant increases in credit risk (continued)

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

- failure to make payments of principal or interest on their contractually due dates;
- an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor; and
- existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt securities that are measured at FVOCI (recycling), for which the loss allowance is recognised in OCI and accumulated in the fair value reserve (recycling).

Credit-impaired financial assets

At each reporting date, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable events:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or past due event;
- it becoming probable that the borrower will enter into bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; or
- the disappearance of an active market for a security because of financial difficulties of the issuer.

2 MATERIAL ACCOUNTING POLICIES (continued)

(i) Credit losses and impairment of assets (continued)

(i) Credit losses from financial instruments and contract assets (continued)

Write-off policy

The gross carrying amount of a financial asset or contract asset is written off to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

(ii) Impairment of other non-financial assets

At each reporting date, the Group reviews the carrying amounts of the following non-financial assets to determine whether there is any indication of impairment:

- property, plant and equipment;
- right-of-use assets;
- intangible assets; and
- investments in subsidiaries and associates in the Company's statement of financial position.

If any such indication exists, the asset's recoverable amount is estimated. In addition, for intangible assets that are not yet available for use and intangible assets that have indefinite useful lives, the recoverable amount is estimated annually whether or not there is any indication of impairment.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets of cash-generating units ("CGU"s). A portion of the carrying amount of a corporate asset (for example, head office building) is allocated to an individual CGU if the allocation can be done on a reasonable and consistent basis, or to the smallest group of CGUs if otherwise. Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

The recoverable amount of an asset of CGU is the greater of its value in use and its fair value less costs of disposal. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

An impairment loss is recognised in profit or loss if the carrying amount of an asset or CGU exceeds its recoverable amount. Impairment losses recognised are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amount of the other assets in the CGU on a pro rata basis.

2 MATERIAL ACCOUNTING POLICIES (continued)

(i) Credit losses and impairment of assets (continued)

(ii) Impairment of other non-financial assets (continued)

An impairment loss in respect of goodwill is not reversed. For other assets, an impairment loss is reversed only to the extent that the resulting carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

(j) Contract assets

A contract asset is recognised when the Group recognises revenue (see Note 2(q)(i)) before being unconditionally entitled to the consideration under the payment terms set out in the contract. Contract assets are assessed for ECL in accordance with the policy set out in Note 2(i)(i) and are reclassified to receivables when the right to the consideration has become unconditional (see Note 2(k)).

When the contract includes a significant financing component, the contract balance includes interest accrued under the effective interest method (see Note 2(q)(ii)).

(k) Accounts receivable and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration and only the passage of time is required before payment of that consideration is due.

Accounts receivable that do not contain a significant financing component are initially measured at their transaction price. Accounts receivable that contain a significant financing component and other receivables are initially measured at fair value plus transaction costs. All receivables are subsequently stated at amortised cost, using the effective interest method and including an allowance for credit losses (see Note 2(i)(i)).

(l) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Cash and cash equivalents are assessed for ECL in accordance with the policy set out in Note 2(i)(i).

(m) Accounts payable and other payables

Account and other payables are initially recognised at fair value. Subsequent to initial recognition, account and other payables are stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at invoice amounts.

(n) Financial instruments issued to investors

The Group issued several series of shares with preferential rights/Preferred Shares to investors. The investors shall have the right to require the Group to redeem their shares at a predetermined redemption price upon occurrence of particular redemption events, and shall have the right to receive, in priority, the liquidation preference amounts upon occurrence of change in control events, which are not within the control of the Group. The Group's contractual obligations to purchase its own shares/redeem the Preferred Shares for cash and to distribute the liquidation preference amounts upon occurrence of events that are beyond the control of the Group give rise to financial liabilities.

2 MATERIAL ACCOUNTING POLICIES (continued)

(n) Financial instruments issued to investors (continued)

The financial liabilities are initially measured at the highest amount, on a present value basis, that could become payable to the investors to redeem the shares upon occurrence of events that are not within the Group's control. Subsequently, any changes in the carrying amount of the financial liabilities are recorded in "changes in the carrying amount of financial instruments issued to investors" in profit or loss. When the preferential rights are expired or terminated without delivery, the carrying amount of the financial liabilities are reclassified to equity. If the Preferred Shares are converted into ordinary shares, the carrying amount of the financial liabilities is transferred to equity.

(o) Employee benefits

(i) Short-term employee benefits and contributions to defined contribution retirement plans

Short-term employee benefits are expensed as the related service is provided.

A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Salaries, annual bonuses, paid annual leave, social security contributions such as medical insurance, work injury insurance, maternity insurance and housing fund, and the other cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

Pursuant to the relevant laws and regulations of the People's Republic of China (the "PRC"), the Group participated in a defined contribution basic pension insurance and unemployment insurance in the social insurance system established and managed by government organisations. The Group makes contributions to basic pension insurance plans and unemployment insurance based on the applicable benchmarks and rates stipulated by the government.

Obligations for contributions to defined contribution retirement plans are expensed as the related service is provided.

(ii) Share-based compensation

A share-based compensation is classified as either an equity-settled share-based compensation or a cash-settled share-based compensation. The term "equity-settled share-based compensation" refers to a transaction in which the Group grants share options or awarded shares (collectively the "equity instruments") as a consideration in return for services rendered or a transaction in which the Group has no obligation to settle the share-based compensation or the awards granted are self-owned share options of its' shareholder.

2 MATERIAL ACCOUNTING POLICIES (continued)

(o) Employee benefits (continued)

(ii) Share-based compensation (continued)

The fair value of the equity instruments granted to employees is recognised as an employee cost with a corresponding increase in the share-based compensation reserve in within equity. The fair value is measured at grant date, taking into account the terms and conditions upon which the equity instruments were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the equity instruments, the total estimated fair value of the equity instruments is spread over the vesting period, taking into account the probability that the equity instruments will vest.

During the vesting period, the number of equity instruments that is expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognised in prior years is charged/credited to the profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the capital reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of equity instruments that vest (with a corresponding adjustment to the share-based compensation reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the share-based compensation reserve until either the equity instruments are exercised (when it is included in the amount recognised in paid-in capital/share capital for the shares issued) or the equity instruments expire (when it is released directly to retained profits).

Modifications of an equity-settled share-based compensation arrangement are accounted for only if they are beneficial to the employee. If the Group modifies the terms or conditions of the equity instruments granted in a manner that reduces the fair value of the equity instruments granted, or is not otherwise beneficial to the employee, the Group continues to recognise the services received measured at the grant date fair value of the equity instruments granted, unless those equity instruments do not vest because of failure to satisfy a vesting condition (other than a market condition) that was specified at grant date.

(p) Income tax

Income tax expense comprises current tax and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

Current tax comprises the estimated tax payable or receivable on the taxable income or loss for the year and any adjustments to the tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects any uncertainty related to income taxes. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax also includes any tax arising from dividends.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

2 MATERIAL ACCOUNTING POLICIES (continued)

(p) Income tax (continued)

Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences;

- temporary differences related to investment in subsidiaries, associates and joint venture to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future;

- taxable temporary differences arising on the initial recognition of goodwill; and

- those related to the income taxes arising from tax laws enacted or substantively enacted to implement the Pillar Two model rules published by the Organisation for Economic Co-operation and Development.

The Group recognised deferred tax assets and deferred tax liabilities separately in relation to its lease liabilities and right-of-use assets.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans for individual subsidiaries in the Group. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Company and the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Company and the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or

- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:

  - the same taxable entity; or

2 MATERIAL ACCOUNTING POLICIES (continued)

(p) Income tax (continued)

— different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

(q) Revenue recognition

(i) Revenue from contracts with customers

Income is classified by the Group as revenue when it arises from the provision of services in the ordinary course of the Group's business.

Revenue is recognised when the Group satisfies the performance obligation in a contract by transferring control over promised services to the customers. Control of the service refers to the ability to direct the use of, and obtain substantially all of the remaining benefits from, the service. Depending on the terms of the contract and the laws that apply to the contract, control of the services may be transferred over time or at a point in time.

The Group satisfies a performance obligation over time if one of the following criteria is met; otherwise, the performance obligation is satisfied at a point in time:

— the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;

— the customer can control the asset created or enhanced during the Group's performance; or

— the Group's performance does not create an asset with an alternative use to it and the Group has an enforceable right to payment for performance completed to date.

For a performance obligation satisfied over time, the Group recognises revenue over time by measuring the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the relevant services.

Where a contract has two or more performance obligations, the Group determines the stand-alone selling price at contract inception of the distinct service underlying each performance obligation in the contract and allocates the transaction price in proportion to those stand-alone selling prices. The Group recognises as revenue the amount of the transaction price that is allocated to each performance obligation. The stand-alone selling price is the price at which the Group would sell a promised service separately to a customer. If a stand-alone selling price is not directly observable, the Group considers all information that is reasonably available to the Group and maximises the use of observable inputs to estimate the stand-alone selling price.

2 MATERIAL ACCOUNTING POLICIES (continued)

(q) Revenue recognition (continued)

(i) Revenue from contracts with customers (continued)

The transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring promised services to a customer, excluding amounts collected on behalf of third parties. The Group recognises the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is subsequently resolved.

The Group determines whether it is a principal or an agent, based on whether it obtains control of the specified goods or service before that good or service is transferred to a customer. The Group is a principal if it controls the specified good or service before that good or service is transferred to a customer and recognises revenue in the gross amount of consideration which it has received (or which is receivable). Otherwise, the Group is an agent, and recognises revenue in the amount of any fee or commission to which it expects to be entitled. The fee or commission is the net amount of consideration that the Group retains after paying the other party the consideration or is determined according to the established amount or proportion.

The Group is engaged in the online insurance intermediary business and derives revenue primarily from commissions paid by the insurance company partners for successfully selling of insurance products underwritten by them through the Group. The commissions are generally determined based on a percentage of premiums of the insurance policies paid by the policyholders. The brokerage fee rate is based on the terms specified in the service contract with the insurance company for each product sold through the Group. The Group determined that the insurance company, or the insurer, is its customer in this agreement. Revenue from insurance transaction services is recognised when the signed insurance policy is in place since the Group has fulfilled its performance obligation to sell an insurance policy on behalf of the insurance company.

The Group also derives revenue from insurance technology services by providing claim adjustment, risk management consulting and other services to insurance companies.

(ii) Revenue from other sources and other net income

— *Interest income*

Interest income is recognised as it accrues under the effective interest method using the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the financial asset. For financial assets measured at amortised cost or FVOCI (recycling) that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit-impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset (see Note 2(i)(i)).

2 MATERIAL ACCOUNTING POLICIES (continued)

(q) Revenue recognition (continued)

(ii) Revenue from other sources and other net income (continued)

– *Government grants*

Government grants are recognised in the statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred. Grants that compensate the Group for the cost of an asset are deducted from the carrying amount of the asset and consequently are effectively recognised in profit or loss over the useful life of the asset by way of reduced depreciation expense.

(r) Translation of foreign currencies

The results of foreign operations are translated into RMB at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items are translated into RMB at the closing foreign exchange rates at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the foreign exchange reserve.

(s) Asset acquisition

Groups of assets acquired and liabilities assumed are assessed to determine if they are business or asset acquisitions. On an acquisition-by-acquisition basis, the Group chooses to apply a simplified assessment of whether an acquired set of activities and assets is an asset rather than business acquisition, when substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets.

When a group of assets acquired and liabilities assumed do not constitute a business, the overall acquisition cost is allocated to the individual identifiable assets and liabilities based on their relative fair values at the date of acquisition. An exception is when the sum of the individual fair values of the identifiable assets and liabilities differs from the overall acquisition cost. In such case, any identifiable assets and liabilities that are initially measured at an amount other than cost in accordance with the Group's policies are measured accordingly, and the residual acquisition cost is allocated to the remaining identifiable assets and liabilities based on their relative fair values at the date of acquisition.

(t) Related parties

(a) A person, or a close member of that person's family, is related to the Group if that person:

(i) has control or joint control over the Group;

(ii) has significant influence over the Group; or

(iii) is a member of the key management personnel of the Group or the Group's parent.

2 MATERIAL ACCOUNTING POLICIES (continued)

(t) Related parties (continued)

(b) An entity is related to the Group if any of the following conditions applies:

(i) The entity and the Group are members of the same Group (which means that each parent, subsidiary and fellow subsidiary is related to the others).

(ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).

(iii) Both entities are joint ventures of the same third party.

(iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

(v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.

(vi) The entity is controlled or jointly controlled by a person identified in (a).

(vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

(viii) The entity, or any member of a Group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

(u) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

3 ACCOUNTING JUDGEMENTS AND ESTIMATES

Notes 11, 22 and 25 contain information about the assumptions and their risk factors relating to the impairment test of other intangible assets (purchased licenses), valuation of financial instruments issued to investors, and fair value of the share options granted to employees under the share-based compensation arrangement. Other significant source of estimation uncertainty is as follows:

Estimation uncertainty also arises from revenue recognition

In determining the amount and timing of revenue recognition, the revenue recognition process as described in Note 2(q) is used, which requires judgments and estimates. These judgments and estimates include determining the transaction price of contracts and determining the standalone selling price for each distinct performance obligation.

The Group recognises the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is subsequently resolved.

The Group derives agency revenue by serving as a sales agent to distribute various insurance products on behalf of the insurance companies by which the Group is entitled to receive initial commission from the insurance companies based on the premium paid by the policyholders for the related insurance policy sold. For long-term insurance products, the Group is also entitled to subsequent renewal commission and compensation, and renewal performance bonus (collectively referred to as “renewal commissions”) which represent variable considerations and are contingent on future renewals of initial policies or whether the Group achieves its performance target. The Group estimates the variable consideration based on accumulated historical data and experiences. For long-term insurance products, when estimating the commissions contingent upon future premium payments, the Group uses the expected value method based on historical data and experience. Factors to be considered include but not limited to insurance product mix, the renewal terms of various products, the persistency rates and commission rates for subsequent years of the policy period.

4 REVENUE AND SEGMENT REPORTING

The principal activities of the Group are the provision of insurance transaction services and insurance technology services in the PRC.

(a) Disaggregation of revenue

The amount of each significant category of revenue is as follows:

	Year ended 31 December	
	2025	2024
	RMB’000	RMB’000
Revenue from contracts with customers within the scope of HKFRS 15		
Disaggregated by business segment		
Insurance transaction services	**1,454,829**	1,377,751
Insurance technology services	**14,420**	9,335
Total	**1,469,249**	1,387,086

4 REVENUE AND SEGMENT REPORTING (continued)

(a) Disaggregation of revenue (continued)

Out of the Group's revenue from contracts with customers, RMB1,468,955,000 were recognised at a point in time during the year ended 31 December 2025 (2024: RMB1,387,086,000). And RMB294,000 were recognised over time during the year ended 31 December 2025 (2024: nil).

Revenue from major customers which accounted for 10% or more of the Group's revenue in each year during the reporting period are set out below:

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
A	**322,755**	325,611
B	**240,258**	*
C	**206,910**	301,080

Note: * Revenue was less than 10% for the year ended 31 December 2024.

Remaining performance obligation

As at the end of each reporting period, the aggregate amount of the transaction price allocated to the remaining performance obligation is insignificant.

(b) Segment reporting

The Group manages its business by business lines. In a manner consistent with the way in which information is reported to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has presented the following two reportable segments.

– **Insurance transaction services**
  The Group acts as the agent in distributing insurance products on behalf of the insurance companies.

– **Insurance technology services**
  The Group provides consulting and other services to certain insurance companies and other customers.

(i) Segment results

For the purposes of assessing segment performance and allocating between segments, the Group's most senior executive management monitors the results attributable to each reportable segment on the following bases:

Revenue and expenses are allocated to the reportable segments with reference to revenue generated by those segments and the cost of sales incurred by those segments. The measure used for reporting segment result is gross profit. Assistance provided by one segment to another, including sharing of assets and technical know-how, is not measured.

4 REVENUE AND SEGMENT REPORTING (continued)

(b) Segment reporting (continued)

(i) Segment results (continued)

The Group's segment expenses, such as staff costs, depreciation and other operating expenses, and segment assets and liabilities are not regularly provided to the Group's most senior executive management. In addition, other operating expenses are not included in the measure of segment results. As such, this information is not disclosed in these financial statements.

Information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resource allocation and assessment of segment performance for the reporting period is set out below.

	Insurance transaction services RMB'000	**Insurance technology services** RMB'000	**Total** RMB'000
Year ended 31 December 2025			
Revenue	**1,454,829**	**14,420**	**1,469,249**
Cost of revenue	**(981,429)**	**(4,967)**	**(986,396)**
Gross profit	**473,400**	**9,453**	**482,853**
Year ended 31 December 2024			
Revenue	1,377,751	9,335	1,387,086
Cost of revenue	(853,704)	(4,502)	(858,206)
Gross profit	524,047	4,833	528,880

(ii) Geographic information

Most of the Group's operating assets are located in the PRC, and all of the Company's revenue and operating profits was derived from the PRC during the reporting period. Accordingly, no segment analysis based on geographical locations is provided.

5 OTHER NET INCOME

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Realised gains from financial assets measured at fair value through profit or loss	**7,699**	11,197
Unrealised gains from financial assets measured at fair value through profit or loss	**620**	—
Interest income	**5,116**	2,354
Government grants	**13**	49
Dilution gains from interests in associates	**—**	2,655
Super-deduction of input value-added tax ("VAT")	**—**	(903)
Foreign exchange differences	**(511)**	(2,911)
Others	**138**	1,241
Total	**13,075**	13,682

6 PROFIT/(LOSS) BEFORE TAXATION

Profit/(loss) before taxation is arrived at after charging:

(a) Finance costs

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Interest expense on lease liabilities	**557**	258

(b) Staff costs

		Year ended 31 December	
		2025	2024
	Note	**RMB'000**	RMB'000
Salaries, wages and other benefits		**126,498**	135,251
Contributions to defined contribution retirement plan	(i)	**3,915**	6,663
Share-based compensation		**11,427**	14,552
Total		**141,840**	156,466

Note:

(i) Pursuant to the relevant laws and regulations of the PRC, the Group participated in a defined contribution basic pension insurance in the social insurance system established and managed by government organisations. The Group makes contributions to basic pension insurance plans based on the applicable benchmarks and rates stipulated by the government.

6 PROFIT/(LOSS) BEFORE TAXATION (continued)

(c) Other items

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Depreciation and amortisation charges		
— Depreciation of property, plant and equipment	**409**	61
— Amortisation of intangible assets	**8**	8
— Depreciation of right-of-use assets	**9,557**	6,309
Provision for impairment loss		
— accounts receivable	**3**	(123)
— contract assets	**495**	901
— other receivables	**—**	184
Professional service fees	**4,017**	4,785
Auditors' remuneration	**2,400**	104
Listing expenses	**14,247**	17,585

7 INCOME TAX IN THE CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

Pursuant to the rules and regulations of the Cayman Islands, the Group is not subject to any income tax in the Cayman Islands during the reporting period.

The provision for Hong Kong profits tax during the reporting period is calculated at 16.5%. No provision has been made for Hong Kong profits tax as the Group did not have assessable profits during the reporting period.

Pursuant to the Enterprise Income Tax Law of the PRC and the respective regulations, the subsidiaries which operate in Chinese mainland are subject to income tax at a rate of 25% on the taxable income, except for Shenzhen Shouhui Technology Group Co., Ltd. ("Shenzhen Shouhui"), one of the subsidiaries of the Group which was recognised as a high and new technology enterprise ("HNTE") in December 2020, and successfully renewed its HNTE status in October 2023 for a period of 3 years. Accordingly, Shenzhen Shouhui was entitled to a preferential income tax rate of 15% during the reporting period.

7 INCOME TAX IN THE CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (continued)

(a) Taxation in the consolidated statements of profit or loss and other comprehensive income:

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Current tax		
— PRC Enterprise Income Tax	**86,505**	64,768
Deferred tax		
— Reversal of temporary differences	**(40,472)**	(19,349)
Total	**46,033**	45,419

(b) Reconciliation between income tax expense and accounting profit or loss at applicable tax rates:

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Profit/(loss) before taxation	**839,616**	(90,190)
Notional tax on profit/(loss) before taxation, calculated at the rates applicable to the jurisdictions concerned	**218,897**	(23,032)
Tax effect of preferential tax rate	**(13,802)**	(14,247)
Super-deduction of research and development expense	**(7,703)**	(7,614)
Tax effect of changes in carrying amount of financial instruments issued to investors	**(154,754)**	86,815
Tax effect of share-based compensation expense	**2,483**	3,452
Tax effect of share of losses of associates	**701**	309
Tax effect of dilution gains from interests in associates	**—**	(664)
Tax effect of non-deductible expenses	**207**	396
Tax effect of tax losses and temporary differences not recognised	**4**	4
Actual tax expenses	**46,033**	45,419

8 DIRECTORS' EMOLUMENTS

Directors' emoluments during the reporting period are as follows:

	Year ended 31 December 2025					
	Directors' fees RMB'000	Salaries, allowances and benefits in kind RMB'000	Discretionary bonuses RMB'000	Retirement scheme contributions RMB'000	Share-based compensation RMB'000	Total RMB'000
Executive directors						
Mr. Yao Guang	–	1,194	344	51	–	1,589
Mr. Liwei Han	–	1,306	36	51	–	1,393
Ms. Li Liu	–	660	36	51	–	747
Mr. Jianting Li	–	524	36	43	–	603
Non-executive director						
Mr. Byron Ye	–	–	–	–	–	–
Mr. Sirui Li	–	–	–	–	–	–
Mr. Gang Shen	147	–	–	–	–	147
Mr. Haiquan Wu	147	–	–	–	–	147
Mr. Yuanxin Zhang	147	–	–	–	–	147
Total	441	3,684	452	196	–	4,773

	Year ended 31 December 2024					
	Directors' fees RMB'000	Salaries, allowances and benefits in kind RMB'000	Discretionary bonuses RMB'000	Retirement scheme contributions RMB'000	Share-based compensation RMB'000	Total RMB'000
Executive directors						
Mr. Yao Guang	–	1,358	213	46	–	1,617
Mr. Liwei Han	–	1,376	142	47	–	1,565
Ms. Li Liu	–	704	75	47	–	826
Mr. Jianting Li	–	664	62	35	10	771
Non-executive director						
Mr. Byron Ye	–	–	–	–	–	–
Mr. Sirui Li	–	–	–	–	–	–
Total	–	4,102	492	175	10	4,779

Note:

Mr. Gang Shen, Mr. Haiquan Wu and Mr. Yuanxin Zhang were appointed as independent non-executive directors in May 2025.

During the reporting period, no amounts were paid or payable by the Group to the above directors as an inducement to join or upon joining the Group or as compensation for loss of any office in connection with the management of the affairs of any member of the Group.

9 INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, two (2024: two) are directors whose emoluments are disclosed in Note 8. The aggregate of the emoluments in respect of the other three (2024: three) individuals are as follows:

		Year ended 31 December	
		2025	2024
	Note	**RMB'000**	RMB'000
Salaries and other emoluments		**2,888**	3,020
Discretionary bonuses		**173**	332
Retirement scheme contributions		**149**	140
Share-based compensation	(i)	**4,901**	11,677
Total		**8,111**	15,169

(i) These represent the estimated value of share options or awarded shares granted to the highest paid individuals under the Group's share option scheme. The value of these share options or awarded shares is measured according to the Group's accounting policies for share-based compensation transactions as set out in Note 2(o)(ii). The details of share-based compensation, including the principal terms and number of share options or awarded shares granted, are disclosed in Note 25.

The emoluments of the three individuals with the highest emoluments within the following bands:

	Year ended 31 December	
	2025	2024
	Number of individuals	Number of individuals
Nil–HKD1,000,000	**1**	–
HKD1,000,001–HKD1,500,000	**1**	1
HKD1,500,001–HKD2,000,000	**–**	1
HKD2,000,001–HKD2,500,000	**–**	–
HKD2,500,001–HKD3,000,000	**–**	–
HKD3,000,001–HKD3,500,000	**–**	–
HKD3,500,001–HKD4,000,000	**–**	–
HKD4,000,001–HKD4,500,000	**–**	–
HKD6,500,001–HKD7,000,000	**1**	–
HKD13,500,001–HKD14,000,000	**–**	1

During the reporting period, no amounts were paid or payable by the Group to the above remaining highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of any office in connection with the management of the affairs of any member of the Group.

10 EARNINGS/(LOSS) PER SHARE

(a) Basic earnings/(loss) per share

The calculation of basic earnings per share is based on the profit attributable to ordinary equity shareholders of the Company of RMB793,317,000 (2024: loss of RMB136,116,000) and the weighted average of 168,774,000 ordinary shares (2024: 81,258,000 shares after adjusting for the capitalisation issue in 2025) in issue during the year, calculated as follows:

Weighted average number of ordinary shares

		The year ended 31 December	
		2025	2024
	Note	**'000**	'000
Issued ordinary shares at 1 January		**4,781**	4,680
Effect of shares held for employee shareholding platforms	24(c)(ii)	**(330)**	(716)
Effect of shares issued	24(b)	**–**	98
Effect of conversion of preferred shares into ordinary shares	24(b)(ii)	**3,134**	–
Effect of capitalisation issue	24(b)(iii)	**144,110**	77,196
Effect of shares issued by initial public offering	24(b)(i)	**14,348**	–
Effect of deemed issue of shares vested	25	**2,738**	–
Effect of repurchasing shares	24(b)(iv)	**(7)**	–
Weighted average number of ordinary shares at 31 December		**168,774**	81,258

The weighted average number of ordinary shares throughout the years presented has been adjusted retrospectively for the effects of the capitalisation issue in May 2025 (Note 24(b)(iii)).

10 EARNINGS/(LOSS) PER SHARE (continued)

(b) Diluted earnings/(loss) per share

The calculation of diluted earnings per share is based on the profit attributable to ordinary equity shareholders of the Company of RMB174,302,000 (2024: loss of RMB136,116,000) and the weighted average of 174,816,000 ordinary shares (2024: 81,258,000 shares), calculated as follows:

(i) Profit/(loss) attributable to ordinary equity shareholders of the Company (diluted)

		The year ended 31 December	
		2025	2024
	Note	**RMB'000**	RMB'000
Profit/(loss) attributable to equity shareholders of the Company		**793,317**	(136,116)
Changes in carrying amount of financial instruments issued to investors into ordinary shares	22	**(619,015)**	–
Profit/(loss) attributable to equity shareholders of the Company (diluted)		**174,302**	(136,116)

(ii) Weighted average number of ordinary shares (diluted)

		The year ended 31 December	
		2025	2024
	Note	**'000**	'000
Weighted average number of ordinary shares at 31 December		**168,774**	81,258
Effect of conversion of preferred shares into ordinary shares	22	**2,186**	–
Effect of unvested equity instrument	25	**3,856**	–
Weighted average number of ordinary shares (diluted) at 31 December		**174,816**	81,258

For the year ended 31 December 2024, preferred shares (Note 22) and unvested equity instruments (Note 25) were not included in the calculation of diluted loss per share as their inclusion would have been anti-dilutive.

11 INTANGIBLE ASSETS

	Software, copyright and trademark RMB'000	Licenses RMB'000	Total RMB'000
Cost			
As at 1 January 2024	220	40,551	40,771
Additions	—	—	—
As at 31 December 2024 and 1 January 2025	**220**	**40,551**	**40,771**
Additions	**—**	**1,348**	**1,348**
As at 31 December 2025	**220**	**41,899**	**42,119**
Accumulated amortisation:			
As at 1 January 2024	(164)	—	(164)
Charge for the year	(8)	—	(8)
As at 31 December 2024 and 1 January 2025	**(172)**	**—**	**(172)**
Charge for the year	**(8)**	**—**	**(8)**
As at 31 December 2025	**(180)**	**—**	**(180)**
Net book value:			
As at 31 December 2024	48	40,551	40,599
As at 31 December 2025	**40**	**41,899**	**41,939**

11 INTANGIBLE ASSETS (continued)

Between 20 April 2017 and 31 October 2025, the Group successively acquired 100% of Small Umbrella Insurance Brokerage Co., Ltd. and Shouhui Insurance Agency Co., Ltd., 99.80% of Guangdong Shouhui Insurance Appraisal Co., Ltd., and 100% of Fivesure Insurance Brokers (HK) Limited. These companies are principally engaged in insurance intermediary services and claims adjusting. The transactions were accounted for as asset acquisitions, as substantially all of the fair value of the gross assets was concentrated in the acquired operating licenses (insurance brokerage, sales, and claims adjusting licenses).

The insurance sales and claims adjusting licenses have no definite expiration dates under applicable regulations. For the insurance brokerage licenses, management concluded they have indefinite useful lives as they can be easily renewed at insignificant cost upon expiry. Notably, the brokerage license of Fivesure Insurance Brokers, acquired in 2025, is valid for 6 years under the Hong Kong Insurance Ordinance, and the company is deemed a licensed insurance intermediary given its registration with a self-regulatory organization before the new regulatory regime commenced in September 2019.

The Group evaluates the operating licenses at each financial year-end to assess whether the indefinite useful lives remain appropriate. As of 31 December 2024 and 2025, management performed impairment tests by allocating each license to its respective cash-generating unit. Recoverable amounts were determined based on value-in-use calculations using discounted cash flow projections over five-year periods. The key assumptions used in these calculations were as follows.

11 INTANGIBLE ASSETS (continued)

	As at 31 December	
	2025	2024
Small Umbrella Insurance Brokerage		
Pre-tax discount rate	**18.40%**	18.48%
Revenue growth rate (average of next five years)	**2.40%**	2.80%
Terminal value growth rate	**2.00%**	2.00%
Shouhui Insurance Agency		
Pre-tax discount rate	**18.51%**	18.57%
Revenue growth rate (average of next five years)	**2.40%**	2.80%
Terminal value growth rate	**2.00%**	2.00%
Shouhui Insurance Appraisal		
Pre-tax discount rate	**16.98%**	18.62%
Revenue growth rate (average of next five years)	**18.00%**	6.20%
Terminal value growth rate	**2.00%**	2.00%
Fivesure Insurance Brokers		
Pre-tax discount rate	**19.16%**	N/A
Revenue growth rate (average of next five years)	**2.40%**	N/A
Terminal value growth rate	**2.00%**	N/A

Details of the headroom calculated based on the recoverable amounts deducting the carrying amount allocated for the significant CGUs as at 31 December 2024 and 2025 are set out as follows:

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Small Umbrella Insurance Brokerage	**780,836**	838,733
Shouhui Insurance Agency	**1,491,290**	1,759,483
Shouhui Insurance Appraisal	**709**	1,237
Fivesure Insurance Brokers	**1,408**	N/A

11 INTANGIBLE ASSETS (continued)

The Group performed the sensitivity analysis based on the assumption that pre-tax discount rate, revenue growth rate and terminal value growth rate have been changed. Had the estimated key assumption during the forecast period been changed as below, the headroom would have decreased to the following.

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Small Umbrella Insurance Brokerage		
Pre-tax discount rate increase by 1%	**741,569**	796,071
Revenue growth rate (average of next five years) decrease by 1%	**745,229**	805,506
Terminal value growth rate decrease by 1%	**745,789**	800,588
Shouhui Insurance Agency		
Pre-tax discount rate increase by 1%	**1,409,325**	1,659,497
Revenue growth rate (average of next five years) decrease by 1%	**1,431,336**	1,690,088
Terminal value growth rate decrease by 1%	**1,417,257**	1,672,381
Shouhui Insurance Appraisal		
Pre-tax discount rate increase by 1%	**615**	1,127
Revenue growth rate (average of next five years) decrease by 1%	**409**	1,158
Terminal value growth rate decrease by 1%	**638**	1,138
Fivesure Insurance Brokers		
Pre-tax discount rate increase by 1%	**1,119**	N/A
Revenue growth rate (average of next five years) decrease by 1%	**1,183**	N/A
Terminal value growth rate decrease by 1%	**1,123**	N/A

The directors of the Company determined no impairment on the Operating Licences was required as at 31 December 2024 and 2025 with reference to the recoverable amounts. With regard to the assessment of the value-in-use of the CGUs, the directors of the Company believe that any reasonably possible change in any of the above key assumptions would not cause the carrying value of the four significant CGUs, namely Small Umbrella Insurance Brokerage, Shouhui Insurance Agency and Fivesure Insurance Brokers, to exceed the recoverable amounts.

12 RIGHT-OF-USE ASSETS

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Cost:		
At 1 January	**16,602**	14,055
Inception of leases	**23,575**	3,597
Expiration of leases	**(16,888)**	(1,050)
At 31 December	**23,289**	16,602
Accumulated depreciation:		
At 1 January	**(10,226)**	(4,967)
Charge for the year	**(9,557)**	(6,309)
Expiration of leases	**14,986**	1,050
At 31 December	**(4,797)**	(10,226)
Net book value:		
At 31 December	**18,492**	6,376

The Group has obtained the right to use other properties as its place of business through tenancy agreements. The leases typically run for an initial period of 1 to 5 years.

13 INVESTMENTS IN SUBSIDIARIES

The following list contains only the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group. The class of shares held is ordinary unless otherwise stated.

Name of company	Place of incorporation and business	Particulars of issued and paid up capital	Proportion of ownership interest						Principal activities
			Group's effective interest		Held by the Company		Held by a subsidiary		
			2025	2024	2025	2024	2025	2024	
Shouhui Holding Limited	British Virgin Islands	Issued: USD1 Paid-up: nil	**100%**	100%	**100%**	100%	**–**	–	Investment holding
StarSong Tech Limited	British Virgin Islands	Issued: USD1 Paid-up: nil	**100%**	100%	**100%**	100%	**–**	–	Investment holding
Fivesure Insurance Brokers (HK) Limited (Former Name: Asia Wealth Management Centre Limited)	Hong Kong	Issued and paid-up: HKD12,000,000	**100%**	N/A	**–**	N/A	**100%**	N/A	Insurance brokerage services
Shouhui Tech H.K. Limited	Hong Kong	Issued and paid-up: USD1	**100%**	100%	**–**	–	**100%**	100%	Investment holding
StarSpark Tech H.K. Limited	Hong Kong	Issued: USD1 Paid-up: USD1	**100%**	100%	**–**	–	**100%**	100%	Investment holding
Tianjin Shouhui Investment Co., Ltd. (a) (天津手回投資有限公司)	The PRC	Issued: USD100,000,000 Paid-up: USD13,903,433	**100%**	100%	**–**	–	**100%**	100%	Investment holding
Shenzhen Shouhui Chuangxiang Technology Co., Ltd. (a) (深圳手回創想科技有限公司) ("Shouhui Chuangxiang")	The PRC	Issued and paid-up: RMB2,020,202	**100%**	100%	**–**	–	**100%**	100%	Investing
Shenzhen Shouhui Meichuang Technology Co., Ltd. (a) (深圳手回美創科技有限公司) (Former Name: 深圳派氪司科技有限公司)	The PRC	Issued and paid-up: RMB1,111,100	**90%**	90%	**–**	–	**90%**	90%	IT services
Shenzhen Shouhui Technology Group Co., Ltd. (a) (b) (深圳手回科技集團有限公司) ("Shenzhen Shouhui")	The PRC	Issued: RMB4,887,067 Paid-up: RMB2,237,088	**100%**	100%	**–**	–	**100%**	100%	IT services and software
Small Umbrella Insurance Brokerage Co., Ltd. (a) (b) (小雨傘保險經紀有限公司) ("Small Umbrella Insurance Brokerage")	The PRC	Issued and paid-up: RMB50,000,000	**100%**	100%	**–**	–	**100%**	100%	Insurance brokerage services

13 INVESTMENTS IN SUBSIDIARIES (continued)

Name of company	Place of incorporation and business	Particulars of issued and paid up capital	Proportion of ownership interest						Principal activities
			Group's effective interest		Held by the Company		Held by a subsidiary		
			2025	2024	2025	2024	2025	2024	
Shouhui Insurance Agency Co., Ltd. (a) (b) (手回保險代理有限公司) (Former Name: 創信保險銷售有限公司)("Shouhui Insurance Agency")	The PRC	Issued and paid-up: RMB50,000,000	**100%**	100%	**–**	–	**100%**	100%	Insurance agency services
Shouhui Health Technology (Chengdu) Co., Ltd. (a) (b) (手回健康科技(成都)有限公司)	The PRC	Issued and paid-up: RMB10,000,000	**100%**	100%	**–**	–	**100%**	100%	IT services and software
Guangdong Shouhui Insurance Appraisal Co., Ltd. (a) (b) (廣東手回保險公估有限公司) (Former Name: 韶關市百泓保險公估有限公司) ("Shouhui Insurance Appraisal")	The PRC	Issued and paid-up: RMB5,000,000	**99.8%**	99.8%	**–**	–	**99.8%**	99.8%	Claim adjustment services

(a) These entities were registered as limited liability companies under the laws and regulations in the PRC. The official names of these entities are in Chinese. The English translation of names is for identification purpose only.

(b) Due to regulatory restrictions on foreign ownership in the PRC, these entities were held by the Contractual Arrangements.

14 INTERESTS IN ASSOCIATES

Set out below is the information of the Group's associates, both of which are unlisted corporate entities whose quoted market price are not available:

Name of associate	Form of business structure	Place of incorporation and business	Particulars of issued and paid-up capital	Effective interest held by the Group As at 31 December		Principal activities
				2025	2024	
Dahe Shenzhen Information Co., Limited ("Dahe Shenzhen", 大河(深圳)信息有限公司) (Note (i))	Incorporated	PRC	RMB1,214,285/ RMB308,403	**69.48%**	69.48%	Digital information services
Mianmiao Information Technology (Shanghai) Co., Ltd. ("Mianmiao", 棉苗信息科技(上海)有限公司) (Note (i))	Incorporated	PRC	RMB5,477,308/ RMB3,500,000	**23.10%**	23.10%	Digital information services

Note (i) The official names of these companies are in Chinese. The English translation of the companies' names is for identification purpose only.

14 INTERESTS IN ASSOCIATES (continued)

Both of the above associates are accounted for using the equity method in the consolidated financial statements.

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Aggregate carrying amounts of individually immaterial associates in the consolidated financial statements	**2,287**	5,089
Aggregate amounts of the Group's share of those associates' profit/loss from continuing operations and total comprehensive income	**(2,802)**	(1,234)

15 PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Non-current assets		
Rental deposits	**2,451**	2,754
Others	**608**	425
Sub-total	**3,059**	3,179
Current assets		
Term deposits with original term over three months but within a year	**44,336**	–
Prepayments to suppliers	**14,738**	13,187
Other receivables from third parties	**6,777**	4,731
Prepayments for listing expense	**–**	2,098
Amounts due from related parties	**29**	8
Value-added tax and income tax recoverable	**8,810**	6,333
Sub-total	**74,690**	26,357
Total	**77,749**	29,536

16 ACCOUNTS RECEIVABLE AND CONTRACT ASSETS

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Accounts receivable		
Accounts receivable	**114,852**	96,228
Less: loss allowance	**(151)**	(148)
Accounts receivable, net	**114,701**	96,080
Contract assets		
Contract assets	**1,061,171**	852,913
Less: loss allowance	**(3,824)**	(3,329)
Contract assets, net	**1,057,347**	849,584
Current	**497,967**	390,555
Non-current	**559,380**	459,029

Ageing analysis

As of the end of each reporting period, the ageing analysis of accounts receivable, based on the invoice date and net of loss allowance, is as follows:

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Within 3 months	**6,347**	3,716
3 months to 6 months	**122**	—
6 months to 12 months	**10**	7
over 12 months	**—**	6
Unbilled	**108,222**	92,351
Accounts receivable, net	**114,701**	96,080

Further details on the Group's credit policy and credit risk arising from accounts receivable and contract assets are set out in Note 26(a).

17 FINANCIAL ASSETS MEASURED AT FAIR VALUE THROUGH PROFIT OR LOSS

		As at 31 December	
		2025	2024
	Note	**RMB'000**	RMB'000
Non-current assets:			
Equity investments			—
— Unlisted equity investment	(i)	**15,000**	—
— Private equity funds investment	(ii)	**7,620**	—
Sub-total		**22,620**	—
Current assets:			
Wealth management products	(iii)	**599,520**	504,796
Sub-total		**599,520**	504,796
Total		**622,140**	504,796

(i) On 20 December 2025, the Group entered into sale and purchase agreements to acquire 9.02% equity interests of Tibet Dehe Industrial Co., Ltd. ("Tibet Dehe", "西藏德合實業有限公司"), a company incorporated in Tibet and held for 9% equity interests of Public Mutual Insurance Corporation ("Public Mutual", "眾惠財產相互保險社").

(ii) On 13 August 2025, the Group acquired 6.89% equity interests of Gongqingcheng Luchi Nanjiang Tongyue Equity Investment Fund Partnership (Limited Partnership) ("Luchi Nanjiang Tongyue Fund LP", "共青城鹿馳南疆同越股權投資基金合夥企業(有限合夥)"). On 8 December 2025, the Group acquired 15.11% shares of Luchi Nanjiang Tongyue Series II Private Equity Fund ("Luchi Nanjiang PE Fund II", "鹿馳南疆同越二期私募股權投資基金").

(iii) The Group's wealth management products were financial products issued by commercial banks or their wholly-owned asset management subsidiaries. These products, including structured deposits, were mainly short-term investments with no fixed returns.

18 CASH AND CASH EQUIVALENTS AND RESTRICTED CASH

(a) Cash and cash equivalents:

		As at 31 December	
		2025	2024
	Note	**RMB'000**	RMB'000
Cash at banks		**69,646**	107,338
Term deposits with initial terms within three months		**125,886**	—
Cash at other financial institutions	(i)	**6,148**	6,030
Total		**201,680**	113,368

(i) Cash at other financial institutions represent cash balances kept in third-party payment platforms, which can be withdrawn by the Group at any time.

(b) Restricted cash:

		As at 31 December	
		2025	2024
	Note	**RMB'000**	RMB'000
Non-current assets			
Guarantee deposits	(i)	**10,713**	10,242
Current assets			
Cash collected on behalf of other parties	(ii)	**77,845**	39,562
Restricted bank deposits in capital accounts		**1**	2
Sub-total		**77,846**	39,564
Total		**88,559**	49,806

(i) As the insurance intermediaries with license issued by China Banking and Insurance Regulatory Commission, the predecessor of the National Financial Regulatory Administration, Small Umbrella Insurance Brokerage, Shouhui Insurance Agency and Shouhui Insurance Appraisal are required to set reserves at the rate of 10% of the registered capital, which are all placed as deposits in PRC commercial banks.

(ii) Cash collected on behalf of other parties mainly includes insurance premiums collected on behalf of insurance companies but not yet remitted as of the end of each of the reporting period.

18 CASH AND CASH EQUIVALENTS AND RESTRICTED CASH (continued)

(c) Reconciliation of (loss)/profit before taxation to cash generated from/(used in) operations:

	Note	Year ended 31 December 2025 RMB'000	2024 RMB'000
Operating activities			
Profit/(loss) before taxation		**839,616**	(90,190)
Adjustments for			
Depreciation of property, plant and equipment	6(c)	**409**	61
Amortisation of intangible assets	6(c)	**8**	8
Depreciation of right-of-use assets	6(c)	**9,557**	6,309
Provision for impairment loss	6(c)	**498**	962
Interest expense on lease liabilities	6(a)	**557**	258
Interest income		**(3,759)**	(592)
Expense on share-based compensation	6(b)	**11,427**	14,552
Changes in carrying amount of financial instruments issued to investors		**(619,015)**	345,035
Realised gains from financial assets measured at fair value through profit or loss	5	**(7,699)**	(11,197)
Unrealised gains from financial assets measured at fair value through profit or loss	5	**(620)**	—
Share of losses of associates		**2,802**	1,234
Losses from disposal of property, plant and equipment and intangible assets		**—**	8
Dilution gains from interests in associates	5	**—**	(2,655)
Foreign exchange loss		**511**	2,911
Operating profit before changes in working capital		**234,292**	266,704
Changes in working capital			
(Increase)/decrease in amounts due from restricted cash		**(38,753)**	9,962
Increase in accounts receivable and contract assets		**(226,882)**	(156,350)
(Increase)/decrease in prepayment, other receivable and other assets		**(4,757)**	5,637
Increase in accounts payable		**99,857**	45,863
Increase/(decrease) in other payables, accruals and other liabilities		**37,000**	(36,209)
Cash generated from operating activities		**100,757**	135,607

18 CASH AND CASH EQUIVALENTS AND RESTRICTED CASH (continued)

(d) Reconciliation of liabilities arising from financing activities:

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the Group's consolidated statements of cash flows as cash flows from financing activities.

	Financial instruments issued to investors (Note 22) RMB'000	**Lease liabilities** (Note 21) RMB'000	**Total** RMB'000
As at 1 January 2024	1,357,136	8,801	1,365,937
Changes from financing cash flows:			
Capital element of lease rentals paid	–	(6,681)	(6,681)
Interest element of lease rentals paid	–	(258)	(258)
Sub-total	–	(6,939)	(6,939)
Other changes:			
Increase in lease liabilities from entering into new leases	–	3,597	3,597
Interest expenses	–	258	258
Changes in carrying amount of financial instruments issued to investors	345,035	–	345,035
Sub-total	345,035	3,855	348,890
As at 31 December 2024 and 1 January 2025	**1,702,171**	**5,717**	**1,707,888**
Changes from financing cash flows:			
Capital element of lease rentals paid	**–**	**(8,349)**	**(8,349)**
Interest element of lease rentals paid	**–**	**(557)**	**(557)**
Sub-total	**–**	**(8,906)**	**(8,906)**
Other changes:			
Increase in lease liabilities from entering into new leases	**–**	**21,673**	**21,673**
Interest expenses	**–**	**557**	**557**
Changes in carrying amount of financial instruments issued to investors	**(619,015)**	**–**	**(619,015)**
Conversion of preferred shares to ordinary shares	**(1,083,156)**	**–**	**(1,083,156)**
Sub-total	**(1,702,171)**	**22,230**	**(1,679,941)**
As at 31 December 2025	**–**	**19,041**	**19,041**

18 CASH AND CASH EQUIVALENTS AND RESTRICTED CASH (continued)

(e) Net cash outflow arising from the acquisition of a subsidiary:

The fair value of the identifiable assets and liabilities of the subsidiary at the date of acquisition of the subsidiary comprise the following:

	RMB'000
Licenses (Note 11)	1,348
Prepayment, other receivables and other assets	15
Cash and cash equivalents	6
Total consideration paid in cash	1,369
Less : cash of subsidiary acquired	(6)
	1,363

19 ACCOUNTS PAYABLE

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Non-current liability		
Amounts payable to suppliers	**156,686**	102,730
Current liability		
Amounts payable to suppliers	**406,787**	360,886
Total	**563,473**	463,616

Ageing analysis

As of the end of each reporting period, the ageing analysis of amounts payable to suppliers, based on the invoice date, is as follows:

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Within 3 months	**32**	—
6 months to 12 months	**33**	—
Unbilled	**563,408**	463,616
Total	**563,473**	463,616

20 OTHER PAYABLES, ACCRUALS AND OTHER LIABILITIES

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Current liabilities		
Insurance premiums payable on behalf of insurance policyholders	**76,060**	37,378
Salary and welfare payables	**70,431**	70,331
Payables to service providers	**15,713**	8,462
Payables for listing expenses	**3,040**	8,687
Payables for VAT and surcharges	**1,576**	1,527
Others	**522**	455
Total	**167,342**	126,840

21 LEASE LIABILITIES

At the end of each of the reporting periods, the lease liabilities were repayable as follows:

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Within 1 year	**8,578**	4,329
After 1 year but within 2 years	**8,025**	1,253
After 2 years but within 5 years	**2,438**	135
Total	**19,041**	5,717

22 FINANCIAL INSTRUMENTS ISSUED TO INVESTORS

The movements of the financial instruments issued to investors during the reporting period are set out below:

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
At beginning of the year	**1,702,171**	1,357,136
Remeasurement due to changes in the amount that could be payable	**(619,015)**	345,035
Conversion of preferred shares to ordinary shares	**(1,083,156)**	—
At ending of the year	**—**	1,702,171

22 FINANCIAL INSTRUMENTS ISSUED TO INVESTORS (continued)

On 2 January 2024, the Company allotted and issued 5,320,000 preferred shares to certain investors. The Group's contractual obligations to redeem the preferred shares for cash and to distribute the liquidation preference amounts upon occurrence of events that are beyond the control of the Group give rise to financial liabilities.

The financial liabilities are measured at the highest amount, on a present value basis, that could become payable to the investors to redeem the shares upon occurrence of events that are not within the Group's control. The changes in carrying amount of the preferred shares for the year ended 31 December 2025 resulted from the change in the valuation of the Company with reference to the opening price of the Company's shares on the Listing Date.

Upon completion of the initial public offering, all preferred shares were converted into ordinary shares and the carrying amount of the financial liabilities is transferred to equity.

23 INCOME TAX IN THE CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(a) Current taxation in the consolidated statements of financial position represent:

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
As at 1 January	**276,354**	237,093
Provision for PRC enterprise income tax for the year	**86,505**	64,768
Income tax paid, net of tax refund	**(16,727)**	(25,507)
As at 31 December	**346,132**	276,354
In the consolidated statements of financial position:		
Current taxation	**347,153**	277,653
Prepaid income tax	**(1,021)**	(1,299)
	346,132	276,354

23 INCOME TAX IN THE CONSOLIDATED STATEMENTS OF FINANCIAL POSITION (continued)

(b) Deferred tax assets and liabilities recognised

(i) Movement of each component of deferred tax assets and liabilities

The components of deferred tax assets/(liabilities) recognised in the consolidated statements of financial position and their movements during the years are as follows:

Deferred tax arising from:	Accrued costs and expenses	Right-of-use assets	Lease liabilities	Impairment loss	Deductible accumulative losses	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2024	119,477	(1,957)	1,879	614	1,445	121,458
Credit/(Charged) to profit or loss (Note 7(a))	19,658	483	(556)	241	(477)	19,349
At 31 December 2024 and 1 January 2025	**139,135**	**(1,474)**	**1,323**	**855**	**968**	**140,807**
Credit/(Charged) to profit or loss (Note 7(a))	**39,653**	**(1,688)**	**1,822**	**124**	**561**	**40,472**
At 31 December 2025	**178,788**	**(3,162)**	**3,145**	**979**	**1,529**	**181,279**

24 CAPITAL AND RESERVES

(a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of Group's consolidated equity is set out in the consolidated statements of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the period are set out below:

The Company	Note	Share capital RMB'000	Share premium RMB'000	Treasury shares RMB'000	Capital reserve RMB'000	Shares held for employee shareholding platforms RMB'000	Share-based compensation reserve RMB'000	Accumulated (losses)/ profits RMB'000	Total equity/ (deficit) RMB'000
Balance as at 1 January 2024		*	–	–	–	(*)	1,118	(142)	976
Loss and other comprehensive income for the year		–	–	–	–	–	–	(339,468)	(339,468)
Arising from reorganisation	(i)	–	–	–	(1,121,509)	–	–	–	(1,121,509)
Issuance of ordinary shares	24(b)(d)	*	3,931	–	–	–	–	–	3,931
Share-based compensation		–	5,251	–	–	*	9,373	–	14,624
Balance as at 31 December 2024 and 1 January 2025		*****	**9,182**	**–**	**(1,121,509)**	**(*)**	**10,491**	**(339,610)**	**(1,441,446)**
Profit and other comprehensive income for the year		**–**	**–**	**–**	**–**	**–**	**–**	**586,489**	**586,489**
Conversion of preferred shares to ordinary shares	(i)	**–**	**–**	**–**	**1,083,156**	**–**	**–**	**–**	**1,083,156**
Issuance of ordinary shares	24(b)(d)	**2**	**170,596**	**–**	**–**	**–**	**–**	**–**	**170,598**
Capitalisation issue		**14**	**(14)**	**–**	**–**	**–**	**–**	**–**	**–**
Repurchase shares		**–**	**–**	**(785)**	**–**	**–**	**–**	**–**	**(785)**
Share-based compensation		**–**	**18,916**	**–**	**–**	*****	**(7,781)**	**–**	**11,135**
Balance as at 31 December 2025		**16**	**198,680**	**(785)**	**(38,353)**	*****	**2,710**	**246,879**	**409,147**

* The balances represent amounts less than RMB500.

(i) As part of the corporate reorganisation, the Company issued preferred shares to offshore investors mentioned in Note 22. The difference between the consideration received and the liability components of the preferred shares, which was accounted for in accordance with the accounting policy set out in Note 2(o), was reflected in the capital reserve.

24 CAPITAL AND RESERVES (continued)

(b) Share capital

	Note	Number of ordinary shares ('000)	Share capital RMB'000	Treasury shares RMB'000
At 1 January 2024		4,680	*	–
Issuance of ordinary shares		101	*	–
At 31 December 2024 and 1 January 2025		**4,781**	*****	**–**
Issuance of ordinary shares by initial public offering	(i)	**24,359**	**2**	**–**
Conversion of preferred shares	(ii)	**5,320**	*****	**–**
Capitalisation issue	(iii)	**191,919**	**14**	**–**
Shares repurchased	(iv)	**(246)**	**–**	**(785)**
At 31 December 2025		**226,133**	**16**	**(785)**

* The balances represent amounts less than RMB500.

(i) 24,359,000 ordinary shares of par value of USD0.00001 each were issued on 30 May 2025 at a price of HK$8.08 per share. The par value of equivalent RMB2,000 were credited to the Company's share capital. The remaining proceeds, net of share issuance costs, of approximately equivalent RMB170,596,000 were credited to the Company's share premium account.

(ii) Upon the completion of the IPO on 30 May 2025, the preferred shares were converted to ordinary shares, and the carrying amount of the financial liabilities is transferred to equity.

(iii) Pursuant to the resolutions of the shareholders passed on 13 May 2025, the Company was authorized to capitalise the amount of US$1,919.1919, equivalent RMB14,000 of the balance of the share premium account and applying such sum in paying up in full at nominal value and issue shares, a total of 191,919,000 shares for allotment and issue to the holders of shares whose names are entered on the principal register of members of the Company maintained in the Cayman Islands at the close of business on the date immediately preceding the date on which the listing of the Company's shares becomes unconditional (the "Capitalisation Issue").

24 CAPITAL AND RESERVES (continued)

(b) Share capital (continued)

(iv) Shares repurchased

In December 2025, the Company repurchased its own ordinary shares on The Stock Exchange of Hong Kong Limited as follows:

Month/year	Number of shares repurchased	Highest price paid per share RMB	Lowest price paid per share RMB	Aggregate price paid RMB'000
December 2025	**246,400**	**3.31**	**3.03**	**785**

The repurchase was governed by the memorandum and articles of association of the Company, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), The Codes on Takeovers and Mergers and Share Buy-backs, the Companies Act of the Cayman Islands and all applicable laws and regulations.

The total amount paid on the repurchased shares of 246,400 were recognized as treasury shares.

(c) Reserves

(i) Capital reserve

The preferred shares were transferred to equity upon completion of the IPO on 30 May 2025 with a par value of US$0.00001. The capital reserves arising from the conversion was approximately RMB1,083,156,000.

(ii) Shares held for employee shareholding platforms

As of 31 December 2025, Vitality Innovations Limited held an aggregate of 1,477,720 shares as adjusted pursuant to the Capitalisation Issue (as of 31 December 2024: 330,000 shares) of the Company, with a par value of US$0.00001 each. As the Company has the power to govern the relevant activities of the employee shareholding platform and can derive benefits from the contributions of the employees who were awarded with the shares under the employee share award scheme, Vitality Innovations Limited was consolidated in these financial statements.

(iii) Share-based compensation reserve

The share-based compensation reserve represents the portion of the grant date fair value of equity instruments award granted to the key management personnel and employees of the Group that has been recognised in accordance with the accounting policy adopted for share-based compensation in Note 25.

(iv) Other reserve

PRC statutory reserve is established in accordance with the relevant PRC rules and regulations and the articles of association of the companies comprising the Group incorporated in the PRC.

In accordance with PRC Company Law, the Group are required to allocate 10% of their profit after taxation, as determined in accordance with the relevant PRC accounting standards, to their respective statutory reserves until the reserves reach 50% of their respective registered capital. For the entity concerned, statutory reserves can be used to make good previous years' losses, if any, and may be converted into capital in proportion to the existing equity interests of investors, provided that the balance of the reserve after such conversion is not less than 25% of the entity's registered capital.

24 CAPITAL AND RESERVES (continued)

(c) Reserves (continued)

(v) Foreign exchange reserve

The foreign exchange reserve comprises all foreign exchange differences arising from the translation of financial statements of foreign operations. The foreign exchange reserve is dealt with in accordance with the accounting policy set out in Note 2(r).

(d) Share premium

Under the Companies Law of the Cayman Islands, the share premium of the Company may be applied for payment of distributions or dividends to shareholders provided that immediately following the date on which the distribution or dividend is proposed to be paid, the Company is able to pay its debts as they fall due in the ordinary course of business.

(e) Dividends

Subsequent to the end of the reporting period, a final dividend in respect of the year ended 31 December 2025 of HKD0.14 per ordinary share has been proposed by the board of directors of the Company and is subject to approval by the shareholders in the forthcoming annual general meeting of the Company to be held on 10 June 2026 and the final dividend is expected to be payable on or around 15 July 2026 to the shareholders whose names appear on the register of the Company on 22 June 2026.

25 SHARE-BASED COMPENSATION

With the purpose of attracting, motivating, retaining and rewarding certain employees and directors, from May 2015 to December 2023, the equity instruments to subscribe for 884,655 shares of Shenzhen Shouhui were granted to eligible participants with an exercise price of RMB1 per share. Unless the board determines otherwise, the equity instruments granted to the eligible employees shall be vested according to the following schedule: (i) 50% of such equity instruments shall be vested on the second anniversary of the grant date; (ii) 25% of such equity instruments shall be vested on the third anniversary of the grant date; and (iii) 25% of such equity instruments shall be vested on the fourth anniversary of the grant date. The vesting performance conditions include the Qualified IPO shall be completed.

On 30 November 2023, the pre-IPO share award scheme was adopted and treated as a successor to the Group's onshore employee share award scheme. All the terms and conditions of the pre-IPO share award scheme remained unchanged, except for the modification for certain equity instruments granted before 2020 whose expiration dates have been changed from 4 years to 10 years from the original grant date. The Group assessed that the incremental fair value was minimal, and did not recognise such incremental fair value.

As at 31 December 2024, all shareholding employees of Xiaoyusan Limited vested 401,660 shares. This exercised process affects the financial data of share-base compensation, related expenses, and equity movement.

After the Listing Date, 5,108,440 shares had been vested.

The details of equity instruments granted during the reporting period are set out as below.

25 SHARE-BASED COMPENSATION (continued)

(a) The terms and conditions of the grants are as follows:

	Number of instruments	Vesting conditions years from the date of grant
The 2025 grant		
	306	the longer of 2 years or IPO completion
	153	the longer of 3 years or IPO completion
	153	the longer of 4 years or IPO completion
Total equity instruments granted	**612**	
The 2024 grant		
	1,835	the longer of 2 years or IPO completion
	917	the longer of 3 years or IPO completion
	917	the longer of 4 years or IPO completion
Total equity instruments granted	3,669	

(b) The movements in the number of equity instruments are as follows:

	Year ended 31 December	
	2025	2024
Outstanding at the beginning of the year	**329,535**	731,423
Granted during the year	**612**	8,460
Forfeited during the year	**(816)**	(8,688)
Adjusted pursuant to the Capitalization Issue	**6,256,829**	—
Vested during the year	**(5,108,440)**	(401,660)
Outstanding at the end of the year	**1,477,720**	329,535
Exercisable at the end of the year	**—**	—

The equity instruments (as adjusted pursuant to the Capitalisation Issue) outstanding at 31 December 2025 had an exercise price of RMB0.05. The equity instruments outstanding at 31 December 2024 had an exercise price of RMB0.98.

25 SHARE-BASED COMPENSATION (continued)

(c) Fair value of equity instruments and assumptions:

The Group has applied Binomial Option Pricing Model to determine the fair value of the equity instruments granted. The key assumptions used in determining the fair value of equity instruments are as follows:

	As at 31 December	
	2025	2024
Fair value at grant date (per share)	**RMB11.15**	RMB223
Exercise price	**RMB0.05**	RMB0.98
Expected volatility	**57%**	57%
Expected multiples	**2.2**	2.2
Expected dividends	**0%**	0%
Risk-free interest rate	**2.31%**	2.31%

The fair value at grant date (per share) and exercise price as at 31 December 2025 are adjusted pursuant the Capitalisation Issue.

The expected volatility is based on the historical volatility of selected comparable companies in the period of the expected life of the equity instruments. Expected dividend yield is estimated based on the Company's expected dividend policy over the expected life of the equity instruments.

26 FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS

(a) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group's credit risk is primarily attributable to accounts receivable and contract assets. The Group's exposure to credit risk arising from cash and cash equivalents and restricted cash is limited because the counterparties are banks and financial institutions, which the Group considers to represent low credit risk.

The Group's exposure to credit risk arising from refundable rental deposits is considered to be low, taking into account (i) the landlords' credit rating and (ii) the remaining lease term and the period covered by the rental deposits.

The Group does not provide any guarantees which would expose the Group to credit risk.

Accounts receivable and contract assets

In respect of accounts receivable, individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Accounts receivable and contract assets are non-interest bearing. The Group does not have any off-balance-sheet credit exposure related to its customers.

26 FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

(a) Credit risk (continued)

Accounts receivable and contract assets (continued)

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate, and therefore no significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers.

The Group measures loss allowances for accounts receivable at an amount equal to lifetime ECLs. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

The expected credit loss rates for the accounts receivable and contract assets are listed as follows:

	As at 31 December	
	2025	2024
Accounts receivable	**0.13%**	0.12%
Contract assets	**0.36%**	0.39%

Movement in the loss allowance account in respect of accounts receivable and contract assets during the reporting period is as follows:

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Accounts receivables:		
Balance at 1 January	**148**	271
Loss allowance recognised/(reversed) during the year	**3**	(123)
Balance at 31 December	**151**	148
Contract assets:		
Balance at 1 January	**3,329**	2,428
Loss allowance recognised during the year	**495**	901
Balance at 31 December	**3,824**	3,329

26 FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

(b) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. The Group's approach to managing liquidity is to ensure, as far as possible, that it has sufficient cash to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group's policy is to regularly monitor current and expected liquidity requirements, and to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

The following tables show the remaining contractual maturities at the end of the reporting period of the Group's non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group can be required to pay:

	Contractual undiscounted cash outflow as at 31 December 2025					**Carrying amount in consolidated statement of financial position**
	Within 1 year or on demand	**More than 1 year but less than 2 years**	**More than 2 years but less than 5 years**	**More than 5 years**	**Total**	
	RMB'000	**RMB'000**	**RMB'000**	**RMB'000**	**RMB'000**	**RMB'000**
Accounts payable	**406,787**	**98,853**	**46,464**	**11,369**	**563,473**	**563,473**
Lease Liabilities	**9,067**	**8,235**	**2,497**	**–**	**19,799**	**19,041**
Other payables, accruals and other liabilities	**167,342**	**–**	**–**	**–**	**167,342**	**167,342**
Total	**583,196**	**107,088**	**48,961**	**11,369**	**750,614**	**749,856**

	Contractual undiscounted cash outflow as at 31 December 2024					Carrying amount in consolidated statement of financial position
	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Total	
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Accounts payable	360,886	64,500	36,075	2,155	463,616	463,616
Lease Liabilities	4,446	1,277	137	–	5,860	5,717
Other payables, accruals and other liabilities	126,840	–	–	–	126,840	126,840
Financial instruments issued to investors	1,702,171	–	–	–	1,702,171	1,702,171
Total	2,194,343	65,777	36,212	2,155	2,298,487	2,298,344

26 FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

(c) Currency risk

The Group is exposed to currency risk which is primarily attributable to receivables, financial assets, cash balances and payables that are denominated in a foreign currency, i.e. a currency other than the functional currency of the operations to which the transactions relate.

The currency giving rise to this risk are primarily United States Dollars and Hong Kong Dollars.

(i) Exposure to currency risk

The following table details the Group's exposure at the end of the reporting period to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate. For presentation purposes, the amounts of the exposure are shown in RMB, translated using the spot rate at the year end date.

	Exposure to foreign currencies (expressed in Renminbi)					
	2025			2024		
	United States Dollars RMB'000	**Hong Kong Dollars RMB'000**	**Renminbi RMB'000**	United States Dollars RMB'000	Hong Kong Dollars RMB'000	Renminbi RMB'000
Prepayment, other receivables and other assets	**858**	**5,145**	**11**	3	15,210	9
Cash and cash equivalents	**2,117**	**4**	**8,335**	–	–	6,135
Other payables, accruals and other liabilities	**(37,956)**	**(4,832)**	**(10,100)**	(63)	24	(10,100)
Total	**(34,981)**	**317**	**(1,754)**	(60)	15,234	(3,956)

26 FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

(c) Currency risk (continued)

(ii) Sensitivity analysis

The following table indicates the instantaneous change in the Group's profit/(loss) after tax (and accumulated profits/(losses)) and other components of consolidated equity that would arise if foreign exchange rates to which the Group has significant exposure at the end of the reporting period had changed at that date, assuming all other risk variables remained constant.

	2025		2024	
	Increase/ (decrease) in foreign exchange rates	**(Increase)/ decrease in profit after tax and accumulated profits RMB'000**	Increase/ (decrease) in foreign exchange rates	(Increase)/ decrease in loss after tax and accumulated losses RMB'000
United States Dollars	**5%**	**(1,749)**	5%	(3)
	–5%	**1,749**	–5%	3
Hong Kong Dollars	**5%**	**16**	5%	762
	–5%	**(16)**	–5%	(762)

(d) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's interest rate risk arises primarily financial instruments with variable rates, such as cash and cash equivalent and restricted cash and financial instruments with fixed rates such as lease liabilities. Interest-bearing financial instruments at variable rates and at fixed rates expose the Group to cash flow interest rate risk and fair value interest rate risk, respectively.

The following table presents the projected impact on the Group's profit/(loss) for the reporting year, assuming a 25 basis point increase/decrease in interest rates while keeping all other variables constant.

	As at 31 December	
	2025 RMB'000	2024 RMB'000
Increase of 25 basis points	**524**	289
Decrease of 25 basis points	**(524)**	(289)

26 FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

(e) Fair value measurement

Fair value hierarchy

The following table presents the fair value of the Group's financial instruments measured at the end of each reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.

- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.

- Level 3 valuations: Fair value measured using significant unobservable inputs.

		As at 31 December 2025			
		Level 1	**Level 2**	**Level 3**	**Total**
	Note	**RMB'000**	**RMB'000**	**RMB'000**	**RMB'000**
Financial assets measured at fair value through profit or loss					
Wealth management products	17	**–**	**599,520**	**–**	**599,520**
Unlisted equity investment		**–**	**–**	**15,000**	**15,000**
Private equity funds investments		**–**	**–**	**7,620**	**7,620**

		As at 31 December 2024			
		Level 1	Level 2	Level 3	Total
	Note	RMB'000	RMB'000	RMB'000	RMB'000
Financial assets measured at fair value through profit or loss					
Wealth management products	17	–	504,796	–	504,796

The Group estimated that the fair value of wealth management products by using estimated amount that the Group would receive or pay to transfer these management products at the end of the reporting period, taking into account the market interest rates of instrument with similar terms and risks.

	Valuation techniques	**Significant unobservable inputs**	**Relationship of unobservable input of fair value**
Unlisted equity securities	Latest observable transaction prices	The latest transaction price	The higher transaction price, the higher fair value
Private equity funds investment	Net asset value based on the fair value of the underlying investments	The fair value of underlying assets	The higher underlying assets valuation, the higher fair value

26 FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

(e) Fair value measurement (continued)

Fair value hierarchy (continued)

The fair value of unlisted equity investment is determined using the transaction price of the recent investment. As the investment was made on 23 December 2025, which is proximate to the end of the reporting period.

The fair value of the private equity funds investment is determined based on the net asset value ("NAV") as reported in the annual report provided by the fund's General Partner ("GP") as at the reporting date.

The movements during the period in the balance of these Level 3 fair value measurements are as follows:

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Unlisted equity investment:		
At 1 January	**–**	–
Payment for purchases	**15,000**	–
Net unrealised gains or losses recognised in other comprehensive income during the period	**–**	–
At 31 December	**15,000**	–
Private equity funds investments:		
At 1 January	**–**	–
Payment for purchases	**7,000**	–
Net unrealised gains or losses recognised in other comprehensive income during the period	**620**	–
At 31 December	**7,620**	–

During the reporting period, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3.

27 MATERIAL RELATED PARTY TRANSACTIONS

(a) Name and relationship with related parties

Name of entity	Relationship
Dahe Shenzhen Information Co., Limited (大河(深圳)信息有限公司, "Dahe Shenzhen")	Associate of the Group
Mianmiao Information Technology (Shanghai) Co., Ltd. (棉苗信息科技(上海)有限公司, "Mianmiao")	Associate of the Group
Xiaomianhua Digital Technology (Shanghai) Co., Ltd. (小棉花數字科技(上海)有限公司, "Xiao Mian Hua")	A subsidiary of the associate
Xcotton Co.	A subsidiary of the associate

(b) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in Note 8 and certain of the highest paid employees as disclosed in Note 9, is as follows:

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Salaries, allowances and benefits in kind	**5,782**	5,688
Discretionary bonuses	**632**	713
Retirement scheme contributions	**296**	268
Share-based compensation	**4,804**	11,338
Total	**11,514**	18,007

Total remuneration is included in staff costs (see Note 6(b)).

27 MATERIAL RELATED PARTY TRANSACTIONS (continued)

(c) Related party transactions:

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Revenue		
— Xcotton Co.	**320**	–
— Xiao Mian Hua	**64**	40
Cost of revenue		
Channel promotion and commission expenses		
— Dahe Shenzhen	**1,540**	12,936
— Xiao Mian Hua	**12,298**	39,621

(d) Balance with related parties:

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Trade related:		
Prepayment, other receivable and other assets		
— Xiao Mian Hua	**5,360**	3,310
Accounts payable		
— Dahe Shenzhen	**924**	2,629
— Xiao Mian Hua	**4,433**	24,775
Other payables, accruals and other liabilities		
— Xcotton Co.	**229**	–

28 COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION

	Note	As at 31 December 2025 RMB'000	2024 RMB'000
Non-current assets			
Investment in subsidiaries	28(a)	**26,875**	15,742
Prepayment, other receivable and other assets	28(b)	**190,289**	119,352
		217,164	135,094
Current assets			
Other payables, accruals and other liabilities		**105,401**	29,092
Financial instruments issued to investors	28(c)	**91,137**	98,193
		196,538	127,285
Current liabilities			
Other payables, accruals and other liabilities	28(d)	**4,555**	1,654
Financial instruments issued to investors	22	**–**	1,702,171
		4,555	1,703,825
Net current assets/(liabilities)		**191,983**	(1,576,540)
Total assets less current liabilities		**409,147**	(1,441,446)
NET ASSETS/(LIABILITIES)		**409,147**	(1,441,446)
EQUITY			
Share capital	24(a)	**16**	*
Reserves	24(a)	**409,131**	(1,441,446)
TOTAL EQUITY/(DEFICIT)		**409,147**	(1,441,446)

* The balances represent amounts less than RMB500.

Approved and authorised for issue by the board of directors on 25 March 2026.

Director

Director

28 COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION (continued)

(a) Investment in subsidiaries

	Note	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Deemed investment arising from share-based compensation	(i)	**26,875**	15,742
Investment in subsidiaries		*	*
Total		**26,875**	15,742

* The balances represent amounts less than RMB500.

(i) The amount represents share-based compensation expenses arising from the grant of equity instruments of the Company to employees of subsidiaries in exchange for their services provided to the subsidiaries, which were deemed to be investments made by the Company into these subsidiaries.

(ii) At the end of each reporting period, the Company assessed the recoverable amounts and there was no impairment in relation to investment in subsidiaries on the Company level.

(b) Prepayment, other receivables and other assets

	Note	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Advances to related parties	(i)	**145,953**	106,977
Term deposits with original maturity over three months		**44,336**	—
Advances on behalf of a subsidiary		**—**	10,865
Prepayments for listing expense		**—**	1,510
Total		**190,289**	119,352

(i) Advances to related parties were borrowings from the Company to StarSong Tech Limited, Shouhui Tech H.K. Limited, Shouhui Holding Limited, Starspark Tech H.K. Limited, which were unsecured, interest-free and have no fixed repayment terms.

28 COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION (continued)

(c) Financial assets at fair value through profit or loss

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Wealth management product	**91,137**	98,193

The wealth management product as at 31 December 2025 was issued by the asset management subsidiary of a commercial bank and a securities company, with no fixed or determinable returns. The investment account held a time deposit and certain cash as at 31 December 2025. The fair value of the investment portfolio was determined by the net asset value provided by the account manager at the end of each reporting period.

(d) Other payables, accruals and other liabilities

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Payables for listing expenses	**4,555**	1,510
Payables for organisation expense	**–**	144
Total	**4,555**	1,654

29 NON-ADJUSTING EVENTS AFTER THE REPORTING PERIOD

(a) Subsequent to the end of the reporting period, the Group invested in Health Vision Hong Kong Limited with a consideration of HKD15.5 million and acquired 35.25% of shares in January 2026.

(b) After the end of the reporting period the directors proposed a final dividend. Further details are disclosed in note 24(e).

30 IMMEDIATE AND ULTIMATE CONTROLLING PARTY

At 31 December 2025, the directors consider the immediate parent and ultimate controlling party of the Group to be Mr. Guang Yao.

31 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS, AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2025

Up to the date of issue of these financial statements, the HKICPA has issued a number of new or amended standards, which are not yet effective for the year ended 31 December 2025 and which have not been adopted in these financial statements. These developments include the following which may be relevant to the Group.

	Effective for accounting periods beginning on or after
Amendments to HKFRS 9, *Financial instruments and HKFRS 7, Financial instruments: disclosures — Contracts referencing nature-dependent electricity*	1 January 2026
Amendments to HKFRS 9, *Financial instruments and HKFRS 7, Financial instruments: disclosures — Amendments to the classification and measurement of financial instruments*	1 January 2026
Annual improvements to HKFRS Accounting Standards — *Volume 11*	1 January 2026
HKFRS 18, *Presentation and disclosure in financial statements*	1 January 2027
HKFRS 19, *Subsidiaries without public accountability: disclosures*	1 January 2027

The Group is in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements except for the following:

HKFRS 18, *Presentation and disclosure in financial statements*

HKFRS 18 will replace HKAS 1 Presentation of financial statements and aims to improve the transparency and comparability of information about an entity's financial statements. HKFRS 18 is effective for annual reporting periods beginning on or after 1 January 2027 and is to be applied retrospectively.

Among other changes, under HKFRS 18, entities are required to classify all income and expenses into five categories in the statement of profit or loss, namely the operating, investing, financing, discontinued operations and income tax categories. Entities are also required to provide specific disclosures about management-defined performance measures in a single note in the financial statements.

The Group does not plan to early adopt HKFRS 18 and is still in the process of assessing the impact of the adoption.

FIVE-YEAR FINANCIAL SUMMARY

CONSOLIDATED RESULTS

	Year ended December 31,				
	2025	2024	2023	2022	2021
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Operating results					
Revenue	**1,469,249**	1,387,086	1,634,395	806,258	1,547,647
Gross profit	**482,853**	528,880	551,799	280,418	460,613
Profit/(loss) before taxation	**839,616**	(90,190)	(306,298)	148,854	(148,768)
Profit/(loss) for the year	**793,583**	(135,609)	(356,209)	130,987	(204,205)
Total comprehensive income for the year	**786,182**	(132,723)	(356,208)	130,987	(204,205)
Total comprehensive income attributable to:					
Equity shareholders of the Company	**785,916**	(133,230)	(356,163)	130,881	(204,201)
Non-controlling interests	**266**	507	(45)	106	(4)
Non-HKFRS Measure:					
Adjusted net profit	**200,241**	241,563	253,336	75,023	195,338

CONSOLIDATED ASSETS AND LIABILITIES

	Year ended December 31,				
	2025	2024	2023	2022	2021
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Financial Position					
Non-current assets	**841,386**	665,474	481,537	218,466	188,282
Current assets	**1,566,404**	1,170,720	1,076,315	888,580	1,106,523
Current liabilities	**929,860**	2,471,879	2,094,652	1,461,880	1,799,641
Non-current liabilities	**167,149**	104,118	89,365	19,271	7,848
Net assets/(liabilities)	**1,310,781**	(739,803)	(626,165)	(374,105)	(512,684)
Total equity/(deficit) attributable to:					
Equity shareholders of the Company	**1,309,554**	(740,758)	(626,613)	(374,598)	(512,709)
Non-controlling interests	**1,227**	955	448	493	25

DEFINITIONS

"AGM"	the annual general meeting of the Company to be held on June 10, 2026
"Articles of Association"	the articles of association of the Company (as amended from time to time)
"associate(s)"	has the meaning ascribed thereto under the Listing Rules
"Audit Committee"	the audit committee of the Board
"Board"	the board of Directors of the Company
"CCASS"	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
"Chairman"	the chairman of the Board
"China" or "the PRC"	the People's Republic of China excluding, for the purposes of this annual report, Hong Kong, the Macau Special Administrative Region of the People's Republic of China and Taiwan
"claims adjustment"	assessing and investigating an insurance claim to determine if the insurance company should pay for damage or injuries, and the amount of payment
"Company"	Shouhui Group Limited (手回集團有限公司) (formerly known as Shouhui Tech Limited (手回科技有限公司)), an exempted company incorporated in the Cayman Islands with limited liability on August 3, 2023, whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 2621)
"Consolidated Affiliated Entities"	the entities the Group controls through the Contractual Arrangements
"Contractual Arrangements"	the series of contractual arrangements entered into by, among Shouhui Chuangxiang, the Consolidated Affiliated Entities and the Registered Shareholders (as defined in the Prospectus), the details of which are set out in the section headed "Contractual Arrangements" in the Prospectus
"Corporate Governance Code" or "CG Code"	the Corporate Governance Code as set out in Appendix C1 to the Listing Rules
"Director(s)"	the director(s) of the Company or any one of them
"FYP"	first year premiums, which include all premiums that policyholders are obligated to pay for short-term policies and the premiums that policyholders are obligated to pay in the first policy year for long-term policies
"Group"	the Company, its subsidiaries and the Consolidated Affiliated Entities at the relevant time

"GWP"	total premium from a contract expected to be received by an insurance company before deductions for reinsurance or ceding commissions
"HK$" or "Hong Kong dollars"	Hong Kong dollars, the lawful currency of Hong Kong
"HKFRS"	Hong Kong Financial Reporting Standards which include standards and interpretations as issued by the Hong Kong Institute of Certified Public Accountants
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"IP"	intellectual property
"Listing"	listing of the Shares on the Main Board of the Stock Exchange
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended, supplemented or otherwise modified from time to time)
"Main Board"	the Main Board of the Stock Exchange
"Model Code"	the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix C3 to the Listing Rules
"Mr. Guang"	Mr. Yao Guang (光耀), an executive Director, chief executive officer, the Chairman
"NFRA"	National Financial Regulatory Administration (國家金融監督管理總局), formerly known as CBIRC
"Pre-IPO Share Award Scheme"	the pre-IPO share award scheme adopted by the Company on November 30, 2023
"Prospectus"	the prospectus issued by the Company dated May 22, 2025
"R&D"	research and development
"Renminbi" or "RMB"	Renminbi Yuan, the lawful currency of China
"Reporting Period"	the twelve-month period from January 1, 2025 to December 31, 2025
"Share(s)"	ordinary share(s) with nominal value of US$0.00001 each in the share capital of the Company
"Shareholder(s)"	holder(s) of Share(s)

"Shenzhen Shouhui"	Shenzhen Shouhui Technology Group Co., Ltd* (深圳手回科技集團有限公司) (formerly known as Shenzhen Muchenglin Technology Co., Ltd* (深圳木成林科技有限公司)), a limited liability company established under the laws of the PRC on January 26, 2015 and one of the Consolidated Affiliated Entities
"Shouhui Chuangxiang"	Shenzhen Shouhui Chuangxiang Technology Co., Ltd.* (深圳手回創想科技有限公司) (formerly known as Shouhui Chuangxiang Investment Consulting Co., Ltd* (深圳手回創想投資諮詢有限公司)), a limited liability company established under the laws of the PRC on December 6, 2017 and an indirect wholly owned subsidiary of the Company
"Shouhui Insurance Agency"	Shouhui Insurance Agency Co., Ltd.* (手回保險代理有限公司) (formerly known as Chuangxin Insurance Sales Co., Ltd* (創信保險銷售有限公司)), a limited liability company established under the laws of the PRC on September 21, 2006
"Shouhui Insurance Appraisal"	Guangdong Shouhui Insurance Appraisal Co., Ltd. (廣東手回保險公估有限公司) (formerly known as Shaoguan Baihong Insurance Appraisal Co., Ltd. (韶關市百泓保險公估有限公司)), a limited liability company established under the laws of the PRC on August 23, 2010
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"subsidiary" or "subsidiaries"	has the meaning ascribed thereto under the Listing Rules
"United States"	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
"US$" or "United States dollars"	United States dollars, the lawful currency of the United States
"whole life insurance"	a permanent life insurance product offering guaranteed death benefits and guaranteed cash values
"%"	percent

The English names of PRC laws, regulations, governmental authorities, institutions, and of companies or entities established in the PRC included in this annual report are translations of their Chinese names or vice versa and are included for identification purposes only. In the event of inconsistency, the Chinese versions shall prevail.

The English names of the PRC entities mentioned in this annual report which are marked with "*" are translated, or transliterated from the Chinese name and are for identification purposes only.